

AUTUMN IN NEW YORK

Screenplay by
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Shooting Draft

2000

FADE IN:

EXT. CENTRAL PARK -- SEPTEMBER AFTERNOON

A COUPLE moves down a walkway, deep in subdued conversation. All around them trees explode with autumn color. Birds sing.

Their path is dappled with leafy shadow.

To their left, on the sunny meadow, TEENAGERS throw saucers and footballs, smoke cigarettes and joints, drink beer and soda, savoring the waning hours of summer.

CLOSER ON THE COUPLE

He is WILLS KEANE, late 40's to early 50's, strikingly handsome, impeccably dressed, and supremely poised. At first glance he has the proud glow of a hedonist who in the war against time has been the undisputed victor.

Only a closer look hints at the toll of battle. His shoulders strain under the weight of so much repetition. His eyes are touched by regret. The lines in his face reveal an emerging disenchantment not so much with the world as with himself.

Walking at his side is a WOMAN, 30, attractive and bright. Her name is unimportant because so many have come before her

and, if the past prevails, so many will come after.
She listens intently, as Wills finishes speaking --

WILLS

-- and I could have waited to tell
you, but I wanted to leave no room
for misunderstanding.

WOMAN

Well, you certainly didn't.

EXT. ANOTHER CENTRAL PARK WALKWAY -- LATER

Still talking quietly, they pass into a more secluded
area
of the park--

WOMAN

No, I see how you could feel this
way. Of course I do. It's human. But
what I don't get is why you'd want
to announce it so quickly. I mean,
we just met. Feelings change. You
don't even know me.

WILLS

Yes, I do.

She is amused by his confidence --

WOMAN

Oh, really?

WILLS

The minute I laid eyes on you. It's
the saddest thing about getting older.
You know people so quickly. I even
knew you'd end up hating me.

WOMAN

Well, you're wrong. I don't.

WILLS

(with a weary smile)
Give it time.

She laughs. Then he stops. He hears something. She
stops.
She hears it, too. It's a GIRL'S VOICE. He casually
turns
and looks, squinting into the sun.

TWO
He takes a few steps and there, between trees, he sees
DOZEN PEOPLE sitting on the grass and on folding chairs
--
most are middle-aged or older with a distinctly
intellectual-
bohemian look to them.
Standing and addressing them is CHARLOTTE FIELDING, 19,
fair,
willowy, pale, lovely in an unconventional way. She
wears an
eccentric hat and a vintage dress. Her bearing is
upright,
her gaze warm and intelligent, her voice rich with
emotion --

CHARLOTTE

-- and for weeks I sat by her bed
and cried. I told her I loved her
and I begged her not to leave me.
All I could think about was what I'd
lose if she died. And then one
night... she was in really bad pain...
I stopped thinking about myself for
a second and I thought about her.
(fighting tears)
I stopped crying. I said goodbye.
And in less than an hour Ella was
gone.

The woman whispers in Wills' ear --

WOMAN

It's so sad.

But Wills ignores her. He watches Charlotte with keen
interest, touched by the depth and sincerity of her
emotion.

CHARLOTTE

I really think it's possible to hold
a person back... cry them back...
from dying. That's what I did to
Ella and I'll never do it to anyone
else again.
(softly)
I hope no one ever does it to me.

She looks out at the group, many of whom are crying. A
tear

runs down her cheek. She smiles and wipes it away.

The woman, seeing Wills' interest in the girl, whispers

--

WOMAN

So what do you know about her?

He knows a great deal. Or at least he thinks he does.

But

his answer is nonchalant --

WILLS

That she's just a kid.

He takes the woman gently by the elbow and guides her

away.

He steals one last look back.

Charlotte, returning to where she was sitting, notices

Wills.

Their eyes meet and a charge passes between them.

Meanwhile an OLD MAN has risen from his chair --

OLD MAN

I met Ella at City College in 1938...

Wills slowly turns and walks away.

MUSIC AND TITLES IN:

EXT. MANHATTAN SUBWAY STOP -- AUTUMN DUSK

bustling

A SWARM OF PEDESTRIANS ascends the steps to the street.

of

FIND CHARLOTTE amid the swarm, struggling with a load

wire

BOXES and SHOPPING BAGS, carrying an antique, wood-and-

DRESSMAKER'S MANNEQUIN.

backpack,

She wears a peasant dress with a cycle jacket, a and another eccentric hat.

EXT. WASHINGTON SQUARE PARK -- DUSK

Wheeling

Charlotte makes her way down the leaf-strewn pathway.

smoking, the mannequin by the neck, she passes NYU STUDENTS laughing, and chatting on their way to class.

EXT. WEST VILLAGE AVENUE -- DUSK

MAN Charlotte hauls the mannequin down the block. A YOUNG offers her assistance, but she politely and firmly refuses.

EXT. WEST VILLAGE STREET -- DUSK

cobblestone Charlotte wearily hauls the mannequin across the street, over the curb, and up to the stoop of a charming but slightly dilapidated BROWNSTONE.

INT. BROWNSTONE FOYER -- DUSK

light Charlotte opens the door into the darkness. She hits a switch and nothing happens. She flips it back and forth --

CHARLOTTE

Shit.

mannequin. She dumps her boxes and bags, then wheels in the

CHARLOTTE

Dolly! The bulb burned out!

MUSIC AND TITLES OUT:

INT. BROWNSTONE LIVING ROOM -- SAME

mantel EIGHT SILHOUETTES are crouched in the dark room. The is draped with a HAPPY BIRTHDAY BANNER. The coffee table is stacked with WRAPPED GIFTS.

INT. FOYER -- SAME

Charlotte looks suspiciously at the living room door --

CHARLOTTE

Dolly?

against She tiptoes through the darkness and lays her ear
it.

INT. LIVING ROOM -- SAME

We hear chuckles and whispers of anticipation. An older woman's raspy, boozy voice growls --

RASPY VOICE

My ass hurts.

DOOR A few people chuckle, but they're quickly hushed. The
blaze KNOB TURNS and the DOOR OPENS. Everyone leaps up in a
of light --

ALL

SURPRISE!

wearing The MANNEQUIN bursts into the room, teetering crazily,
CHARLOTTE'S JACKET, BACKPACK, and HAT.

laughter, Everyone FLINCHES and SCREAMS. Amid a chorus of
-- Charlotte enters. Grinning, she wags a facetious finger

CHARLOTTE

See? Surprises suck!

INT. WILLS' BEDROOM -- NIGHT

stands An antique clock ticks crisply on the dresser. Wills
white before a mahogany mirror, buttoning a freshly laundered
shirt.

but Lying on the cradle bed, half-wrapped in a sheet, naked
much too for a string of pearls, is TANYA, 35, raven-haired,
thin. She smokes a cigarette.

TANYA

Oh, Wills, please, not again. It's our third date and we're already in a rut.

WILLS

But I thought you loved it.

make it

She stretches with her cigarette but before she can
to the ashtray, her ASH FALLS on a New York magazine.

a

On the cover is a PHOTOGRAPH OF WILLS standing next to
YOUNG CHEF in a fashionable restaurant. The caption

reads:

"The Prodigal Son Returns."

TANYA

Oh, I do -- except for the fact that
there isn't a single thing on the
menu I can eat.

WILLS

(with a chuckle)

Sure, there is; there's just very
little you're willing to digest.

He slips in a cuff link. She affects a breezy
indifference --

TANYA

Fine then. We'll go, I'll get big,
fat, and horrible, and it'll serve
you right.

Wills slips on a silk tie --

WILLS

No, it won't. Because it takes at
least a few weeks to get fat and by
then you won't even be speaking to
me.

TANYA

(curiously)

Why do you say that?

He stops tying his tie and stares at her in the mirror

--

WILLS

Because we have no future. All I can
offer you is this... what we have
right now... nothing more
meaningful... until it ends.

He goes back to tying his tie, then adds softly --

WILLS

I could have waited to tell you, but
I wanted to leave no room for
misunderstanding.

She stares at him, speechless.

INT. RESTAURANT -- THAT NIGHT

Its decor is exquisitely tasteful, its ambiance warm
and
convivial. The night is in full swing. Most of the
tables
are taken and the bar is packed.

EXT. UPPER EAST SIDE -- SAME

From amid the RUSH OF TRAFFIC, a TAXI breaks free and
glides
to the curb in front of the RESTAURANT.

Its facade is windowless. Only a small brass plaque on
the
grey marble reveals that this is ELYSIUM.

Wills and ERIKO, 30's, Japanese, aloof and stunning,
emerge
from the taxi, elegantly dressed, and move to the front
door.

INT. ELYSIUM -- CONTINUOUS

TWO TIPSY DEBUTANTES pass Wills and Eriko as they
enter. One
recognizes Wills and smiles flirtatiously.

Wills stops and helps Eriko off with her jacket. JESUS,
30,
the dashing Cuban-American maitre d', superbly
discreet,
approaches --

JESUS

Good evening, Mr. Keane. Will you be
dining with us tonight?

WILLS

We certainly will. Table seven, Jesus,
if it's available.

JESUS

Yes, sir.

Wills hands Eriko's jacket to MELISSA, 20, the hat
check girl --

WILLS

How are you, Melissa?

MELISSA

(blushing)

Fine, Mr. Keane.

CELIA, mid-20's, the chipper, blonde Midwestern
hostess, arrives, wearing a stunned, glassy smile.

WILLS

Good evening, Celia. And how --

CELIA

(with forced cheeriness)

Just dandy, sir, thanks!

JESUS

Table seven.

CELIA

This way, please.

Celia, barely making eye contact with Eriko, walks
quickly away. Wills is amused and a little confused by Celia's
behavior. He lays a hand on Eriko's back --

WILLS

I'll be right with you.

Eriko nods and follows Celia.

Wills moves to the reservation stand where his best
friend and the restaurant's manager, JOHN VOLPE, 40, a
brilliant, dapper, tough as nails Brooklynite stands, listening to
someone on the telephone.

Wills lays a hand on his shoulder and mutters into his
ear --

WILLS

How's it going?

JOHN

(covering the phone)

Chaos.

WILLS

The house specialty.

JOHN

Easy for you to say, ya prick.
Waltzin' in here like you own the
joint.

gestures Wills laughs and takes a look into the bar. John
with his head in Eriko's direction --

JOHN

So who's the new potential ex-wife?
I thought you were still wastin'
time with Tanya-von-What's-her-name.

WILLS

We wisely agreed to cut our losses.

head. Wills exits into the bar. John smiles and shakes his

STAFF FOLLOW WILLS, as he glides along the bar. CUSTOMERS and
greet him warmly.

city As he enters the main dining room, DINERS spot him --
sprinkled among them are CELEBRITIES from every walk of
and life. Wills greets them, stopping to shake their hands
kiss their cheeks.

path -- Suddenly, Celia, the hostess, red-faced, blocks his

CELIA

Look, I have no right to say this,
okay? And you can fire me if you
want, but in the six weeks we've
been open you've brought in six
different women -- tonight makes
seven -- and it's really starting to
get to me.

WILLS

In what way?

CELIA

I have to greet them! It's like working at a dog shelter! I'm afraid to learn their names or even smile at them because I know any minute they could be put down!

WILLS

I assure you it's an absolutely painless procedure.

Shocked, she can't help but sputter a laugh --

CELIA

It is?

WILLS

Sure.

(beat)

Especially for me.

speaks They both laugh. He moves closer, lowers his voice, and with warm sincerity --

WILLS

Actually, I appreciate your concern, Celia. The truth is I'm a little worried myself.

CELIA

Seriously?

WILLS

Seriously. I've been trying to do better.

(uneasily)

But... you know how it is... old habits die hard.

CELIA

So I'm not fired?

WILLS

Nope. In fact, John's been looking for an assistant. Tell him you've just been promoted.

She Wills smiles, pats her in the shoulder, and moves on.
can't believe it.

candles A WAITER carrying a BIRTHDAY CAKE -- blazing with
LATTICEWORK -- and decorated with a WOMAN'S HAT made of MERINGUE
passes by on his way to the REAR DINING ROOM.

Wills, his From inside, VOICES begin to sing HAPPY BIRTHDAY.
curiosity piqued, follows.

INT. REAR DINING ROOM -- CONTINUOUS

table. The waiter sets down the cake at the center of a round
cannot There's a CHEER and APPLAUSE as the song ends. Wills
view. see whose birthday it is because the waiter blocks his

steps Just as Wills is about to exit the room, the waiter
first away. Wills glances over and sees the birthday girl. At
softens he can't place her, but then he does, and his face
and brightens.

candlelight. It's Charlotte. She wears a black velvet dress and a
wish, she Through the chorus of voices, urging her to make a
cries out --

CHARLOTTE

You guys! Let me think!
(concentrating)
Okay. Okay.

than Charlotte blows hard, and, with a little more effort
APPLAUDS you might expect, extinguishes the candles. Everyone
and CHEERS.

English, To Charlotte's right sits SIMON LORING, late 20's,
sardonic, adoring. He gestures at her CHEST and says --

SIMON

Watch carefully, everyone -- they ought to begin emerging any moment now.

Everyone laughs. Charlotte playfully slaps him --

CHARLOTTE

Very funny! Actually, any moment now you're gonna turn straight and fall at my feet.

SIMON

Oh, darling, you know I would if I could.

but Charlotte's best friend, SHANNON HARRIS, 19, a spoiled big-hearted redhead, drowning in curls, mutters --

SHANNON

The only time he falls at your feet now is when he wants to borrow your Prada loafers.

More laughter.

then BACK TO WILLS. He considers approaching Charlotte, but he looks back and sees Eriko sitting alone at their table, idly stabbing at her drink with a straw.

but Regretting his rudeness, he takes a step toward her, then hears --

WOMAN'S VOICE

Is that Wills Keane?

spindly He turns and sees DOLORES TALBOT, 70, blonde wig, mixed frame, weathered skin, large, sad eyes. She holds a drink --

WOMAN

It sure as hell is and he hasn't changed a bit!

WILLS

I'm sorry, do I --

WOMAN

You little fool, it's Dolores Talbot.
Dolly!

His smile shows uneasy surprise --

WILLS

My God, it is.

DOLLY

Yeah, I know, time's kicked my ass
but good. Come on, Romeo, let's bury
the hatchet. Give me a hug. Careful
of the cocktail.

Charlotte As he hugs Dolores, he can't help but look over at
again.

DOLLY

So what the hell're you doin' around
here? Last I heard you were out in
earthquake country blowin' the family
fortune.

WILLS

Actually, I doubled it.

DOLLY

Good for you!

sees ON CHARLOTTE. She looks over. Her view is such that she
Wills but not Dolores.

pretends A faint blush creeps into Charlotte's cheeks. She
to listen as Shannon tells a story --

SHANNON

-- and you know how bouncer's get.
He's like, "That's the worst fake
I.D. I've ever seen." And I'm like,
"Yeah? Well, you have the worst dread-
extensions!" And then just when --

to Noticing Charlotte's distraction, Simon whispers calmly
her --

SIMON

Are you feeling all right? You look positively green.

lips -- Charlotte speaks under her breath without moving her

CHARLOTTE

He's here. And he's staring at me again.

SHANNON

No way!

Both Shannon and Simon turn to look, but like lightning Charlotte grabs them both --

CHARLOTTE

Don't!

(to Simon)

Wait a few seconds, then go to the bathroom.

SIMON

How will I know him?

CHARLOTTE

He's beautiful. And much older.

SIMON

Really?

(getting up)

If he's rich you might have a fight on your hands.

chair
seductive
Charlotte watches furtively as Simon rises from his
and walks over. As he passes Wills, he flashes him a
smile. Wills is confused by it.

CHARLOTTE

Okay, look.

stare
mouth
Shannon swivels her head and throws an aloof, vacant
in Wills' direction. Then she looks back at Charlotte,
agape --

SHANNON

He's as old as my dad!

Charlotte laughs.

Dolores

BACK ON WILLS. He does his best to be attentive as
exhales a plume of smoke into his face --

DOLLY

Sure, L.A.'s okay if you're a cactus
or a lizard, but if you're a New
Englander, your soul dries up and
blows away like a god damn leaf.

WILLS

It only took me twenty years to come
to my senses.

DOLLY

So what're you doin' now? You owned
some restaurants out there, didn't
you?

ON CHARLOTTE. She sits listening to Shannon --

SHANNON

And so, after all that, we pay our
cover, we get in, and it's totally
heinous! Nothing but losers and --

Charlotte looks over and pales, her eyes widening --

CHARLOTTE

Oh, shit.

SHANNON

What?

Dolores walks up, hauling Wills by the arm --

DOLLY

Kids! I want you to meet an old chum
of mine, the owner of this fine
establishment -- Wills Keane!

looks

The table greets him. Wills, slightly self-conscious,
at everyone but Charlotte.

DOLLY

And that over there's the birthday
girl -- my granddaughter, Charlotte.

it. The news hits Wills hard. But he does his best to hide
He musters a casual smile --

WILLS

Not Katie and Jay's daughter?

DOLLY

You bet. She got her height from her
dad. But her talent's all Katie's.

Dolores indicates the hat that Charlotte's wearing --

DOLLY

Made it herself from scratch. That
one, too.

(to Shannon)

Honey, show 'im.

hat Shannon makes an elaborate comic show of modeling the
she's wearing. The table laughs.

Wills levels his gaze at Charlotte --

WILLS

Impressive.

Try as she might to accept the compliment with grace,
Charlotte can't help but grin.

CHARLOTTE

Thanks.

BOTTLES The WINE STEWARD stands at a station on which sit TWO
him -- OF CHAMPAGNE on ice. He reaches for one. Wills stops

WILLS

I think we can do better than that.

the The steward, understanding, nods and departs, taking
champagne with him.

WILLS

Happy birthday, Charlotte.

CHARLOTTE

Thanks.

SHANNON

(under her breath)
Twenty years old and never been...

CHARLOTTE

(laughing)
Shut up!

Amused, he flashes Charlotte his most dazzling smile.

WILLS

I'll let you get back to your
celebration.

(kissing Dolly's cheek)
A pleasure to see you again.

DOLLY

Same here.

murmurs
Wills turns to exit. Simon, returning to his seat,
seductively to Wills as he passes by --

SIMON

Leaving so soon?

As
Wills looks at him, confused again, then continues on.
Simon sits, he mutters to Charlotte --

SIMON

Be still my beating heart.
(beat)
Or is that your heart?

SHANNON

(whisper to Charlotte)
You're not really into him, are you?

Charlotte turns to Dolores who has just sat down.

CHARLOTTE

Hey, Dolly, how do you know him?

DOLLY

(uneasily)
From Newport. Old friend of your
mom's.

Dolores eats a sloppy forkful of birthday cake.

DISSOLVE TO:

EXT. WINDOW -- ESTABLISHING -- MORNING

A gentle breeze tickles a white lace curtain. A PHONE RINGS.

INT. BROWNSTONE KITCHEN -- SAME

Charlotte, standing in the small antiquated kitchen, wearing flannel pajamas, tenses when she hears the PHONE RINGING. She snatches an apple from a bowl and dashes out of the room.

FOLLOW CHARLOTTE running through the DINING ROOM... into the LIVING ROOM... into the FOYER... and up a DARK STAIRCASE.

INT. CHARLOTTE'S BEDROOM -- MORNING

A startling clash of childhood, adolescence, and womanhood. Everything from stuffed animals to posters of pop icons to volumes of great literature.

THE PHONE RINGS AGAIN

Charlotte bangs in, flings herself on the bed, and grabs the phone --

CHARLOTTE

Okay, bitch, I'm ready!

INTERCUT WITH:

INT. WILLS' ROOFTOP TERRACE -- MORNING

Wills sits in his woolen robe, holding a portable phone. Amused, he smiles into the morning sun --

WILLS

For what?

CHARLOTTE

Oh my God, I'm so sorry! Wait. Who is this?

WILLS

Wills Keane.

Her heart stops. She sits up slowly, her body tensed.

WILLS

Who did you think it was?

CHARLOTTE

My friend Simon, actually. He always calls me the morning after to sort of... you know... sum everything up.

WILLS

And how would you sum it up, Charlotte? Turning twenty.

CHARLOTTE

Kinda cool, kinda creepy. Anyway, you wanna speak to my grandmother?

WILLS

(with a chuckle)

I don't think so.

enters.
tray
Wills
a
OLIVIA, 30's, Wills' Jamaican cook and housekeeper, Plump, handsome, and perpetually amused, she carries a laden with continental breakfast and a New York Times. mouths a greeting. She smiles back and sets the tray on table.

WILLS

I called because I'm going to be attending a benefit... a black-and-white ball... and I'd like you to design a hat... for my date.

CHARLOTTE

Really? Wow. Sounds fun. Okay.

WILLS

It's a gift. I don't have her measurements, but she's about your size. What're you, a six?

CHARLOTTE

Uh-huh.

WILLS

Good -- then let's assume your hat size is also the same.

CHARLOTTE

But that doesn't necessarily --

WILLS

It's a risk we'll just have to take.

pen
Charlotte runs over to her sewing table, looking for a
and paper. She finds paper, but no pen --

WILLS

Her dress is a sheath... sleeveless,
black. The hat must, of course, be
black or white or both.

eyeliner
She finds a pen but it doesn't work. She grabs an
and uses that --

CHARLOTTE

Any particular style?

WILLS

(sipping his coffee)

No, just plenty of it. How long will
it take?

CHARLOTTE

A week or two.

WILLS

You have till Thursday. I'll need it
here by seven o'clock. I'm at the
Pembroke on Central Park West and
76th.

CHARLOTTE

Oh. Wow. Okay.

WILLS

What's your fee?

CHARLOTTE

(faltering)

I don't really have one. I usually

just make them for friends.

WILLS

How's five hundred dollars?

CHARLOTTE

Really? Wow.

WILLS

Charlotte?

His tone has abruptly shifted; it's intimately hushed.

It

both daunts and excites her --

CHARLOTTE

Yeah?

WILLS

You say "wow" a lot.

CHARLOTTE

I know.

WILLS

It has to stop. You're a woman now.

CHARLOTTE

I know.

WILLS

Bye.

CHARLOTTE

Bye.

bed, and

She clicks off the phone, wilts into a swoon on the

breaks out laughing.

the

Wills, still holding the receiver, stares dreamily into

middle distance.

Queens

He snaps to when Olivia enters. Her accent is as much

as it is Caribbean --

OLIVIA

See, now you got me worried.

WILLS

What do you mean?

OLIVIA

You slept alone last night. You must be sick or somethin'. You want me to call a doctor?

WILLS

Thank you, no, I'm fine.

Wills She throws him a sly, sidelong glance, then exits.
laughs and contentedly sips his coffee.

LAUGHING, FROM THE NEXT SCENE, we hear the sound of SQUEALING,
SHOUTING CHILDREN.

INT. FAO SCHWARZ -- NIGHT

with Surrounded by swarming PARENTS and KIDS, Wills stands
VOLPE, 30, John, the manager of Elysium, and his wife, SARAH
kids -- who, gazing out of frame, keeps a watchful eye on their

JOHN

Save it, pal! Don't even bother! I may not have gone to a fancy school like Bendover --

WILLS

(to Sarah)
That would be Andover.

SARAH

Sure, if his folks could have afforded it.

JOHN

-- but when Wills Keane comps three bottles of Dom to a twenty-year-old girl, then tells me he did it 'cause he likes the kid's grandma, I smell a rat!

SARAH

(looking around)
Oh, is that what that is? I figured there was a dirty diaper somewhere.

WILLS

(lightly)

Okay, I admit it, she interests me.

JOHN

(turning to Sarah)

He's gonna do it! I don't believe it! He moved us back here for nothing!

SARAH

So much for that turned leaf.

WILLS

(amused)

Come on, you're overreacting.

JOHN

Is that what you think? Buddy, since we hit town, I have done nothin' but cut you slack! Every week a new woman on your arm and I didn't say a word. Why? 'Cause I figured at least they're in the right demographic. Maybe by accident you'll trip over something substantial. But this little girl? Best she could be is Miss Right's daughter!

WILLS

(uneasily)

I know. It's just that there's something about her. She's special... and I just thought --

SARAH

"She's young. She's hot. I'm on the verge of menopause. Why not go for it?"

Wills and Sarah meet eyes.

WILLS

There wouldn't be much point in lying to you, would there?

Sarah shakes her head.

KIDS' VOICES

Mommy, Daddy, look, look!

MOLLY and CARLA, the Volpes' five-year-old TWIN

DAUGHTERS

run up, beaming, each carrying a huge stuffed animal.

JOHN

Hey, they're bigger than you are!

kisses
John scoops both his daughters up in his arms and
them repeatedly.

Wills watches, his eyes filling with a vague, wistful
envy.

He sees Sarah staring at him. She smiles
sympathetically.

INT. BROWNSTONE LIVING ROOM -- AFTERNOON

tinged
The furniture is antique and dark. The white walls are
with yellow from years of cigarettes. In one corner,
the
paint has chipped off the ceiling in a jagged plate.

sipping
Dolores sits on a worn-out leather arm chair, smoking,
a cocktail, watching a DAYTIME TALK SHOW.

ADJOINING
In the background, we see Charlotte working in the
DINING ROOM which she has turned into a lovely sewing
room.

-- a
materials
sewing
CLOSER ON CHARLOTTE. She builds her hat on a HAT BLOCK
wooden mannequin head. Strewn all around her are the
of her hatmaking -- bolts of cloth, hat blocks, a
table.

floor,
marking
Shannon, wearing sweats and a T-shirt, lies on the
eating M+M's and drinking diet soda, while heavily
up a text book with a YELLOW HIGHLIGHTER.

down at
Charlotte stops and rubs her eyes, then she glances
Shannon and smiles --

CHARLOTTE

Why don't you mark what isn't
important? That way you'll save ink.

SHANNON

Why don't you sew your mouth to my butt? That way you'll stop annoying me.

They both laugh. Overhearing, Dolores croaks facetiously --

DOLLY

Now, now, if you two kids can't play nice --

Shannon rolls over onto her back --

SHANNON

God, I hate school.

Charlotte pins a strip of black lace to the hat --

CHARLOTTE

Oh, come on, just last week, you said you were on a roll. You loved it!

SHANNON

Well, now I'm on the rag and I hate it.

Charlotte chuckles and sets the half-finished hat on her head. Still seated, she wheels her work chair over to a mirror --

CHARLOTTE

I think you're incredibly lucky. I'd love to be going to college.

Shannon rolls over and looks at her. Suddenly her expression is inexplicably solemn --

SHANNON

Am I the most spoiled brat in the world or what?

CHARLOTTE

Spoiled brats don't even ask questions like that.

(re: the hat)

What do you think?

she
She models the hat. Tears well in Shannon's eyes and
says without even a hint of irony or sentimentality --

SHANNON

That you're the most beautiful person
in the entire world.

fusses
Charlotte smiles, looks away, and, trying not to cry,
with the hat.

EXT. CENTRAL PARK WEST -- NIGHT

60's,
looking up
A cold autumn rain falls. The Irish doorman, MICHAEL,
melancholy, stoop-shouldered, smokes a cigarette,
at the unburdening sky.

--
A LIMOUSINE pulls up. The passenger window glides down

DRIVER

Mikey! How ya doin'?

DOORMAN

A bit early, aren't you?

DRIVER

Hey, in this soup, better safe than
sorry, you know what I mean?

looks,
RUNNING FOOTSTEPS approach. Michael looks. The driver
too.

coat,
street,
It's Charlotte, dressed in tattered jeans, a light rain
and sneakers, dashing at breakneck speed down the
carrying something in a GARBAGE BAG.

CHARLOTTE

KEANE!

She runs right past Michael --

INT. ELEVATOR -- NIGHT

winded,
Michael works the shiny brass controls. Charlotte,

overhead.

hair dripping wet, watches the numbers tick by
Michael smiles at her with paternal fondness --

MICHAEL

He's goin' to a fancy party tonight.

Charlotte, nonplused by his lack of discretion, smiles
politely --

CHARLOTTE

Oh, really?

INT. WILLS' PENTHOUSE -- MOMENTS LATER

The elevator doors open.

MICHAEL

Watch your step, Miss.

CHARLOTTE

Thank you.

elevator
over

She emerges, moves to Wills' door, and waits for the
to close. When it does, she hurries back to a table
which hangs a GILDED MIRROR.

and
checks

She takes a LOVELY OLD HAT BOX out of the garbage bag
ditches the bag under the table. Then she quickly
herself in the glass.

sopping
the
breath, and

She doesn't like what she sees. She pokes at her
hair and squeezes it, but it's hopeless. Remembering
time, she hurries back to the door, takes a deep
rings the bell.

approaching.

She waits. And waits. Then she hears footsteps
She realizes she's left the hat box on the table.

to

She rushes over and grabs it, just in time to get back
the door when it OPENS.

and Olivia, the housekeeper, steps out, wearing her coat carrying her purse. Her voice is low and gentle --

OLIVIA

He's waitin' for you, Miss Fieldin'.

They exchange cordial smiles. Charlotte enters.

INT. WILLS' APARTMENT -- CONTINUOUS

paintings, antique Charlotte steps into a dim hallway lined with oil carpeted with a Persian runner, and lighted by three sconces. She walks slowly, terribly self-conscious.

INT. WILLS' LIVING ROOM -- CONTINUOUS

with timidly, The room is vast, furnished with antiques, decorated the same masculine good taste. Charlotte enters then hears --

WILLS

What happened?

a Park. She looks and sees Wills standing, back turned, before broad set of high windows. City lights glimmer in the distance; beneath them lies the vast gloom of Central

CHARLOTTE

I couldn't get a cab, so I took the subway... only it was an express and it didn't stop at --

WILLS

You realize, don't you, that you're a full eighteen minutes late?

CHARLOTTE

I know... I'm so sorry... I --

tailored he Wills turns around. A magnificent figure -- expertly tux, every hair in place, freshly manicured. And then offers her an amused, reassuring smile --

WILLS

Charlotte, relax. What's the point of being a beautiful young woman if it isn't to keep your admirers waiting? In fact, you disappoint me: I was looking forward to at least another half hour of suspense.

Flattered, her face brightens --

CHARLOTTE

I could leave and come back.

WILLS

Nope, too late. Anyway, I want to see the hat.

unties
sublimely
face

He walks over to her. Smiling, she sets down the box, the ribbon, and gingerly removes the hat. It's simple and elegant. She looks at him with hope. His face betrays nothing --

WILLS

Try it on.

CHARLOTTE

I can't. I'm soaked.

WILLS

It's all right.

her
and

Charlotte, a little confused, carefully sets the hat on head. She steps to a wall mirror, pulls the veil down, sets it at the correct angle.

Wills appears behind her and shares the reflection. She feels his presence, hears his breathing. They speak in hushed tones --

WILLS

It's perfect. It's like a tiny sculpture.

CHARLOTTE

I wanted it to be a tiny poem.

She smiles. Their eyes meet in the glass.

WILLS

If only I had some use for it.
(off her look)
My date canceled a few hours ago.

CHARLOTTE

Why?

WILLS

I don't know. She was vague. Would you... like to come in her place?

Charlotte can't believe it. She smiles at his reflection.

CHARLOTTE

Like this?

WILLS

The outfit I bought her is hanging in the guest room closet.

CHARLOTTE

(anxiously)
It's okay? Are you sure?

WILLS

(amused)
Of course.

He gestures toward the half-open door on other side of the door,
room. Charlotte turns and, biting her lip, looks at the then back at Wills, then back at the door.

INT. GRAND BALLROOM, PLAZA HOTEL -- NIGHT

A spectacular affair is in full swing, a benefit for the METROPOLITAN MUSEUM OF ART attended by FIVE HUNDRED GUESTS from HIGH SOCIETY dressed only in black and white.

A LARGE BAND plays -- everything from waltzes to jazz to swing. Chandeliers glisten. Guests, sitting in ornate boxes, look down on the marble dance floor where a WALTZ is in progress.

looks
course,
FIND WILLS AND CHARLOTTE, dancing together. Charlotte
sophisticated and beautiful beyond measure, wearing a
sleeveless black sheath with a fake fur wrap, and, of
her hat.

WILLS

Nonsense. You're very good. Where
did you learn?

CHARLOTTE

From Ella. The woman whose memorial
you crashed.

WILLS

So you did see me there.

CHARLOTTE

Uh-huh. And the next time I saw you,
you were on the cover of New York
magazine. And I had to pick a place
for my birthday. So...

smiles,
coincidence.
It takes a few beats for Wills to put it together. He
realizing that her presence at Elysium wasn't a
She smiles back, sweetly, coyly.

too
simply
ON THE PERIMETER, FIND TWO RICH WOMEN, 40's, too thin,
lifted, watching Wills and Charlotte waltz.
They stand with LISA, 23, unassuming, fair-haired,
dressed.

RICH WOMAN #1

Of course he moved back. I mean,
he'd already seduced every A- and B-
list actress in town. What was left
for him?

Pause. Lisa looks at her, feigning naivety.

LISA

The C-list?

RICH WOMAN #2

Exactly.

RICH WOMAN #1

But if what I hear is true and he's shopping for a bride, I can tell you one thing -- he's barking up the wrong tree there.

LISA

Why do you say that?

RICH WOMAN #1

(with an icy smile)

Good wives are rarely found up cherry trees.

looks The women share a laugh. Lisa, slightly discomposed,
back at Wills and Charlotte.

INT. GRAND BALLROOM -- LATER

Wills Wills and Charlotte slow dance to a romantic ballad.
seems entranced by her easy manner of expression --

CHARLOTTE

I met Ella in the fourth grade. She was my teacher at the Little Red School House. We stayed friends after she retired. She taught me how to cook and sew... speak Italian... basically enjoy life, have fun -- that's what she was best at... even when she knew she was dying.

(pause)

The most important thing she did was introduce me to poetry. She believed it was the highest form of art and that everything we say and do should aspire to it.

quietly -- Wills is uncomfortable for a moment, then ventures

WILLS

It sounds as though, in a way, she took your mom's place...

CHARLOTTE

My mom and my dad's. After they died, Dolly was so devastated she pretty much gave up on everything. It was

like if something that tragic could happen, there was no way she was ever gonna care about anyone else ever again. Including herself. She wasn't a horrible parent... she didn't abuse me or anything... she just ignored me. She was more like a weird landlady than a grandmother.

Charlotte smiles sadly. Her eyes glisten in the light.

WILLS

I'm sure she did the best she could.

CHARLOTTE

For a long time I kinda thought that, too, and I made excuses for her, but now I don't. I was seven years old and I needed her and she wasn't there.

Silence as Wills somberly reflects. Finally, he speaks

--

WILLS

I remember when I heard the news about your parents. You know how after a crash they print a long list of names in the newspaper? Well, I grew up outside Boston, so I naturally started to scan the list. But casually, not expecting to --

ironic

Suddenly, a SWING SONG starts. Wills smiles at the change of mood, then turns to escort Charlotte away --

CHARLOTTE

Oh, no, come on! I love this stuff! Don't you? Didn't you grow up on it?

WILLS

How old do you think I am?

CHARLOTTE

Ancient!

laughs --

Holding his hand, she starts moving to the music. Wills

WILLS

I have no idea what to do!

CHARLOTTE

Have fun!

Wills,
She flings her wrap onto a chair and keeps dancing.
charmed senseless, finally surrenders.

CHARLOTTE
A SEQUENCE BEGINS during which we see WILLS and
modicum
having an inordinately good time. Wills maintains a
unembarrassed.
of reserve; Charlotte is joyful and entirely

pairing
CERTAIN GUESTS NOTICE THEM. The reactions to their
runs from confusion to disgust to amusement.

But no one watches them more carefully than Lisa.
Finally, in the middle of a song, Wills and Charlotte
make
their way off the floor, winded and laughing. Wills
heads
off to the bar. Charlotte turns around and watches the
other
dancers.

Then we notice Lisa standing next to her. They smile at
each
other. Lisa offers her a cocktail napkin. Charlotte
takes it
and wipes off her brow.

They speak above the music --

LISA

I had to come. I work at the Met.
What's your excuse?

CHARLOTTE

Sort of a date.

LISA

With Wills Keane, right?

CHARLOTTE

You know him?

LISA

Just by reputation.

CHARLOTTE

A major womanizer, right?

LISA

That's what they say.

(beat)

I'm Lisa.

CHARLOTTE

Charlotte Fielding.

his They shake hands. Lisa looks away and sees Wills making way toward them with two glasses of punch.

Coolly covering, Lisa beats a hasty retreat --

LISA

Anyway, I should keep mingling. But it was nice to meet you.

CHARLOTTE

Same here.

Lisa smiles politely and walks away.

brow Wills walks up, watching Lisa melt into the crowd. His him. is furrowed. He's wondering if his eyes have deceived He hands Charlotte a punch --

WILLS

Who was that?

CHARLOTTE

Lisa something.

covers The name hits home. Wills is flustered, but then he as best he can and lifts his glass --

WILLS

(lifting his glass)

Here's to --

CHARLOTTE

Us.

Wills smiles slowly and they toast.

INT. WILLS' LIVING ROOM -- NIGHT

The
Charlotte,
--

The room is empty. There's laughter in the distance.
front door opens and shuts. We hear Wills and
both a little tipsy, advancing down the hall toward us

CHARLOTTE

God, you talk like you're a hundred
and sixteen!

WILLS

That's usually how I feel. But not
tonight. Tonight I feel sixteen...
just sixteen... and three-quarters.

pulls
bucket.

Wills crosses to the bar and from a small refrigerator
out a BOTTLE OF CHAMPAGNE already sitting in an ice

WILLS

Champagne?

CHARLOTTE

He asked nonchalantly.

Wills laughs, then opens the bottle as he picks up his
previous train of thought --

WILLS

You see, Charlotte, the way you know
you're getting older is that you
start to notice patterns. People
start falling into types. Pretty
soon you know a person before you've
even been introduced. And if it's a
woman, before the romance even starts,
a whisper in your head tells you
exactly what it is and how long it's
going to last. And the saddest, the
most tedious, part of all is that
that little voice is almost always
right.

(popping the cork)

Now, what I like about you -- and I
think that's actually what inspired
this little lecture -- is that I
find you completely unprecedented...
and, therefore, wholly unpredictable.

CHARLOTTE

God, it must be a relief.

WILLS

(confused)

What?

CHARLOTTE

To finally deliver that speech to a woman and actually have it apply to her.

WILLS

Now wait a minute.

CHARLOTTE

No, because coincidentally I am all those things you just said. And more.

Wills chuckles, shaking his head, charmed but a little unsettled.

CHARLOTTE

I'm a "unique". At least that's what my yoga teacher says. He says there are very few uniques in the world and I'm one of them.

WILLS

Well, he's a wise man.

He hands her a glass of champagne.

CHARLOTTE

You, on the other hand, are what he'd call a "typical."

WILLS

Oh, really?

CHARLOTTE

Uh-huh. And I can prove it. Want me to? Come here.

Wills moves a few steps closer.

CHARLOTTE

Closer.

Wills walks even closer, until they are just a few feet apart.

CHARLOTTE

No, come on, really close.

their
Wills can't believe his good luck. He nears her until
faces are almost touching.

CHARLOTTE

Perfect. Now watch very carefully.

his.
She rises on tiptoe and puts her mouth just inches from

it.
Their breathing mingles. Wills seems almost dizzied by

And then, very slowly, he kisses her.

She does not kiss back.

hard, not
Finally, he pulls away, staring blankly, breathing
sure what to say.

Charlotte whispers --

CHARLOTTE

See? You're a typical.

(pause)

And for what you just did, most girls
my age would slap your face. Or ask
to be put in a cab.

(pause)

Lucky for you, I'm a unique.

arms
She smiles, then kisses him deeply on the mouth. Her
wrap around his neck.

INT. WILLS' BEDROOM -- NIGHT

pane,
blouse
Cloaked in deep shadow, set off against a rainy window
we see Wills, his shirt off, on top of Charlotte whose
is open. He passionately kisses her neck and mouth.

DISSOLVE TO:

INT. WILLS' BEDROOM -- MORNING

naked
tense

The room is bathed in golden light. Charlotte lies under the covers asleep on her stomach. Her brow is and one of her hands is slightly clenched.

his

ANGLE ON WILLS, standing in the doorway, watching her, face a portrait of conflicted thoughts.

she

Finally, she stirs. Smiling and squinting into the sun, gets up on one arm and looks at him, standing there in the doorway --

the

CHARLOTTE

Boy, do you look guilty.

EXT. WILLS' TERRACE -- LATER

Wills

Charlotte happily wolfs down her continental breakfast. sits across from her, watching and worrying.

CHARLOTTE

Didn't anyone ever teach you that it's bad manners to stare at a girl when she's eating like a pig?

throat.

Wills chuckles, then his smile fades and he clears his

WILLS

Listen --

CHARLOTTE

Uh-oh. Here it comes.

WILLS

That's right, because, look, I could put this off, but I genuinely like you. So I want to be clear... right now... from the start, so there's no chance for misunderstanding later.

CHARLOTTE

Okay.

WILLS

What I want to say you is.... well... that all I can offer you is this...

what we have right now... nothing
more substantial... just this...
until it ends.

She looks at him. Lowers her fork. He adds almost
reluctantly --

WILLS

The truth is, we have no future
together.

CHARLOTTE

I know. I'm dying.

Wills' face reddens slightly. He shifts uneasily in his
chair.

A suggestion of a smile plays along his features --

WILLS

What... what do you mean?

CHARLOTTE

What I said. Nobody thought I'd even
last this long.

Wills stares at her blankly, not knowing what to think
or
say.

CHARLOTTE

I could have put off telling you,
but I genuinely like you, so I wanted
to be clear... you know, right from
the start.

Olivia enters, takes her orange juice glass and leaves
a
full one.

CHARLOTTE

Thanks, Olivia!

Charlotte gulps down the juice. Wills watches, his mind
reeling.

INT. DOCTOR'S OFFICE -- DAY

Wills sits across from a large desk, beneath a wall of
framed
certificates and diplomas. The door opens and DR. PAUL
SIBLEY,
60, African-American, dour and forbidding, enters --

SIBLEY

Mr. Keane? Dr. Sibley.

Wills jerks to his feet and they shake hands --

WILLS

Thank you so much for taking the time.

SIBLEY

It's my job, sir. Please, sit down.

his He walks around the desk. Sibley is all business, but brusqueness masks genuine regret --

SIBLEY

Now, Mr. Keane, on the phone you referred to Charlotte's condition as cancer. That isn't strictly accurate. Neuroblastoma is a soft tissue malignancy, but it isn't cancer -- although it sometimes can be just as aggressive.

(sitting)

It's most common in children. In young adults, the condition is extremely rare. In Charlotte's case, the tumor is located in her chest. It's growing rapidly and has proved resistant to both irradiation and chemotherapy. And because of its proximity to her aorta, surgery is out of the question.

WILLS

So then what treatment is she getting?

SIBLEY

At present? Nothing.

Wills shifts uneasily in his chair.

SIBLEY

Eventually she'll be treated for pain. In the end, surgery could become an option, but her chances of survival would be slim. Right now Charlotte's against it. She's signed a directive forbidding any sort of heroic intervention.

on his A silence settles between them. Sibley opens a folder desk.

SIBLEY

There's more here if you're interested, but it won't mean much to you.

turns to Wills shakes his head and rises from his chair. He the door, then turns back to the doctor --

WILLS

How long?

SIBLEY

Optimistically? A year.

EXT. ST. VINCENT'S HOSPITAL WAITING ROOM -- LATER

Charlotte Wearing her tattered jeans from the night before, sits on the couch doing the New York Times crossword. Wills emerges, walking slowly, pensively, as though in a trance.

Charlotte looks up and masks her anxiety with a grin --

CHARLOTTE

A real charmer, isn't he?

Unsettled, Wills doesn't react. He keeps walking toward her. she holds up the puzzle.

CHARLOTTE

How are you on Cambodian money units?

Wills keeps advancing.

CHARLOTTE

Are you okay, old man? You look kinda woozy.

(jokingly calling out)

Is there a doctor in the house?

and Ignoring her, Wills sits down, takes her in his arms,

surrenders embraces her. At first she resists, but slowly she
and hugs him back.

INT. TAXI -- AFTERNOON

Wills As the cab bounces down a cobblestone Village street,
and Charlotte stare straight ahead, each following the
tortuous path of his own thoughts.

face is Slowly, Charlotte steals a sidelong look at him. His
tense, ashen, and unreadable --

CHARLOTTE

Hey.

Wills slowly turns his head. She smiles sweetly --

CHARLOTTE

Look on the bright side: if I weren't
sick, there's no way we could hang
out together.

(off his look)

I'm serious. You'd be scared of
hurting me and I'd be scared you
were just using me for my perfect
young body.

He can't help but smile. Encouraged, she moves closer -

CHARLOTTE

And then our friends would say we
were just into each other for weird
psychological reasons. You know,
because I'm looking for a daddy
substitute and you're looking for
someone you can feel superior to so
you won't have to confront how scared
you are of real intimacy -- and, of
course, they'd be right and eventually
we'd break up.

(beat)

But since I'm so sick it doesn't
really matter what deep-seated
weirdness has brought us together
because there's no way we can possibly
screw each other over... or up...
because that takes time. And I don't
have much left.

smiles The cab comes to a stop in front of her brownstone. She
archly, savoring the irony --

CHARLOTTE

So considering everything, don't you think we should just sort of chill out, forget I'm sick, and enjoy what we have... right now... no strings... just this... until it ends? 'Cause that's really all I have to offer.

Wills grimly appreciates the irony.

CHARLOTTE

Think about it, okay? But not too hard.

skips up She kisses his cheek and jumps out of the cab. She
around the steps of the brownstone, then immediately turns
and runs back down to the open window.

She leans in and mutters sexily --

CHARLOTTE

Last night was so incredibly hot.
(beat)
By the way -- it was my first time.
And I picked you for the job. I hope you're flattered.

sticks Wills is shocked. She turns and runs back upstairs. She
banging in the key, then turns and waves at Wills before
open the door with her hip.

DRIVER

Okay, pal, where to?

Wills hasn't moved a muscle.

the FROM THE NEXT SCENE, we hear the pop of FLASHBULBS and
whirr of SHUTTERS --

INT. DOWNTOWN LOFT -- NIGHT

YOUNG FASHION MODELS OF EVERY RACE strut down a runway,

modeling a new line of WOMEN'S URBAN CASUAL WEAR.

crowd,
GUARD
FIND CHARLOTTE, ignoring the show, pushing through the
hurrying toward the side of the stage. She speaks to a
at the entrance and he lets her pass.

INT. BACKSTAGE -- MOMENTS LATER

and
Charlotte searches amid the chaos of models dressing
undressing. Finally, she spots them.

a
FIND SIMON AND SHANNON styling a BLACK FEMALE MODEL in
tank top and fatigues.

works
He applies a finishing touch, adjusting the tilt of the
model's baseball cap. Shannon, lacing the girl's boots,
as Simon's assistant.

EXT. SOHO STREET -- NIGHT

The threesome, in high spirits, bangs open a fire door.
Shannon is beside herself, frantically half-screaming -

SHANNON

I don't believe it! I don't believe
it!

SIMON

I think what Miss Harris is trying
to say, is that you've strained her
credulity.

CHARLOTTE

Really? Better put some ice on that.

Shannon lifts a hand to high-five her --

SHANNON

Girlfriend, you are so incredibly
cool!

SIMON

So I've been told.

Simon high-fives her instead. The girls laugh.

SHANNON

Okay, now tell us everything! Don't leave anything out!

FROM THE NEXT SCENE, we hear --

JOHN'S VOICE

Okay, then what happened?

INT. ELYSIUM -- LATE AFTERNOON

taking
BUSSERS
water --

The restaurant is empty. John stands behind the bar, an inventory of the liquor. In the background, TWO mop up. Wills sits on a bar stool, nursing a mineral

WILLS

Not much. I took her home and she pointed out an irony -- that fate was now offering us the very same thing that just this morning I'd told her was all I could offer her: a relationship with no future.

JOHN

(chuckling)
A kid figured that out?

WILLS

She's not a kid! That's what I've been trying to tell you. Nothing's lost on her. I'm the kid. She... I don't know what the hell she is...
(muttering)
But I do know what she was.

shoulder

John looks at him curiously. Wills glances over his shoulder at the bussers, then leans in close --

WILLS

A virgin.

JOHN

What?

The busboys turn their heads.

WILLS

I had no idea. That's the only reason

she had her party here, so she could
lure me into doing the honors.

JOHN

(grinning)
She used you, pal.

WILLS

I know.

JOHN

The hangman got hanged. How's it
feel?

WILLS

Embarrassing.

John laughs. Wills settles into a brooding silence.
John goes back to work --

JOHN

So what now?

WILLS

I end it.

JOHN

How come?

WILLS

What, you're endorsing this now?

John, continuing his work, smiles sweetly --

JOHN

I don't know, when you talk about
her, you're not such an arrogant son
of a bitch. You get all whiny and
stupid. I like that.

WILLS

Thanks.

JOHN

And since I don't see you gettin'
serious with any of your other
victims, I figure why not spend a
little time together?

Pause.

WILLS

Because she's dying.

JOHN

I got bad news for you, brother, so
are you.

Wills stares at him thoughtfully.

EXT. BROWNSTONE STOOP -- DAY

porthole
his

Wills stands stiffly at the door, holding a bouquet of
flowers. He stares at his own reflection in the
window. He straightens his hair, tugs at the collar of
cashmere jacket.

bleary-

Footsteps approach. The door opens and there's Dolores,
eyed and disheveled. She smiles sourly --

DOLLY

Well, well.

INT. BROWNSTONE FOYER -- CONTINUOUS

wariness, we
--

Through the dark prism of Dolores' inhospitable
catch glimpses of the high-society hostess she once was

DOLLY

She'll be right down. She's upstairs,
gildin' the lily.

(shouting up the stairs)

HE'S HERE!

(wryly)

Do come in.

They move through a doorway --

INT. BROWNSTONE LIVING ROOM -- CONTINUOUS

Wills is surprised by the room's run-down state.

DOLLY

Excuse the mess. My maid died fourteen
years ago and it's been simply
impossible to replace her. She did
windows and spoke English.

She chuckles to herself. Wills hands her the flowers.

WILLS

For you.

DOLLY

Well, aren't they lovely.

She casually drops them into an EMPTY BLENDER at the bar.

DOLLY

Care for a cocktail?

WILLS

No, thanks.

INT. CHARLOTTE'S BEDROOM -- SAME

Simon lounges on the bed. Charlotte stands before a full-length mirror, trying on a dress.

SIMON

It really is uncanny. I tell you, in that dress you're the spitting image of Michel Simon.

CHARLOTTE

(flattered)

Who's she?

SIMON

A French character actor, long dead, who was not only hideous and fat, but quite male.

CHARLOTTE

So that would be a "no."

Simon nods. Charlotte takes off the dress.

INT. BROWNSTONE LIVING ROOM -- SAME

Wills looks around the room. Dolores splashes her drink with vodka --

DOLLY

What can I say? Time's a thief. One day you're rich as an Arab, the next you're lucky if you can afford a god

damn can of pistachio nuts.

Wills wanders over to the mantel where FAMILY PHOTOS
sit in tarnished antique silver frames. He picks up a
photograph of a YOUNG GIRL in TENNIS WHITES -- it's Charlotte's
mother, Katie.

Wills' face is suffused with tenderness as he studies
it. Dolores walks over and looks --

DOLLY

How about that, huh? That was the
summer you two --

WILLS

I know.

DOLLY

Who'd have guessed what time had in
store for her, huh? Look at that
smile.

Eyes moistening, Dolores crosses to her armchair. Her
tone is slightly bitter --

DOLLY

Then again, time loves some people.
Like you, for instance. Oh, time's
just wild about you.

She plops down unsteadily and reaches for her
cigarettes --

DOLLY

Just as handsome and charming as
ever. And still up to the same old
tricks.

Wills sets the photo back on the mantel --

WILLS

What do you mean?

DOLLY

First time you came to pick up Katie,
you brought me flowers. Just like
those.

(to herself)
Flower the mother; then deflower the
daughter. But Katie was too smart
for you...

WILLS

Dolly, look --

DOLLY

(abruptly)
Aw, why the hell don't you leave her
alone? Christ, she's sick!

But before Wills can answer, they hear footsteps on the
stairs. Neither moves.

Charlotte enters, wearing a peasant dress and felt hat,
looking pretty, pale, and excited.

Wills and Dolores slowly turn. They smile at her, then
exchange a quick glance. Charlotte catches it and

becomes

self-conscious --

CHARLOTTE

What? What's wrong?

DOLLY

You look like your mom is all.

he

Charlotte looks to Wills to see if that's, indeed, what
was thinking. He nods his agreement. She is pleased.

EXT. GREENWICH VILLAGE STREET -- MINUTES LATER

by the

Charlotte, full of energy, hauls Wills down the block
hand.

WILLS

What do you mean, you knew?

CHARLOTTE

I did! I just didn't think it would
take so long!

WILLS

Two days is long?

CHARLOTTE

It is when you're sitting by the

phone. You wanna know how I knew?

WILLS

You're psychic?

CHARLOTTE

I am, but no -- it's because of my birthday wish.

WILLS

But we hadn't even been introduced yet.

CHARLOTTE

I know, but I wished that whatever happened... you know, with my illness... I'd go out with a bang. Nothing heavy. No violins. No melodrama. Just fun. A total adventure!

Charlotte jumps off the curb.

WILLS

CAREFUL!

PAST,

He yanks her back just as a TAXI, horn blaring, SPEEDS nearly hitting her.

grins --

For a moment, they both stand there, hearts pounding, breathing hard. Then Charlotte looks back at him and

CHARLOTTE

Wow, it's getting exciting already.

EXT. WASHINGTON SQUARE PARK -- AFTERNOON

walkway.

Under a perfect blue sky, the park swarms with autumn celebrants. Charlotte and Wills move together down a

the

Half-joyously and half comically, Charlotte addresses heavens with grand theatricality --

CHARLOTTE

"Lord, I do fear
Thou'st made the world too beautiful
this year!
My soul is all but out of me, -- let

fall
No burning leaf; prithee, let no
bird call!"

WILLS

We could go to a museum.

CHARLOTTE

No, that would be a thing! I don't
want to do any thing today. I want
to do no thing all day.

WILLS

Nothing at all?

CHARLOTTE

Uh-huh. No thing at all.

WILLS

So a movie is out.

CHARLOTTE

Way out!

WILLS

Ice cream at the Plaza? High tea at
the Palace?

CHARLOTTE

Both out.

WILLS

What about shopping?

She considers for a few moments --

CHARLOTTE

Possible.

WILLS

It's not a thing?

CHARLOTTE

Only when I have money.

EXT. FIFTH AVENUE IN THE 50'S -- AFTERNOON

Charlotte
department

The sidewalk swarms with pedestrians. Wills and
emerge empty-handed from the revolving door of a
store --

WILLS

But all I gave you was champagne.
That's not a proper birthday present.

CHARLOTTE

I agree, and I promise I'll let you
give me something else, but not today.

WILLS

When?

CHARLOTTE

Soon. But I'm warning you, it's not
going to be anything material.

WILLS

Why not?

(then solemnly)

Oh, I see... because you're sick.
Because --

CHARLOTTE

That's right, but we're not gonna
talk about that.

WILLS

How come?

CHARLOTTE

Because it's my rule.

WILLS

Any particular reason?

CHARLOTTE

Yeah, because everybody always wants
to talk about miracles, or about
some genius quack-doctor, or their
friend's friend who went into
remission eating nothing but sunflower
seeds. It's boring and pointless.

WILLS

Are you sure? I mean, there are
specialists who --

CHARLOTTE

Don't start, okay?

(abruptly)

Now what I would enjoy is taking you
shopping. For clothes. I'm serious.

It's quality not quantity, you know.

INT. BARNEY'S MEN'S DEPARTMENT -- AFTERNOON

Wills sits in a chair while Charlotte looks through
silk
scarves --

CHARLOTTE

At work you should look perfect, but in everyday life you need to delight in disorder more. Don't you know? "A sweet disorder in the dress kindles in clothes a wantonness."

WILLS

I think that goes without saying.

CHARLOTTE

It was true when that poem was written three hundred years ago and it's true today. Wouldn't it be fun to look wanton occasionally?

WILLS

It's been a lifelong dream of mine. But will a scarf do it?

CHARLOTTE

Totally. Accessories rule. But we have to be careful. I don't want you looking too young. Nothing's worse than an old guy trying to look young.

WILLS

Good advice. I'll remember that for when I get old.

CHARLOTTE

You know what I meant.

WILLS

That I'm old.

CHARLOTTE

Uh-huh.

INT. BARNEY'S LOBBY -- LATER

Wills walks a little self-consciously. He wears around
his
shoulders a sloppily draped wrinkly silk scarf.

walking
though
He walks past OTHER SHOPPERS. Among a GROUP OF WOMEN
past him FIND CHARLOTTE who subtly checks him out as
he were a stranger.

very
As she passes by, she gives him a sexy look, then, not
subtly, she spins around to look at his ass.

throws
Finally, she breaks character, runs after him, and
her arms around his neck from behind.

CHARLOTTE

Perfectly imperfect!

to
Laughing, he holds her hands and hauls her on his back
the door.

INT. ITALIAN RESTAURANT -- NIGHT

dinner.
Wills and Charlotte are in the middle of a candlelight
Wills refills her wine glass --

WILLS

I don't know why, but for some odd
reason, I feel absolutely compelled
to tell you the truth about this...
even at the risk of --

CHARLOTTE

Hey, you're giving me the creeps.
Just spit it out.

says
Wills holds his breath for a moment, then exhales and
it --

WILLS

I never had a date for the benefit.
My plan from the beginning was for
you to come with me.

together --
Charlotte sets down her wine glass as she pieces it

CHARLOTTE

So I made the hat for myself?

(He nods.)
And you bought that dress for me?
(He nods.)
And you did all this just so you
could sleep with me?
(He nods.)
Why? I mean, why me?

softly -- Wills settles himself, then, meeting her eyes, speaks

WILLS

The eulogy you gave at Ella's service was so... impressive. You spoke about her death... about loss... in a way that I could never have done. You understood life emotionally in a way that I didn't. Whatever that understanding was, I wanted to get close to it.

CHARLOTTE

And sex seemed like the best way to do it.

WILLS

And the most enjoyable, yeah.

down Charlotte sips her wine and considers. Then she sets
her glass --

CHARLOTTE

Well, first of all, let me say, you have great taste because that little Dolce & Gabbana was to die for.

WILLS

Thanks.

CHARLOTTE

And, second, don't ever lie to me again.

WILLS

All right.

CHARLOTTE

Seriously. There isn't a lie in the whole world I'd rather hear than the truth.

somber,
forward to

Wills stares at her solemnly. Her expression just as she lifts a hand and points to her lips. He leans kiss her.

INT. WILLS' BEDROOM -- NIGHT

clothed
for the

Wills and Charlotte, kissing deeply, tumble fully onto the bed. As their passion builds, Wills reaches bedside lamp.

the

Charlotte watches curiously, thoughtfully, as he pulls cord, plunging the room into UTTER DARKNESS.

MUSIC UP: A SEQUENCE BEGINS

Charlotte
with

-- Savoring the last sunny days of autumn, Wills and walk across the green of Central Park, which swarms happy, healthy teenagers.

box

-- At night, Wills and John and his wife Sarah sit in seats at Yankee Stadium watching the play-offs. Bernie Williams hits a colossal shot. The crowd jumps to its

feet.

As the ball flies over the right field wall, we see

that

Charlotte sits next to Wills, munching a hotdog, her

nose

buried in a book, utterly uninterested.

under the

-- In Elysium's kitchen, Wills watches on as Charlotte, wearing an apron over her clothes, prepares bisque

pours a

approving eye of the CHEF. She quickly and expertly

Then

cup of cream and a cup of broth into a large blender.

when

she dumps in lobster meat and adds some saffron. Just

start

she, with a dramatic flourish, is about to hit the

blender.

button, Wills INTERRUPTS and puts the lid on the

Sunday
chair
enters,
looks up
though he

-- One morning, Charlotte sits up in bed doing the New York Times crossword puzzle. Olivia sits on the next to the bed, chatting and laughing with her. Wills carrying a silver tray laden with breakfast. Olivia and gestures haughtily for him to set it down, as were the housekeeper.

Charlotte

-- At the Metropolitan Museum of Art, Wills and wander amid the shadows of Egyptian ruins.

MUSIC OUT.

INT. METROPOLITAN MUSEUM LOBBY -- LATER

purchased,
room.

Flipping through a stack of postcards he has just Wills waits for Charlotte to come out of the ladies

He is

He idly glances up as a STREAM OF TOURISTS moves past. about to look away when his eye catches someone.

the
Met

It is Lisa, the young woman who spoke to Charlotte at benefit. Around her neck she wears a chain bearing a employee photograph I.D. She carries a take-out coffee. Wills FOLLOWS HER, agitated and curious.

Watson

He sees her pass through a set of glass doors into the Research Library.

disappear

He hurries over to the doors just in time to see her behind a bank of card catalogues.

the

Wills notices a sign at the door that forbids entry to public. He hesitates, then enters.

FEMALE

He speaks to the first person he sees -- a ROTUND

about LIBRARIAN IN HER 60'S. He stops and asks a question
Lisa. She nods.

middle Wills is shaken by the answer. He stares into the
distance, wondering what to do, his mind racing.

he is The librarian, a little nervous now, reminds him that
and not allowed in the library. He snaps to, thanks her,
moves away.

returns to But then he stops, takes out a BUSINESS CARD, and
he the librarian. He is about to hand it to her, but then
thinks better of it.

looks Flustered, he thanks her again and exits. The librarian
after him, confused and a little apprehensive.

INT. HALLWAY OUTSIDE THE LIBRARY -- SAME

around Wills sees Charlotte at the end of the hall looking
calls for him. When she spots him, her face brightens. She
out facetiously as she walks to him --

CHARLOTTE

I thought I told you to wait right
there!

WILLS

I got restless.

CHARLOTTE

Well, I hope you didn't talk to
anybody!

WILLS

Not a soul.

INT. WILLS' BEDROOM -- NIGHT

Wills and Charlotte stand, disrobing in the near-total
darkness. They converse in whispers, between kisses --

CHARLOTTE

You know what would scare me right now?

WILLS

What?

Charlotte moves slowly through the darkness.

CHARLOTTE

This.

room
she
She yanks a cord by the window. The BLIND OPENS and the
is flooded with MOONLIGHT. The room is still dark, but
is far more clearly visible.

to
Her dress is unbuttoned down the front. She walks back
him and stops about five feet away.

it
underwear.
She releases the last buttons on her dress, then slides
off her shoulders to the floor. She wears only her
She crosses her arms over her breasts, and smiles --

CHARLOTTE

Have I told you my latest motto?

WILLS

No.

CHARLOTTE

If it's scary, do it.

WILLS

I'm not sure I like that motto.

CHARLOTTE

I'm not sure that matters.

off her
She closes her eyes, takes a deep breath, then slips
underwear. She drops her arms to her side.

She stands before him entirely naked.

determined
with a
Her self-consciousness is excruciating but she is
to endure it. Finally, she opens her eyes and smiles

hint of pride.

and
Wills' eyes widen as he takes her in. He crosses to her
lays his hands on her hips. He kisses her neck.

shirt
As their breathing quickens, she begins to unbutton his
and pull it free of his pants.

ease
He takes hold of her hands, stopping her, and starts to
her toward the bed. She resists. Wills falters and she
realizes something.

CHARLOTTE

Oh my God.

WILLS

What?

CHARLOTTE

You're scared, too.

From his expression, she knows she is right.

CHARLOTTE

Your turn.

utterly at
backing
For the first time since we've met him, Wills is
a loss. But he sees that Charlotte has no intention of
down.

untucks
He begins to undress. His hands are uncertain as he
his shirt and unbuckles his belt. When he is finished
undressing, he turns to face her, his arms at his side.

shadows,
studies
Although we cannot see him in the moonlight and
Charlotte can. She looks down at his naked body and
it. He stares back with shy wariness.

Then she breaks into a crooked grin --

CHARLOTTE

What's the matter, old man? Can't
afford a gym?

WILLS

That's it!

Laughing, he grabs her wrists and throws her on the bed. She dissolves into paroxysms of laughter.

INT. WILLS BEDROOM -- LATER

Wills and Charlotte make love. As their passion builds, Charlotte is suddenly stabbed with a pain in her chest.

She grabs his back, her face twists. She holds her breath, not wanting to reveal the incident to Wills. She closes her eyes and exhales as the pain subsides.

INT. WILLS' BEDROOM -- LATER

Wills and Charlotte lie in bed with the blinds open and the city glimmering in the distance.

Charlotte's head rests on his chest. Eyes closed, he brushes his hand along her face as though he were a blind man committing every detail to memory.

Charlotte's voice, almost inaudible, drifts up through the dark --

CHARLOTTE

"Counting the beats,
Counting the slow heart beats,
The bleeding to death of time
In slow heart beats,
Wakeful they lie."

Wills, half-asleep, murmurs deeply --

WILLS

So many words in that wonderful head
of yours...

CHARLOTTE

If I could give you anything in the
whole world, that's what it would
be.

WILLS

Words?

CHARLOTTE

Poetry.

They lie in silence.

EXT. CENTRAL PARK WEST -- LATE AFTERNOON

happy,
breeze.

Dusk falls on the park. Charlotte, red-cheeked and carrying shopping bags, walks into a brisk autumn

HALLOWEEN

She smiles at a BUNCH OF SCHOOL KIDS, dressed in COSTUMES, being led on their trick or treating.

INT. ELYSIUM REAR OFFICE -- AFTERNOON

inspecting

Wills sits at a desk, reading the newspaper. John, a KING HENRY VIII COSTUME on a hanger, shouts into the telephone --

JOHN

Oh no, your boy made it! At ten minutes before close! All night I got a card announcing a halibut special, only I got no halibut! Now it's Sunday and I got three dozen cats lickin' their chops in the alley! Tony, I don't wanna hear it! I don't wanna hear it! I don't wanna -- MAN, **GO TO HELL!**

looks

He slams down the phone. His face is beet red. Wills up calmly from his paper --

WILLS

Are you familiar with the phrase, "You can catch more flies with honey than with vinegar?"

JOHN

Are you familiar with the phrase, "Mind your own god damn business?"

WILLS

Sure, it's from Poor Richard's Almanac. But the last time I checked --

JOHN

No, your business is to smile, make friends, and get rich! My business is the business.

tone John heads out, then stops abruptly and looks back. His is suddenly calm and curious --

JOHN

What're you doin' here, anyway? You got a girl. Go home. Carve a pumpkin.

WILLS

We can't spend every waking moment together.

- John looks at him strangely, with a hint of suspicion -

JOHN

Why not?

(pause)

No, seriously. Why not?

new Wills has no answer. John moves closer when Celia, his assistant, enters cheerily --

CELIA

Special delivery!

She tosses him a paper bag; he catches it.

WILLS

No trouble?

CELIA

None.

his Wills removes a PAIR OF RED PLASTIC HORNS. John shakes head with disbelief.

JOHN

Every year. You got no imagination.

WILLS

It's a classic. A little spirit gum and voila!

He holds the horns up to his forehead.

WILLS

-- young women are rendered helpless.

CELIA

It's true. I see a guy with horns growing out of his head and my knees go weak.

WILLS

Of course -- it's biological.

They share a laugh. A flirtatious charge passes between them.
She blushes slightly and exits. John looks suspiciously at Wills.

JOHN

What's goin' on?

WILLS

What do you mean?

JOHN

At home.

Wills smiles at him as though he were insane --

WILLS

Nothing. Honestly. We're having a lot of fun. We're very happy.

From the next scene, we hear Charlotte laughing --

CHARLOTTE'S VOICE

Don't come in! Don't!

INT. WILLS' LIVING ROOM -- AFTERNOON

A fire burns in the fireplace. Still wearing his coat, Wills stands by the mantel, sorting through a stack of mail -

WILLS

I'm not even tempted!

CHARLOTTE'S VOICE

(from another room)
I'll be right out!

Olivia enters with a steamy mug --

OLIVIA

You like hot cider?

WILLS

Sure, thanks.

She carefully takes his coat off him as he sips the
cider --

WILLS

Mmmm.

OLIVIA

Charlotte made it. I just poured it
in the cup.

She exits. As Wills sips the drink, he sits on the
leather sofa and continues to glance through his mail.
Suddenly, shocked, he stops on a letter. He sets his
mug down. He hears Charlotte making noise in the next room.
He opens the letter and begins to read.
His eyes dart down the page, but he quickly sees that
the letter is not friendly. His face shows disappointment.
He hears footsteps in the hall. He folds the letter up,
slips it back into its envelope, and jams it in his back
pocket.

Charlotte enters and throws her hands out to her side -

CHARLOTTE

Ta-da!

She stands before him, dressed in a WHITE SPINSTERLY
VICTORIAN OUTFIT with braids coiled at her ears. Wills smiles
with appreciation --

WILLS

Incredible.

CHARLOTTE

Don't I look just like her?

WILLS

Absolutely incredible.

Pause.

CHARLOTTE

You have no idea who I am.

WILLS

Give me a hint.

CHARLOTTE

"Hope is the thing with feathers
that perches in the soul."

WILLS

Was that the hint?

CHARLOTTE

You dummy! Emily Dickinson! Only the
greatest American female poet ever!

She hugs and kisses him --

CHARLOTTE

Uncultured swine.

WILLS

The truth is out. I've lost you
forever.

CHARLOTTE

Wanna bet?

subtle

She lays her head on his chest, smiling contentedly. A

Eyes

shadow of apprehension passes over Wills' features.

closed, she asks --

CHARLOTTE

When do I get to see your costume?

EXT. BROOKLYN BROWNSTONE -- ESTABLISHING -- NIGHT

grins

A cardboard ghost hangs on the door. A Jack-o'-lantern
in the window. A HALLOWEEN PARTY is in full swing.

INT. BROOKLYN LIVING ROOM -- SAME

through
we
including
Jesus,

John's wife, Sarah, dressed as QUEEN ELIZABETH, walks the crowd, picking up empty glasses and bottles. As she moves among COSTUMED GUESTS and their CHILDREN, notice a few of Elysium's customers and staff, Celia, dressed as GLINDA, talking to the maitre d', dressed as a COWBOY --

JESUS

No, I think we make a great couple. A good witch and a bad hombre. That could make for some very interesting sex.

Celia laughs.

INT. BROOKLYN KITCHEN -- CONTINUOUS

horns,
wildly
Smith.

Wills stands off to the side, wearing his devil's sipping a drink, watching an EIGHT-YEAR-OLD BOY bob for apples, while other BOYS and GIRLS cheer him on. John, wearing his king costume, supervises, as the boy, sputtering, struggles to bite into a renegade Granny

JOHN

O, Ricky, chill out! You're gonna get snot in the water!

collar --

The boy laughs even harder. John facetiously grabs his

JOHN

That's it -- outta the pool!

the

The boy, choking with laughter, plunges his face into water again. Sarah enters and calls out over the din --

SARAH

Where're the girls? I thought you were tucking them in!

JOHN

We got a volunteer!

Sarah, smiling curiously, heads to the back stairwell.

eyes

She sees Wills standing there. Watching the kids, his
are filled with the same sort of wistful yearning that
noticed at the toy store --

she

She gives him an affectionate poke in the stomach as
passes by and disappears upstairs.

she

Finally, the boy grabs the apple in his teeth and lifts
soaked head to the cheers of his friends.

his

Then he grabs it out of his mouth and begins taking big
out of it until he uncovers a SILVER DOLLAR.

bites

Wills laughs at the kids' excitement. A moment later a
GLOVED HANDS cover his eyes.

WOMAN'S

WOMAN

Guess who?

Wills feels her LONG GLOVES.

WILLS

Wonder Woman?

WOMAN

No.

WILLS

Batgirl?

WOMAN

I'll give you a hint. You dumped me.

WILLS

Princess Di?

She laughs and playfully strangles him.

WILLS

Wendy?

opening,
He turns and sees that it's the woman from the film's
dressed as HOLLY GOLIGHTLY.

WILLS

Yup, I'd know that throttle anywhere!

INT. BROOKLYN SECOND-FLOOR HALLWAY -- SAME

nestled
Sarah stops silently at an AJAR DOOR and looks inside.
Charlotte sits on a bed between the twin girls who are
up against her --

MOLLY

Just one more.

CARLA

Please?

CHARLOTTE

All right, but this is the last last
one!

listen
as
She clears her throat and settles herself. The twins
with rapt attention as she recites from memory, slowly
though it were a suspenseful bedtime story --

CHARLOTTE

"Because I could not stop for Death,
He kindly stopped for me;
The carriage held but just ourselves
And Immortality.
We slowly drove, he knew no haste,
And I had put away
My labor, and my leisure too,
For his civility."

with
reciting --
Charlotte looks up and sees Sarah, who face is beaming
affection. They share a smile and Charlotte keeps

CHARLOTTE

"We passed the school where children
played
At wrestling in a ring;
We passed the fields of grazing grain,
We passed the setting sun."

Sarah eases the door shut and steps away.

INT. BROOKLYN LIVING ROOM -- HOUR LATER

blows

THE CAMERA makes a CIRCUIT of the THINNING CROWD. Sarah
out candles, dumps ash trays, and collects empties.

descends

Charlotte, rubbing a knuckle into her sleepy eye,
the stairs. She sees Celia talking to Jesus, and walks

over

to them --

CELIA

Sweet dreams?

CHARLOTTE

I had no idea I was so tired.

SARAH

(from across the room)

They're down?

CHARLOTTE

And out.

(looking around)

Where's Lucifer?

JESUS

(jokingly)

Last time I saw him, he was in the
kitchen going pretty heavily with
Holly Golightly.

CELIA

Hey, no gossip! Holly's a valued
customer.

Charlotte pretends to be fighting mad --

CHARLOTTE

Lemme at 'er!

JESUS

Hell hath no fury like a recluse
scorned.

Charlotte laughs and heads to the kitchen.

INT. BROOKLYN KITCHEN -- SAME

of
John wipes down the table which is littered with bits
apple.

CHARLOTTE

Hey, shouldn't one of your minions
be doing that?

JOHN

You know, in my day, you bobbed for
the apple, and, sure, maybe there
was a nickel inside it and that was
sweet -- but you ate the god damn
apple! These little animals grab the
coin and they're out the door!

CHARLOTTE

-- off to buy crack!

JOHN

Exactly my point.

They share a laugh.

CHARLOTTE

Seen Beelzebub around?

JOHN

The Prince of Darkness?

CHARLOTTE

Uh-huh.

JOHN

Yeah, he went upstairs.

Charlotte is puzzled.

INT. BROOKLYN SECOND-FLOOR HALLWAY -- LATER

glancing
Charlotte walks down the hall, opening doors and
inside. She opens a bathroom and THREE CATS dash out.

CHARLOTTE

Shit.

up.
She gets to the end of the hall and is about to give
When she hears FOOTSTEPS.

She walks around the corner and sees a NARROW STAIRCASE leading to the third floor.

appear.
At the dark at the top of the stairs Wills and Wendy
Charlotte smiles --

CHARLOTTE

You lost your horns.

WILLS

Hey, looking for me?

CHARLOTTE

Uh-huh.

WILLS

We were checking out the roof. John's got quite a set-up.

They arrive at the bottom of the stairs.

WILLS

Wendy, this is Charlotte Fielding.
Charlotte -- my friend Wendy Lister.

both
They smile and shake hands. Charlotte looks at them
carefully for any sign of uneasiness. There is none.

WENDY

Actually, I saw you at that memorial service in Connecticut. Your eulogy was beautiful.

CHARLOTTE

Thank you.

WENDY

(re: her outfit)
Betsy Ross, right?

CHARLOTTE

You guessed it.

Wills smiles and rubs his hands together --

WILLS

Is the party over?

EXT. BROOKLYN BRIDGE -- NIGHT

A TOWN CAR speeds toward Manhattan.

INT. TOWN CAR -- SAME

Wills and Charlotte stare straight ahead, each lost in thought. The lights of the city illuminate their faces
eerie flashes.

Finally, Wills glances over and smiles --

WILLS

I have a strange feeling that you're upset with me.

CHARLOTTE

No, I was just wondering if you had sex with that woman.

WILLS

Ever?

CHARLOTTE

No, the answer to that's pretty obvious. I meant tonight. On the roof.

Wills breaks into a grin --

WILLS

You're not serious.

Wills laughs to himself, then glances up and sees the reflection of the driver's amused eyes in the rearview

mirror.

Wills smiles back at Charlotte --

WILLS

Of course not. Why would I want to do something like that?

CHARLOTTE

That's what I was wondering. I thought, "We're so happy he'd have no reason to do it. And if he did do it, he'd at least look guilty, wouldn't he? But he doesn't. He looks more relaxed than before the party started."

WILLS

Well, there you have it.

CHARLOTTE

But then I thought, "He's a womanizer -- that's what they say." Funny word, huh? Sounds like some sorta machine. "And how do you get to be a womanizer? Obviously by sleeping with lots of different women for no good reason and being really good at lying about it."

WILLS

Sure, except that --

CHARLOTTE

Let me finish.

mirror. Again, Wills looks up at the driver's eyes in the
They seem more serious now.

CHARLOTTE

Anyway, there's something about being sick right here --

-- She touches her own chest. Her voice trembles slightly

CHARLOTTE

-- that has made me acutely aware of my heart. Nothing corny -- I mean, literally... I feel every beat. I know how sensitive it is. It reacts to everything.

She turns in her seat and lifts an OPEN PALM.

CHARLOTTE

If you're lying to me, I'll know it.
(beat)
Did you have sex with Wendy on the roof?

She looks him deeply in the eye and opens a button of his shirt.

She slips her palm inside, over his heart.

Still smiling, he doesn't move a muscle.

Their eyes are locked.

her
Ever so slowly, her face crumples and tears appear in
eyes. She shakes her head --

CHARLOTTE

My God... oh my God.

hands, and
She slides away from him, drops her face into her
begins to cry. Wills looks down, then glances up at the
rearview mirror.

an
outward
Illuminated in flashes, the driver's eyes have taken on
ominous, unblinking quality as though they were the
embodiment of his own conscience.

voice
Wills looks out the window. When he finally speaks, his
is calm and a little cold --

WILLS

Look, I never pretended to be anything
other than --

CHARLOTTE

(a piteous cry)

You hate yourself so much!

his
Wills is stunned. He looks out the window, speechless,
eyes small and frightened.

EXT. CHARLOTTE'S BROWNSTONE -- NIGHT

lights
The town car is stopped at the curb, motor running,
on.

INT. TOWN CAR -- SAME

Charlotte and Wills sit in silence --

WILLS

This was all a mistake. Right from
the start. All of it. I'm a grown
man and you're a child.

(beat)

Anyway, you have better things to do

with your last -- With your time
than spend it with me.

CHARLOTTE

(distantly)

What about you? Do you have anything
better?

Wills has no answer. Charlotte slowly gets out of the
car.

She leans back in, her eyes narrow with disdain --

CHARLOTTE

You know, maybe you're right. Maybe
this is the best time to end it.
Because I was actually starting to
love you, Wills, and that's the last
thing I ever wanted.

She shuts the door.

INT. BROWNSTONE FOYER -- NIGHT

As Charlotte enters, we hear Wills' cab pull away. She
moves
living
to the stairs and sees a LIGHT shining beneath the
room door.

INT. BROWNSTONE LIVING ROOM -- SAME

Dolores sits watching an old movie, her eyes dulled by
a
and
cataract of boozy fatigue. The door opens. She looks up
sees Charlotte in costume.

DOLLY

Well, if it ain't the Belle of
Amherst.

Charlotte smiles feebly and plops down on the cracked
leather
wipes
at
ottoman. She looks blankly at the TV. She sniffles and
a hand across her nose. Dolores glances over, then back
the set.

DOLLY

Seen that face before.

CHARLOTTE

You have?

DOLLY

And for the same god damn reason.

Charlotte is confused, but then puts it together --

CHARLOTTE

But you said Wills and my Mom were just friends.

DOLLY

Sure, but she was nuts about him. The only reason she didn't sleep with him is 'cause she was sentimental. And smart. She wanted a ring first.

CHARLOTTE

Why didn't he give her one?

DOLLY

'Cause he knocked up little Millie Tyler instead. In Newport. At Bailey's Beach. During the Labor Day clam bake.

She chuckles grimly, coughs, and sips her drink.

DOLLY

Millie was your mom's best friend from Nightingale. You had to hand it to him. He sure knew how to make a point.

She coughs again. Charlotte struggles to make sense of
it
all.

CHARLOTTE

Why did he do that?

DOLLY

Aw, who the hell knows? 'Cause the moon was full. 'Cause life's short. 'Cause he's Wills Keane. I'll tell you a little secret -- after that, your Mom hated his guts, but your dad never made her smile like he did.

(pause)

'Course your dad never made her cry like that either.

CHARLOTTE

(softly)
Why didn't you tell me any of this before?

DOLLY

Oh, I dunno...

CHARLOTTE

You never talk to me! You never try to help me!

Dolores' eyes grow nervous. She swallows hard.

DOLLY

Christ, look at me. I'm gonna tell you what to do?

CHARLOTTE

Yes! You're my family. You're supposed to take care of me.

DOLLY

Aw, you wouldn't listen. That's the thing about people -- they just do what they want from the day they're born till the day they die.

and She realizes her poor choice of words. She looks over their eyes collide. Charlotte begins to cry --

CHARLOTTE

No, that's you, Dolly! People who have given up don't listen to other people! People who want to die close off! That's not me! I wanted your help! I wanted to learn!

Charlotte drops her head dejectedly.

CHARLOTTE

Anything... anything you would ever have told me, I would have listened to! I promise.

DOLLY

(fighting tears)
Aw, come on, honey. I can throw a

party and I can mix a gimlet. After
that, what the fuck do I know?

the She rises, gives Charlotte a nervous, awkward pat on
shoulder, then crosses over to the bar.

INT. WILLS' LIVING ROOM -- NIGHT

Wills stands in the center of the room, looking around
blankly. He disappears into the bedroom.

INT. WILLS' BEDROOM -- CONTINUOUS

folded Wills enters and sees some of Charlotte's clothes
neatly on the bed. A LITERARY ANTHOLOGY lies open,
showing a

DRAWING OF EMILY DICKINSON.

SHOPPING He grabs the clothes and the book and puts them in a
BAG that she has left on the floor.

BEAUTY Then he walks into the bathroom. We see him gathering
PRODUCTS off the sink. He walks back in and sets them
into the shopping bag.

puzzle He looks around and spots a nearly completed crossword
sitting folded on the dresser. He drops that in the
shopping bag, too, then sets it by the door.

crosses to He feels a draft and spots an OPEN WINDOW. As he
ENVELOPE. He it, he notices something on his pillow. A blank
picks it up and rips it open.

opens It's a HALLOWEEN CARD of a grinning JACK-O-LANTERN. He
it and inside is handwritten:

haunts me: The scariest night of the year and only one thing
that we might never have met.

All my love,
XXX Charlotte.

tight,
Wills lowers the card and heaves a deep breath. His jaw
he walks over and drops the card into the shopping bag.

INT. BROWNSTONE FOYER -- SAME

door
Charlotte emerges from the living room and shuts the
bedroom.
behind her. She climbs the stairs to her solitary

FADE TO

BLACK:

FADE IN:

EXT. UPPER EAST SIDE -- NIGHT

and
From amid the RUSH OF TRAFFIC, a TAXI CAB breaks free
glides to the curb in front of Elysium.

pitched a
shadow
Wills emerges with PATTY, 35, bosomy, bright-eyed,
little too loudly. Wills seems stiff and tentative, a
of his former self.

INT. ELYSIUM -- CONTINUOUS

stops at
admires
AN ELDERLY COUPLE passes them as they enter. Wills
the coat check and helps Patty with her coat. She
the decor --

PATTY

Oh, Wills, it's beautiful!

cordial --
Although his spirits are low, he is effortlessly

WILLS

Thank you. It was designed by a team
from --

PATTY

So functional! Is that stainless
steel?

WILLS

Actually, no, it's velvet.

She furrows her brow, squints, then laughs.

PATTY

Oh, my God, it is!

girl, and
Wills hands Patty's coat to Melissa, the hat check
asks under his breath --

WILLS

How are you?

Looking at Patty, Melissa asks with deep sympathy --

MELISSA

How are you, sir?

Before Wills can respond, Patty takes his arm --

PATTY

Well, if the food's even half as
good as the moldings I'm in for a
very special treat.

Charlotte --
Jesus is surprised to see that Wills is not with

JESUS

Uhhh, good evening, Mr. Keane. Will
you be dining with us?

WILLS

Yes, Jesus. Table seven, if it's
available.

JESUS

Certainly, sir.

Charlotte --
Celia approaches, equally surprised not to see

WILLS

Hello, Celia.

CELIA

(sincerely)
How are you this evening, sir?

WILLS

I've been worse.

CELIA

(under her breath)
Are you sure?

The NEW HOSTESS, Celia's replacement, arrives.

JESUS

Table Seven.

NEW HOSTESS

This way, please.

WILLS

(to Patty)
Order a drink. I'll be right with
you.

stand
Patty follows Celia. Wills moves to the reservation
where John stands, stone-faced, flipping through the
reservation book --

JOHN

Where the hell you been?

WILLS

Splendid, how are you?

JOHN

Where's Charlotte?

WILLS

Deliveries on time?

JOHN

Who's the broad? She looks like a
Holiday-Inn hooker from Ohio.

WILLS

Keep up the good work!

Wills walks away.

INT. DOWNTOWN BAR -- NIGHT

with
the
Dark, smoky, and boisterous. FIND CHARLOTTE, standing
Simon. She looks around disgustedly and shouts above
roar --

CHARLOTTE

Okay, I'm chugging Scotch, gagging on smoke, and losing my hearing! Now why is this so good for me again?!

SIMON

That's just it! The great spiritual benefit in leaving one's room is that it reminds one of how odious it is to leave one's room!

ACROSS THE ROOM

makes
FOLLOW SHANNON, coming out of the ladies' room. She
her way through the crowd--

SHANNON

Excuse me! Excuse me! Sorry! Excuse me!

BOY'S VOICE

No problem!

She looks up and can't believe her eyes.

BACK TO CHARLOTTE AND SIMON

--
Simon, shouting above the music, speaks with difficulty

SIMON

There's one thing you don't know about Mr. Keane and his adultery and as painful as it is I feel that I should tell you!

CHARLOTTE

(alarmed)
What? What is it!

SIMON

That woman on the roof? That was no ex-girlfriend! In fact, no woman at all. It was I, Simon Loring, master of disguise! Willsy and I have moved in together!

hauling
haired,
Charlotte laughs and slaps him. Shannon approaches
by the hand ERIC BALES, 24, small, beautiful, long-

glasses.

SHANNON

Look what I found!

Charlotte can't believe it either --

CHARLOTTE

Eric! Wow!

ERIC

Hey, Char!

shout
They hug and kiss with some slight awkwardness, then
above the music --

CHARLOTTE

God, long time no see! One night we
show up to rent Eraserhead and you're
just gone!

ERIC

Sorry about that!

SHANNON

It was such a drag! You know, having
to actually start paying to rent
movies!

ERIC

I bet!

CHARLOTTE

What's up? Ralph said you moved to
Rockland County!

ERIC

Yeah, I got a job working for my
mom's new boyfriend!

CHARLOTTE

What does he do?

ERIC

He sells pot!

SHANNON

Cool!

ERIC

Not really. I was a driver! I got

laid off when he got busted. He's awaiting trial!

CHARLOTTE

So what're you doing now?

ERIC

Same thing pretty much. Only for Domino's!

Charlotte laughs.

SHANNON

Whoa, I don't believe it!
(to Eric)

She hasn't laughed in like a week!

Eric smiles quizzically at Charlotte, wondering why.

INT. ELYSIUM -- NIGHT

Wills sits listening to Patty talk --

PATTY

-- so everybody on the conference call starts introducing themselves. Ned Lewey, Paris Office. Takashi Matsuo, Tokyo Office. Whoever, the London Office. And then someone says, "Will the architect from the New York office please identify himself." And I pipe up and say, "Well, guys, I'm not a him or an architect. I'm Patty Strauss and I'm head of East Coast marketing." And there's like total silence. It was hysterical!

holding the
jumps

Wills smiles feebly. He looks away and sees John TELEPHONE, urgently signaling to him. Alarmed, Wills up --

WILLS

I'm sorry, would you excuse me?

PATTY

Of course.

AT THE RESERVATION STAND

Wills, fearing the worst, hurries to John --

WILLS

Who is it?

JOHN

Nobody!

him
watches,

John slams down the phone, grabs him by the arm, hauls through the reception area and out the door. Patty confused.

EXT. ELYSIUM -- CONTINUOUS

John walks quickly down the block, still hauling Wills

--

JOHN

Last time I checked I was your best friend!

WILLS

So?

JOHN

So after the party, no thank you! I call you three times -- no call back! And for six days you don't even eat at your own god damn restaurant! What am I supposed to think? Huh?! I was ready to call the morgue!

WILLS

Relax, I'm alive.

JOHN

Well, you sure don't look it!

EXT. ANOTHER BLOCK -- MINUTE LATER

to

John walks as quickly as he can with Wills struggling keep up --

JOHN

I'll tell you why it's my concern! Because I had a god damn swimming pool! An ocean view! A fabulous lemon tree hangin' right over my Jacuzzi! And I gave it up for you, brother! Back to a life of concrete and dirt

and sirens just so you could get
your shit together!

EXT. ANOTHER BLOCK -- MINUTES LATER

his
John, walking a little more slowly now, cannot believe
ears --

JOHN

On my roof? You gotta be kiddin'!
Not on my green chair! Tell me it
wasn't on the green chair.

Wills winces.

JOHN

Oh, great. Now how am I gonna clean
that?

EXT. ANOTHER BLOCK -- MINUTE LATER

anxious
John walks slowly now, backward, listening to an
Wills --

WILLS

Look, it doesn't matter that she's
sick -- she's still a kid and there's
no way we should be together. It's
unhealthy... it's... it's
inappropriate...

JOHN

(with disgust)
What the hell is that? Some sorta
shrink talk?

WILLS

Look, if she were just fun... just
some sort of diversion... maybe I
could justify it. But the worst part
is that it's becoming more. Much
more. It's embarrassing how much I
like her. She gets to me. She affects
me...

around,
He stops and leans back against a building. He looks
avoiding eye contact with John, as tears rise into his
eyes.

WILLS

And she's gonna be gone and... I'm not sure I can... I mean... I already think about her all the time...

(fighting tears)

Her smile kills me... and the thought... that it'll be gone... forever... that I'll never see her again... I don't know... I can't -- I don't think I'm that strong, Johnny. It's too much. I'd rather have it be over... over now. I'll start missing her now.

Wills is still unable to look at him. John speaks softly --

JOHN

Buddy, I hate to break it to you, but in the real world... where I live... there're only two kindsa love stories. Boy loses girl and girl loses boy. That's all there is. Somebody always gets left behind. You try to avoid that, you'll end up an old man toastin' yourself with egg nog in the mirror on Christmas Eve. You'll end up dying in your own arms.

Wills lifts his frightened eyes. John pats him on the cheek.

EXT. HIGH-RISE APARTMENT BUILDING -- NIGHT

Wills stands with Patty in the driveway in front of the glass lobby. He is distracted and terribly anxious. She looks as though she expects, at the very least, a kiss --

PATTY

Thank you so much. I had such a great time.

WILLS

Good. I'm... I'm glad.

PATTY

Didn't you?

WILLS

Patty, I... I want to be honest with you... right now, from the start... so there's no room for misunderstanding. I didn't have a good time, but it's nothing personal. I just split up with someone and rather than admit to myself how much I miss her, I asked you out instead. And it's unfair. If I feel sad I should just feel sad and not try to use you... and your body... as some sort of painkiller, right?

(beat)

Anyway, I think you're a warm and engaging woman and I wish you all the best.

shakes
her.
Relieved to have unburdened himself of the truth, he
her hand. Patty, utterly baffled, doesn't know what hit

EXT. WILLS' BUILDING -- LATER

walk
up, his expression pensive.
The doorman Michael, smoking a cigarette, sees Wills

MICHAEL

Mr. Keane --

WILLS

Good night, Michael.

MICHAEL

You've got a visitor.

Wills stops and turns --

WILLS

Who?

MICHAEL

She's been waitin' almost an hour.
In the lobby.

(off Wills' look)

A little surprise for ya.

be. He
smiles and hurries inside.
He winks. Wills realizes that it's Charlotte. It must

INT. WILLS' LOBBY -- CONTINUOUS

way,
She
composed

Wills bursts in and freezes. A WOMAN stands across the
studying an oil painting. She turns quickly. It's LISA.
sees his excited expression fall. Beneath her rather
facade, Lisa is a chaos of conflicting emotions --

LISA

Sorry to disappoint you.

WILLS

No, no. Not at all. You surprised
me, that's all. I didn't expect to
see you... not here... not after
your letter.

LISA

Well, I didn't expect you to show up
at my job.

WILLS

I followed you in. I wasn't even
sure it was you. All I have is an
old snapshot.

LISA

My boss thought you were a stalker.

WILLS

I didn't mean to run off like that.

LISA

But you did.

An awkward silence.

LISA

So you got my letter. What'd you do?
Freak out? Burn it?

WILLS

I saved it.

LISA

I was just blowing off some steam,
okay? I think I have the right.

WILLS

So do I. Look, why don't we go

upstairs.

LISA

(uneasily)

No. I didn't plan to come. Peter... my husband... he agrees. He thinks it's a futile exercise. But it turns out I'm pregnant. Just a few months, but --

WILLS

Lisa -- Congratulations. That's wonderful.

His sincerity stops her. She softens slightly, mustering a tiny smile --

LISA

Thanks. Anyway, I guess it made me want to meet you. I've been a little sentimental about parent-hood.

WILLS

Is that what you consider me?

LISA

In a lousy absentee sorta way, sure.

Pause.

WILLS

How's your mom?

LISA

Great. Nuts. She moved to Costa Rica last summer.

WILLS

Why?

LISA

A guy, what else? He owns a charter airline and wears sunglasses indoors. I think he might be a gunrunner.

Wills chuckles. For the first time, Lisa relaxes enough to take him in.

LISA

You know, you're much better looking

in person than in photographs. I
always assumed Mom was exaggerating,
but she wasn't.

WILLS

Thanks. You're not bad looking
yourself.

to
treasuring
Lisa smiles, and, much to her embarrassment, tears come
her eyes. She shakes her head at how absurd she is,
kind words from a father she doesn't know.

LISA

Anyway... I should go...

WILLS

Already?

LISA

I really just wanted to meet you
and... maybe... I don't know...

WILLS

(gently)
What is it? Tell me.

She snuffles and looks away --

LISA

Nothing earth-shattering. Maybe just
to hear you say you were sorry.

Silence.

WILLS

I am. I'm very sorry.

Finally, she
nods.
She stares at him long and hard, waiting for some more
palpable sign of remorse. It isn't forthcoming.

LISA

Okay. Thanks.

She turns and walks away. His voice stops her --

WILLS

Can I call you?

She turns around, hesitates for a moment, then nods.
She continues to the door. But then she stops and turns --

LISA

Before... when you came in... who
did you think I was?

WILLS

A friend.

LISA

You must like her an awful lot.

gone,
She smiles simply and heads for the door. When she is
Wells slowly walks back toward the elevators, but then
abruptly stops in his tracks, deliberating...

EXT. VILLAGE -- DAWN

rising
in
THE CAMERA CRANES DOWN SLOWLY from a view of the sun
in the EASTERN SKY to a TAXI gliding over to the curb
front of...

CHARLOTTE'S BROWNSTONE -- DAWN

driver
steps.
Charlotte, looking tired and a little pale, pays the
and emerges from the taxi. She makes her way up the

INT. BROWNSTONE -- CONTINUOUS

Charlotte
IN HER
pain to
Looking down from the second-floor landing, we see
enter and walk up the stairs toward us.
As she reaches the landing, she feels a STABBING PAIN
CHEST and stops walking. Wincing, she waits for the
subside.

INT. CHARLOTTE'S BEDROOM -- CONTINUOUS

then
Charlotte enters wearily, drops her purse on the floor,
turns and GASPS.

Wills lies sprawled in an armchair fully dressed, sound asleep.

over to
slightly.

Charlotte is offended by the intrusion. She hurries
awaken him. But then she stops. Her face softens

of
fingertip..

She studies his face... touches his cheek with the back
her hand... traces the lines at his eyes with a
smooths back a wisp of hair.

--

Finally, snapping to, steeling herself, she jostles him

CHARLOTTE

Hey.

drops
sleepily --

Wills wakes with a violent start. When he sees her, he
his head back. He closes his eyes again and murmurs

WILLS

Where were you? I was worried.

CHARLOTTE

So worried you fell asleep. What're
you doing here?

WILLS

I've missed you. You have no idea
how much.

door,

She crosses coldly to her closet and, half-shutting the
blocking his view, starts to undress.

CHARLOTTE

How'd you get in?

He sits up, rubbing his eyes in the morning light.

WILLS

Dolly. We watched TV. She fell asleep.
What time is it?

CHARLOTTE

I didn't know I had a curfew.

WILLS

Where were you?

CHARLOTTE

None of your business. So what is it? What do you want?

and
Wills sits forward, more alert now. He exhales heavily
begins:

WILLS

To tell you that you were right. I do hate myself. But not so much that I can't see how stupid and despicable and --

CHARLOTTE

Cowardly.

WILLS

And cowardly what I did was. And even though there's no excuse for it, I want you to forgive me.

relenting. She
She turns and looks at him. She feels herself
turns away and continues undressing --

CHARLOTTE

Why should I?

WILLS

Because, for better or worse, I'm falling in love with you, and the thought of our not being together is unbearable to me.

she
She stops, then glances at him with a flash of pain and longing. Determined not to surrender to her feelings,
crosses to the bed and throws open the covers.

CHARLOTTE

Let's sleep.

She crawls into bed.

CHARLOTTE

In the morning, we'll talk about what a gigantic asshole you are.

undress.

Wills, relieved, crosses to the bed and begins to
He asks casually --

WILLS

So where were you?

CHARLOTTE

With Shannon and Simon and Eric.

WILLS

Who's Eric?

CHARLOTTE

An old friend who used to work at
Blockbuster.

WILLS

What'd you guys do?

CHARLOTTE

Talked and drank. Simon and Shannon
finally went home. Eric and I hung
out.

Thinking nothing of it, Wills nods. He slips into bed.
Her back is to him. He drapes an arm around her and pulls
her a little closer.
He smiles contentedly and closes his eyes. But then
something occurs to him. He opens his eyes --

WILLS

Hung out where?

CHARLOTTE

Stop. We'll talk about it tomorrow.

WILLS

Fine.

He closes his eyes again. A few beats later, they open.

WILLS

Talk about what? Is there something
to talk about? What happened?

Charlotte, eyes still closed, breaks into a sly, amused
smile.

EXT. CENTRAL PARK WEST -- DAY

brisk
tries

Wills and Charlotte, collars turned up against the
wind, walk together. Charlotte wears a backpack. Wills
desperately to appear casual --

WILLS

No, honestly, I think I have a right
to know.

CHARLOTTE

And I honestly think I have a right
not to tell you.

WILLS

You're being unreasonable.

CHARLOTTE

You're being nosy.

EXT. CENTRAL PARK -- DAY

They move down a winding walkway beneath barren trees -

WILLS

You know, in this day and age it's
not so outrageous a request. I mean,
I don't know this kid. I don't know
where he's been.

CHARLOTTE

(laughing incredulously)
You're worried about where he's been?
Give me a break!

EXT. WOLLMAN RINK -- DAY

Wills watches as Charlotte laces up her figure skates -

WILLS

It requires balance and I have lousy
balance, okay?

CHARLOTTE

Oh, come on, what's the worst that
can happen?
(beat)

Well, I guess you could break a hip.

WILLS

Look, I'm not in a sporting mood!

CHARLOTTE

How come?

WILLS

I'm jealous, okay?! Is that what you want to hear? Are you satisfied now?

She burst out laughing --

CHARLOTTE

Not even close!

EXT. WOLLMAN RINK -- DAY

Wills paces the bleachers, furious, while Charlotte
skates nearby --

WILLS

All I want is a simple answer and you're torturing me! And I resent it! It's cruel and juvenile! And I --

CHARLOTTE

(exploding)

HEY!

Her anger startles him. She skates over quickly and
skids to an abrupt stop --

CHARLOTTE

It's not! It's adult! It's revenge! And if you think it's bad not knowing what I did -- well, it's even worse knowing exactly what you did!

She turns and skates away.

EXT. WOLLMAN RINK -- AFTERNOON

Wills sits on the bleachers, miserably brooding, while
Charlotte gracefully glides by, laughing and chatting
with

THREE YOUNG MALE SKATERS whom she's just met.

EXT. CENTRAL PARK -- NIGHTFALL

Finally,
- They walk together in silence. Wills is sullen.
Charlotte takes his hand and speaks gently but firmly -

CHARLOTTE

Do me a favor, okay? Never ask me again what happened with Eric. Just accept the fact that you'll never, ever know. And if that hurts, then think about it next time you want to cheat on somebody.

Wills reflects.

INT. WILLS' BEDROOM -- NIGHT

lying
Charlotte and Wills are little more than silhouettes,
entwined in the rich darkness, conversing in whispers:

WILLS

I wish I were exaggerating, but I'm not. I slept with every one of them. Really. Look through Dolly's old photo albums... or any movie magazine... visit Aspen at Christmas. I was on a mission. And until recently I really didn't think I had a problem. Or if I did, it was definitely the most pleasurable one I could imagine.

CHARLOTTE

What changed?

WILLS

My house in Malibu burned to the ground.

Charlotte laughs. Wills smiles with sad irony.

WILLS

I know, it sounds funny. But it must have triggered something because the next thing I knew I couldn't sleep. I'd lie awake at night absolutely terrified. Like a kid left alone in the dark.

CHARLOTTE

What were you scared of?

WILLS

How quickly time was passing and how adolescent I still felt. How meaningless all my choices seemed. How lonely I was. So I liquidated my portfolio, sold my businesses, and moved back here. To start over, settle down, start acting my age.

(beat)

You were supposed to be my one last dalliance with youth.

CHARLOTTE

Well, for your sake, I hope I am.

He thinks for a moment, then smiles, and kisses her brow.

INT. MACDONALD'S -- DAY

Wills sits with John, Sarah, and the twins at a plastic table overrun with food, wrappers, and squashed condiment tubes.

Sarah speaks to Wills --

SARAH

Judge you? Why would I? Screw the age difference -- I like the new you! Before Charlotte came along, do you have any idea how hard it was to get you to sit down for a Happy Meal?

Wills and John laugh. Molly, one of the twins, chimes in --

MOLLY

Uncle Wills, how come you don't get married?

JOHN

Yeah, how come, Uncle Wills?

WILLS

I want to, Carla, but --

MOLLY

I'm not Carla! I'm Molly!

WILLS

Well, Molly, I just haven't met the

right woman yet.

CARLA

What about Charlotte? She's funny-pretty.

SARAH

(aside to Wills)

It means funny and pretty. It's their highest compliment.

WILLS

I agree.

(rising from the table)

She's also demanding.

JOHN

Where're you goin'?

WILLS

She's decided she wants her birthday present today.

Wills gives both of the little girls hugs and kisses.

JOHN

But that was last month.

WILLS

The Dom didn't count. This is her real present. She chose it herself and it's not material.

JOHN

Now you got me curious.

SARAH

Yeah, what is it?

Wills shakes his head and smiles, reluctant to answer.

From the next scene we hear the sound of TWO DOZEN

PEOPLE

BREATHING FURIOUSLY.

INT. STUDIO -- AFTERNOON

American

On a slightly elevated stage, HARI SINGH, 35, an

Sikh wearing a white robe and turban, sits in the lotus position before a lighted candle, softly instructing

the

crowded class --

HARI

Okay... breath of fire... now inhale deeply... hold the breath... let your heart lotus blossom... feel the energy rise... and exhale. Good. Now peacock pose.

Hari rolls forward, digs his elbows into his midsection, and pops up so that he is parallel to the floor with his legs still crossed.

ANGLE ON THE CLASS, all moving into the pose. In the center of the class are Wills and Charlotte, wearing sweats. His arms shaking, Wills is clearly in pain. He mutters --

WILLS

When does the enlightenment start?

CHARLOTTE

When you realize that I'm God.

Wills laughs. A moment later, Charlotte winces and falls out of the pose onto the mat. Hari looks over, confused --

HARI

Are you all right?

Charlotte sits up quickly, smiling --

CHARLOTTE

Yeah. No big deal. Cramp in the old fifth shakra!

She glances over at Wills. He sees that she's scared to death. He helps her to her feet, speaking softly in her ear --

WILLS

Don't worry. You're gonna be okay.

She nods. They move toward the door. But after a few steps, her eyes flutter, her body goes limp, and she slams down on the mat, UNCONSCIOUS.

INT. SPEEDING AMBULANCE -- AFTERNOON

PARAMEDIC -- Charlotte lies on a stretcher near Wills and a

CHARLOTTE

It's no big deal. I just
hyperventilated. Really.

Wills But then she gasps as she's hit by a stab of pain.
more throws a grave look at the medic and squeezes her hand
tightly.

EXT. ST. VINCENT'S HOSPITAL -- ESTABLISHING -- NIGHT

sky. The building is brightly illuminated against the night

INT. ST. VINCENT'S WAITING ROOM -- NIGHT

GRUBBY Wills sits, anxiously struggling with a half-finished
generic crossword puzzle. He hears the click of a lighter. A
LITTLE MAN standing by the coffee machine lights a
cigarette.

WILLS

Excuse me... do you have an extra
one of those?

LITTLE MAN

(eyes narrowing)
You a smoker?

WILLS

Not for years.

LITTLE MAN

Well, hell, if I'm gonna be the one
to get you goin' again.

Pause.

WILLS

Thanks.

LITTLE MAN

Don't mention it.

Wills looks up and sees Dr. Sibley standing in the doorway.

INT. TELEMETRY FLOOR CORRIDOR -- NIGHT

Sibley walks Wills down the hallway --

SIBLEY

The repeat MRI and CAT scan do show interval progression.

WILLS

(uncertainly)

Which means the tumor's grown?

SIBLEY

Yes. Yes, it has. Considerably. As for her loss of consciousness, one explanation is a disturbance in her heart's electrical function. We'll be monitoring her overnight for any arrhythmias. If we find something, we'll treat it. Unfortunately, the more likely explanation is that the tumor has begun to obstruct the outflow of her heart. If that's the case, there's little we can do. We could be speaking in terms of weeks not months.

They arrive at Charlotte's room.

SIBLEY

When she returns home, we'll want her to stay active, but don't let her overexert herself.

(off Wills' nod)

Don't stay long. She's been sedated.

INT. CHARLOTTE'S HOSPITAL ROOM -- SAME

monitor
Charlotte lies in the bed with her eyes closed. An EKG
bleeps steadily in the corner. An IV drip hangs by her
bed.

her
Wills enters and sits down at her bedside. He touches
hand. She opens her eyes and smiles drowsily --

CHARLOTTE

Hey.

Wills is terribly anxious. His speech is accelerated

WILLS

Are you all right? You're okay? How do you feel?

CHARLOTTE

Stoned.

WILLS

I'll let you rest. I should. You'll sleep and then --

CHARLOTTE

(touching his hand)

Shhh.

He nods and inhales deeply. His heart is racing. She murmurs --

CHARLOTTE

You still owe me a birthday present.

WILLS

I do not.

CHARLOTTE

Just 'cause I fainted is no excuse for you to bail on your peacock pose.

and She smiles sleepily. Wills lifts a hand to her mouth and whispers:

WILLS

It ought to be illegal.

CHARLOTTE

What?

WILLS

Your smile. It's too pretty.

CHARLOTTE

I've ruined you for other women.

WILLS

You have.

CHARLOTTE

All part of my master plan.

(beat)

Do you wanna hear a story... a bedtime story?

WILLS

Shouldn't I be telling you one?

CHARLOTTE

Once upon a time, there was a woman on a ship crossing the Atlantic and her little boy got sick. Very sick. And she said whoever saves my boy's life... I'll name my next baby after them. Well, they got into port and they rushed her son to St. Vincent's hospital... to here... and they saved his life. And so the mother named her next baby Edna St. Vincent Millay.

(beat)

And Edna grew up to be, as I am sure you know, the second greatest female poet in American history.

WILLS

The first would be Emily Dickinson.

CHARLOTTE

You're a quick learner -- I like that about you...

(half to herself)

"It may be, when my heart is dull,
Having attained its girth,
I shall not find so beautiful
The meagre shapes of earth,
Nor linger in the rain to mark
The small of tansy through the dark."

Her eyes drift shut --

CHARLOTTE

I am so pretentious...

suddenly
Wills laughs, then clears his throat, and looks
serious --

WILLS

Charlotte, listen, I --

CHARLOTTE

Uh-oh. Heavy, heavy...

WILLS

I just think --

CHARLOTTE

No. No violins. I'm fine. Go home...
sleep...

eyes,
He considers for a moment, then, tears welling in his
he lifts her hand to his mouth and kisses it.

INT. BROWNSTONE LIVING ROOM -- AFTERNOON

as
Wills sits across from Simon who strokes Shannon's back
she weeps --

SHANNON

It just didn't seem real and now
that it is, I hate it! It's so unfair!

rote --
Dolores, sitting in her armchair, mutters as though by

DOLLY

Fare is what you pay on the train to
Jersey. Fair is the place that smells
like manure where, if you're real
lucky, you win a blue ribbon for
your home-made pickles. Fair is a
sky without a cloud and a face with
a mark. Fare is food. What fair isn't
is everything else.

SIMON

Well, I think I speak for all of us
when I say that we've heard quite
enough from Dolores.

Dolores chuckles. Simon continues to Wills --

SIMON

Now, correct me if I'm wrong, but I
believe what you're saying is that
while the end may be in sight, it
has not yet arrived.

WILLS

That's right. The tumor's begun to
interfere with the function of her
heart, but she --

SIMON

Then why exactly have you called us here?

Wills falters, looking at him incredulously.

SIMON

I cut short a lunch date, Shannon's missing her low-impact aerobics class, and Dolores has delayed the start of her happy hour -- surely you must have had good reason.

WILLS

I thought Charlotte's health might be of some interest you.

SIMON

It is. You could have told me all about it on the telephone.

WILLS

I also thought it might be a good idea if we discussed ways to make her as comfortable as possible for the --

SIMON

Charlotte loathes comfortable. I never sought to bore her with comfort while she was well, why should I start now that she's sick?

Wills stares at Simon, his face ashen and full of contempt --

WILLS

Tell me, are you really so cold? Or is it just a pose that you've cultivated?

SIMON

It's a pose that I've cultivated.
(beat)

I chose it, as a sort of smoke screen, some time after attending my twentieth funeral in as many months.

Pause.

WILLS

I'm sorry.

SIMON

It's quite all right. But, honestly, it shocks me how often you people forget. Our phone books have as many numbers crossed out as written in. So that while death is certainly as painful to us as it is to you, we do not find it nearly so... extraordinary.

(beat)

Don't misunderstand me. I adore Charlotte and when she dies, I would... were it not already in that state... cry my heart dry.

Simon Shannon looks at Simon and burst into tears again.
holds her even closer, rubbing her back.

MUSIC UP:

EXT. MANHATTAN STREET -- NIGHTFALL

then Wills emerges from Charlotte's brownstone, hails a cab,
decides against it.

EXT. CITY STREETS -- NIGHTFALL

roaring Head down, eyes desolate, Wills walks uptown. The
the traffic, dense crowds, blaring music, flashing neon --
great welter of urban life is entirely lost on him.
He can think only of Charlotte.

EXT. HELL'S KITCHEN -- NIGHT

cold Wills walks down a dark block, his jacket open to the
night wind, his cheeks and ears burned red.

INT. HELL'S KITCHEN WALK-UP FOYER -- NIGHT

buzzer. Wills enters, checks the tenant list, then presses a
buzzed up. He speaks into the intercom and a moment later is

INT. WALK-UP STAIRWELL -- NIGHT

door,
FOLLOW WILLS, running up the stairs. He arrives at a
cold and gasping for breath. He hears footsteps.
THE DOOR OPENS, but we do not see who is there.

MUSIC OUT:

INT. WALK-UP LIVING ROOM -- LATER

on
Wills paces, speaking desperately to someone. He seems
the verge of a total nervous collapse --

WILLS

She's in the hospital now. She doesn't
have long. Weeks maybe and -- She...
Anyway, I have something to ask you.
A favor. I have no right to ask. I
know. I'd do it myself, but I can't.
I'm too... I'm...

He takes a deep breath to keep himself from crying.

listening,
ANGLE ON LISA, his daughter, sitting on the couch,
her face unreadable --

LISA

What is it?

WILLS

I want you to find a surgeon. Dr.
Sibley told me... Charlotte's doctor
told me... he said at some point,
when it's hopeless, surgery could be
an option. Heroic surgery, he called
it. I want to make sure that when
the time comes a hero is performing
that heroic surgery. Do you
understand? You'll have to make calls.
I'll get names. Sibley will give me
names.

(fighting tears)

I'm sorry to ask you... I have no
right. But, you see, she doesn't
want it... this surgery... I'll have
to convince her. So no one can know...
for now. And I trust you. You're my
only family and I...

(beat)

You have every right to refuse me.
After what I did. You were a child...
and you needed me... and I was nowhere
to be found. There's no excuse for
that. I'm so terribly sorry!

Silence.

LISA

I'd be happy to do it.

Wills, stunned, deeply grateful, allows himself a
breath.

LISA

Dad, I'm really sorry she's sick.

WILLS

(almost inaudible)

I am, too. So sorry. I should be the
one. It should be me.

Lisa, flooded with compassion, wants to go to him,
comfort
him, but she stays where she is.

FADE TO

BLACK:

FADE IN:

EXT. CARL SCHURZ PARK -- LATE AFTERNOON

The darkening sky is swept with a brisk wintry breeze.
Shadows
descend from the trees and towering rocks. AN OLD MAN
sits
on a bench, reading a newspaper. A NANNY pushes a baby
carriage past.

Wills and Charlotte walk together, bundled up against the
cold.
Charlotte walks backward, her breath shooting out into
the
cold air like smoke --

CHARLOTTE

You never talk about my mother.

(beat)

Talk about her.

WILLS

What do you want to know?

CHARLOTTE

Everything. All I remember is that she smelled like vanilla, loved to read to me, and was really good at cutting up fruit. I couldn't believe she didn't cut her fingers off.

WILLS

Well, I remember a little more than that. Let's see... she was blonde... about your height --

CHARLOTTE

I've seen pictures, dummy.

WILLS

Oh, okay. She... always ate her ice cream with a fork -- how's that?

CHARLOTTE

Much better.

WILLS

And she wrote great letters, but couldn't spell at all.

CHARLOTTE

Neither can I.

WILLS

She was a McGovern Democrat but also an incredible snob. She loved blueberries. She had the world's worst backhand. Her favorite singer was Stephen Stills.

CHARLOTTE

Who?

WILLS

Never mind. She was afraid of sharks. And, considering the times, she was pretty square. She only tried drugs once -- a lifeguard gave her a hash brownie and she threw it up all over him.

Charlotte laughs.

WILLS

And she laughed just like that. And she bit her fingernails. And she couldn't tell a joke.

(beat)

In short, she was a unique.

Charlotte smiles happily.

EXT. EAST RIVER ESPLANADE -- MINUTES LATER

the Wills and Charlotte lean down on the railing, watching water purl and eddy around Randall's Island.

CHARLOTTE

Did you know she was in love with you?

WILLS

She told me.

CHARLOTTE

Were you in love with her?

WILLS

Yes.

CHARLOTTE

Why? Because she was the only girl in Rhode Island who wouldn't sleep with you?

WILLS

That's how she got my attention; it's not why I fell in love with her.

(beat)

I fell in love with her because she charmed me senseless day and night for an entire summer.

CHARLOTTE

Then why did you screw her best friend on Labor Day?

Wills looks at her darkly. She smiles and shrugs --

CHARLOTTE

It's just a question.

Wills sighs and looks away, reflecting --

WILLS

I have no idea. The summer was over. Your mom was going back to Smith. I was moving down here to work on Wall Street. It was our last day together. She was crying. She told me, for the first time, that she loved me. I said I loved her, too. I promised to call and visit. A few hours later I was in a cabana with Millie.

(beat)

When Millie told me she was pregnant and that she wanted to marry me, I escaped to L.A... and I never saw her or your mom again.

CHARLOTTE

(wryly)

Well done.

WILLS

I think it's part of the reason I never came back.

CHARLOTTE

But why're you like that? What is it? I mean, you weren't born that way.

WILLS

I might as well have been. For as long as I can remember, I've always run off at the first sign of a woman wanting anything from me... relying on me in any way.

She considers for a moment --

CHARLOTTE

But I want everything from you, Wills. I rely on you in every way.

WILLS

I know.

CHARLOTTE

So the only reason you don't dump me is because I'm sick? Because you know that it's all going to be over, anyway?

WILLS

Maybe. But it doesn't feel that way.

(beat)

It feels as though I'm not afraid anymore.

and She looks at him and smiles. He puts an arm around her
draws her close.

INT. TAXI -- AFTERNOON

Charlotte Wills looks out the window, his arm draped around
who lies nestled against him, eyes closed.

watch. His He suddenly sees something. He thinks. Checks his
eyes ignite and he calls out excitedly to the driver --

WILLS

Driver! Quick! Pull over here! Right here!

window Charlotte, a little sleepy, comes to. She looks out the
and her face softens with happiness.

EXT. THE BRICK CHURCH, 92ND AND PARK -- SAME

carols. On the steps of the old church a CHOIR sings Christmas

All around them, a LARGE CROWD sings along.

her, Wills and Charlotte get out of the cab. His arm around

Wills pulls her into the crowd. They join the carol.
Wills sings well. Charlotte is tone deaf.

In between lines of the song, she calls out --

CHARLOTTE

I didn't know you could sing!

WILLS

I didn't know you couldn't!

She laughs and continues to sing.

steps THE CAROLS ENDS to cheers and applause. THE CHOIRMASTER

forward to a microphone --

CHOIRMASTER

Well, you all know what time it is!

CHARLOTTE

(confused to Wills)

No, I don't. Do you?

distance.
count
He grins. The choirmaster nods at someone in the
Then holds up a hand, fingers spread, and begins to
down. The crowd joins in --

CHOIRMASTER AND CROWD

**TEN, NINE, EIGHT, SEVEN, SIX, FIVE,
FOUR, THREE, TWO, ONE!**

trees
horns.
At that instant, ALL THE WHITE CHRISTMAS LIGHTS on the
of the median from 96th Street to 44th Street POP ON
SIMULTANEOUSLY -- an enchanted fairy-tale spectacle.
The crowd and the choir cheer and clap, cars honk their
Charlotte's eyes are filled with happy wonder.

CHOIRMASTER

HAPPY HOLIDAYS!

Charlotte
eyes,
As another carol begins, Wills wraps his arms around
and kisses her. He pulls away, looks deeply into her
and whispers with passionate sincerity --

WILLS

I love you, Charlotte.

surprised.
she is
smiles
hair.
For an instant, her eyes flare as though she were
Then her eyes fill with tears. She tries to speak but
choked by a sob.
She buries her face in his chest and cries. Wills
with warm, almost paternal, indulgence. He strokes her
She hugs him as though she'll never let go.

INT. ELYSIUM -- NIGHT

crowd
the
The restaurant is packed. John, overwhelmed by the
waiting for tables, glances angrily away when he hears
phone ringing and no one answering it.

INT. ELYSIUM KITCHEN -- SAME

HENRY,
fish
Amid the Pandemonium, Wills watches as Charlotte teases
30, the young chef, as he lays the beet garnishes on a
entree.

CHARLOTTE

You call that a rose? It looks more
like a hand grenade!

HENRY

Mr. Keane, you get her outta here
or, I swear to God, I'm gonna
butterfly and stuff her!

WILLS

I'll add it to the specials list.

CHARLOTTE

(laughing)
No way! I'm too pricey!

The door bangs open. John enters, looking angry --

CHARLOTTE

Hello, Sunshine!

JOHN

You seen Celia?

WILLS

What's the matter?

JOHN

The matter is I got a half-hour wait
and no help up front! You got a call
on Two!

INT. ELYSIUM OFFICE -- SAME

button--
Wills enters, picks up the phone, and hits a flashing

WILLS

Wills Keane.

INT. LISA'S LIVING ROOM -- EVENING

Lisa's face is flushed with excitement --

LISA

I've got him!

EXT. WILLS' BUILDING -- MORNING

chats

A TOWN CAR is parked out front. Michael, the doorman,
with the driver.

LISA (V.O.)

His name's Tom Grandy. Harvard
undergrad. Columbia Medical School.
He's at the Cleveland Clinic. I know,
I know. But don't laugh. It's one of
the best in the world.

Wills exits the building and gets into the car.

EXT. QUEENS -- MORNING

The town car speeds down the expressway.

LISA (V.O.)

He did his residency at the Brigham
in Boston... his cardiac surgery
training at Cleveland.

EXT. LA GUARDIA AIRPORT -- MORNING

Wills walks quickly through the terminal.

LISA (V.O.)

He was so good they kept him on and
within three years he was chief of
the program.

EXT. CLEVELAND CLINIC -- DAY

Wills gets out of a taxi and heads inside --

LISA (V.O.)

He travels a lot. Spends lots of
time lecturing. I got you an
appointment tomorrow at twelve-thirty.

Don't be late. He only has fifteen minutes.

INT. CLEVELAND CLINIC CORRIDOR -- DAY

wearing
smile.

TOM GRANDY, 35, long-hair, small beard, loose-limbed, scrubs, saunters down the hall, wearing a vaguely goofy smile. Wills watches him approach with some apprehension.

LISA (V.O.)

The surgeon that recommended him said, and these are his words not mine, "Don't let his appearance fool you. He's brilliant and has balls the size of your head."

INT. GRANDY'S OFFICE -- SAME

like a
rays

Wills listens to Dr. Grandy who speaks casually, more benign hippie than a renowned surgeon. Charlotte's X-rays hang between them in an illuminated view box --

GRANDY

Listen, I'm not gonna bullshit you. If she were a baby, she'd have a decent chance, 'cause these sorts of tumors can regress like crazy, but she's twenty and... I don't know, man... I've never seen anything like it.

(pointing at the X-ray)

I mean, look! It's wrapped around her vital structures like an octopus!

(sitting)

You know, just once I'd like to get sent something simple. A "cabbage," a valve replacement. Even a good old-fashioned transplant. But it doesn't happen anymore. It's the downside of being good at my job.

WILLS

Good? They say there's no one better.

GRANDY

I don't know. I'm like most people. I do the best I can.

WILLS

Can your best save her?

GRANDY

Probably not.

INT. CLEVELAND CLINIC CORRIDOR -- LATER

Grandy and Wills walk together --

GRANDY

In these sorts of cases, it's best if she signs a consent.

WILLS

(covering)

No problem.

GRANDY

Good.

(stopping at the main entrance)

The last time Charlotte passed out, she regained consciousness almost immediately. The next time or the time after, she won't. When that happens, call me.

(handing him a card)

Here's my service. They'll reach me no matter where I am. In the meantime, I'll coordinate with Dr. Sibley.

WILLS

I can't thank you enough.

Grandy smiles and pats him on the shoulder.

GRANDY

I haven't done anything yet.

INT. WILLS' BEDROOM -- NIGHT

Wills sits up, wearing glasses, reading a book.

Charlotte

enters from the bathroom wearing a flannel night shirt

--

CHARLOTTE

By the way -- where were you today?

WILLS

What do you mean?

CHARLOTTE

When you called I assumed you were at the restaurant, but when I called back later, Jesus said you hadn't been in all day.

WILLS

I was in Montclair, New Jersey.

CHARLOTTE

Why?

WILLS

(playfully vague)
An opportunity.

CHARLOTTE

Oh, really? Sexual or professional?

WILLS

I was considering opening a restaurant. But the rents are too high.

He smiles at her. And she smiles back.

INT. WILLS' BEDROOM -- MORNING

Charlotte lies asleep with her head on his chest. She opens her eyes. The room seems strange. It's the light. She rises up and turns around. Her eyes narrow with curiosity. She crawls out of bed and runs to the window and looks out.

She can't believe her eyes. Central Park is blanketed by deep snow and more is falling. She calls out gaily --

CHARLOTTE

Hey! How do you feel about Christmas?

WILLS

(sleepily)
Bah humbug...

She runs back, laughing, and jumps on the bed, rousting him.

MUSIC UP:

day
to a
A SEQUENCE BEGINS showing Charlotte and Wills during a
of holiday shopping. The deep snow has slowed the city
crawl but filled everyone with good spirits.

Charlotte and Wills move from store to store; they buy
wreaths, garlands, ornaments, candles, and, finally, a
CHRISTMAS TREE and STAND.

that
Wills starts to lug the tree, but when it's obvious
it's too much for him, Charlotte spots a GROUP OF KIDS
spilling out of a record store.

the
The next thing we know the kids are lined up, carrying
tree over their heads like a battalion of ants.

elevator
take
Wills and the kids load the tree into the freight
and squeeze in. There's no room for Charlotte. She'll
the lobby elevator.

MUSIC OUT:

INT. LOBBY ELEVATOR -- AFTERNOON

with
does.
Charlotte, carrying shopping bags, ascends in silence
Michael. She has no interest in chatting. He, as ever,

MICHAEL

Will you and Mister Keane be goin'
away for the holidays?

CHARLOTTE

I doubt it.

MICHAEL

I've seen so little of America. I
don't care for airplanes, you see,
and I have so little time to travel.

(beat)

Did Mister Keane enjoy his trip then?

CHARLOTTE

What trip?

MICHAEL

Why, just yesterday.

CHARLOTTE

I wouldn't really call that a trip.

MICHAEL

Perhaps not. But I've never been to Ohio myself. They say parts of it are quite lovely.

the
Charlotte goes pale. The elevator stops and he opens door.

INT. WILLS' FOYER -- CONTINUOUS

roughhousing
Charlotte steps out right into the kids who are and laughing. Each holds a five-dollar bill --

MICHAEL

(calling out)

All right, you little hellions! Get in here!

INT. WILLS' LIVING ROOM -- MOMENTS LATER

all
his
Charlotte wanders in. The tree stands erect. Wills, on fours, tightens the screws on the stand. He crawls to feet and studies it.

WILLS

Straight?

Then he sees her grave expression and freezes.

CHARLOTTE

I thought we had a deal.

WILLS

I'm sure we do. About what?

CHARLOTTE

Lying.

(beat)

You were in Ohio yesterday.

Wills stares at her for a moment, then explains without apology --

WILLS

I met with a heart specialist. He's willing to operate.

indignation
For an instant she is surprised, but then her takes over --

CHARLOTTE

But you know I don't want that! You know I've signed papers that --

WILLS

Well, maybe I want it.

CHARLOTTE

It isn't your decision!

WILLS

Of course not, but if you'll hear me out --

CHARLOTTE

No! I told you right from the start how I felt and you went behind my back! You lied and --

WILLS

(exploding)

Oh, Christ, knock it off! You're such a god damn saint, so above it all, but you're scared to death! You do want to live! And if you were as honest as you say you are you'd let the doctors do whatever they can to help you!

bedroom
Her face shuts like a trap. She walks toward the door --

CHARLOTTE

I won't give people hope when there isn't any.

WILLS

Why not?! Maybe we want hope! Or maybe we just need to know that we did everything we could! Maybe I

need to know that... if I'm going to
be able to live... to go on without...
without --

her way
feeling.

Suddenly, a sob catches in his throat. Charlotte, on
to the bedroom, stops and slowly turns around.
She speaks matter-of-factly, without judgment or

CHARLOTTE

Now I know why you hurt so many women.
Because you always knew if you held
on to one of them, you'd never let
go.

into

She turns and exits coldly to the bedroom. Wills sinks
an armchair.

INT. WILLS' BEDROOM -- LATER

fully
She

In grey afternoon shadows, Charlotte lies on her side,
clothed under the covers, with her eyes open, thinking.
She
hears something and looks back.

down
spooning
against her

Wills stands in the lighted doorway.
She gestures for him to come. He walks over and lies
next to her. She turns her back to him, so that he's
her, but she takes hold of his hand, pressing it
chest and squeezing it like a doll.

murmurs

For a long time, they lie in silence. Finally, she
almost inaudibly --

CHARLOTTE

When we met, I was so lonely. But I
didn't even know it. I'd been alone
so long.. almost forever...

WILLS

So had I.

CHARLOTTE

But now we have each other.
(beginning to cry)
Oh, what would I do, Wills? What
would I do if you weren't here? Where
would I be?

her, he Fighting his emotions, determined to stay strong for
holds her close.

WILLS

You don't ever have to worry about
that.

CHARLOTTE

I'll do whatever I have to! I'll
tear up the papers! Whatever you
want! Tell the doctor! Because... I
really do want... I don't want to
leave you!

his The dam breaks and she is wracked by sobs. Wills closes
arms. eyes, holds her even tighter, and rocks her in his

DISSOLVE TO:

INT. WILLS' BEDROOM -- THAT EVENING

slowly Charlotte, still fully clothed, lies sound asleep. She
elbow -- awakens and sees that Wills is gone. She gets up on one

CHARLOTTE

Wills?!

head She waits, hears hurried steps, then Wills sticks his
in --

WILLS

Yeah?

CHARLOTTE

How long was I asleep?

WILLS

A couple of hours.

CHARLOTTE

Wow. And I'm still tired.

WILLS

That's all right. Relax.

narrow
Charlotte senses something odd in his tone. Her eyes
with suspicion.

CHARLOTTE

What're you doing in there?

WILLS

Nothing.

She laughs and starts to get up --

CHARLOTTE

Liar!

WILLS

Don't! Don't move! Just one more
minute!

He closes the door.

INT. WILLS' LIVING ROOM -- SAME

decorated
base.
Wills runs back into the room. The tree is fully
now. He dashes back and adjust some lights along the

CHARLOTTE'S VOICE

(from the bedroom)

What're you doing?!

with
He runs over, inserts the plug and the TREE LIGHTS UP
LITTLE WHITE LIGHTS, but for the STAR AT THE TOP.

CHARLOTTE'S VOICE

Oh no! You didn't!

WILLS

You were just going to tire yourself
out!

star.
He grabs a chair and fiddles with the bulb inside the

CHARLOTTE'S VOICE

This I've gotta see!

WILLS

Just hold on!

away. THE STAR LIGHTS UP. He jumps down and puts the chair
Then he runs over and dims the lights --

WILLS

Finishing touches!

dimmer He runs over and adjusts a garland. He runs back to the
and adjusts it again --

WILLS

Almost!

He runs back to the bedroom door and flings it open.

WILLS

Voila!

backs He looks into the room and freezes in the doorway. He
up a step, then, crying out, lunges into the room.

MUSIC UP:

EXT. WILLS' BUILDING -- NIGHT

oxygen Charlotte, lying unconscious on a stretcher, wearing an
jumping mask, is rushed into a waiting ambulance. Wills, beside
himself with panic, is gently barred by a MEDIC from
in with her.

INT. NEW HAVEN HOSPITAL LECTURE HALL -- NIGHT

front In the reflection of a projected slide, a hand offers a
the CELLULAR PHONE to Dr. Grandy, standing at a lectern in
of a group of doctors. He stops his lecture and takes
call.

EXT. MANHATTAN STREET -- NIGHT

The ambulance rushes, light flashing, sirens wailing,

downtown.

INT. ST. VINCENT'S HOSPITAL -- NIGHT

at Charlotte's stretcher is rushed into the emergency room
the same time that Wills' cab pulls up.

EXT. NEW HAVEN HOSPITAL HELIPORT -- NIGHT

Grandy is rushed into a MEDICAL HELICOPTER.

INT. CORONARY CARE UNIT WAITING ROOM -- NIGHT

Wills looks up and sees Dolores and Shannon arrive.

EXT. SKY -- NIGHT

Grandy's helicopter speeds toward the City.

INT. CORONARY CARE UNIT WAITING ROOM -- NIGHT

appears. Wills comforts Shannon. Dolores looks up and sees Simon
standing in the doorway. Then a CORONARY CARE NURSE

She asks to speak to Wills.

INT. MEDICAL HELICOPTER -- NIGHT

down Grandy looks out the window as the helicopter swoops
toward the lights of lower Manhattan.

INT. CORONARY CARE UNIT PRE-OP -- NIGHT

appears Charlotte lies, semi-conscious, on a gurney. Wills
in the doorway with the nurse.

EXT. ST. VINCENT'S HOSPITAL HELIPORT -- NIGHT

The helicopter lands and Grandy jumps out.

MUSIC OUT:

INT. CORONARY CARE UNIT PRE-OP -- NIGHT

hand. Wills sits down next to Charlotte's bed. He touches her
and Her eyes open then close again. Her breathing is heavy
and labored.

whispers, Wills pushes a lock of hair off her brow, then
half to himself --

WILLS

Time cannot break the bird's wing
from the bird. Bird and wing together
Go down, one feather. No thing that
ever flew, not the lark, not you,
Can die as others do.

at Charlotte's eyes open dreamily. She shows a faint smile
the poem and murmurs almost inaudibly --

CHARLOTTE

What have I done to you?

WILLS

Ruined me for other women.

CHARLOTTE

No... I saved you for them...

his Her eyes close. Wills takes her hand and presses it to
cheek.

MALE VOICE

Is she type 'n' cross for six units?!

NURSE'S VOICE

Yes, Doctor.

doorway. Wills turns around and sees Grandy standing in the

GRANDY

What're we waiting for?

PRE-OP NURSE

Just you, Doctor!

GRANDY

Then let's move!

SWINGING The NURSE rushes over to the gurney and in an instant
Charlotte is gone -- wheeled with a bang through

DOORS into the operating room corridor.

MUSIC UP:

INT. CORONARY CARE UNIT WAITING ROOM -- NIGHT

Dolores, Everyone is there now -- John, Sarah, Celia, Simon,
and Shannon. Wills enters silently. He walks to the new
arrivals and greets each one with an embrace.

INT. CORONARY CARE OPERATING ROOM -- NIGHT

above Charlotte lies on the table. Grandy's eyes, visible
his mask, are fiercely focused on his work.

INT. CORONARY CARE UNIT WAITING ROOM -- NIGHT

Shannon lies with her head in Sarah's lap.
Dolores, ignoring the sign, smokes a cigarette.
John and Celia sit side-by-side in silence.
Wills stands at the window. He looks over and see Simon
standing close by. Simon looks at him, his eyes sad but
eerily calm. Wills shakes his head --

WILLS

It happened so quickly. We'd just
talked about the surgery. She agreed
to it. But I thought there'd be time.

SIMON

I've had friends who weren't expected
to last till morning who lived another
seven years. Another ran a marathon
and died the next weekend. It's all
so terribly random the way life
actually works. I take nothing for
granted.

A light enters Wills' eye. He smiles as he remembers --

WILLS

You know, it's funny, the first time
I saw her, I --

Grandy But then Wills hears something. He turns and there's
at the end of the long hall, walking toward the waiting
room.

Simon looks and sees him, too.

could
Wills looks at Simon with alarm. It's impossible. How
Grandy be finished so soon? Wills looks back at Grandy.

SLOW-MOTION

react to
Grandy moves with long strides down the corridor.
One by one, as they notice, Charlotte's loved ones
the sight of Grandy.

then
Shannon rises from Sarah's lap, looks at the doctor,
covers her face with her fists, holding her breath.

falling.
Dolores crushes out her cigarette, her expression

Wills.
Celia touches John's back as he rises and walks over to

Simon's face turns to stone.

toward
John reaches for Wills, but Wills advances a few steps
Grandy.
the corridor, almost defiantly, his eyes riveted to

Grandy's head is down.

Then, ever so slowly, Grandy lifts his head and in one
decisive move YANKS OFF HIS SURGICAL MASK and THROWS IT
AGAINST THE WALL.

CLOSE ON WILLS' FACE as he realizes.

comes.
His mouth opens wide as though to cry out, but no sound

INT. WILLS' LIVING ROOM -- DAWN

overcoat.
Wills stands in the center of the room wearing his

He is pale, exhausted, his face expressionless.

archway,
John stands, also wearing his coat, in the hall
unsure whether he should stay or leave.

burn. Wills looks at the Christmas tree, whose lights still
He slowly walks over and pulls the cord from the wall.
The lights go out.

BLACK:

FADE TO

FADE IN:

EXT. CENTRAL PARK -- SPRING AFTERNOON

subdued A COUPLE walks down the same walkway. They are deep in
Melted conversation. All around them spring is in full glory.
snow. Trees exploding with green. Birds singing.
His The man is Wills Keane, but he has markedly changed.
the dress is not so impeccable, his hair has gone grey at
gracefully temples. His face, though still beautiful, has
turned the corner into middle age.
along in Walking at his side is his daughter, Lisa, now well
her pregnancy --

LISA

Actually, to be honest, Peter's more than a little freaked. I mean, how could he not be? He's twenty-six. His first child. A baby girl, no less. Nothing really prepares you for it.

WILLS

I guess not.

LISA

He said it's the first time since we got married that he's actually realized what marriage is. That it's forever. That he can't just pick up and run away to Nepal or something if we have a fight. That he's part of the cycle of things now. That he's gonna die some day. That it's

the next generation's turn to take
the stage.

EXT. ANOTHER CENTRAL PARK WALKWAY -- LATER

perfect
shoulder --

Wills and Lisa walk together in silence, enjoying the
afternoon. Then Lisa smiles crookedly and slaps his

LISA

So what about you, Mr. Keane? You
ready to be a grandpa?

Charlotte.

Wills looks over at the spot where he first saw

awkwardly,

He smiles with wistful confidence then, a little
puts his arm around his daughter.

she

She is surprised at first. But then slowly, trustingly,
rests her head on his shoulder.

And they walk.

FADE

OUT:

THE END