GREY'S ANATOMY

"Who's Zoomin' Who?"

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&
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Directed by
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Jan. 20, 05 PINK (FULL)
Jan. 26, 05 YELLOW (FULL)
Jan. 27, 05 GREEN (FULL)
Jan. 28, 05 GOLDENROD
Jan. 31, 05 BUFF
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CHARACTER LIST

DR. MEREDITH GREY
DR. DEREK SHEPHERD
DR. CRISTINA YANG
DR. PRESTON BURKE
DR. ISOBEL "IZZIE" STEVENS
DR. GEORGE O'MALLEY
DR. ALEX KAREV
DR. MIRANDA BAILEY
DR. RICHARD WEBBER

Addison Shepherd
Alice Franklin
Bill Adams
Jordan Franklin
Dr. Knox
Holly Adams
Lab Tech
Ms. Henry
Patricia
Rebecca Franklin
Olivia
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DAY / NIGHT CHRONOLOGY

DAY 1
2, 3, 4, 5, 6, 9, 10,
12, 13, 15, 16, 17,
18, 20, 22, 23, A24, 24,
27, 28, 29, 30, 32, A33, B33,
33, 34, 35, 36, 37, 38, A39,
39, 40, A41

NIGHT 1
A43, 45, 48, AA49, A49,
51, 52, 53, 54, 55, 56, 57, 58
FADE IN:

OMITTED

INT. MEREDITH'S HOUSE, BATHROOM - MORNING

MEREDITH (V.O.)
Secrets can't hide in science. Medicine has a way of exposing the lies. It might take a while but, eventually, our bodies betray our deepest secrets. Within the walls of the hospital, the truth is stripped bare. How we keep our secrets outside the hospital, well...that's a little different.

George sits on the edge of the bathtub, naked. (We only see him from the waist up.) He holds a medical textbook in one hand as he looks down to his lap.

MEREDITH (V.O.) (CONT'D)
One thing is certain: whatever it is we're trying to hide, we're never ready for that moment when the truth gets naked.

George looks back at the textbook. We see the title: RASHES, HIVES AND SKIN ERUPTIONS. George looks down. Back to the book, then down again... We suspect George has found a rash where no one wants to find a rash. George stares at his crotch, horrified.

GEORGE
Oh, no.

He's startled by a SUDDEN RATTLING of the doorknob.

INTERCUTTING:

INT. HALLWAY - MORNING

IZZIE
George! You locked the door. Let me in, I have to take a shower!

(CONTINUED)
CONTINUED: (2)

GEORGE
I'll be out in a minute!

IZZIE
Izzie presses her ear to the door. Curious.

IZZIE
What are you doing in there?

George snaps the textbook closed.

GEORGE
It's... private.

IZZIE
Ohhhh. I get it. Sorry. Didn't mean to interrupt.

George leaps up, clutching the book firmly in front of his crotch.

GEORGE
No! It's not that.

IZZIE
It's okay. Take your time.

GEORGE
I'm not doing what you think I'm doing.

IZZIE
No need to explain. I'll wait. You just...finish.

GEORGE
No. I'm coming out!

INT. MEREDITH'S BEDROOM - SAME TIME

Derek sleeps in bed. Meredith stands by the window, speaking in a low voice. Eyes on the bed, monitoring Derek to make sure he doesn't wake up and overhear her.

INTERCUtTing:

INT. NURSING HOME - OFFICE

Ms. Henry, the home's administrator, sits at her desk, speaking on the phone, Ellis' file in front of her.
CONTINUED:

MS. HENRY
Dr. Grey, this is Ms. Henry. From
the nursing home. I'm calling about
your mother.

MEREDITH
Is she all right?

MS. HENRY
Oh, it's nothing like that.

MEREDITH
Can I call you later then?

MS. HENRY
I just wanted to...

Derek stirs, sits up in bed.

MEREDITH
I'm sorry. I really have to go.

She hangs up.

DEREK
Who's calling you at this hour?

MEREDITH
Wrong number.

She flees.

INT. HALLWAY - CONTINUOUS

Meredith opens her bedroom door. Izzie and George, now
wearing a robe, stand outside the bathroom.

IZZIE
There's no need to be ashamed. It's
totally normal. Healthy, even.

GEORGE
I'm not ashamed! I wasn't doing
anything. I don't have to. I happen
to have a girlfriend.

IZZIE
An imaginary girlfriend?

GEORGE
An actual girlfriend.

(CONTINUED)
CONTINUED:

IZZIE
It's no big deal...you don't have to lie. I get it. You have needs.

MEREDITH
What is going on?

GEORGE
Nothing.

He shoots Izzie a stern silencing look.

IZZIE
Nothing.

The moment George turns away...

IZZIE (CONT'D)
He's freaked because I interrupted him while he was playing with little Jimmy and the twins.

GEORGE
I HAVE A GIRLFRIEND!!!

He heads down the hall to his room. Slams the door. Meredith and Izzie look at one another. As if to say, clearly, George was playing with little Jimmy and the twins.

MEREDITH (V.O.)
That's the problem with secrets. Like misery, they love company.

Meredith's door opens. Derek comes out.

DEREK
Sounds like fun out here.

His cell phone begins to ring. Derek checks the number, blanches. Then purposefully ignores it.

MEREDITH
Aren't you going to answer it? Could be the hospital.

DEREK
It's not. Breakfast?

He turns, heading away down the stairs.

MEREDITH (V.O.)
They pile up and up until they take over everything.
MERGED WITH 6

MERGED WITH 9

INT. CORRIDOR - MORNING

MEREDITH (V.O.)
Until you don't have room for anything else.

ON CRISTINA -- leaning against the wall. Head down. On her cell phone.

CRISTINA
No. NO. Look, I told you people, I'm not coming in for a counseling session. I know all the options. Look, I made my decision and I made my appointment. I'll be there on the 16th.

She hangs up as Burke comes by her. He lingers, pretending to read the bulletin board over her head.

BURKE
I paged you last night.

CRISTINA
I wasn't on call.

BURKE
That's not why I paged you. (beat)
You could give me your home number.

CRISTINA
Burke...
(beat)
I gotta go.

She heads away. Glancing back.

MEREDITH (V.O.)
Until you're so full, you feel like you're going to burst.

Cristina passes, RICHARD, in his OR scrubs, as he examines a patient chart. Richard seems to have trouble reading it and moves the chart back and forth in an attempt to focus his eyes.
CONTINUED:

Richard puts the chart down and moves on, passing...

...by George who stands talking with Olivia, attempting to bring up what's bothering him.

OLIVIA
  I had a really good time the other night.

GEORGE
  Me too. And...you're feeling okay and everything?

OLIVIA
  Good. Great now that I got to see you. Why?

GEORGE
  Oh, no reason. I'm good too. Really great. You know. But...um...a little itchy.

Before Olivia can process George's response, they're interrupted by Izzie.

IZZIE
  (surprised)
  Hi, George. And OLIVIA...?

OLIVIA
  Hi, Dr. Stevens.
  (to George)
  I'll see you later.

She heads off leaving Izzie with George. Izzie raises an eyebrow. George torn between discretion and pride. Pride wins.

GEORGE
  Yeah, well...she's into me.

IZZIE
  Way to go, George. She's cute. So this morning you really weren't...

GEORGE
  Anytime you're ready to apologize...

He puffs up, proud.
CONTINUED: (2)

IZZIE
But then what were you doing in the
bathroom all that time?

George shifts. Mortified.

GEORGE
I have to go.

He flees.

INT. LOCKER ROOM - MORNING

The door opens and George enters. He sees Alex at his locker. George quickly scans the room, but Alex is the only one there. George walks up to him. And stands there.

ALEX
George... I know I'm pretty to look
at and all but back up.

GEORGE
I... I need to ask you something.

ALEX
Waiting...

GEORGE
Okay. I seem to have this skin thing
going on. Like a rash, really. And
I think I know what it is, but I
can't get close enough to tell for
sure...

ALEX
Let's see it.

George looks down.

GEORGE
It's sort of located on a private
area.

Alex follows George's eyes, realizes...

ALEX
You're a doctor. It's called a penis.
You have a rash on your penis?

GEORGE
I can describe it...

(CONTINUED)
ALEX
Just show me your junk so we can get this over with.

George reluctantly drops his pants. (We see this from behind George's back.)

Alex leans in and takes a good long look at George's Willie.

GEORGE
So?

With his usual sensitivity...

ALEX
Dude, you got syphilis.

Off George...

TO BLACK:

END OF TEASER
ACT ONE

FADE IN:

11 OMITTED

12 INT. CYSTOSCOPY SUITE - MORNING

 Tight on a video monitor before we pull back to reveal... George slowly threading a catheter, with a tiny camera attached to the end, up through a patient's penis (we'll see the delicate bits of this from behind George's shielding back). Alex and Burke study the monitor.

ALEX
Patient presented with abdominal pain and blood in his urine. When his work up came back unrevealing, the Urologist suggested a cystoscopy.

BURKE
Reason?

GEORGE
To get a look inside the bladder.

Reveal... BILL ADAMS, about Burke's age. A man's man who likes beer, ball games and practical jokes. Opposites attract and Burke and Bill are long time friends. Holding Bill's hand, is his beautiful and very pregnant wife, HOLLY.

BILL
I appreciate you doing this, Preston. I know it's a little out of your field.

BURKE
Not a problem. Gives my interns something to do.

BILL
I have a feeling you keep them plenty busy.

(to Alex & George)
We were in the same frat at Tulane. He's gone from torturing pledges to torturing interns, am I right?

BURKE
Be very careful how you two answer that.

(CONTINUED)
BILL
I could tell you stories...

BURKE
Bill, You've got a camera snaking up
your Mojo. Not the time to cross
me.

Bill almost chuckles until he realizes he might not want to
be jiggling down there. Holly tightens her grip on her
husband's hand.

HOLLY
You don't think it's anything serious?

BURKE
That's what this procedure will tell
us. You don't worry about anything
but growing my godson in there.

HOLLY
(proud)
He kicks like you wouldn't believe.

BURKE
A bad ass just like his father.

Then Burke turns serious, looking at the monitor.

BURKE (CONT'D)
(to George)
Move a little to the right. Your
other right. There.

On the video monitor, we see something small and round
protruding into Bill's bladder.

BILL
What do you see? What is it?

BURKE
Could be any number of things.
O'Malley take a biopsy of the mass.
Karev, schedule a CT.
(to Bill and Holly)
Let's not worry 'til we have to.

As Burke turns away, we can see that he's already worried.

INT. OR ONE - MORNING

Meredith uses a retractor to hold the surgical area open as
Richard performs a partial colectomy (the resection of a
colon). Bailey assists.

(CONTINUED)
CONTINUED:

Meredith looks up to the Gallery. Derek sits with a cup of coffee and huge stack of charts. It's as good a place as any to catch up on his paperwork - and he likes the view.

RICHARD
There's too much damage. We'll have to take out most of the colon instead of just a local resection. Zero silk and Metzenbaums.

A SURGICAL NURSE passes this to Richard. As Richard works, the suture breaks.

RICHARD (CONT'D)
More suture. And what's with the damn lights in here?

As Meredith moves to adjust the light, she looks at Richard curiously.

INT. TRAUMA ROOM ONE - CONTINUOUS

Cristina and Izzie stand with JORDAN FRANKLIN, a sickly looking man in his late sixties. His WIFE, REBECCA, a mousy woman, world weary and resigned; and their adult daughter, ALICE, also weary, but nowhere near resigned, stand by.
They stare at Mr. Franklin's noticeably distended abdomen. A little freaked out...

CRISTINA
Mr. Franklin, how long has your abdomen been...like this?

FRANKLIN
It's been gettin' bigger for a while.

REBECCA
I told him something was wrong. No one gets fat like this so fast. I told him.

ALICE
Everybody told him.

Izzie palpates Franklin's abdomen.

IZZIE
There's dullness to percussion. And spider angiomas.

ALICE
What's all that mean?

CRISTINA
We need to admit your father and run some tests.

ALICE
Great. What's that going to cost us this time?

REBECCA
Alice, don't.
Her father is right there. Alice knows he can hear her. She just doesn't care.

INT. PATHOLOGY LAB - MORNING

George waits impatiently. The Lab Tech thumbs through a stack of papers.

LAB TECH
I don't see it here. What was the patient's name again?

George glances around, speaks in a low voice.

GEORGE
O'Malley, George. Look, it was just a simple blood test-

LAB TECH
Here it is.

He hands George the paper. Izzie arrives to drop off Mr. Franklin's labs.

IZZIE
Franklin, Jordan. We need these back ASAP.

LAB TECH
What a shock.

George scans the blood test results.

IZZIE
Got something good?

Izzie grabs the report out of George's hand and reads.

IZZIE (CONT'D)
Syphilis? That's not surgical. Who's got syphilis?

George grabs Izzie by the arm and pulls her aside for privacy. Izzie puts it together.

IZZIE (CONT'D)
You have syphilis?!

GEORGE
Lower your voice. -- I don't know how this happened.

(CONTINUED)
IZZIE
You know exactly how this happened.
Olivia must be really getting around.

GEORGE
Olivia? She's not like that.

IZZIE
It's the new millennium, George.
The only people who aren't like that
are the Amish. And obviously, you.

GEORGE
You don't know. Maybe I've been
sleeping around. Maybe I've
got...ladies.

Izzie just looks at him.

GEORGE (CONT'D)
Shut up. -- What am I going to do?

IZZIE
No biggie. Couple doses of Penicillin
will knock it right out.

GEORGE
What am I going to do about Olivia?

IZZIE
For starters, stop sleeping with her
unless you want that thing to fall
off.

GEORGE
Okay, that's twice you have trash
talked the girl I could potentially
one day...well, not love...but like
a whole lot.

IZZIE
You have to tell her. If she gave
it to you-

George holds up three fingers. Warning her this is the third
time she's insulted Olivia.

IZZIE (CONT'D)
Fine. She didn't give it to you.
She was a virgin when you met. You
still have to tell her so she can
get tested.

(CONTINUED)
CONTINUED: (2)

GEORGE
But how? How do I tell her? 'Hey, Olivia how's it going? By the way, I've got the syph. How 'bout you?'

IZZIE
Maybe not quite like that.

INT. OR ONE - MORNING

Richard continues with the colectomy.

RICHARD
Retractor.

He reaches out his hand, but misjudges and knocks over the instrument tray. The instruments fall to the ground with a loud clatter.

The noise catches Derek's attention. He puts aside his paperwork and watches.

Richard hesitates, blinks his eyes furiously, as if trying to clear them. He's having trouble focusing. Richard suddenly steps back from the operating table.

RICHARD (CONT'D)
Why don't you finish up, Dr. Bailey.

Bailey steps up to the operating table.

BAILEY
Thank you, Chief. I appreciate the opportunity.

There is a moment of awkwardness for the OR staff as Richard exits the OR. Bailey gestures for Meredith.

BAILEY (CONT'D)
(quietly)
Go see if he needs anything.

MEREDITH
What am I supposed to say?

Bailey gives her a look that says "figure it out".

BAILEY
Just go.

As Meredith exits the OR, she looks up to the Gallery to see Derek also exiting.
INT. MR. FRANKLIN'S ROOM - DAY

Franklin lays in his bed. Rebecca and Alice hover close. Izzie and Cristina enter.

CRISTINA
Mr. Franklin, you have a condition called ascites.

REBECCA
Oh, my god. I knew it was terrible.

IZZIE
It just means there's fluid in the peritoneal cavity.
(in civilian speak)
The abdomen. The swelling is pushing against your lungs. That's why you're having trouble breathing.

CRISTINA
In your case, it looks like it's a symptom of liver disease.

ALICE
And it all comes together.

REBECCA
Alice, not now.

CRISTINA
Is there something we should know?

FRANKLIN
I drink a bit.

ALICE
That's the understatement of the year.

FRANKLIN
That's enough out of you.

ALICE
Hey, I'm only here for Ma. To make sure you don't pull any of your usual crap.

Uncomfortable. Izzie and Cristina exchange a look -- what a lovely happy family.
George and Alex stand by watching the monitor. In the b.g., a tech places Bill in the machine.

ALEX
I gotta say, George. I didn't think you had it in you. It's always the quiet ones. So who's the woman?

GEORGE
None of your business.

ALEX
C'mon. Who gave you the cooties on the playground?

GEORGE
You must've had something like this before... yes?

ALEX
(snarky)
I don't talk about my penis with other men.

A beat.

GEORGE
I don't either. Normally...

Then George leans in to peer at the screen.

GEORGE (CONT'D)
We better get Burke.

Richard leans against the wall, rubbing his eyes. Meredith exits the scrub room. Approaches.

MEREDITH
Chief...

RICHARD
What are you doing out here?
MEREDITH
(awkward)
I just wanted to see if you were okay.

RICHARD
I'm fine. Why wouldn't I be fine?

MEREDITH
Of course. I wasn't suggesting-

RICHARD
I would hope not.

Derek enters.

DEREK
Everything okay?

RICHARD
For the last time, I'm fine.

Richard storms away.

DEREK
He seem fine to you?

MEREDITH
Not so much.

INT. CT CONTROL ROOM - DAY

Burke and Alex examine Bill Adam's CT films.

BURKE
There's definitely some kind of growth protruding into the bladder. But look at the edges, I don't think it's a tumor.

ALEX
(being Alex)
Kinda shaped like an ovary.

BURKE
(slightly pissed)
That the flip answer you're going to give your patient, Dr. Karev? This is one of my oldest friends. You might want to take this seriously.

ALEX
I'm sorry, sir.

(CONTINUED)
CONTINUED:

BURKE
You better be.

George hurries in.

GEORGE
I got the rest of the labs back.
They did a chromosome analysis of
the tissue. You won't believe this.

He hands the papers to Burke. Burke reads them. Then looks
back to the films in disbelief.

BURKE
Bill has an ovary?

TO BLACK:

END OF ACT ONE
ACT TWO

FADE IN:

INT. OUTSIDE MR. FRANKLIN'S ROOM - DAY

Izzie and Cristina present Mr. Franklin's case to Bailey.

IZZIE
According to his daughter, Mr. Franklin is a heavy drinker.

CRISTINA
6 to 8 drinks a day. An alcoholic by any standard.

BAILEY
Protocol?

CRISTINA
Schedule a paracentesis.

BAILEY
Reason?

IZZIE
Draining the fluid will relieve the pressure on his lungs.

BAILEY
Good. But don't schedule it, do it.

There's a pause as Cristina and Izzie take this in.

IZZIE
You want us to do the procedure?

BAILEY
You've seen one, right?

CRISTINA
Absolutely.

BAILEY
Well, now you do one.

Bailey walks off.

IZZIE
I haven't seen one.

CRISTINA
You're about to.
INT. HOSPITAL STAIRWELL - DAY

George and Alex head down the stairs.

GEORGE
Can you believe it's an ovary.

ALEX
Gives a whole new meaning to the word metrosexual.

They meet Olivia heading up.

OLIVIA
Hi George.

ALEX
Hi Olivia.

OLIVIA
(acknowledging him)

Alex.

George pauses.

GEORGE
You go on ahead. I'll catch up.

Alex eyes him. George is fidgety and nervous. And suddenly Alex knows exactly who George has been sleeping with. He looks at Olivia. She turns away. Alex shrugs, heads down the stairs.

The moment he's gone, Olivia grabs George, pushes him up against the wall and gives him a big sloppy kiss.

OLIVIA
About time I got you alone today.

George steps back from Olivia.

GEORGE

OLIVIA
What time is your shift over? Because mine ends at eight and I thought you could come over...

(CONTINUED)
CONTINUED:

GEORGE
Olivia, I need to tell you something.

OLIVIA
What's wrong? Are you breaking up with me?
GEORGE
What? No. Really no. It's just...

George takes a deep breath,

GEORGE (CONT'D)
(in one long, horrifying sentence)
Okay, you're the only person I've been with in a long time... Not a really, really long time, I mean not unusually long or anything... just the normal amount of long time. But it wouldn't matter to me if you've been with someone else. Maybe you have. I mean, I'm not accusing you of anything or judging you or you know, handing out scarlet letters. You're a woman. A very attractive woman. Of course you've been with other men. Not that I'm saying you've been with a lot of men. Not that you're like a prostitute or anything.

OLIVIA
A prostitute?

GEORGE
NO. Not a prostitute. The opposite of a prostitute. A lady. Very lady-like. I mean, you're very bendy but-

OLIVIA
George. Breathe.

GEORGE
Alright. Here's the thing: I really like you, Olivia. I like you a lot.

OLIVIA
Well, I like you too.

She's moving back in to kiss him...

GEORGE
I have syphilis.

There is an interminably long, long beat of silence before Olivia turns and runs down the stairs leaving George alone.

GEORGE (CONT'D)
That could have gone better.
MOVED TO A24

OMITTED

INT. HOSPITAL, RICHARD'S OFFICE - DAY

Richard's at his desk. There's a knock at the door and Derek enters. Silence as Derek just stands there waiting. Waiting for Richard to say something. Finally, Richard gives...

RICHARD
Fine. A few weeks ago. I was operating and the vision in my right eye became blurry. A few hours later it was fine, but...it's come back.

DEREK
You had it checked out?

RICHARD
My exam was normal. My ophthalmologist tells me I'm just getting older. But...Shep, you know what a decline in my visual acuity can mean...

A moment. They both know what the diagnosis could be.

DEREK
I'll set up some tests.

Derek turns to leave.

RICHARD
Shep. I know how the rumor mill works around here. This stays between us.

DEREK
Absolutely. But I'm going to need some help.

RICHARD
Suggestions?

INT. HOSPITAL CAFETERIA - DAY

Izzie and Cristina sit together, eating. As George and Alex walk with their lunch trays toward the two women, they pass a table where Olivia sits whispering with some other NURSES.

GEORGE
You think she's talking about me?

(CONTINUED)
ALEX
She's absolutely talking about you.
Dude, that's a good thing.

GEORGE
No. No, it isn't.

ALEX
Georgie, get a clue. Syph is the
best thing that ever happened to
you. In their eyes, you're a player
now.

George continues to take nervous, furtive glances toward
Olivia and the nurses as he and Alex sit down with Izzie,
Cristina and Meredith.

CRISTINA
Hey, "Syph Boy".

GEORGE
(to Izzie)
You told her?!

IZZIE
Just Cristina.

ALEX
'Symph Boy'. It's got a nice ring to
it. Kinda like Superboy... only
diseased.

CRISTINA
Izzie didn't have to say a word.
Around here, the only thing that
spreads faster than disease is gossip.

GEORGE
That's not true. Just because Izzie
can't keep a secret doesn't mean
everyone knows.

Meredith joins the table.

MEREDITH
George, how're you feeling? Sorry
about the syphilis.

GEORGE
(the horror)
Everybody in the hospital knows?

ALEX
Knows you're a player.

(CONTINUED)
GEORGE
You're disturbed.

ALEX
True. -- Everybody has a secret, George. Be glad yours is out in the open.

CRISTINA
Oh, yeah? What's yours, Alex?

ALEX
You show me yours, I'll show you mine.

CRISTINA finds great interest in her juice box.

ALEX (CONT'D)
See? I bet she's got seriously kinky skeletons in her closet.

And across the room, Burke picks up his tray and heads for the exit. Cristina's eyes follow him.

CRISTINA
My closet is none of your business.

IZZIE
Well, my life is boring. I don't have anything to hide.

MEREDITH
Everybody has something to hide.

They all look at her. Meredith digs into her lunch.

INT. BILL ADAM'S HOSPITAL ROOM - DAY
Burke stands by Bill's bed. He holds Bill's films.

BURKE
The mass we found is not a tumor.

BILL
That's good, right? Anything's got to be better than cancer.

Burke pulls up a chair.

BURKE
This is where it gets a little tricky.

(MORE)
BURKE (CONT'D)
The chromosomal tests revealed your body contains DNA from two different embryos that merged in the womb at the very beginning of development. In rare cases, such as yours, this condition can produce gonadal hermaphroditism.

BILL
I'm hearing scary words here, Preston. Pay cable kind of words.

BURKE
In English? The mass on your bladder is an ovary.

BILL
(understatement)
Huh?

BURKE
We're going to remove it. We have an excellent gynecological surgeon on staff.

BILL
This is a joke, right? You're telling me I'm a guy with an ovary.

BURKE
It's simply a quirk of nature.

It sinks in for Bill that Burke's not joking...

BILL
What am I going to tell Holly?

BURKE
That you're going to be fine.

BILL
I'm still a man, right?

BURKE

BILL
I mean, you know, my sex life?
BURKE
You been having any problems?

BILL
Was it my very pregnant wife that gave it away?

Bill and Burke share a laugh.

BURKE
Don't worry. You never knew it was there. You won't miss it when it's gone.

30 INT. EXAM ROOM - DAY

George watches as Alex holds up a syringe.

GEORGE
You sure you know what you're doing?

ALEX
It's a shot of penicillin, George. Be grateful I'm even doing this. I've already seen more of you than I ever wanted to. I'm going to be fighting nightmares for a week.

GEORGE

ALEX
Do you want to get rid of the syph or don't you? Shut up and drop em.

Resigned to his fate, George turns around a pulls down his scrubs (we do not see his butt).

GEORGE
I can't believe this.

The door opens and Meredith slips in the room.

GEORGE (CONT'D)
Meredith! Go away.

MEREDITH
I thought you could use some moral support.

(CONTINUED)
GEORGE
No. No moral support. I'm indisposed here.

MEREDITH
It's no big deal.
(joking)
Besides you have a cute butt.

ALEX
I have a cute butt too. Wanna see?

Meredith grabs the syringe from Alex as he prepares to inject.

MEREDITH
You're doing it wrong.

ALEX
Be my guest.

GEORGE
Alex!

Alex leaves. Izzie slips in.

GEORGE (CONT'D)
HEY!

IZZIE
Oh, what are we doing?

GEORGE
Breaking George's spirit.

MEREDITH
Curing George's syph.

Meredith administers a shot of penicillin to his butt cheek to cure his syphilis.

GEORGE
Did I mention I don't like needles?

MEREDITH
Good thing you became a doctor. Other side.

Meredith pulls out another syringe. Cristina slips into the room.

CRISTINA
Izzie, I was looking for you. Mr. Franklin's procedure is scheduled for after lunch. -- What are we doing?

(CONTINUED)
IZZIE
Saving George from a future of
festerer sores and insanity.

CRISTINA
Cute butt.

MEREDITH
I told you, George.

IZZIE
It is cute. Like a baby's.

The three women stare at it.

GEORGE
You know, I've spent hours, days,
years imagining myself half-naked
alone in a room with three women.
(tortured)
The reality is so much better.

31 MOVED TO A33

32 INT. HOSPITAL, CORRIDOR - DAY

Meredith answers a phone call.

MEREDITH
Yes.

INTERCUTTING:
A33 INT. NURSING HOME - OFFICE - SAME TIME

MS. HENRY
It's Ms. Henry again. Is this a better time?

MEREDITH
Sorry about this morning, I wasn't alone and...
(beat)
Anyway, what were you calling about?

MS. HENRY
I just wanted to remind you that tonight is our monthly family dinner. You know, you haven't been to any of our family functions.

MEREDITH
You have to understand. I'm a surgical intern. My time isn't my own.

MS. HENRY
Our residents really respond to these events. They always enjoy themselves. (beat) Which is so rare. I think it's important you attend.

B33 INT. HOSPITAL, CORRIDOR - SAME TIME

She sees Derek and Richard coming towards her.

MEREDITH
I'll be there. I'll try to be there. I'll definitely try...

She quickly hangs up.

ON DEREK AND RICHARD:

DEREK
I've cleared some time for your MRI.

RICHARD
Good. Let's get this going.

Patricia, the Hospital's Administrator catches up to them.

PATRICIA
I'm sorry to bother you with this, Chief, we have kind of a...situation.

RICHARD
What now?

(CONTINUED)
Patricia raises an eyebrow.

SMASH CUT TO:

INT. HOSPITAL CONFERENCE ROOM - DAY

The entire surgical staff including all our interns, the nurses (including Olivia), Bailey, Derek and Burkes have been assembled. Richard and Patricia stand at the front of the room.

RICHARD
Three interns, four residents and six nurses on this surgical floor have been diagnosed with syphilis.

There are some snickers from the crowd.

PATRICIA
This is not a laughing matter. There are over 70,000 new cases every year. Undiagnosed, syphilis can lead to blindness, insanity and death.

RICHARD
You are medical professionals. I should not have to lecture you about the need to practice safe sex. If you're having sex with another member of the staff, get tested. This is not a request.

(with a heavy sigh)
Patricia will now give you a safe sex demonstration.

Richard steps aside. Patricia holds up a large banana in one hand and a condom pack in the other.

PATRICIA
When the time is right, (holds up the banana)
And, gentlemen, you'll know when that is...

The sound of muffled laughs and snickers fills the room.

PATRICIA (CONT'D)
Carefully open the condom packet
(holds up a condom packet)
And roll it on to the banana, making sure to avoid any tears.

We move away as Patricia continues the demonstration in the background.

(CONTINUED)
CONTINUED:

ON CRISTINA AND MEREDITH:

They watch as George slumps in his seat, trying to be invisible. Eyes on Olivia who studiously ignores him.

MEREDITH
Poor George.

CRISTINA
Yeah, you know, I think he really likes Typhoid Mary.

MEREDITH
Not many budding relationships survive a good dose of VD.

And we watch their faces as it suddenly occurs to each of them separately that they too might want to worry about the syph.

CRISTINA
Yeah.

MEREDITH
Yeah.

Derek catches Richard's eye. Richard moves to him.

DEREK
(quietly)
We should try to get down to the MRI now.

RICHARD
This isn't really a good time.

DEREK
If you want do this without anyone else knowing, it has to be now.

Richard relents. As he and Derek slip out of the room, we go back to Patricia and the demonstration.

PATRICIA
I hope we all learned something today.

INT. LAB CORRIDOR - DAY

A long line has formed. Doctors and nurses from the surgical floor line up to get their syphilis tests. And at the end of the line Cristina waits her turn. Burke approaches, stands in line behind her. They never look at one another, trying to stay on the down low.

(CONTINUED)
BURKE
You're avoiding me.

CRISTINA
I'm busy. At work. I'm working.

Burke turns to go then pauses.

BURKE
Why are you in this line?

CRISTINA
Because it's the syphilis line.

BURKE
You don't need to be in this line.

CRISTINA
I don't?

BURKE
There's no one else.

Cristina looks at him. Then turns away, remembering they are not alone.

BURKE (CONT'D)
That surprises you.

CRISTINA
Nothing surprises me.

Burke considers, suddenly unsure.

BURKE
Do I need to be in this line?

No.

CRISTINA
Okay then.

He likes that.

CRISTINA
Okay.

They step out of line, head their separate ways. Cristina looks back at him. Burke makes it hard for her to shut him out. Izzie catches up to her.

IZZIE
Mr. Franklin's prepped and ready.
CONTINUED: (2)

CRISTINA

Good.

IZZIE

God, look at the line. At least we don't have to wait in it. That's one good thing about the fact that neither of us is getting any, right?

CRISTINA

...Right.

INT. MR. FRANKLIN'S ROOM - DAY

Mr. Franklin lays in his bed, awake, an IV in his arm, his distended abdomen draped and prepped for his procedure.

CRISTINA

We've given you a local anesthetic, but you might feel some pressure.

FRANKLIN

Okay. I'm ready.

Cristina inserts a catheter attached to a large bore needle into Franklin's abdomen.

CRISTINA

I'm into the peritoneal cavity.

As fluid begins to flow out of Franklin, Izzie notices.

IZZIE

The fluid's bloody. Is it supposed to be bloody?

FRANKLIN

You've done this before, right?

Izzie's about to speak but Cristina gives her a look.

CRISTINA

Of course. Millions of times.

Cristina taps the tube. Now there's nothing but yellow fluid flowing from Franklin's abdomen into a waiting container.

IZZIE

Looking good, Mr. Franklin.

CRISTINA

Now, there's nothing to do but wait.
INT. FILM ROOM - DAY

Derek and Richard examine Richard's MRI films.

DEREK
You can see it right there. It's a tumor, pressing against your right optic nerve.

RICHARD
Is it operable?

DEREK
Definitely. But there are risks.

RICHARD
You mean I could lose my sight.

They both know how bad that would be.

RICHARD (CONT'D)
Just what I need, a syphilis outbreak and a tumor.

DEREK
(joking)
Probably unrelated.

But Richard's making his decision...

RICHARD
Alright Derek, let's see how good you really are.

DEREK
I'll start assembling a surgical team.

RICHARD
All my people only. I still want this kept under wraps. The vultures will start circling soon enough.

DEREK
Aren't I one of the vultures?

RICHARD
That's why I want you where I can keep an eye on you. Get going. We're doing this tonight.

Richard walks out as Meredith enters.

MEREDITH
You paged me?
DEREK
I need your help on something for
the Chief. Can you keep a secret?

MEREDITH
Better than you'd think.

INT. MR. FRANKLIN'S ROOM - DAY

The yellow fluid continues to drain from Mr. Franklin.

CRISTINA
How much liquid can one body hold?

Izzie exchanges the full receptacle for an empty one.

IZZIE
(re: Franklin)
Shhh.
(louder)
You had a lot of fluid in there, Mr.
Franklin. But we're almost finished.

Silence.

IZZIE (CONT'D)
Mr. Franklin? Are you asleep?
(checks his pulse)
Oh, my god. No pulse.

CRISTINA
What?

IZZIE
He has no pulse.

Cristina hits the code button as Izzie begins resuscitation.

Over the PA we hear,

PA (O.S.)
Code Blue, room 4418.

TO BLACK:

END OF ACT TWO
ACT THREE

FADE IN:

38 INT. OUTSIDE MR. FRANKLIN'S ROOM - DAY

Izzie and Cristina exit the room in the aftermath of the code. The code team wheels out equipment. Nurses unhook Franklin from the monitors, wrap his lifeless body in a shroud and attach toe tags.

CRISTINA
How could he die? Just like that with no warning?

IZZIE
We saw blood when the tube first went in... What if it's our fault? What if we did something wrong?

CRISTINA
We didn't do anything wrong. We did a textbook procedure.

Bailey talks with Alice and Rebecca Franklin. Bailey finishes up with the family, approaches Izzie and Cristina.

BAILEY
I checked your chart. You did everything by the book.

IZZIE
But he died on our watch. I mean, we must have missed something...

BAILEY
You couldn't have known. There was no history of heart problems. His death wasn't your fault.

CRISTINA
When's the autopsy?

BAILEY
There isn't going to be an autopsy.

CRISTINA
What? Then how are we supposed to know the cause of death?

BAILEY
It's going down as cardiopulmonary arrest, complicated by liver disease.

(CONTINUED)
IZZIE
But an autopsy would-

BAILEY
The family decided not to consent to an autopsy.

CRISTINA
But-

BAILEY
They don't want an autopsy. Let it go.

Off Izzie and Cristina -- not convinced.

A39 INT. MEZZANINE - DAY

Meredith and Bailey are in deep whispered conversation. Derek appears behind them.

DEREK
How goes our special-super-secret-silent-sunset surgery?
(beat)
I've been practicing that.

BAILEY
You have too much time on your hands. -- Tell the Chief I'll be there. Just let me know when and where. I'm in.

She walks off.

MEREDITH
You nervous?

DEREK
It's a complicated surgery. One mistake and I end a fellow surgeon's career. My mentor's career. No, I'm not nervous at all.

They share a smile.

MEREDITH
So, just for the record, if I had to get tested, you'd tell me, right?

DEREK
You think I have syphilis?
MEREDITH
No, I'm just saying...we never made
any rules or anything. We never
said...you know, that this...we have
rules. I wouldn't hold it against
you.

DEREK
When would I have time to go out and
get syphilis? You're enough of a
handful. Besides, we're practically
a condom ad.

MEREDITH
Even that time we only had that dumb
'glow in the dark' one...

DEREK
See? Nothing to worry about.

A beat...Then...

DEREK (CONT'D)
Maybe we should. Make some rules, I
mean.

MEREDITH
Maybe we should.

DEREK
Okay.

MEREDITH
Okay.

They both smile. She heads away.

DEREK
And just for the record, I liked the
glow in the dark one.

Meredith laughs, keeps going. Derek's cell phone rings. He
checks the number. Then we go close on the cell phone as he
moves the ringer to SILENCE.
INT. OR TWO - AFTERNOON

Burke, George and Alex assist in the operation to remove Bill's ovary.

DR. KNOX
That's the last of the ovarian material. I've sewn up the perforation on the bladder wall.

Dr. Knox looks up at Burke as if to say something. Then shakes her head. Changing her mind.

BURKE
Is there a problem, Dr. Knox?

DR. KNOX
You said this man's wife is pregnant?

BURKE
Due in five weeks. Why?

DR. KNOX
Our patient has a blind vas deferens.

BURKE
Bill's sterile?

DR. KNOX
And always has been.

George leans in, unable to stop his curiosity.

GEORGE
Then who got his wife pregnant?

Everyone looks at him. Then George gets it. Oh. Not good.

INT. MAIN LOBBY WAITING ROOM - AFTERNOON

Izzie and Cristina sit with the Franklin family.

IZZIE
We know how confusing this is. Your husband dying so suddenly. But an autopsy will tell us why.

REBECCA
So you think we should do the autopsy?

ALICE
No, we want this to be over.
CRISTINA
But don't you want to know for certain what killed him?

ALICE
My father was a mean drunk who couldn't hold a job. That's what killed him.

IZZIE
I understand you're angry. But knowing for sure might help give you some closure.

REBECCA
It was very sudden, Alice.

ALICE
Sudden? He's been killing himself for years.

REBECCA
He was a good man. Maybe they're right. Maybe we should do the autopsy.

ALICE
Ma. Stop it. He's dead. It's finally over.

REBECCA
But, Alice, your father would have wanted-

ALICE
Who cares what he wanted? Can't we please just try to get out of this with whatever shred of dignity this family has left?

Rebecca looks like she has more to say, but can't or won't in front of her daughter, the only family she has left. But she holds Izzie's gaze for a long beat. We see a silent request in Rebecca's eyes...

A41 INT. HOSPITAL CATWALK - AFTERNOON

Alex and George walk a few paces behind Burke, speaking softly so that he doesn't hear them.

ALEX
Sucks to be Bill right now.
CONTINUED:

GEORGE
How's Burke gonna tell him about his wife? That baby she's carrying, it's not even his.

ALEX
Burke's not going to tell him.

GEORGE
He has to. They're friends.

ALEX
Bill's better off not knowing.

GEORGE
You think Holly knows Bill's not the father?

ALEX
Maybe, maybe not.

GEORGE
I think Bill should know his wife's cheating on him. I'd want to know.

Burke stops suddenly and whirs around to face the startled Interns.

BURKE
I don't remember asking for your opinions, so keep them to yourselves.

Burke turns and strides off.
INT. TUNNELS - NIGHT

Meredith, Izzie and Cristina sit and talk.

MEREDITH
You want to perform an unauthorized autopsy?

IZZIE
I know you, Cristina. You don't want to go down as the new 007. An autopsy clears your name.

Cristina is silent. Wavering?

MEREDITH
Cristina, no.

IZZIE
(another approach)
What about Franklin's wife? You saw the way she was looking at me. She wants the autopsy. She just didn't want the fight with her daughter. She looked so sad...

CRISTINA
Go back to the '007' argument.

IZZIE
Cristina Yang, licensed to kill.

(CONTINUED)
CONTINUED:

CRISTINA
I'm in.

MEREDITH
I am so not involved in this.

She gets up to go.

CRISTINA
Meredith, this is Fight Club. Nobody talks about it.

MEREDITH
Fine.

CRISTINA
We have to do it when Bailey's not around.

IZZIE
Bailey's always around. She's everywhere and she knows everything.

CRISTINA
So we take our chances.

Meredith pauses. Caving.

MEREDITH
Bailey's got something from seven to eleven tonight. You two will be the last thing she's worried about.

CRISTINA
(very suspicious)
How do you know that?

IZZIE
What kind of something?

MEREDITH
I can't tell you. It's Fight Club too.

Meredith hurries out before Cristina and Izzie can press her further about her evening's activities.

CRISTINA
(to Izzie)
If I'm missing out on a real patient because of this, they're gonna call me '007' because I killed you.
INT. OR ONE - NIGHT

Meredith stands with Richard who is laid out on the surgical table. Derek and his team (including Bailey) enter. As the last person comes through the door, we see a sign on the door that reads: CLOSED FOR MAINTENANCE - DO NOT ENTER.

DEREK
(to Richard)
How're we doing?

RICHARD
Did you lock up the gallery?

We see the Gallery above is darkened.

DEREK
Don't worry, we're flying under the radar here.

As Derek moves around the table, Richard points to the instrument set up.

RICHARD
What did you put out there? The Midas Rex?

BAILEY
We've got it, Chief.

A Nurse sets up an IV drip.

RICHARD
How much vancomycin is in there?

BAILEY
One gram as ordered, sir.

As the Anesthesiologist places a mask over Richard's nose and mouth...

RICHARD
You're not going to be too liberal with those benzos are you?

Derek realizes that Richard's bluster is masking a little fear. He leans in.
DEREK
Doctors make the worst patients.
Breathe the pretty gas and stop
running my OR. I've got you covered.

Richard nods in acknowledgement as he falls unconscious...

TO BLACK:

END OF ACT THREE
ACT FOUR

FADE IN:

46 MOVED TO A49

A47 OMITTED

47 OMITTED

48 INT. AUTOPSY ROOM - NIGHT

Izzie and Cristina stand over Franklin's corpse.

IZZIE
We stole a body. We're body snatchers. What if someone from the morgue comes looking for Mr. Franklin?

CRISTINA
A, it's the middle of the night. B, the thing about being dead is people stop looking for you.

Izzie pulls over an instrument tray. Cristina uncovers Franklin's torso. Izzie holds the scalpel. Hesitates.

CRISTINA (CONT'D)
When's the last time you did an autopsy?

IZZIE
I took gross anatomy just like you. I'm just trying to remember.

Cristina pulls out a medical text book.

CRISTINA
Move out of the way.

IZZIE
You brought a textbook?

CRISTINA
We're gonna do this, we're gonna do it right.

Cristina peers at the page for a beat.

CRISTINA (CONT'D)
Okay, got it.

(CONTINUED)
IZZIE
You sure?

CRISTINA
It's not like we can kill him twice.

Cristina makes the large "Y" incision on Franklin's torso as Izzie looks on.

IZZIE
Oooh. Let me cut.

CRISTINA
You'll get your turn.

IZZIE
You should be using a 10 blade.

CRISTINA
Stop back seat cutting. Go check the door. Make sure no one's coming.

AA49 INT. OUTSIDE BILL ADAM'S HOSPITAL ROOM - NIGHT

Burke confronts Bill's wife, Holly, while Bill sleeps off his surgery in the b.g.

HOLLY
We're happy. We've wanted a child for so long. Why do you want to take this away from him?

BURKE
Does he know you've been cheating on him?

HOLLY
Preston, this is between me and Bill.

BURKE
The man has a right to know that baby isn't his.

HOLLY
Why are you doing this to us?

BURKE
Why am I...? You're lying to him about his child.

HOLLY
Please, just... let this go. Why can't you let this go?

(CONTINUED)
BURKE
Bill is my best friend.

HOLLY
If you were really Bill's friend, you wouldn't do this.

BURKE
Holly. Please. Tell him the truth.

HOLLY
Why, so he can divorce me? I'm not ruining my life because you think it's wrong.

BURKE
Your life? What about his life?

Holly looks away.

HOLLY
What Bill doesn't know won't hurt him.

BURKE
Fine. Maybe his friend wouldn't tell him the truth. But I'm also his doctor. And his doctor is not going to lie to him.

A49 INT. OR ONE - NIGHT

Derek steps back from the table. Stretches. He's finished.

DEREK
We've sutured the drain in place and stapled the skin. We're done here. Thanks, everyone.

Derek walks out, as Bailey and the rest of the surgical team prepare Richard for Post-Op.

MEREDITH
Do you think Richard's optic nerve was permanently damaged?

BAILEY
If it was, when he wakes up, he'll...

MEREDITH
Be blind? For how long?
CONTINUED:

BAILEY

Forever.

As Meredith takes this in...

BAILEY (CONT'D)
Page Stevens and Yang. Tell them I want them covering your patients.
You need to stay and monitor the Chief.

MEREDITH
Izzie and Cristina? I think they're already swamped.

BAILEY
With what?

MEREDITH
Labs. And...um...they had to check on some...

BAILEY
Oh, you are lying. I know you are lying. How do I know? Because you're a bad liar. I hate bad liars.
(beat)
I know exactly where they are.

Bailey storms out...

49 MOVED TO AA49

50 OMITTED

51 INT. OUTSIDE VIP ICU ROOM - NIGHT

Two ICU Nurses attend Richard. Meredith keeps watch as she talks on her cell phone.

MEREDITH
I know, but something came up. An important surgery. I couldn't...

MS. HENRY
I'm just sorry you couldn't be here for your mother.

MEREDITH
Ms. Henry, if my mother were lucid, she'd understand. She was a surgeon.

(MORE)

(continues...)
MEREDITH (CONT'D)
She did the exact same thing countless times. Besides, my mother doesn't even know who I am any more.

MS. HENRY
Today she did.

MEREDITH
What?

MS. HENRY
Your mother's been asking when her daughter Meredith gets off work.

Stunned, Meredith hangs up. If there were a shower around, she'd get in and sob. But, here comes Derek.

DEREK
Hey.

(CONTINUED)
MEREDITH
Hey.

DEREK
Lots of secret phone calls today.

A long beat as Meredith stares at him and then takes a leap of faith.

MEREDITH
It's my mother. She isn't traveling. She isn't writing a book. She isn't anything. I've been lying to everyone.

DEREK
Why?

MEREDITH
She has Alzheimer's.

DEREK
How advanced?

MEREDITH
Very. She's in a home. And I'm the only one who knows she's even sick and I don't know what to do any more...

She looks up at Derek. He reaches out a hand touching her face. Tender.

Behind them, through the window, Richard slowly opens his eyes. He can see and from his blurry POV, we see what he sees - what he can't believe he's seeing - Meredith and Derek sharing this intimate moment.

INT. AUTOPSY ROOM - NIGHT

Cristina and Izzie stand over Mr. Franklin's body (shot in the non-gory style of our show) when the door slams open. It's Bailey.
CONTINUED:

BAILEY
Don't even tell me you're doing what
I think you're doing.

BUSTED!

CRISTINA

Oh, crap.

END OF ACT FOUR

TO BLACK:
ACT FIVE

FADE IN:

INT. AUTOPSY ROOM - CONTINUOUS

Hurricane Bailey has landed.

BAILEY
Not only did you disregard the family's wishes, you broke the law. You could be arrested for assault. Do you like jail? The hospital could be sued. I could lose my license. My job. I like my job. Did you give any thought to this before you started cutting up this poor man's body? I could seriously kick both your asses right now. Do you have anything to say?

Izzie holds up Franklin's heart.

IZZIE
Look at his heart.

Bailey's anger turns to astonishment.

BAILEY
It's huge.

Izzie drops the heart onto the scale.

IZZIE
It's over 500 grams. And there's some kind of grainy material in it.

Cristina
We want to run some tests.

BAILEY
Now you want to run tests?

Cristina
At this point, what can it hurt?

BAILEY
I really hate both of you.

INT. BILL ADAM'S HOSPITAL ROOM - NIGHT

George stands outside the glass door. Watching as Burke sits at Bill's bedside. Talking.

(CONTINUED)
CONTINUED:

Bill shakes his head and stares blankly ahead.

George sees this. His jaw tightens. He knows exactly how Bill feels. George backs out, unnoticed.

INT. VIP ICU ROOM - NIGHT

Meredith comes to check on Richard. His eyes are closed. He appears to be asleep. As Meredith approaches his bed, Richard opens his eyes.

RICHARD
Meredith, he's an Attending. You're an Intern.

MEREDITH
You saw us.
(realizing)
You can see!

Meredith quickly pulls out a pen light and examines his eyes.

RICHARD
I'm going to tell you what your mother would say if she were here. You're making a mistake. A big one.

A beat as Meredith realizes how simple it really is.

MEREDITH
And I would tell her that it's not a mistake.

Off Meredith...

INT. HOSPITAL CONFERENCE ROOM - NIGHT

Izzie, Cristina and Bailey break the news to Rebecca and Alice Franklin.

ALICE
We specifically said "no autopsy."

BAILEY
I understand why you're upset...

ALICE
You understand? We're getting an attorney. Come on, Ma. Let's get out of here.

Alice and Rebecca stand to go. Bailey shakes her head. Cristina steps forward.

(CONTINUED)
CONTINUED:

CRISTINA
We know what killed him.

Alice and Rebecca stop.

CRISTINA (CONT'D)
He had a blood condition known as hemochromatosis. The disease causes excess amounts of iron to build up in the body. That's what caused the heart to fail. Not our procedure.

ALICE
I thought he was always so sick because of the drinking.

REBECCA
And you never let him forget it. Or me.

ALICE
Ma...

IZZIE
There's something else. The disease is genetic.

REBECCA
You think Alice could have it too?

IZZIE
A simple blood test will tell us. If you have it, we'll have caught it early enough to treat it before it becomes critical.

BAILEY
(to Alice)
Dr. Stevens and Dr. Yang may have saved your life.

As Alice tries to process all this, Bailey takes this opportunity to slide a piece of paper to Rebecca.

BAILEY (CONT'D)
If you could just sign this consent form. For the autopsy. Just a formality.

As Rebecca signs, Izzie and Cristina exchange a look of relief.
INT. LOCKER ROOM - NIGHT

As Meredith, Cristina and Alex change out of their scrubs, and Izzie freshens up, George sits alone, separate from the others. Olivia enters and moves to George. Now she has something to tell him.

GEORGE
Hey. About before...

OLIVIA
George, I want you to understand. When we started dating, I was already kinda seeing someone. I didn't know how much I'd like you, and then when I realized, I broke it off with the other guy, but...

GEORGE
Other guy?

Olivia's eyes stray toward Alex. George sees it.

GEORGE (CONT'D)
Who's the other guy?

Olivia's eyes stray again.

Everything comes together in a white hot flash: all the gossip about him and syphilis; Holly's betrayal of Bill; Alex's snide remarks... Alex who must've known he was exposed too! There's a beat. What's George going to do?

GEORGE (CONT'D)
You and Alex?
(beat)
YOU AND ALEX!
(to Alex)
You gave me syphilis!

George leaps at Alex, knocking him to the ground. George is instantly on top of the stunned Alex and starts wailing on him.

MEREDITH
George!

Cristina and Izzie run in to separate them. Cristina pulls George off Alex.

CRISTINA
Stop it! Both of you!

Alex gets to his feet and moves toward George, but Izzie is there.

(CONTINUED)
IZZIE
Back off, Alex.
Alex looks around. He has no friends in this room.

INT. HOSPITAL LOBBY - NIGHT
Meredith is feeling unburdened and content with her life as she approaches Derek who's waiting for her.

DEREK
Long day.

MEREDITH
Yeah.

DEREK
Somewhere out there, is a steak with your name on it. And maybe a bottle of wine.

MEREDITH
This is why I keep you around.

DEREK
Also we need to talk.

MEREDITH
Wine first, talk later.

DEREK
You trying to get me drunk? Take advantage of me?
(beat)
Okay.

MEREDITH
I think I'm going to like this whole new "rules" thing.

Derek stands and gathers his belongings, then helps straighten the collar on Meredith's coat.

DEREK
Me too.

Derek looks across the lobby. Walking toward them is Derek's secret. He turns back to Meredith.

DEREK (CONT'D)
Meredith, I am so sorry.

A fabulously fabulous woman. Tall, beautiful, Prada clad, Manolo shod.

(CONTINUED)
Continued:

She's a cross between Catherine Zeta Jones and Catherine Deneuve. Derek stands there. Frozen.

DEREK (CONT'D)
Addison.

ADDISON
You haven't returned any of my calls.

Addison looks at Meredith. Extends her hand.

ADDISON (CONT'D)
Hi. I'm Addison Shepherd.

MEREDITH
Shepherd?

Being so fabulous, Addison instantly reads the situation.

ADDISON
And you must be the woman who's screwing my husband.

Meredith's world implodes.

SMASH TO BLACK:

END OF SHOW