

**AUTUMN IN NEW YORK**

Screenplay by  
Allison Burnett  
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  
refuses.

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

**EXT. WEST VILLAGE STREET -- DUSK**

cobblestone  
charming but

Charlotte wearily hauls the mannequin across the street, over the curb, and up to the stoop of a 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.

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

**CHARLOTTE**

Dolly! The bulb burned out!

**MUSIC AND TITLES OUT:**

**INT. BROWNSTONE LIVING ROOM -- SAME**

mantel  
table is

EIGHT SILHOUETTES are crouched in the dark room. The is draped with a HAPPY BIRTHDAY BANNER. The coffee 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  
a  
reads:

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

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

**WILLS**

How are you, Melissa?

**MELISSA**

(blushing)

Fine, Mr. Keane.

hostess,  
CELIA, mid-20's, the chipper, blonde Midwestern  
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.

quickly  
Celia, barely making eye contact with Eriko, walks  
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.

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

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

**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  
and  
As he enters the main dining room, DINERS spot him --  
sprinkled among them are CELEBRITIES from every walk of  
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 out UPSTAIRS. 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

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 Park.

Park.

**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.

feels  
tones --

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

**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.

the  
door,  
He gestures toward the half-open door on other side of 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**

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

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

looks  
course,  
her hat.

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

**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,

the

gets up on one arm and looks at him, standing there in doorway --

**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 For the first time since we've met him, Wills is  
backing 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, Although we cannot see him in the moonlight and  
studies 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!

bed. She Laughing, he grabs her wrists and throws her on the  
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,  
her not wanting to reveal the incident to Wills. She closes  
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 horns, 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 Smith.

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

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

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.  
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?

He grins. The choirmaster nods at someone in the distance. Then holds up a hand, fingers spread, and begins to count down. The crowd joins in --

**CHOIRMASTER AND CROWD**

**TEN, NINE, EIGHT, SEVEN, SIX, FIVE,  
FOUR, THREE, TWO, ONE!**

At that instant, ALL THE WHITE CHRISTMAS LIGHTS on the trees 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 horns. Charlotte's eyes are filled with happy wonder.

**CHOIRMASTER**

**HAPPY HOLIDAYS!**

As another carol begins, Wills wraps his arms around Charlotte and kisses her. He pulls away, looks deeply into her eyes, and whispers with passionate sincerity --

**WILLS**

I love you, Charlotte.

For an instant, her eyes flare as though she were surprised. Then her eyes fill with tears. She tries to speak but she is choked by a sob.

She buries her face in his chest and cries. Wills smiles with warm, almost paternal, indulgence. He strokes her hair. 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**