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.
He takes a few steps and there, between trees, he sees TWO DOZEN PEOPLE sitting on the grass and on folding chairs — most are middle-aged or older with a distinctly intellectual 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
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**

A **SWARM OF PEDESTRIANS** ascends the steps to the bustling street.

FIND CHARLOTTE amid the swarm, struggling with a load of **BOXES** and **SHOPPING BAGS**, carrying an antique, wood-and-wire **DRESSMAKER'S MANNEQUIN**.

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

**EXT. WASHINGTON SQUARE PARK -- DUSK**

Charlotte makes her way down the leaf-strewn pathway.
the mannequin by the neck, she passes NYU STUDENTS
laughing, and chatting on their way to class.

**EXT. WEST VILLAGE AVENUE -- DUSK**

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

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

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**

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**

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

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

**ALL SURPRISE!**

The MANNEQUIN bursts into the room, teetering crazily, wearing CHARLOTTE'S JACKET, BACKPACK, and HAT. Everyone FLINCHES and SCREAMS. Amid a chorus of laughter, Charlotte enters. Grinning, she wags a facetious finger

**CHARLOTTE**

See? Surprises suck!

**INT. WILLS' BEDROOM -- NIGHT**

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

Lying on the cradle bed, half-wrapped in a sheet, naked but for a string of pearls, is TANYA, 35, raven-haired, much too 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.
She stretches with her cigarette but before she can
make it
to the ashtray, her ASH FALLS on a New York magazine.
On the cover is a PHOTOGRAPH OF WILLS standing next to
a
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
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,
discreet,
the dashing Cuban-American maitre d', superbly
approaches --

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

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

Yes, sir.

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

WILLS

How are you, Melissa?

MELISSA

(blushing)
Fine, Mr. Keane.

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

WILLS

Good evening, Celia. And how --

CELIA

(with forced cheeriness)
Just dandy, sir, thanks!

JESUS

Table seven.

CELIA

This way, please.

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

WILLS

I'll be right with you.

Eriko nods and follows Celia.

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

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

WILLS
How's it going?

**JOHN**
(covers phone)
Chaos.

**WILLS**
The house specialty.

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

Wills laughs and takes a look into the bar. John gestures 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.

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

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

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

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

**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.

They both laugh. He moves closer, lowers his voice, and speaks 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.
Wills smiles, pats her in the shoulder, and moves on. She can't believe it.

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

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

INT. REAR DINING ROOM -- CONTINUOUS

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

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

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

CHARLOTTE

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

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

To Charlotte's right sits SIMON LORING, late 20's, English, 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.

Charlotte's best friend, SHANNON HARRIS, 19, a spoiled but 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.

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

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

WOMAN’S VOICE
Is that Wills Keane?

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

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

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

A faint blush creeps into Charlotte's cheeks. She pretends 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 --

Noticing Charlotte's distraction, Simon whispers calmly to her --
SIMON
Are you feeling all right? You look positively green.

Charlotte speaks under her breath without moving her lips --

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.

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

CHARLOTTE
Okay, look.

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

SHANNON
He's as old as my dad!
Charlotte laughs.

BACK ON WILLS. He does his best to be attentive as Dolores 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!

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

DOLLY
And that over there's the birthday girl -- my granddaughter, Charlotte.
The news hits Wills hard. But he does his best to hide it.

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.

Shannon makes an elaborate comic show of modeling the hat 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.

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

**WILLS**
I think we can do better than that.

The steward, understanding, nods and departs, taking the 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.

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

SIMON
Leaving so soon?

Wills looks at him, confused again, then continues on. As 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 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.

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

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.

Charlotte runs over to her sewing table, looking for a pen 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.

She finds a pen but it doesn't work. She grabs an eyeliner 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?

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.

She clicks off the phone, wilts into a swoon on the bed, and breaks out laughing.

Wills, still holding the receiver, stares dreamily into the middle distance.

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.

She throws him a sly, sidelong glance, then exits.

Wills
laughs and contentedly sips his coffee.

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

INT. FAO SCHWARZ -- NIGHT

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

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!

John scoops both his daughters up in his arms and kisses 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

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

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

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

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

Shannon, wearing sweats and a T-shirt, lies on the floor, marking up a text book with a YELLOW HIGHLIGHTER.

Charlotte stops and rubs her eyes, then she glances down at 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 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.

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

**EXT. CENTRAL PARK WEST -- NIGHT**

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

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

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

**CHARLOTTE**
KEANE!

She runs right past Michael --

**INT. ELEVATOR -- NIGHT**

Michael works the shiny brass controls. Charlotte, winded,
hair dripping wet, watches the numbers tick by overhead.

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.

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

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

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

She waits. And waits. Then she hears footsteps approaching. She realizes she's left the hat box on the table. She rushes over and grabs it, just in time to get back to the door when it OPENS.
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**

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

**INT. WILLS' LIVING ROOM -- CONTINUOUS**

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

**WILLS**

What happened?

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

Wills turns around. A magnificent figure -- expertly tailored tux, every hair in place, freshly manicured. And then he 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.

He walks over to her. Smiling, she sets down the box, unties the ribbon, and gingerly removes the hat. It's sublimely 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.

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

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

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

CHARLOTTE
I wanted it to be a tiny poem.
She smiles. Their eyes meet in the glass.

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

CHARLOTTE
Why?

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

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

CHARLOTTE
Like this?

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

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

WILLS
(amused)
Of course.

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

INT. GRAND BALLROOM, PLAZA HOTEL -- NIGHT

A spectacular affair is in full swing, a benefit for the METROPOLITAN MUSEUM OF ART attended by FIVE HUNDRED GUESTS from HIGH SOCIETY dressed only in black and white. A LARGE BAND plays -- everything from waltzes to jazz swing. Chandeliers glisten. Guests, sitting in ornate boxes, look down on the marble dance floor where a WALTZ is in progress.
FIND WILLS AND CHARLOTTE, dancing together. Charlotte looks sophisticated and beautiful beyond measure, wearing a sleeveless black sheath with a fake fur wrap, and, of course, her hat.

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

CHARLOTTE
From Ella. The woman whose memorial you crashed.

WILLS
So you did see me there.

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

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

ON THE PERIMETER, FIND TWO RICH WOMEN, 40's, too thin, too lifted, watching Wills and Charlotte waltz.

They stand with LISA, 23, unassuming, fair-haired, simply 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.

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

INT. GRAND BALLROOM -- LATER

Wills and Charlotte slow dance to a romantic ballad. Wills 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.

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

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 --

Suddenly, a SWING SONG starts. Wills smiles at the ironic 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!

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

WILLS
I have no idea what to do!
CHARLOTTE
Have fun!

She flings her wrap onto a chair and keeps dancing.

Wills, charmed senseless, finally surrenders.

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

CERTAIN GUESTS NOTICE THEM. The reactions to their pairing 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 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.

They shake hands. Lisa looks away and sees Wills making his 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.

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

He hands Charlotte a punch --

WILLS
Who was that?

CHARLOTTE
Lisa something.

The name hits home. Wills is flustered, but then he covers 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 room is empty. There's laughter in the distance. The front door opens and shuts. We hear Wills and Charlotte, 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.

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

**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.

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

CHARLOTTE

Perfect. Now watch very carefully.

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

Their breathing mingles. Wills seems almost dizzied by it.

And then, very slowly, he kisses her.

She does not kiss back.

Finally, he pulls away, staring blankly, breathing hard, not 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.

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

INT. WILLS' BEDROOM -- NIGHT

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

DISSOLVE TO:

INT. WILLS' BEDROOM -- MORNING
The room is bathed in golden light. Charlotte lies naked under the covers asleep on her stomach. Her brow is tense and one of her hands is slightly clenched.

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

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

**CHARLOTTE**

Boy, do you look guilty.

**EXT. WILLS’ TERRACE -- LATER**

Charlotte happily wolfs down her continental breakfast. Wills 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?

Wills chuckles, then his smile fades and he clears his throat.

**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.

He walks around the desk. Sibley is all business, but his 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.
A silence settles between them. Sibley opens a folder on his desk.

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

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

WILLS
How long?

SIBLEY
Optimistically? A year.

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

Wearing her tattered jeans from the night before, Charlotte 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?

Wills doesn't react. He keeps walking toward her. Unsettled, 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?

Ignoring her, Wills sits down, takes her in his arms, and
embraces her. At first she resists, but slowly she
surrenders
and hugs him back.

**INT. TAXI -- AFTERNOON**

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

Slowly, Charlotte steals a sidelong look at him. His
face is
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.
The cab comes to a stop in front of her brownstone. She smiles
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.

She kisses his cheek and jumps out of the cab. She skips up the steps of the brownstone, then immediately turns around 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.

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

**DRIVER**
Okay, pal, where to?

Wills hasn't moved a muscle.

**FROM THE NEXT SCENE,** we hear the pop of FLASHBULBS and the 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.

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

**INT. BACKSTAGE -- MOMENTS LATER**

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

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

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

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

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. 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

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

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

DOLLY
Well, well.

INT. BROWNSTONE FOYER -- CONTINUOUS

Through the dark prism of Dolores' inhospitable wariness, we 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 loverly.

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.

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

**EXT. GREENWICH VILLAGE STREET -- MINUTES LATER**

Charlotte, full of energy, hauls Wills down the block by the 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!

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

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

CHARLOTTE
Wow, it's getting exciting already.

EXT. WASHINGTON SQUARE PARK -- AFTERNOON

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

Half-joyously and half comically, Charlotte addresses the 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

The sidewalk swarms with pedestrians. Wills and
Charlotte emerge empty-handed from the revolving door of a
department 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.
He walks past OTHER SHOPPERS. Among a GROUP OF WOMEN past him FIND CHARLOTTE who subtly checks him out as he were a stranger.

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

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

**CHARLOTTE**

Perfectly imperfect!

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

**INT. ITALIAN RESTAURANT -- NIGHT**

Wills and Charlotte are in the middle of a candlelight dinner.

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.

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

**WILLS**

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

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

**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?

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

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.

Charlotte sips her wine and considers. Then she sets down 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.
Wills stares at her solemnly. Her expression just as somber, she lifts a hand and points to her lips. He leans forward to kiss her.

**INT. WILLS' BEDROOM -- NIGHT**

Wills and Charlotte, kissing deeply, tumble fully clothed onto the bed. As their passion builds, Wills reaches for the bedside lamp. Charlotte watches curiously, thoughtfully, as he pulls the cord, plunging the room into UTTER DARKNESS.

**MUSIC UP: A SEQUENCE BEGINS**

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

-- At night, Wills and John and his wife Sarah sit in box 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 Charlotte sits next to Wills, munching a hotdog, her nose buried in a book, utterly uninterested.

-- In Elysium's kitchen, Wills watches on as Charlotte, wearing an apron over her clothes, prepares bisque under the approving eye of the CHEF. She quickly and expertly pours a cup of cream and a cup of broth into a large blender. She dumps in lobster meat and adds some saffron. Just when she, with a dramatic flourish, is about to hit the start button, Wills INTERRUPTS and puts the lid on the
Sunday chair enters, looks up though he
Charlotte

-- 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.

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

MUSIC OUT.

INT. METROPOLITAN MUSEUM LOBBY -- LATER

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

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

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.

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

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

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

He speaks to the first person he sees -- a ROTUND
LIBRARIAN IN HER 60'S. He stops and asks a question about Lisa. She nods.

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

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

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

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

**INT. HALLWAY OUTSIDE THE LIBRARY -- SAME**

Wills sees Charlotte at the end of the hall looking around for him. When she spots him, her face brightens. She calls 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.

She yanks a cord by the window. The BLIND OPENS and the room is flooded with MOONLIGHT. The room is still dark, but is far more clearly visible. Her dress is unbuttoned down the front. She walks back to him and stops about five feet away. She releases the last buttons on her dress, then slides it off her shoulders to the floor. She wears only her underwear. 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.

She closes her eyes, takes a deep breath, then slips off her underwear. She drops her arms to her side. She stands before him entirely naked. Her self-consciousness is excruciating but she is determined to endure it. Finally, she opens her eyes and smiles
Wills' eyes widen as he takes her in. He crosses to her and lays his hands on her hips. He kisses her neck. As their breathing quickens, she begins to unbutton his shirt and pull it free of his pants. He takes hold of her hands, stopping her, and starts to ease 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.

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

He begins to undress. His hands are uncertain as he untucks his shirt and unbucks his belt. When he is finished undressing, he turns to face her, his arms at his side. Although we cannot see him in the moonlight and shadows, Charlotte can. She looks down at his naked body and studies it. He stares back with shy wariness. Then she breaks into a crooked grin --

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

That's it!

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

INT. WILLS BEDROOM -- LATER

Wills and Charlotte make love. As their passion builds, Charlotte is suddenly stabbed with a pain in her chest. She grabs his back, her face twists. She holds her breath, not wanting to reveal the incident to Wills. She closes her eyes and exhales as the pain subsides.

INT. WILLS' BEDROOM -- LATER

Wills and Charlotte lie in bed with the blinds open and the city glimmering in the distance. Charlotte's head rests on his chest. Eyes closed, he brushes his hand along her face as though he were a blind man committing every detail to memory.

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

CHARLOTTE

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

Wills, half-asleep, murmurs deeply --

WILLS

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

CHARLOTTE

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

WILLS
Words?

CHARLOTTE

Poetry.

They lie in silence.

EXT. CENTRAL PARK WEST -- LATE AFTERNOON

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

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

INT. ELYSIUM REAR OFFICE -- AFTERNOON

Wills sits at a desk, reading the newspaper. John, inspecting 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!

He slams down the phone. His face is beet red. Wills looks 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.

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

JOHN


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?

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

CELIA

Special delivery!

She tosses him a paper bag; he catches it.

WILLS

No trouble?

CELIA

None.

Wills removes a PAIR OF RED PLASTIC HORNS. John shakes his 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 SPINNERLY 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?

She lays her head on his chest, smiling contentedly. A
subtle
shadow of apprehension passes over Wills' features.

Eyes
closed, she asks --

CHARLOTTE
When do I get to see your costume?

EXT. BROOKLYN BROWNSTONE -- ESTABLISHING -- NIGHT

A cardboard ghost hangs on the door. A Jack-o'-lantern
grins
in the window. A HALLOWEEN PARTY is in full swing.
INT. BROOKLYN LIVING ROOM -- SAME

John's wife, Sarah, dressed as QUEEN ELIZABETH, walks through the crowd, picking up empty glasses and bottles.

As she moves among COSTUMED GUESTS and their CHILDREN, we notice a few of Elysium's customers and staff, including 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

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, wildly sputtering, struggles to bite into a renegade Granny Smith.

JOHN

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

The boy laughs even harder. John facetiously grabs his collar --

JOHN

That's it -- outta the pool!

The boy, choking with laughter, plunges his face into the 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. She sees Wills standing there. Watching the kids, his eyes are filled with the same sort of wistful yearning that she noticed at the toy store --

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

Finally, the boy grabs the apple in his teeth and lifts his soaked head to the cheers of his friends. Then he grabs it out of his mouth and begins taking big bites out of it until he uncovers a SILVER DOLLAR.

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

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

WILLS
Yup, I'd know that throttle anywhere!

INT. BROOKLYN SECOND-FLOOR HALLWAY -- SAME

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

MOLLY
Just one more.

CARLA
Please?

CHARLOTTE
All right, but this is the last last one!

She clears her throat and settles herself. The twins listen with rapt attention as she recites from memory, slowly as 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."

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

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**

THE CAMERA makes a CIRCUIT of the THINNING CROWD. Sarah blows out candles, dumps ash trays, and collects empties. Charlotte, rubbing a knuckle into her sleepy eye, descends 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**
John wipes down the table which is littered with bits of 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**

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

**CHARLOTTE**
Shit.

She gets to the end of the hall and is about to give up.

When she hears FOOTSTEPS.
She walks around the corner and sees a NARROW STAIRCASE leading to the third floor.

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

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.

They smile and shake hands. Charlotte looks at them both 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.

Again, Wills looks up at the driver's eyes in the mirror.

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?

He smiles at her as though he were indulging a child.

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

**CHARLOTTE**
My God... oh my God.

She slides away from him, drops her face into her hands, and begins to cry. Wills looks down, then glances up at the rearview mirror. Illuminated in flashes, the driver's eyes have taken on an ominous, unblinking quality as though they were the outward embodiment of his own conscience. Wills looks out the window. When he finally speaks, his voice 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!

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

**EXT. CHARLOTTE'S BROWNSTONE -- NIGHT**

The town car is stopped at the curb, motor running, lights 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 to the stairs and sees a LIGHT shining beneath the living room door.

**INT. BROWNSTONE Living Room -- Same**

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

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

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

She realizes her poor choice of words. She looks over and 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?

She rises, gives Charlotte a nervous, awkward pat on the 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**

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

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

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

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

He feels a draft and spots an OPEN WINDOW. As he crosses to it, he notices something on his pillow. A blank envelope.

He picks it up and rips it open.

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

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

All my love,

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

**INT. BROWNSTONE FOYER -- SAME**

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

**FADE TO BLACK:**

**FADE IN:**

**EXT. UPPER EAST SIDE -- NIGHT**

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

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

**INT. ELYSIUM -- CONTINUOUS**

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

**PATTY**

Oh, Wills, it's beautiful!

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

**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!

Wills hands Patty's coat to Melissa, the hat check girl, and 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.

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

**JESUS**

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

**WILLS**

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

**JESUS**

Certainly, sir.

Celia approaches, equally surprised not to see Charlotte --

**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.

Patty follows Celia. Wills moves to the reservation stand 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

Dark, smoky, and boisterous. FIND CHARLOTTE, standing with Simon. She looks around disgustedly and shouts above the 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
FOLLOW SHANNON, coming out of the ladies' room. She makes 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!

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

SHANNON
Look what I found!

Charlotte can't believe it either --

CHARLOTTE
Eric! Wow!

ERIC
Hey, Char!

They hug and kiss with some slight awkwardness, then shout 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!

Wills smiles feebly. He looks away and sees John holding the TELEPHONE, urgently signaling to him. Alarmed, Wills jumps 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!

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

John walks as quickly as he can with Wills struggling to 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

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

John walks slowly now, backward, listening to an anxious 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...

He stops and leans back against a building. He looks around, 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.

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

EXT. WILLS' BUILDING -- LATER

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

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.

He winks. Wills realizes that it's Charlotte. It must be. He smiles and hurries inside.
Wills bursts in and freezes. A WOMAN stands across the room, studying an oil painting. She turns quickly. It's LISA. Wills sees his excited expression fall. Beneath her rather composed 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.

Lisa smiles, and, much to her embarrassment, tears come to her eyes. She shakes her head at how absurd she is, treasuring 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 sniffs and looks away --

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

Silence.

WILLS
I am. I'm very sorry.

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

LISA
Okay. Thanks.

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

WILLS
Can I call you?
She turns around, hesitates for a moment, then nods. She continues to the door. But then she stops and turns --

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

**WILLS**
A friend.

**LISA**
You must like her an awful lot.

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

**EXT. VILLAGE -- DAWN**

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

**CHARLOTTE'S BROWNSTONE -- DAWN**
Charlotte, looking tired and a little pale, pays the driver and emerges from the taxi. She makes her way up the steps.

**INT. BROWNSTONE -- CONTINUOUS**
Looking down from the second-floor landing, we see Charlotte 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 pain to subside.

**INT. CHARLOTTE'S BEDROOM -- CONTINUOUS**
Charlotte enters wearily, drops her purse on the floor, turns and GASPS.
Wills lies sprawled in an armchair fully dressed, sound asleep.

Charlotte is offended by the intrusion. She hurries over to awaken him. But then she stops. Her face softens slightly. She studies his face... touches his cheek with the back of her hand... traces the lines at his eyes with a fingertip... smooths back a wisp of hair.

Finally, snapping to, steeling herself, she jostles him --

**CHARLOTTE**

Hey.

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

**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.

She crosses coldly to her closet and, half-shutting the door, 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?

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

She turns and looks at him. She feels herself relenting. She 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 stops, then glances at him with a flash of pain and longing. Determined not to surrender to her feelings, she 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.
Wills, relieved, crosses to the bed and begins to undress.

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

Wills and Charlotte, collars turned up against the brisk 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
They walk together in silence. Wills is sullen. Finally, 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**

Charlotte and Wills are little more than silhouettes, lying 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

On a slightly elevated stage, HARI SINGH, 35, an American Sikh wearing a white robe and turban, sits in the lotus position before a lighted candle, softly instructing
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

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

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

But then she gasps as she's hit by a stab of pain.

Wills throws a grave look at the medic and squeezes her hand more tightly.

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

The building is brightly illuminated against the night sky.

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

Wills sits, anxiously struggling with a half-finished crossword puzzle. He hears the click of a lighter. A GRUBBY generic 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

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

Wills enters and sits down at her bedside. He touches her 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.

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.
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...

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

**WILLS**
Charlotte, listen, I --

**CHARLOTTE**
Uh-oh. Heavy, heavy...
WILLS
I just think --

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

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

INT. BROWNSTONE LIVING ROOM -- AFTERNOON

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

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

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

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.

Shannon looks at Simon and burst into tears again.

Simon holds her even closer, rubbing her back.

**MUSIC UP:**

**EXT. MANHATTAN STREET -- NIGHTFALL**

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

**EXT. CITY STREETS -- NIGHTFALL**

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

**EXT. HELL'S KITCHEN -- NIGHT**

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

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

Wills enters, checks the tenant list, then presses a buzzer. He speaks into the intercom and a moment later is buzzed up.
INT. WALK-UP STAIRWELL -- NIGHT

FOLLOW WILLS, running up the stairs. He arrives at a door, 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

Wills paces, speaking desperately to someone. He seems on 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.

ANGLE ON LISA, his daughter, sitting on the couch, listening, 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...
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.

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 again the
cold.

Charlotte walks backward, her breath shooting out into
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

Wills and Charlotte lean down on the railing, watching the 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.

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

draws her close.

INT. TAXI -- AFTERNOON

Wills looks out the window, his arm draped around

Charlotte who lies nestled against him, eyes closed.

He suddenly sees something. He thinks. Checks his

watch. His eyes ignite and he calls out excitedly to the driver --

WILLS
Driver! Quick! Pull over here! Right here!

Charlotte, a little sleepy, comes to. She looks out the window and her face softens with happiness.

EXT. THE BRICK CHURCH, 92ND AND PARK -- SAME

On the steps of the old church a CHOIR sings Christmas carols. All around them, a LARGE CROWD sings along.

Wills and Charlotte get out of the cab. His arm around her, Wills pulls her into the crowd. They join the carol. Wills sings well. Charlotte is tone deaf.

In between lines of the song, she calls out --

CHARLOTTE
I didn't know you could sing!

WILLS
I didn't know you couldn't!

She laughs and continues to sing.

THE CAROLS ENDS to cheers and applause. THE CHOIRMASTERS
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

The restaurant is packed. John, overwhelmed by the crowd waiting for tables, glances angrily away when he hears the phone ringing and no one answering it.

INT. ELYSIUM KITCHEN -- SAME

Amid the Pandemonium, Wills watches as Charlotte teases Henry, 30, the young chef, as he lays the beet garnishes on a fish 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

Wills enters, picks up the phone, and hits a flashing button--
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
A TOWN CAR is parked out front. Michael, the doorman, chats 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

TOM GRANDY, 35, long-hair, small beard, loose-limbed, wearing 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

Wills listens to Dr. Grandy who speaks casually, more like a 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, rousing him.
MUSIC UP:

A SEQUENCE BEGINS showing Charlotte and Wills during a day of holiday shopping. The deep snow has slowed the city to a 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.

Wills starts to lug the tree, but when it's obvious that it's too much for him, Charlotte spots a GROUP OF KIDS spilling out of a record store.

The next thing we know the kids are lined up, carrying the tree over their heads like a battalion of ants.

Wills and the kids load the tree into the freight elevator and squeeze in. There's no room for Charlotte. She'll take the lobby elevator.

MUSIC OUT:

INT. LOBBY ELEVATOR -- AFTERNOON

Charlotte, carrying shopping bags, ascends in silence with 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.

Charlotte goes pale. The elevator stops and he opens the door.

INT. WILLS' FOYER -- CONTINUOUS

Charlotte steps out right into the kids who are roughhousing 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

Charlotte wanders in. The tree stands erect. Wills, on all fours, tightens the screws on the stand. He crawls to his 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.

For an instant she is surprised, but then her indignation 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!

Her face shuts like a trap. She walks toward the bedroom 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 --

Suddenly, a sob catches in his throat. Charlotte, on her way to the bedroom, stops and slowly turns around. She speaks matter-of-factly, without judgment or feeling.

**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.

She turns and exits coldly to the bedroom. Wills sinks into an armchair.

**INT. WILLS' BEDROOM -- LATER**

In grey afternoon shadows, Charlotte lies on her side, fully clothed under the covers, with her eyes open, thinking. She hears something and looks back. Wills stands in the lighted doorway. She gestures for him to come. He walks over and lies down next to her. She turns her back to him, so that he's spooning against her, but she takes hold of his hand, pressing it chest and squeezing it like a doll.

For a long time, they lie in silence. Finally, she murmurs 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?

Fighting his emotions, determined to stay strong for
her, he
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!

The dam breaks and she is wracked by sobs. Wills closes
his
eyes, holds her even tighter, and rocks her in his
arms.

DISOLVE TO:

    INT. WILLS' BEDROOM -- THAT EVENING

Charlotte, still fully clothed, lies sound asleep. She
slowly
awakens and sees that Wills is gone. She gets up on one
elbow --

    CHARLOTTE
Wills?!

She waits, hears hurried steps, then Wills sticks his
head
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.

Charlotte senses something odd in his tone. Her eyes narrow 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

Wills runs back into the room. The tree is fully decorated now. He dashes back and adjust some lights along the base.

CHARLOTTE'S VOICE
(from the bedroom)
What're you doing?!

He runs over, inserts the plug and the TREE LIGHTS UP with 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!

He grabs a chair and fiddles with the bulb inside the star.
CHARLOTTE'S VOICE
This I've gotta see!

WILLS
Just hold on!

THE STAR LIGHTS UP. He jumps down and puts the chair away.
Then he runs over and dims the lights --

WILLS
Finishing touches!
He runs over and adjusts a garland. He runs back to the dimmer and adjusts it again --

WILLS
Almost!
He runs back to the bedroom door and flings it open.

WILLS
Voila!
He looks into the room and freezes in the doorway. He backs up a step, then, crying out, lunges into the room.

MUSIC UP:

EXT. WILLS' BUILDING -- NIGHT
Charlotte, lying unconscious on a stretcher, wearing an oxygen mask, is rushed into a waiting ambulance. Wills, beside himself with panic, is gently barred by a MEDIC from jumping in with her.

INT. NEW HAVEN HOSPITAL LECTURE HALL -- NIGHT
In the reflection of a projected slide, a hand offers a CELLULAR PHONE to Dr. Grandy, standing at a lectern in front 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

Charlotte's stretcher is rushed into the emergency room at 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

Wills comforts Shannon. Dolores looks up and sees Simon standing in the doorway. Then a CORONARY CARE NURSE appears. She asks to speak to Wills.

INT. MEDICAL HELICOPTER -- NIGHT

Grandy looks out the window as the helicopter swoops down toward the lights of lower Manhattan.

INT. CORONARY CARE UNIT PRE-OP -- NIGHT

Charlotte lies, semi-conscious, on a gurney. Wills appears 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

Wills sits down next to Charlotte's bed. He touches her hand. Her eyes open then close again. Her breathing is heavy and labored.
Wills pushes a lock of hair off her brow, then whispers, 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.

Charlotte's eyes open dreamily. She shows a faint smile at 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...

Her eyes close. Wills takes her hand and presses it to his cheek.

MALE VOICE
Is she type 'n' cross for six units?!

NURSE'S VOICE
Yes, Doctor.

Wills turns around and sees Grandy standing in the doorway.

GRANDY
What're we waiting for?

PRE-OP NURSE
Just you, Doctor!

GRANDY
Then let's move!

The nurse rushes over to the gurney and in an instant Charlotte is gone -- wheeled with a bang through swinging doors into the operating room corridor.
MUSIC UP:

INT. CORONARY CARE UNIT WAITING ROOM -- NIGHT

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

Charlotte lies on the table. Grandy's eyes, visible above his mask, are fiercely focused on his work.

INT. CORONARY CARE UNIT WAITING ROOM -- NIGHT


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 --

But then Wills hears something. He turns and there's Grandy at the end of the long hall, walking toward the waiting room.
Simon looks and sees him, too.

Wills looks at Simon with alarm. It's impossible. How could Grandy be finished so soon? Wills looks back at Grandy.

**SLOW-MOTION**

Grandy moves with long strides down the corridor.

One by one, as they notice, Charlotte's loved ones react to the sight of Grandy.

Shannon rises from Sarah's lap, looks at the doctor, then covers her face with her fists, holding her breath. Dolores crushes out her cigarette, her expression falling.

Celia touches John's back as he rises and walks over to Wills.

Simon's face turns to stone. John reaches for Wills, but Wills advances a few steps toward Grandy.

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.

His mouth opens wide as though to cry out, but no sound comes.

**INT. WILLS' LIVING ROOM -- DAWN**

Wills stands in the center of the room wearing his overcoat. He is pale, exhausted, his face expressionless.

John stands, also wearing his coat, in the hall archway, unsure whether he should stay or leave.
Wills looks at the Christmas tree, whose lights still burn. 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

A COUPLE walks down the same walkway. They are deep in conversation. All around them spring is in full glory. Melted snow. Trees exploding with green. Birds singing. The man is Wills Keane, but he has markedly changed. His dress is not so impeccable, his hair has gone grey at the temples. His face, though still beautiful, has gracefully turned the corner into middle age.

Walking at his side is his daughter, Lisa, now well along in 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**

Wills and Lisa walk together in silence, enjoying the
perfect
afternoon. Then Lisa smiles crookedly and slaps his
shoulder --

**LISA**

So what about you, Mr. Keane? You
ready to be a grandpa?

Wills looks over at the spot where he first saw
Charlotte.

He smiles with wistful confidence then, a little
awkwardly,
puts his arm around his daughter.

She is surprised at first. But then slowly, trustingly,

rests her head on his shoulder.

And they walk.

**OUT:**

FADE

**THE END**