

Ally McBeal

"The Affair"

*(Season One/Production #AM03)
Story #2003*

Written by:
David E. Kelley

REVISED PAGES: 2, 23, 27, 44, 45, 47, 48

FIRST DRAFT

Aug. 6, 1997

Rev. Aug. 12, 1997 - Full Blue

Rev. Aug. 12, 1997 - Pink

ALLY McBEAL

"The Affair "

CAST LIST

ALLY McBEAL
BILLY ALAN THOMAS
RICHARD FISH
GEORGIA THOMAS
ELAINE VASSAL
RENEE

Vonda Shepard
Ronald Cheanie
James Dawson
Katherine Dawson
Cara Dawson, 4 & 8 years old
Secretary
Minister Hyde

*

ALLY McBEAL

"The Affair"

SET LIST

INTERIORS:

CAGE AND FISH LAW OFFICE COMPLEX - DAY
ALLY'S OFFICE - DAY & NIGHT
CONFERENCE ROOM - DAY
BILLY'S OFFICE - MORNING

GYM - DAY

PROFESSOR DAWSON'S OFFICE - DAY & NIGHT

BAR - NIGHT

FUNERAL HOME - NIGHT

ALLY'S APARTMENT - NIGHT
ALLY'S BATHROOM - MORNING

BILLY AND GEORGIA'S BATHROOM - MORNING

CHURCH - NIGHT

EXTERIORS:

BOSTON - NIGHT
CHURCH - NIGHT

OMITTED: ZOO - DAY

*

"The Affair"

FADE IN:

CLOSE ON ALLY

ALLY
It's a what?

REVEAL

1 INT. OFFICE - DAY

1

Ally and ELAINE by Elaine's desk, Elaine wears on her face what looks like a cross between a mask and a jock strap.

ELAINE
A face bra. Next to aging and sun exposure, jogging is one of the leading causes of wrinkles. The up and down motion breaks down the skin's elasticity, this holds the face in place.

ALLY
Elaine you look like Hannibal Lector.

ELAINE
I may look silly, but this is a gold mine. We can get the patent, do an infomercial. I'm telling you Ally, this is my best invention yet.

2 INT. GYM - (FANTASY) - DAY

2

Tens of women running on treadmills, wearing the face bra.

BACK TO REALITY

ALLY
Even if we got rich off it,
wouldn't it be embarrassing to tell
people how we made our money?

FISH enters.

FISH
(arriving)
There's no embarrassing way to make money, what's with the jock strap, somebody lay a trap?

(CONTINUED)

2 CONTINUED:

2

ELAINE
(insulted)
It's a face bra. I invented it.
I plan to get a patent.

FISH
(to Elaine)
Run don't walk,
(to Ally)
I need to speak with you in
private, Ally.

And he leads her into:

3 INT. ALLY'S OFFICE - CONTINUOUS

3

FISH
You remember Professor Dawson?

ALLY
(thrown; defensive)
Why? What are you saying?

FISH
Evidence. Crim pro. You know.

FLASHBACK

Ally and JAMES DAWSON, forehead on forehead. She touches his
face. Pain. Love. *

BACK TO REALITY

ALLY
'Course I remember him. Why?

FISH
He died Monday.

It hits her like a tank.

ALLY
Wha... what?

FISH
Heart attack. Jogging, he just
dropped. Ironical really, decides to
take up running, he hits the ground
dead.

Ally feels like she might lose her balance.

ALLY
He... died?

(CONTINUED)

3 CONTINUED:

3

FISH
I know you two were pretty tight.

ALLY
(way too defensive)
Why do you say that?

FISH
Well, you researched a lot of his
publishings, I assume you got along
with the guy.

She realizes Fish doesn't know her secret.

ALLY
Oh. Yeah.

FISH
Anyway, he was certainly fond of
you, you evidently were his
favorite student.

FLASHBACK

He's kissing her neck.

BACK TO REALITY

ALLY
Me? Really?

FISH
That's what his wife says.

ALLY
His wife? She said that?

FISH
She asked if you would be willing
to be a pallbearer.

It's almost as if Ally didn't hear that last one. She just
stares back, seemingly dazed.

FISH (CONT'D)
Ally?

Nothing.

FISH (CONT'D)
Ally.

ALLY
Huh?

(CONTINUED)

3 CONTINUED: (2)

3

FISH
Seemed pretty important to her, can
I tell her yes?

ALLY
Um...

She can't say yes but it seems she can't say no even more.

ALLY (CONT'D)
Okay.

FISH
Great.

ANGLE ALLY

4 INT. DAWSON'S OFFICE - (FLASHBACK) - DAY

4

Dawson is unwrapping a present from Ally.

DAWSON
A crystal ball. It's beautiful.

ALLY
I figured you'd like it.

A beat. This is a thoughtful gift from a student. Maybe too
thoughtful.

DAWSON
You shouldn't be buying me
presents.

ALLY
Well it's your birthday.
(then)
Happy birthday.

VONDA (O.S.)
(singing)
We walked a crooked line/ I see it
in your eyes/ Don't have to talk to
me/ Know what you're thinking--

DISSOLVE BACK TO:

5 INT. ALLY'S OFFICE - DAY

5

FISH
You okay, Ally?

ALLY
Yeah. Fine. I'm... fine.

(CONTINUED)

5 CONTINUED:

5

OFF her, looking faint, we:

SMASH CUT TO:

MAIN TITLES

FADE IN:

6 INT. OFFICE COMPLEX - AN HOUR LATER

6

CHEANIE has dropped by. Ally's head is clearly elsewhere, she's still visibly affected by the news.

CHEANIE

I thought we could drive up to
Maine, the foliage is 'sposed to be
peaking, a buddy of mine has a
place in Camden.

ALLY

(vacant)
Sounds good. Great.

He sees she's elsewhere.

CHEANIE

Are you okay, Ally?

ALLY

What? Oh... well.

ELAINE

(helpful; to Cheanie)
She has to bury a dead mentor.
It's hard enough to grieve without
having the added pressure of
lifting the coffin.

Ally didn't even hear that.

ALLY

(hollow)
Look um... would you both excuse
me, I need to check on something.
I'll be right back, Maine sounds
nice, I like pretty leaves, bye.

And she heads off as a befuddled Cheanie watches. Elaine is suddenly wearing the mask again.

ELAINE

Are you into venture capital?

OFF Cheanie, we:

(CONTINUED)

6 CONTINUED:

6

PICK Ally BACK UP, heading into:

7 INT. BILLY'S OFFICE - CONTINUOUS

7

BILLY

What's up?

ALLY

Not Professor Dawson. He's dead.

BILLY

Oh, I heard, yeah. I didn't really know him too well.

ALLY

(starting to quiver)

I did.

BILLY

I'm sorry, Ally.

ALLY

His wife wants me to be a pallbearer.

BILLY

I guess you were close.

ALLY

I slept with him.

There. She said it. A beat.

BILLY

What was that last one?

ALLY

I had an affair with him. Third year of law school.

BILLY

You had an affair with Professor Dawson?

She nods weakly with a "please don't think evil of me" look.

8 INT. DAWSON'S OFFICE - (FLASHBACK) - THREE YEARS AGO

8

ALLY

You're married?

DAWSON

Ally. You obviously knew this.

(CONTINUED)

8 CONTINUED:

3

ALLY

Well, I, I, I... you said the marriage was over. Over, that was the word you used, over.

DAWSON

It is over, it's dead. But... we still live in the same house, technically...

BACK TO REALITY

ALLY

Of course I knew he was married. I just didn't want to face it. I didn't... I couldn't bear to think of myself as a homewrecker, and I couldn't think of him being in the same bed as... *

BILLY

So then what? *

ALLY

I broke it off immediately, about five months later. *

BILLY

Ally.
(then)
Did he have kids?

ALLY

No, no, of course not, he... only two. Little ones.

Billy holds a look. He doesn't have to bust her, he can hear the remorse in her voice. Then--

ALLY

It wasn't that bad what I did, I was in a monogamous relationship, I wasn't betraying anybody. *

Billy continues to hold his look. *

ALLY

You're just letting me talk 'cause you know hearing my own words is punishment enough, I know what you're doing, God, how can I be a pallbearer? They want me to carry his body. *

(more)

(CONTINUED)

8 CONTINUED: (2)

8

ALLY (Cont'd)
Which brings up my whole... y'know,
my death phobia, I'll have to deal
with that too, I gotta carry
something dead in a box, it's like
on the same day I gotta deal with
the two sure things in life, death
and adultery.
(then)
Stop letting me talk.

9 INT. OFFICE COMPLEX - CONTINUOUS

9

Elaine has Cheanie pinned. Not wearing the mask anymore,
thankfully.

ELAINE
See, when you jog, the face goes
up, then down.

CHEANIE
I don't really invest in
infomercials,
(re Ally)
do you think she's okay?

ELAINE
I'm sure she's fine, in fact she's
always a little tickled by drama.
In time, she'll probably look back
at this day and want to relive it.

As GEORGIA passes headed for Billy's office.

GEORGIA
Hey, Elaine.

ELAINE
Not a good time, Georgia, Ally's in
there having an upset.

Georgia isn't too threatened by this stuff now.

GEORGIA
What now?

ELAINE
Dead professor.

As KATHERINE DAWSON, forties, arrives.

KATHERINE
Excuse me. I'm looking for Ally
McBeal.

(CONTINUED)

9 CONTINUED:

9

ELAINE
I see, and you would be?

KATHERINE
(simply; no malice)
The dead professor's wife.

ELAINE
(mortified)
Oh. Forgive my bluntness, it's a
device I use to cope.
(then; this will be fun)
Let me get her.
(then)
Oh. I am very sorry for your loss.

KATHERINE
Thank you.

PICK UP Elaine, real hop in her step as she goes to Billy's
office. A SECRETARY is present.

SECRETARY
Door's closed.

ELAINE
They have knobs.

And she goes into:

10 INT. BILLY'S OFFICE - CONTINUOUS

10

ELAINE
Billy I have Georgia waiting for
you. And Ally... Professor
Dawson's wife is here.

The CAMERA ZOOMS IN ON Ally, as she freezes.

ALLY
What?

RESUME

ELAINE
She'd like to meet with you.

ALLY
Um. Um.

She looks to Billy, he has nothing to offer.

ALLY (CONT'D)
Well... I'll... does she know I'm
here?

(CONTINUED)

10 CONTINUED:

10

ELAINE

(proudly)

Yes. I told her I would get you.

ALLY

Um. Okay. Tell her I'll be right there.

ELAINE

Absolutely.

And Elaine heads out, closing the door as she goes.

ALLY

(panic)

God, what do I do?

BILLY

She doesn't know about...

ALLY

No, no, I don't think so, I mean... She knew he had an affair 'cause they did split up for awhile but but but... I don't think she knows who it was with, that it was me, or maybe she does, maybe that's why she's come, she could have a weapon.

BILLY

Ally. She asked you to be a pallbearer. Obviously, she couldn't think there was something going on between you and her husband.

ALLY

Unless she's after some kind of sick revenge. Making me carry him in some pine box, she's going to counter a broken heart with a hernia, God, she knows, she knows, she knows, she knows.

BILLY

(don't be ridiculous)

Ally. Go see her.

ALLY

Easy for you. You didn't sleep with her husband.

And Ally opens the door.

11 INT. OFFICE COMPLEX - CONTINUOUS

11

Ally starts her slow march towards her office. Cheanie, Elaine, Georgia... they're all asking her various things but all she sees is her office. The office where the widow waits. She finally enters into:

*
*

12 INT. ALLY'S OFFICE - CONTINUOUS

12

Katherine is waiting.

ALLY
(feigning the drill)
Mrs. Dawson, hi. I'm so sorry
about your loss.

KATHERINE
Thank you. And thank you for
taking the time to see me.

ALLY
Don't be silly.

KATHERINE
I know you and my husband were
close,...

Ally stares back, frozen. Does she know how close?

KATHERINE (CONT'D)
He spoke of you so often.

ALLY
(nervous)
Oh. Well. He was such a
wonderful...

12A QUICK FLASHBACK

12A

Of Dawson making love to her.

*
*

12B BACK TO REALITY

12B

ALLY
Professor.

KATHERINE
Yeah. And I know he was close to
a lot of students but the way he
spoke of you...

VOICEOVER
(weakly)
Oh my God.

*

(CONTINUED)

12B CONTINUED:

12B

ALLY
(nervous voice)
Oh... I... he... evidence and
criminal procedure,... in my veins.

KATHERINE
Uh huh.
(then)
Can I ask you something?

Ally is about to die. She's near catatonia.

ALLY
Um. Sure.

A beat.

KATHERINE
And I'd like you to just give me an
honest answer.

ALLY
Oh... kay.

KATHERINE
Would you mind speaking at the
funeral?

ALLY
(squeaky voice)
Excuse me?

KATHERINE
It just wouldn't seem right not to
hear from a former student. And
you seem to be the natural choice.

ALLY
Oh... well, I... my voice doesn't
carry great in large rooms, and my
throat... I've been feeling a
polyp.

KATHERINE
It would be important to him. And
me.

ALLY
Oh. Well. Okay. Sure.

KATHERINE
(a beat)
Thank you. There's a wake tonight.
The funeral service will be
tomorrow.

(CONTINUED)

12B CONTINUED: (2)

12B

ALLY
'Kay.

KATHERINE
Thank you again.

ALLY
Sure.

A beat. Katherine holds a look. Ally's odd behavior or something else? We don't know.

KATHERINE
I guess I'll see you tonight maybe?

ALLY
Yup. I'll be there.

And Katherine exits.

VONDA (O.S.)
(singing)
Hey hey hey.

OFF Ally, standing there, frozen in her tracks, we:

FADE OUT.

END ACT I

ACT II.

FADE IN:

13 INT. ALLY'S OFFICE - DAY

13

Ally standing at her window, twisting her necklace. Staring.
Staring.

FLASHBACK

Ally and Dawson holding CARA, his four-year-old daughter.

DAWSON
This is Daddy's friend Ally.

ALLY
Hi Cara.

DAWSON
She works with Daddy. And she's
gonna come to the zoo with us
today, okay Sweetheart?

CARA
(weakly)
No.

DAWSON
No?

CARA
I want just you, Daddy.

Dawson winks to Ally that it's okay.

DAWSON
(to Cara)
But Ally likes zoos too. And it'll
be fun, I promise.

As Dawson continues to sweet-talk Cara, Ally starts to slowly
backstep. It's hitting her; what the fuck is she doing, she's
coming between a family. As she steps away.

DAWSON (O.S.)
She's had to work hard all weekend
on Daddy's project so I think it
would be fun for her too.

CLOSE ON Ally looking at a married man and his daughter.

(CONTINUED)

13 CONTINUED:

13

VONDA (O.S.)
(singing)
Never been what my Daddy wanted me
to be--

DISSOLVE TO:

BACK TO PRESENT

Ally at the window, staring, ... remembering.

BILLY (O.S.)
Ally?

Startled, she lets out a yelp. Then--

ALLY
Oh. Scared me.

BILLY
What happened?

ALLY
She doesn't know.

BILLY
Well that's good.

ALLY
Yeah. The bad part is... she wants
me to speak at the funeral.

BILLY
What?

ALLY
Yeah. As his favorite student.
And I said "yes".

BILLY
(disbelief)
You're gonna get up there in church
and eulogize a man--

ALLY
(cutting him off)
Elaine.

The greeting was more meant to alert Billy they aren't alone,
Elaine has entered.

ELAINE
I pulled some bio stuff on
Professor Dawson, I thought for the
eulogy it would help to be
intimate.

(CONTINUED)

13 CONTINUED: (2)

13

FLASHBACK

Of Ally and Dawson, intimate.

BACK TO PRESENT

ALLY

Thank you.

ELAINE

And Ronald Cheanie is on three.

ALLY

I'll have to call him back.

ELAINE

His voice is beginning to take on
a perturbed quality.

ALLY

(sharp)

Elaine I'll have to call him back.
Could you excuse us?

ELAINE

(annoyed)

Certainly.

And she leaves.

ALLY

So. I guess if I can be an
adulteress, it shouldn't be much of
a reach for me to get up at a
funeral and pretend to...

BILLY

Look, Ally, you were close to the
man as a student. Just talk about
that.

14 INT. DAWSON'S OFFICE - (FLASHBACK)

14

Ally and Dawson in his office.

ALLY

I don't know if I should work for
you... anymore.

DAWSON

Why?

They both know why.

(CONTINUED)

14 CONTINUED:

14

ALLY

Um. Lately, ... it doesn't feel like... sometimes, it doesn't always feel... like work. Does it to you?

DAWSON

(quietly admitting)

No.

BACK TO PRESENT REALITY

ALLY

Billy I have to think hard to even remember him as a professor.

A beat. Billy's jealousy nerve was hit slightly.

BILLY

You never mentioned him before.

ALLY

I had a hard enough time admitting this to myself. I never told anybody, Renee doesn't even know yet. And you can't, please don't tell a soul that...

BILLY

I won't.

ALLY

I wouldn't be telling you, but I just need somebody to... how am I ever going to... he'll be lying there in a casket.

BILLY

You'll breathe deep. Try not to talk too fast and you'll get through it. You want me to go to this thing?

ALLY

Would you?

BILLY

I had him for Con Law I suppose I could pay my respects.

Upon which, Fish charges in wearing an expensive black suit.

(CONTINUED)

14 CONTINUED: (2)

14

FISH

All set for the big wake?

(then)

Ally...

(pulls her aside)

tonight... try not to look at it as
a negative.

ALLY

Don't look at it as a negative.

FISH

Lot of his former students will be
there, this will be like a school
reunion, 'stead of a punch bowl
there's a coffin, but remember
reunions are meant to allow the
more successful graduates to inform
the less successful that that's
what they are. Less than. You and
I? We're more than, 'specially me
I have my own firm, I could very
well be the most. But both of
us... we make more money, we have
autonomy, we have success. We can
look around the room and say hey,
we're better than you, we're even
doing better than some of our
professors, especially the dead one
in the box, ah ha ha, my point is
life is all about attitude and
tonight is a night to feel good
about yourself. That whole speech
was a Fishism.

ALLY

No doubt.

FISH

Off we go. Hug to get started?

CUT TO:

15 INT. DAWSON'S OFFICE - (FLASHBACK) - DAY

15

Ally moves in to hug Dawson. The very first hug. He then
kisses her. Then--

DAWSON

Do you... do you know how long I've
thought about doing that?

OFF Ally, then,

CLOSE ON Ally now.

(CONTINUED)

15 CONTINUED:

15

CHEANIE (O.S.)
Ally?
(again)
Ally?

REVEAL

16 INT. BAR - NIGHT

16

She's now dressed in a dark outfit, sitting with Cheanie.

CHEANIE
You want me to go with you?

ALLY
Oh... no, no, that's okay. Richard
and Billy are going, I'll be fine,
I don't need...

CHEANIE
Me.
(a beat)
I know the backstory, Ally.

ALLY
(panic)
You do? Who told?

CHEANIE
You did. You said you and Billy
basically grew up together and...

ALLY
(relieved)
Oh that backstory.
(then)
Well... Billy had him as a
professor and... y'know so he
could... I dunno commiserate and...

CHEANIE
And even though you're no longer a
couple, when you feel about to hit
bottom he's still the best cushion
in town.

ALLY
Something like that.
(then)
I'm sorry.

(CONTINUED)

16 CONTINUED:

16

CHEANIE
It's okay. But... if you and I are
going to... y'know progress... you
have to let me in.

ALLY
I know.
(takes his hand)
Thank you for caring.

OFF him, we:

CUT TO:

17 INT. FUNERAL HOME - NIGHT

17

The wake in progress. Well attended, the man was popular.
Ally, Eilly, Fish and Georgia enter.

GEORGIA
I think wakes are so ghoulish.

ALLY
Tell me about it. Gcd it's an open
casket.

GEORGIA
Can you imagine? It's a party for
everyone to come look at you dead,
an embalmer does your make-up.

Ally starts to breathe deeply.

BILLY
You okay?

ALLY
Fine. Fine.

As Georgia takes note--

BILLY
(to Ally)
Through your nose. Don't talk too
fast.

ALLY
Okay.

Meanwhile, Fish is holding court before a small circle of
people.

(CONTINUED)

17 CONTINUED:

17

FISH

I simply loved the man. The word
is so overused these days but
well,...

KATHERINE

(passing through)
Thank you for coming Richard.

FISH

Katherine, if not for him I
wouldn't be where I am right now.

As Katherine moves away.

FISH (CONT'D)

(to the group)
I'd be in a lounge smoking a
Cohiba.

FIND Katherine, approaching Ally.

KATHERINE

Hi Ally.

ALLY

Hello. Oh, hello.

KATHERINE

Thanks for coming. So many people
came, it's wonderful.

ALLY

(nervous)

Well, he was wonderful, it's a
wonderful night.

(correcting)

But a tragedy, though a blessing
that he didn't suffer, that he went
quick but so young, a tragedy it's
all such a shock but good that it
was quick, so many people have
come, that's wonderful.

FANTASY

Ally's foot shoots up like a contortionist and goes right into
her mouth.

BACK TO REALITY

ALLY

(to Katherine)

How are you holding up?

(CONTINUED)

17 CONTINUED: (2)

17

KATHERINE

Oh... it's all kind of a blur. Um,
I spoke to the Minister he says
he'll call you up after one of the
songs.

ALLY

(panic)
Tonight?

KATHERINE

Tomorrow. At the funeral.

ALLY

Oh. Right. Good. Fine. Good.

BILLY

(sotto)
Slow.

ALLY

Ssssh.

She then looks at the coffin. Takes a breath. She doesn't
really want to go see the body, but...

ALLY (CONT'D)

(weakly)
I feel like I may fall.

BILLY

You don't have to--

ALLY

No, I do. Excuse me a second?

BILLY

Sure.

And Ally starts to walk slowly toward the coffin.

18 INT. DAWSON'S OFFICE - (FLASHBACK) - NIGHT

18

Dawson and Ally finally giving in to temptation, taking each
other's clothes off.

BACK TO REALITY

Ally moves closer. Closer. Closer. And finally... she is
there. Standing at the coffin. Looking straight ahead, she
doesn't dare look down. Finally... ever so slowly... she does.
She stares expressionless.

(CONTINUED)

18 CONTINUED:

18

ANGLE DAWSON

Lying in the coffin.

RESUME ALLY

Staring down.

19 EXT. BOSTON - (FLASHBACK) - NIGHT

19

Ally and Dawson. Saying good-bye. Painful..

DAWSON

I have to stay with my family.
I... I can't walk out on them.

ALLY

(nodding knowingly)

Yeah.

(trying to be stoic)

This... this is just a thing,
James. Was a thing, I guess.

*
*

That's a lie...

DAWSON

No, Ally. You're the person I
always dreamed of. All my life.
I just didn't wait long enough.

BACK TO REALITY

Ally holds another look. Kisses her finger. Touches his hand.
She turns around to walk out... stops.

HER P.O.V.

Standing ten feet away... staring back at her... is an eight-
year-old girl. Cara.

FLASHBACK

Of Cara as a four-year-old.

BACK TO REALITY

Cara and Ally look at one another. And it's clear... Cara
remembers. And Cara has some sense... Ally didn't just work
with Daddy. And Ally can sense Cara's intuition.

(CONTINUED)

19 CONTINUED:

19

The CAMERA then PANS TO FIND Katherine, watching the above. Seeing her daughter look at Ally that way... it all clicks. Ally's the one. It was Ally. Ally's eyes instinctively go from Cara's to Katherine. The secret is out. OFF this, we:

FADE OUT.

END ACT II

ACT III

FADE IN:

20 INT. ALLY'S BATHROOM - MORNING

20

Ally and Renee, Ally's brushing her teeth.

ALLY

When you think about it... whoever
I end up with, assuming I'm lucky
enough to end up with anybody,... I
cheated on him too.

RENEE

How do you cheat on somebody you've
never met?

ALLY

Easy. Whoever I marry deserves
somebody who puts a value on
fidelity. More than I obviously
do.

RENEE

If you didn't value it you wouldn't
be beating yourself up.

And Ally spits.

MATCH CUT:

21 INT. BILLY AND GEORGIA'S BATHROOM

21

He has just spit his toothpaste.

BILLY

That's too much sex, Georgia, I'm
too old.

GEORGIA

Yeah right, you felt old.

BILLY

Once when we go to bed. Then you
wake me up at three in the morning.
And now again... what's the matter?

GEORGIA

Statistically, married couples make
love three point two times a month
or something, I just wanted to get
October over with.

(CONTINUED)

21 CONTINUED:

21

BILLY
(serious)
No really. What's the matter?

She stops. Sees he's serious.

GEORGIA
What do you mean what's the matter?

BILLY
Georgia.
(off her look)
Your libido sometimes goes lock
step with your insecurity.

She holds a look. Then--

BILLY (CONT'D)
I'm not complaining, part of me
would like to keep you insecure
forever... but only part of me.

GEORGIA
Have you been reading the Venus
book again?

She's covering. He knows it, decides not to push it.

BILLY
Yeah, maybe.

He gives her a kiss. She heads off. His face re-registers the
concern. OFF this, we:

CUT TO:

22 INT. OFFICE COMPLEX - DAY

22

Ally enters heading for her office.

ELAINE
You have Katherine Dawson in your
office. She wants to discuss the
funeral.

ALLY
(panic)
Mine?

ELAINE
She's been here since eight-thirty.

VOICEOVER
Okay. Lie. Just lie.

(CONTINUED)

22 CONTINUED: 22

Ally takes a breath, enters into:

23 INT. ALLY'S OFFICE - CONTINUOUS 23

ALLY
(feigning)
Hi Katherine.

KATHERINE
Hi. I'm sorry to intrude but...

Silence. She holds a look at Ally.

ALLY
Oh, that's okay. Well... I thought
the wake went... very well.

Silence.

ALLY (CCNT'D)
Don't you think?

KATHERINE
It was you.

ALLY
What? You who?

KATHERINE
My husband left me briefly for
another woman a few years ago. I
thought it was somebody in the
faculty. But it was you.

ALLY
Why um... ha... would you think
that?

KATHERINE
My daughter remembered going to the
zoo with you and her father.

VOICEOVER
That isn't much evidence, she
hasn't got me.

KATHERINE
James wasn't a womanizer, it
wouldn't be like him to stray.
Unless it was for something
special.

A beat.

(CONTINUED)

23 CONTINUED:

23

ALLY

Well, um... as accusations go that was a flattering one.

KATHERINE

You would be the kind of woman he would fall in love with.

A beat.

VOICEOVER

Where the hell is Elaine when I need her?

KATHERINE

The way he would speak of you. How could I be so blind? It was right in front of me.

Ally just stares back. She could still deny it here, there's no proof. Finally--

ALLY

We... went on a couple of dates.

Katherine just stares back. Which is torture for Ally.

ALLY (CONT'D)

It was... a little, y'know, thing. Small.

FLASHBACK

Dawson and Ally.

DAWSON

I hired you 'cause you were smart. The last thing I... I never meant to fall in love with you.

BACK TO PRESENT

KATHERINE

Did he... love you?

ALLY

I... don't know.

KATHERINE

Did you love him?

ALLY

A little.

CUT TO:

24 INT. OFFICE COMPLEX - CONTINUOUS

24

BILLY
She's in there?

ELAINE
I'm not positive what's going on
but it's good, I can feel it.

BILLY
Maybe I should go in.

FISH
(arriving)
What's up?

ELAINE
(with relish)
The dead professor's wife is in
there with Ally and whatever
they're talking about it's not
whether the mortician overdid it
with the putty.

FISH
Maybe they're just going over the
eulogy.

CUT TO:

25 INT. ALLY'S OFFICE - CONTINUOUS

25

KATHERINE
I've actually been hoping to meet
you. For a long time.

ALLY
Oh?
(then)
Why?

KATHERINE
Because I don't know what happened.
It's been this big black hole
that... all of a sudden he was...
not there. And...

FLASHBACK

Dawson and Ally.

DAWSON
It's a tragedy that I met you. I
maybe had some chance at convincing
myself that I was happy with my
wife.

(more)

(CONTINUED)

25 CONTINUED:

25

DAWSON (Cont'd)
But meeting you...
(a beat)
it's a tragedy.

BACK TO PRESENT

ALLY
What um... did he say happened?

KATHERINE
He wouldn't talk about it. He just
said... "I'm back. And it hurts
too much to talk about why I was
gone".
(then)
I figured one day we would talk
about it. But he died.

VOICEOVER
Where the hell is Elaine?

ALLY
Do you... do you really want to
talk about this?

KATHERINE
No. But I need to. So do my kids.

ALLY
(God, no)
Do... do they know?

KATHERINE
They know their Daddy left for
awhile. Ally... the problem is...
for me... The man I knew, he... I
guess that's my problem. Did I
know him? Maybe I never really
knew him.

(a beat)
Look, you don't have to tell me
anything. It's just... I'm left
here holding nothing but memories.
And I don't even know if the
memories are true.

A beat. The air has almost gone out of Ally.

ALLY
I um... I... I'll be right back.

And she exits to:

26 INT. OFFICE COMPLEX - CONTINUOUS

26

She wheels on Elaine.

ALLY
(unleashing)
What, all of a sudden you don't
barge in?

ELAINE
I beg your pardon?

ALLY
Don't be begging my... please go in
there and occupy her until I come
back.

ELAINE
That's beyond snappish, even for
you.

ALLY
You just do it.

And she begins her stomp toward Billy's office, as Cheanie
approaches.

CHEANIE
Ally.

ALLY
No! No! I can't progress right
now, I don't have to let you inside
me, it's dangerous in there.

Now the whole office is looking at her.

ALLY (CONT'D)
Everybody stop looking at me!

And she continues on to Billy's office. Rather than run
interference, Billy's secretary opens the door to clear her
path. Ally charges into:

27 INT. BILLY'S OFFICE - CONTINUOUS

27

ALLY
She wants to talk about it.

BILLY
She knows?

ALLY
Yes she knows, I admitted it, now
she wants to know why? What do I
tell her?

(CONTINUED)

27 CONTINUED:

27

BILLY

Calm down. Calm down.

ALLY

She thinks that that that... that
now maybe she never really knew him
at all, like the whole marriage was
a fraud and and...

BILLY

You're not calming down, Ally.

ALLY

How can I calm down, i...

A beat. Another beat. She takes a deep deep breath. Then--

ALLY (CONT'D)

(forced calm; twinged with
panic)

Here is my question. If you were
in her shoes... would you rather
hear it was just sex, or that it
was love? I mean if I tell her it
was cheap sex, it's less of a
betrayal but it also cheapens him
and I think what she's looking to
cling to is the idea that he was
really a good man, which he was.
If I said he loved me, that's a
better excuse for him, but it's
more of a betrayal to her.

(starting to ramble)

And and and... for the kids-- if it
were my father I'd rather hear it
was love, not just sex, 'cause...
there's one answer for the wife,
another for the kids. And they
both both both stink.

BILLY

What's the truth?

ALLY

The truth. The truth is he thinks
the biggest tragedy of his life was
not spending it with me.

A beat.

BILLY

I'd go with a lie.

CUT TO:

28 INT. OFFICE COMPLEX - A MINUTE LATER

28

Ally is marching back. She's just going to get it over with. She marches into:

29 INT. ALLY'S OFFICE - CONTINUOUS

29

Elaine is there, Katherine is now wearing the face bra.

ELAINE

And what it does is hold the skin in place.

ALLY

(seeing the opportunity to change the subject)

Isn't this fabulous, y'know medical studies do show, jogging causes wrinkles, imagine, people run to preserve their youth, makes them look old, terrible, and and and, y'know if you treat the mask with a moisturizer, this could even be better.

As Katherine takes it off.

ELAINE

I never thought of that. Maybe Retin-A.

KATHERINE

Elaine could you excuse us for a second?

ELAINE

Certainly.

The CAMERA HOLDS ON Ally as Elaine makes her exit. And she's gone. A beat. Another beat as Katherine pierces her with a look.

ALLY

(awkward)

So. Where did we leave off?

KATHERINE

You were about to give me some clue as to why my husband betrayed me.

ALLY

(weakly)

Oh yes, that. Well...

FANTASY

A guillotine decapitates Ally's head.

(CONTINUED)

*
*
*

29 CONTINUED:

29

BACK TO REALITY

ALLY (CONT'D)
Your husband and... y'know--

KATHERINE
You.

ALLY
Me, yes. It...

FLASHBACK

Ally and Dawson.

DAWSON
I wish... I wish I could say it was
just some mid-life crisis.

BACK TO PRESENT

ALLY
It was just a mid-life crisis.

BACK TO FLASHBACK

DAWSON
I wish I could just say I was...

BACK TO PRESENT

ALLY
Being sophomoric one last time.

FLASHBACK

DAWSON
But it's not that.

BACK TO PRESENT

ALLY
That's all it was.

FLASHBACK

DAWSON
I love you.

BACK TO PRESENT

ALLY
He loved you.

(CONTINUED)

29 CONTINUED: (2)

29

FLASHBACK

DAWSON
If I didn't have kids...

BACK TO PRESENT

ALLY
You were all... that ever mattered
to him.

FLASHBACK

DAWSON
Ally, I have two children who need
me to be there.

BACK TO PRESENT

ANGLE ALLY

Now she's just standing there, replaying that last line. A
beat.

KATHERINE
Well.

That snaps Ally back to the present.

KATHERINE (CONT'D)
Um. I think... God. I actually
hoped there was some explanation
that would take some of the...
(pain away)

ALLY
(from her depths)
I'm sorry.

KATHERINE
Look. Under the circumstances...
maybe you shouldn't speak... at the
funeral tonight.

ALLY
Yeah.

CUT TO:

30 INT. BAR - EVENING

30

Billy, Fish and Georgia, the boys are smoking cigars. VONDA
SHEPARD SINGS "Maybe I Know" in the b.g.

(CONTINUED)

30 CONTINUED:

30

GEORGIA

Those things are so disgusting.
They also can cause cancer, why do
you smoke them?

FISH

Because we look good doing it.
They're expensive and people know
it.

(then)

You think she'll plug the firm?

BILLY

Sorry?

FISH

Ally, in the eulogy. Think she'll
plug us?

BILLY

Not right off.

FISH

You think she likes me? Not as a
man but as a human being.

BILLY

How could she not?

FISH

Well. Sometimes I toss some jewel
Fishisms at her, she just stares
back with blanks.

BILLY

Well, she gets thrown by profundity
sometimes.

FISH

Yeah. I'm gonna change my suit.
I figure we can meet upstairs in an
hour, all go together.

BILLY

Good idea.

Fish rises, departs. A beat.

BILLY

So. We ever gonna talk about it?

GEORGIA

About what?

(CONTINUED)

30 CONTINUED: (2)

30

BILLY

About how a person can be so hot by
night and cold by day.

Georgia looks at him. Then--

GEORGIA

The uh... it's a little um... odd,
how Ally keeps going into your
office to pour out... whatever
she's pouring out.

BILLY

I know. She's just got... stuff
going on.

GEORGIA

Like what?

BILLY

Well. I promised I'd keep it... uh
confidential.

GEORGIA

I'm your wife.

He looks back apologetically.

GEORGIA

Isn't it... isn't the theory that
husbands and wives tell each other
everything?

BILLY

Yes. But I did promise her on
this...

A beat as she studies him. Then--

GEORGIA

Whatever I add up to... I'm not
her. Am I?

BILLY

Georgia. Whatever she adds up
to... she's not you. I've never
been happier to be anything... than
your husband.

That was nice for her to hear. She needed to hear it.

GEORGIA

It's just... everything's great
between us now, I know.
(more)

(CONTINUED)

30 CONTINUED: (3)

30

GEORGIA (Cont'd)

But you gotta figure, over the course we'll have to hit a bump or two. I guess I'm just nervous about Ally being in the next room when that happens.

BILLY

Do you really doubt how much I love you?

GEORGIA

No.

But then again, most wives don't. OFF Georgia, THEN Vonda, we:

CUT TO:

31 INT. ALLY'S APARTMENT - NIGHT

31

Ally is getting dressed for the funeral.

RENEE

Maybe you shouldn't go at all.

ALLY

I have to go, I... knew the man. Well.

RENEE

Want me to go with you?

ALLY

(no)

We're all meeting back at the office, going from there.

A beat as she gets ready.

ALLY (CONT'D)

You know... what I did... it was worse than what he did.

RENEE

How do you figure that? He was the one with the family. You were single and free, how--

ALLY

Exactly, free, care-free. At least he had risk and pain and and... a burden to it. But me? Just indifference. "So a wife or a few kids get hurt, the important thing is I'm having fun".

(CONTINUED)

31 CONTINUED:

31

RENEE

Ally, the marriage was over, you said--

ALLY

But it wasn't over, was it? He stayed with her, it was never over it may have been close but it wasn't over when I got in there.

RENEE

You can't punish yourself for--

ALLY

(exploding)

Oh yes I can. He couldn't have had that affair without me, Renee.

(then; softly)

I went to the zoo with his daughter. If you could have seen her at the wake staring back at me like... she lost her father for a few months because of me. I... I can't even imagine the hurt she must've gone through when he walked out that door.

RENEE

Fine, but you're not the first person to have an affair with a married man. So let's keep it a little in perspective.

ALLY

I put pain in that house, anger...

(then)

if a kid can't trust her parents to love each other, to be honest with each other... what shot does she really have to grow up trusting anything?

(off Renee)

I got the perspective, Renee. And don't tell me not to be ashamed.

OFF Renee, THEN Ally, we:

FADE OUT.

END ACT III

ACT IV

FADE IN:

32 INT. OFFICE COMPLEX - NIGHT

32

Ally, deflated, enters, heading for her office. Elaine, ever helpful and efficient, is at her post.

ELAINE

I stayed late on account of the funeral, I know how things can slip through cracks during times of wallow.

ALLY

(dry)

You're a Godsend.

As she continues on--

ELAINE

Oh, Ally? I know how you hate to walk in your office and be surprised.

ALLY

(resigned)

Who? The Widow? Georgia?

ELAINE

Cheanie.

A beat.

ALLY

(confirming)

You told him I was coming back in.

ELAINE

I did.

Ally sighs. It's been a day. She then enters into:

33 INT. ALLY'S OFFICE - CONTINUOUS

33

ALLY

Ronnie.

A beat.

CHEANIE

Can we talk about it?

ALLY

About what?

(CONTINUED)

33 CONTINUED:

33

CHEANIE

C'mon Ally, something's... you go behind closed doors with Billy, it may be innocent but of all the ways for me to go into a relationship, confused isn't my favorite. Are you two...?

ALLY

No.

CHEANIE

Then what?

She's too tired to dodge any longer.

ALLY

(rattling it off)

My third year of law school I had an affair with the dead professor, it was making me conflicted about being the keynote speaker at his funeral, meanwhile the widow really needed to know whether it was just a sex thing or whether the love had totally dried up in the marriage, the truth seemed brutal, I'm not a good liar, I went behind closed doors with Billy to confess and get his advice.

Cheanie holds a look of disbelief. Then--

CHEANIE

You had an affair with your professor?

ALLY

I knew you'd get stuck on that part. Did you hear the rest of what I said?

CHEANIE

Why didn't you come to me? To confess. Or for advice.

ALLY

I didn't think... we were quite ready for that.

CHEANIE

Well. I think you're right.

(CONTINUED)

33 CONTINUED: (2)

33

VOICEOVER

Uh oh, I know that tone.

FANTASY

The dumpster loader is coming down to scoop the trash.

BACK TO REALITY

CHEANIE

Ally. I'm still interested, I still... I'm going to change "overmatched" to just "over my head".

ALLY

Ronnie, the last couple of days have hardly been typical.

CHEANIE

Oh, but they have. The next high-wire act comes tomorrow we just don't know what it is yet.

FANTASY

The arm of the dumpster is coming closer.

BACK TO REALITY

CHEANIE

Even if I were mature enough to handle this Billy thing, I don't want to be. I like being possessive, I like being jealous.

ALLY

Ronnie. Just give it a day or two, could you at least do that?

CHEANIE

No.

FANTASY

There she goes, into the dumpster again.

BACK TO PRESENT REALITY

CHEANIE

I realize it's probably my loss. But there are just some victories I'm not equipped to handle.

And he walks out of her office; of her life. She stands there a beat. Then walks to her desk. Sits. Slumps back.

34 INT. OFFICE COMPLEX - CONTINUOUS

34

Cheanie heading out, crossing Fish.

FISH

(happily)

Ronnie. We're all going to a funeral, join us, it'll be fun.

CHEANIE

Rain check.

He continues on without breaking stride. Fish detects he's upset, looks to Elaine.

FISH

Ally?

ELAINE

He just dumped her.

Fish holds a look. Looks back Cheanie's way... who should he go after? He chooses Ally, heads for and goes into:

35 INT. ALLY'S OFFICE - CONTINUOUS

35

Her head is in her hands.

FISH

Ally. Is it true? You and Cheanie...

ALLY

I'll try to convince him not to fire the whole firm, Richard.

Fish holds a look. Closes the door.

FISH

(sympathetic)

It's been a hard two days. You lost a professor you were close to. Katherine told me how close, by the way, that gave me a jump.

Ally looks up. Then sinks even deeper.

FISH (CONT'D)

Ally. One of the keys to life... the fast-forward.

She looks up again.

(CONTINUED)

35 CONTINUED:

35

FISH (CONT'D)

Every movie has lousy parts. The trick is to fast-forward through them. As time passes you'll look back and say "that little adultery thing, oh that". Fast-forward to then right now. And you're over it.

ALLY

Fast-forward.

FISH

It's the Fish way.

ALLY

That's your best one yet, Richard.

CUT TO:

36 INT. CHURCH - NIGHT

36

The choir and congregation are SINGING a HYMN. The church is of course full. We PAN during the hymn to finally FIND Ally, sitting with Fish, Billy, Georgia and Elaine who's decided to come for "whatever". The coffin lies at the head of the room, Katherine and family sit at the front. After the hymn concludes, MINISTER HYDE ascends the pulpit. A beat.

HYDE

...We tend to judge people by the last chapter. Like the defining part of a man's life is... where had he come to by the end. And it would be easy to do that here, wouldn't it, James Dawson was a successful professor, a wonderfully loving father and husband.

ANGLE ALLY. She can feel Billy and Fish looking sideways at her, though they aren't.

RESUME

HYDE

But don't do that. Think of James... yesterday as well as today. Think of what he may have been doing say... four years ago.

ANGLE ALLY. It's all a plot.

(CONTINUED)

36 CONTINUED:

36

RESUME

HYDE

There's s whole life he had. He
didn't just love his family. He
loved others.

ANGLE ALLY. "Stop it".

HYDE

It was once said to me: One true
measure of a person... is how much
pain he or she causes others.

ANGLE ALLY. "Oh come on". Fish does glance at her, she elbows
him.

RESUME

HYDE

And I always thought that to be a
negative. Until today. 'Cause it
occurs to me... one can cause pain,
enormous pain... simply by leaving.

ANGLE ALLY, she's about ready to jump up and object.

HYDE

And that's the pain we feel today,
isn't it? We hurt because he's
gone. And judging from our hurt
today... James Dawson was a man of
great great measure.

A beat.

HYDE (CONT'D)

Before we continue on with our next
hymn... we shall now hear from one
of James's former students. Ms.
Ally McBeal.

Ally goes white. "What"? Katherine is surprised too, this is
obviously a mix-up. Fish, Billy, etc., they're all surprised.
Ally sits frozen.

HYDE (CONT'D)

(looking out)

Ms. McBeal?

Ally doesn't know what to do. Heads now turn to look at her,
why isn't she coming forward?

(CONTINUED)

36 CONTINUED: (2)

36

ALLY
(sotto; not moving her
lips)
What do I do?

FISH
(sotto)
Go.

ALLY
(sotto)
How can I go?

FISH
(sotto)
Go.

She feels like the whole room is waiting. What choice does she have? She rises, moves out, starts to approach. As she moves halfway down the aisle--

HYDE
(reviewing his notes)
Oh, I'm terribly sorry, Ms. McBeal
has been canceled.

And she stops dead in her tracks. Now she's just standing in the aisle, all eyes looking at her.

HYDE (CONT'D)
(still looking at his
notes)
They said she was suddenly
unavailable.

Ally turns, starts to head back to her seat. Then--

HYDE (CONT'D)
(looking up)
But it seems she is available.

Ally freezes again.

ANGLE KATHERINE

This is clearly not the plan. The confused Minister is clueless.

HYDE
C'mon up, Ms. McBeal. We'd be
delighted.

Ally is trapped. She slowly turns. Starts to walk to the podium.

(CONTINUED)

36 CONTINUED: (3)

36

FANTASY

She's pulling a sled full of rocks.

BACK TO PRESENT REALITY

She ascends the pulpit. A beat.

ALLY

Well.

And the MICROPHONE begins to SQUEAL. She TAPS it.

ALLY (CONT'D)

The uh... the thing about
funerals... the guest of honor is
always dead.

The congregation just stares back.

ALLY (CONT'D)

(nervous beyond repair;
winging it)

And um um... you always hear people
talk about the deceased and you
hear all these things you never
knew and you start to think oh, I
wish I'd known that, or I wish I
knew him better or then you think,
well maybe the people up there are
just saying nice things. 'Cause of
course you have to, you can't be at
a funeral and say something not
nice, you have to say something
good, no matter... y'know there's
that story about the awful terrible
man who died and nobody could think
of anything good to say about him
until finally somebody stood up and
said "his brother was worse" that,
that... that story doesn't apply
here. Does it?

They're all staring back, some slightly agape at the loon on the
pulpit.

ALLY (CONT'D)

My point is is is...

VOICEOVER

Lost.

ALLY

This. You hear all the things
we've heard about James Dawson.
(more)

(CONTINUED)

36 CONTINUED: (4)

36

ALLY (Cont'd)
And they're all true. Sometimes
you think you know a person but
then you're not sure?

This is now all for Katherine.

ALLY (CONT'D)
But with James. You really did
know him. He's everything those
canned funeral book words say he
is.

Minister Hyde looks at her.

ALLY (CONT'D)
(to Hyde)
Sorry.
(back to the congregation)
And he was all the professor, the
good soul the charitable... he was
everything that we've been hearing.
But mostly... he was a man hugely
devoted to family. His daughters.
His wife. In the end... I know
that's how he'd like it to be said.
He uh... he loved his wife and kids
more than life itself. And that...
that's something. A good father.
A good husband. A good man. We
don't get to say that about many
people these days, do we?
(then)
You thought you really knew him?
You did.

37 EXT. CHURCH - NIGHT

37

Post funeral. The pallbearers, Ally included, carry the casket
to the waiting Hearse as we HEAR the CHOIR'S FUNERAL HYMN. They
load the box into the car. The CAMERA FINDS Billy, Fish,
Georgia, and Elaine watching. After the box is loaded in, Ally
turns to see:

KATHERINE, standing there. Ally lets out a muted yelp. Then--

KATHERINE
Thank you. For your kind words.

ALLY
(embarrassed by the
compliment)
Oh, well. He meant a lot to me.

(CONTINUED)

37 CONTINUED:

37

FANTASY

The foot zips right back up into Ally's mouth.

BACK TO REALITY

ALLY

I mean...

KATHERINE

I know.

OFF this, we:

DISSOLVE TO:

Ally working at her desk in:

38 INT. ALLY'S OFFICE - SAME NIGHT -- LATER

38

After a beat, we HEAR a KNOCK on the DOOR. Ally looks up to see Billy.

BILLY

Hey. Good speech.

ALLY

Yeah, right.

(then)

What are you doing here, it's almost midnight.

BILLY

Just checking on you.

ALLY

I'm fine. How'd you know I'd be here?

BILLY

Well... you usually work through things... with work. And I didn't figure you to be with Cheanie.

(sincere)

I'm sorry about that.

ALLY

(convincing herself)

Oh. For the best.

BILLY

Really?

(CONTINUED)

38 CONTINUED:

38

ALLY

Oh, yeah. There were so many ways
he just wasn't you.

(correcting)

Right. Wasn't right.

BILLY

Well...

ALLY

I never even loved him really. Not
that much anyway.

BILLY

Cheanie?

ALLY

Dawson.

(then)

I haven't even taken a second these
last two days to grieve for him.
I've been too busy trying to
extricate myself from somebody
else's tragedy.

BILLY

I know you, Ally. You'll find time
to grieve. And then some.

ALLY

Yeah.

(then)

Thank you. I've done enough
evading the last forty-eight hours,
so I'm just gonna say this.
Georgia's the luckiest girl I know.

Billy smiles.

BILLY

I keep telling her.

A beat.

ALLY

(sensing Billy's
discomfort)

Boy does she have nothing to worry
about. I won't be having anything
to do with married men anymore.

A beat. They hold a look.

ALLY (CONT'D)

Thanks for checking on me.

(CONTINUED)

38 CONTINUED: (2)

38

BILLY

Sure.

(then)

Hey. Remember when you thought you flunked property and the stereo was broken and we just pretended to hear music 'cause you said you really needed to dance?

ALLY

Yeah. That Johnny Mathis song or something. With the pyramids.

BILLY

Yeah.

(then)

I think you could use one dance.

ALLY

Right.

BILLY

It always made you smile.

ALLY

My smiling license has been suspended.

BILLY

One dance. Goes no further.

He takes her hand.

BILLY (CONT'D)

You remember the song?

ALLY

No.

BILLY

You do too.

ALLY

Um.

(singing not too well)

See the pyramids upon the sand--

BILLY

Wall.

ALLY

No it was sand.

(CONTINUED)

38 CONTINUED: (3)

38

And she continues to sing the lyrics as they begin to dance. As she sings softly, VONDA'S MUSIC and VOICE take over, SINGING "You Belong To Me". Two people who will probably never be together... and never apart. As they dance, she's careful not to drop her head on his shoulder. And OFF them dancing in her office, we eventually...

FADE OUT.

THE END