

"ALLY MCBEAL"

Written by:

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FIRST DRAFT

January 22, 1997
February 19, 1997- Full Blue
March 18, 1997- Full Pink
March 19, 1997- Green
March 24, 1997-- Full Yellow
March 25, 1997-- Gold
April 8, 1997-- Salmon
April 18, 1997-- Full 2nd White
April 24, 1997-- Full 2nd Blue
April 26, 1997-- Full 2nd Pink
May 9, 1997-- Full 2nd Green
June 10, 1997-- Full 2nd Yellow
July 2, 1997-- Full 2nd Goldenrod
July 10, 1997 - 2nd Salmon
July 11, 1997 - 3rd White
August 1, 1997 - 3rd (Full) Blue

**FOR EDUCATIONAL
PURPOSES ONLY**

"ALLY MCBEAL"

PILOT

CAST LIST

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

VONDA SHEPARD
JACK BILLINGS
JUDGE RAYSNFORD HOPKINS *

RALPH LYNE
HENRY THORNTON
JOANNE WILDER
JOSEPH SHAPIRO
Ally's Father *

Pedestrian
Court Clerk

"ALLY MCBEAL"

PILOT

SET LIST

INTERIORS:

GARAGE - NIGHT
HARVARD LIBRARY - NIGHT
LYNE AND FANBROE OFFICE COMPLEX - DAY
 RECEPTION - DAY
 BILLINGS OFFICE - DAY & NIGHT
 RALPH LYNE'S OFFICE - DAY
 CONFERENCE ROOM - DAY
COURT - DAY & (SEVENTEEN YEARS AGO)
CAGE AND FISH LAW OFFICE COMPLEX - DAY
 BATHROOM - DAY
 BILLY'S OFFICE - DAY
 ALLY'S OFFICE - DAY & NIGHT
 CONFERENCE ROOM - DAY
 FISH'S OFFICE - DAY
 ELEVATOR - DAY
BEACON HILL (ALLY'S) APARTMENT - NIGHT
 BATHROOM - DAY
 ALLY'S LIVING ROOM - NIGHT *
SUFFOLK SUPERIOR COURT - DAY
 CORRIDOR - DAY
DANCE CLUB - NIGHT
NIGHTCLUB - NIGHT

EXTERIORS:

WOODS - DAY
PORCH - DAY & NIGHT
HIGH SCHOOL - DAY
HARVARD - DAY & NIGHT
STATE STREET - DAY
BEACON HILL APARTMENT - MORNING
BOSTON STREET - DAY & DUSK
COURTHOUSE - DAY

"ALLY MCBEAL"

FADE IN:

0A ALLY MCBEAL STANDS AT AN OFFICE WINDOW

A1

VONDA SHEPARD (O.S.)
(singing)
Faded pictures in my scrapbook/
Just thought I'd take one more
look/ And recall...

VOICEOVER
I'm not sure how it all started.
(then)
but it was probably 'cause I
smelled his bottom.

*
*

DESATURATED COLOR.

1 EXT. WOODS - DAY

1

A seven year old boy stands bent over as a seven year old girl
sniffs his behind. Over this, we HEAR the voice of ALLY MCBEAL,
late twenties. Voiceovers throughout will be hers and only
hers.

2 ANGLE ON

2

two dogs doing the same in a park.

VOICEOVER
It wasn't that stupid, we saw dogs
do it, that's how they knew for
sure, so...

3 ANGLE BACK TO

3

Ally, seven, as BILLY reciprocates, smelling Ally's behind.

VOICEOVER
No, we didn't even smell
anything...
(then)
It was the kiss.

*

CUT TO:

4 INT. GARAGE - NIGHT (DESATURATED COLOR)

Billy and Ally, age twelve, dressed in full winter garb, poised
to kiss for the very first time.

(CONTINUED)

4 CONTINUED:

4

As their lips tentatively get closer and closer.

VOICEOVER (CONT'D)
It was too much...

They kiss.

VOICEOVER (CONT'D)
I actually felt my whole body
tingle.

5 EXT. PORCH - SUMMER NIGHT - A YEAR LATER - (COLOR)

5

The two are necking.

VOICEOVER
Or maybe it was when our tongues
touched or... no it was that first
one.

The first kiss. Tentative.

VOICEOVER (CONT'D)
Which was so soft... his lower lip
barely touching my top lip... that
was magic.

The two in a car, making love.

VOICEOVER
The first time wasn't. I pinched
a nerve in my neck.

*
*

6
thru OMITTED
9

6
thru
9

9A BACK TO PRESENT REALITY

9A

Ally at the window.

VOICEOVER
If we could've just stayed broken
up.

10
thru OMITTED
11

10
thru
11

12 OMITTED

12

12A EXT. HARVARD - DAY

12A

Ally, arriving.

(CONTINUED)

12A CONTINUED:

12A

VOICEOVER
(self-criticizing)
But I just had to follow him to law
school.

*

13 INT. HARVARD LIBRARY - NIGHT

13

Ally and Billy, studying side-by-side.

VOICEOVER
I didn't even want to be a lawyer,
I just... maybe I studied too hard.

*

14 OMITTED

14

14A EXT. HARVARD - DAY

14A

Billy and Ally stand face-to-face in what is clearly not a
pleasant discussion.

VOICEOVER
It was 'cause I made law review,
Billy didn't, that's why he decided
to transfer to Michigan.

ALLY
(stunned)
Just like that?

BILLY
Ally, I want to clerk when I get
out, if I don't make law review--

ALLY
So you expect me to leave Harvard,
give up my place on law review so--

BILLY
Of course I don't expect it. I
wouldn't even ask it. But...

A beat, she's still trying to absorb this.

ALLY
So basically... you're putting your
law career between us.

A beat. Admission by silence.

(CONTINUED)

14A CONTINUED:

14A

ALLY (CONT'D)
Well, I'm choosing the law too.
But I choose Boston.

DISSOLVE TO:

14B ALLY BACK AT THE WINDOW

14B

VOICEOVER
So here I am. The victim of my own
choices. And I'm just starting.

SMASH CUT TO:

MAIN TITLES

15 INT. LYNE AND FANBROE RECEPTION - DAY

15

Big law firm, hundred plus attorneys, Ally is signing her name
to a pleading.

VOICEOVER
Love and law are the same, really.
Romantic in concept but the actual
practice feels more like a yeast
infection. But I actually did like
my job.

As under JACK BILLINGS, a senior litigating partner brushes by
her, his thigh making contact with her backside.

VOICEOVER (CONT'D)
Until one of the senior partners
started to like me.

Billings comes back, as he reaches for a book, his hand
innocuously comes in contact with Ally's behind.

VOICEOVER (CONT'D)
I thought it had to be my
imagination, I mean please.

16 INT. COURT - DAY

16

As Ally and Billings enter, his hand again makes slight contact.

VOICEOVER
What was that?

17 INT. LAW LIBRARY - NIGHT

17

The same kind of contact near the shredding machine.

(CONTINUED)

17 CONTINUED:

17

VOICEOVER

Till one night...

Billings takes both hands and gives her buttocks a robust grab and squeeze. Ally, startled, turns to face him.

(CONTINUED)

17 CONTINUED: (2)

17

ALLY
(firm)
Hey. Don't you ever do that again.

BILLINGS
I apologize. I have Epstein's Bar.

Ally climbs down.

ALLY
(through her shock)
Epstein Bar?

(CONTINUED)

*

17 CONTINUED: (3) 17

18 INT. RALPH LYNE'S OFFICE - DAY 18

Ally stands before RALPH LYNE, sixties.

VOICEOVER

When I told Mr. Lyne the story, he
got fired.

CLOSE ON Jack Billings, agape.

BILLINGS

What? I'll sue.

19 INT. LYNE AND FANBROE - CONFERENCE ROOM - DAY 19

Billings, being deposed, tells his story, as Lyne, Ally, et al
listen, agape.

VOICEOVER

And he did. The guy claimed OCD,
obsessive compulsive disorder, the
sickness being to squeeze butts.

20 INT. LYNE'S OFFICE - DAY 20

Ally is again standing before Mr. Lyne, who explains to her.

LYNE

He filed a claim under the Federal
Disabilities Act.

ALLY

What are you saying?

(CONTINUED)

20 CONTINUED:

20

LYNE

Well. Because of attorney fees,
punitives and possible treble
damages that go with his claim,..
I'm saying the partners would
rather be sued by you.

A beat. CLOSE ON Ally, agape.

VOICEOVER

They got their wish.

21 INT. LYNE AND FANBROE - DAY

21

Ally, marching down staircase.

VOICEOVER

I remembered that fool for a client
rule so I retained independent
counsel. I filed a claim and
planned to go public.

22 INT. LYNE AND FANBROE OFFICE COMPLEX - DAY

22

Billings again doing general busywork in the common secretarial
area.

VOICEOVER

But he didn't care about it being
public. In fact, to help his OCD
defense...

Billings squeezes the buttocks of a passing secretary.

VOICEOVER (CONT'D)

He started squeezing women all
over. *

He squeezes yet another woman as she passes.

VOICEOVER (CONT'D)

As strategy! To do it in the open,
he must have OCD, that was the
thinking.

As he squeezes yet another woman--

23 OMITTED

23

24 INT. LYNE'S OFFICE - DAY

24

Ally is again standing before Lyne.

ALLY
(a pitbull)
It's a complete pretext, he's
mocking us.

LYNE
I know, it's absurd, but this guy
is a master litigator, he knows how
to manipulate facts. We can't
prove it's a pretext.

She studies him. Then--

ALLY
(pissed)
You don't want to prove it. He's
a rainmaker, you'd rather lose me
than him. Tell me I'm wrong.

Lyne stares back, admission by silence.

25 EXT. STATE STREET - DAY

25

Ally, a box in her arms is leaving the building, almost
simultaneously meeting up with RICHARD FISH, late twenties,
suit.

(CONTINUED)

25 CONTINUED:

25

VOICEOVER

I... I had to quit. I have my
dignity. Or it should at least
look like I do..

ALLY

(brightly)

Richard! How are you?

FISH

I'm outstanding. You're looking
fabulous.

ALLY

I know. I just got fired for it.

FISH

What?

VOICEOVER

Richard and I were classmates, we
weren't close.

FISH

This is perfect. I've just started
my own practice. You'll join us
today.

ALLY

Excuse me?

As he explains--

VOICEOVER

Working for Richard? With his
philosophy of law?

The image shifts to Fish talking to Ally and other students in
a student pub.

FISH

Piles and piles of money. If I can
help somebody along the way great,
but mainly I'm in this for the
piles. Heaps. Big piles. •

BACK TO PRESENT REALITY

ALLY

And what would I start at?

26
thru OMITTED
28

26
thru
28

29 INT. CAGE AND FISH LAW OFFICE COMPLEX - DAY

29

Ally and Fish, entering. Fish is showing off the expensive office space which occupies the eighth floor of a modern Boston loft.

VOICEOVER

I don't understand. I go to law school 'cause I was so in love with a guy, .. he leaves me to make law review and now I'm signing up with somebody who who... who started his own firm for the piles.

FISH

John Cage is my co-founder, you'll love him, he's out today having his frown lines bo-toxed. Makes rain in his sleep, does it show, look at this office, avante-rich, stinks of money.

As they arrive before ELAINE VASSAL, mid-to-late twenties, attractive, dressed to accentuate the positive.

FISH (CONT'D)

This is Elaine Vassal, she'll be your assistant.

ELAINE

(efficient; brightly)

I stocked your office supply-wise, and I'll program your speed dials however you want. Would you like a voice activated Dictaphone, it's in the budget.

ALLY

(overwhelmed)

Um.

ELAINE

You don't have to decide now. And here's the "Man Made" file, I already filed your appearance.

She presents a file.

ALLY

(thrown)

I beg your pardon?

(CONTINUED)

29 CONTINUED:

29

FISH

We figured the best way to get wet
is to jump right in.

(CONTINUED)

29 CONTINUED: (2)

29

ALLY

I'm not sure I'm ready to...

FISH

Motion, second session, Suffolk,
tomorrow, we represent "Man Made"
Magazine, guy's seeking prior
restraint, your Wheelhouse.

As Ally looks at the file--

ELAINE

Judge Hopkins is sitting, tough but
fair, not big on pantsuits for
women,

(re Ally's attire)

this will be fine.

ALLY

Um.

As a Man approaches--

FISH

Hemline could be a little high but
who am I to notice? Billy. Meet
Ally McBeal. Billy Alan Thomas.

Ally turns to see Billy Thomas. Their respective jaws drop.

FISH (CONT'D)

Billy was actually at Harvard with
us first year, before he
transferred out.

BILLY

(dumbfounded; quiet)

We know each other.

A beat.

FISH

You do?

(the nickle drops)

Oh my God! You two... I feel so
stupid. You two were...

BILLY

She's working here?

FISH

(mortified)

Is it a problem? I mean if it
is...

(CONTINUED)

29 CONTINUED: (3)

29

BILLY
No. Not to me.
(what else can he say?; to
Ally)
Is it to you?

ALLY
(covering)
Me? No.
(swallows)
It's fine.

BILLY
Fine.

FISH
Fine.

ALLY
Fine.
(then)
I have to go to the bathroom.

And Ally heads for it, exiting out of frame as the guys watch her go. Then--

ELAINE
(pointing in the other
direction)
It's this way.

ALLY
(weakly)
Thank you.

A beat. Then Ally re-enters the frame and exits in the other direction. OFF the others, we:

30 OMITTED

30

30A INT. BATHROOM - DAY

30A

Ally enters, goes to the mirror.

(CONTINUED)

30A CONTINUED:

30A

VOICEOVER

This is not a big deal. It's okay,
it's not a tragedy, just a funny
bounce of the ball, that's it.

FLASH of a ball going splat on Ally.

RESUME

She looks at herself in the mirror as Fish enters.

FISH

Ally.

She lets out a startled yelp. Then--

ALLY

Richard, I'm in the bathroom.

FISH

Unisex, studies show it helps men
and women employees breed
familiarity. So long as they don't
come in to just breed.

(laughs at his joke)

Seriously, is it a problem working
with Billy? 'Cause if it is...
well I can't do anything about it
but I'd be happy to sympathize.

ALLY

Thank you, Richard, just knowing
that helps.

He opens his arms.

FISH

Hug? The place runs on hugs.

ALLY

Yes, before we get to that... if
you don't object, I have this
lawsuit going against Jack
Billings. I have a deposition
scheduled for--

FISH

Say no more, you can do it here,
we'll be happy to lead the charge.

ALLY

Great. Who's our best litigator?

FISH

That would be Billy.

(CONTINUED)

30A CONTINUED: (2)

30A

ALLY
That would figure.

That gives her serious pause.

ALLY
Who's your second best?

FISH
Ally. This lawsuit. Is it more
about accounting for yourself or do
you really want to give it to
Billings? I mean I don't know the
whole story but I sense you'd like
to grind up this guy's head and
feed it through his intestines.

ALLY
Something like that.

FISH
Then go with Billy. He's your man.

And Fish exits.

VOICEOVER
(repeating)
Go with Billy. He's my man.

OFF her, we:

FADE OUT.

END OF ACT I

ACT II

FADE IN:

31 EXT. BEACON HILL APARTMENT - MORNING 31

RENEE (O.S.)
This will kill you. Having to get
up so early every morning.

32 INT. ALLY'S BATHROOM - DAY 32

Ally, wearing skirt and bra only, is doing her make up, as her roommate RENEE, late twenties, a district attorney, harangues her.

ALLY
I don't have to get up any earlier.

RENEE
Right, going to work with your ex-
boyfriend, hair and make up alone
is an extra half, you'll--

ALLY
It isn't a factor, Renee. I
stopped caring for the guy three
years ago.

RENEE
Yeah, that's why you're in here
changing lip liner, wishing your
breasts were bigger.

ALLY
(pushing her)
Out.

And Ally closes the door after Renee is out. She goes back to the mirror.

VOICEOVER
(sadly)
I do wish my breasts were bigger.
Not huge but... less small. They
could... I'd look good less small.

(CONTINUED)

32 CONTINUED:

32

She pushes them up to make them seem bigger. She then steps to look at the full-length mirror on the door.

The image on the mirror changes to reflect Ally with bigger breasts. It then shifts to bigger breasts; then to huge breasts.

(CONTINUED)

32 CONTINUED: (2)

32

The image shifts back to reality, as Ally goes back to the mirror over the sink.

33 INT. OFFICE COMPLEX - DAY

33

Fish and Elaine stand with Ally.

FISH

There's no precedent for enjoining
an autobiographical article.

ALLY

But a minister and a nun?

ELAINE

(proudly)

I color coded the pleadings;
notice, motions, and memo, I also
know the clerk in second session,
so I put in a good word. Also--

As Elaine continues to talk--

VOICEOVER

I think Elaine while telling you
what's been done, really only wants
you to know that she's the one
doing it.

Elaine's head, as she speaks, grows bigger and bigger.

(CONTINUED)

33 CONTINUED:

33

VOICEOVER (CONT'D)

People like this,.. I imagine their
heads growing when they speak, it
could be me, I don't know.

(CONTINUED)

33 CONTINUED: (2)

33

Elaine's head is now hugely distorted.

BACK TO PRESENT REALITY

Elaine's head is normal size.

FISH

Also. Remember your law review article on fortune five hundreds, federal and state taxation?

ALLY

Yeah, I'm still trying to sell the movie rights.

FISH

Seriously, we have a meeting with counsel from Air National coming up, you could possibly be of help.

VOICEOVER

Help how, I know how he lands clients...

Shift to image of Fish, embracing a distraught woman.

VOICEOVER (CONT'D)

He either drools with sympathy...

Shift of Fish with another client, a middle-aged aggravated Businessman.

VOICEOVER (CONT'D)

Or he just promises whatever to get even with somebody.

FISH

(in his face)

Let me tell you something. I didn't become a lawyer because I like the law. The law sucks. It's boring. But it can also be used as a weapon. You want to bankrupt somebody? Cost him everything he's worked for, make his wife leave him, even cause his kids to cry? We can do that.

By now the Businessman's face has brightened, he's found his attorney.

(CONTINUED)

33 CONTINUED: (3)

33

BACK TO PRESENT REALITY

FISH

(to Ally)

They gotta come out believing
they'll pay less taxes. Less
taxes, reduced, not as much,
diminished, abated, less than,
lower, I'm nothing if not
redundant, I also repeat myself.

BILLY

(arriving)

Hey.

Startled, Ally lets out a yelp. It had more to do with who she
was startled by.

ALLY

(quickly recovering; forced
calm)

Hi, Billy. Morning. Gee. How
'bout those Red Sox?

Billy can see right through her.

BILLY

Coffee?

ALLY

(considering)

Uh.

FLASH CUT of Billy and Ally making love in a giant cup of
coffee.

BACK TO PRESENT REALITY

ALLY

Sure.

JUMP CUT TO:

34 INT. BILLY'S OFFICE - DAY

34

Billy and Ally enter his corner office. Beautiful harbor view.
Billy closes the door. A beat.

BILLY

Richard asked me to cover your
deposition against Jack Billings.

(CONTINUED)

34 CONTINUED:

34

ALLY

Yeah. Stupid case, I know but...

BILLY

You want to get him.

ALLY

I do.

BILLY

Okay. And you're comfortable with me handling it?

ALLY

Sure.

BILLY

Okay.

(then)

You don't know how many times I've almost picked up the phone to--

ALLY

(nipping that bud now)

Yeah, well you won't have to think about that, we'll be passing each other in the hall now.

Billy can see she doesn't want to go there.

(CONTINUED)

34 CONTINUED: (2)

34

A beat.

ALLY (CONT'D)

So. Last I heard, you were
clerking for Souter.

BILLY

Yeah. Then I took a job with
Steptoe. But when Richard started
this place... it was too tempting
to pass up. You know Richard.

ALLY

Yeah.

(a beat)

You uh... seeing anybody?

BILLY

(shaking "no")

Actually, I...

(nodding)

I'm married.

(CONTINUED)

34 CONTINUED: (3)

34

ALLY

Oh. How... wonderful.

A beat of awkward silence.

BILLY

(gently)

Does... does that change your feelings about wanting to work here?

ALLY

Do you have kids?

BILLY

No.

(another beat)

I'm sorry if... y'know, it hurts. I know it would be hard for me, the other way around.

ALLY

Thank you, but you really don't have to worry, I'm fine.

BILLY

Well, believe it or not, I'm actually glad you're here.

VOICEOVER

(hopeful)

Really?

BILLY

Not as an ex-boyfriend but as a lawyer who appreciates a talented addition to the firm.

CUT TO:

FLASH IMAGE of four arrows flying into Ally.

BACK TO REALITY

Ally's expression can't quite hide the "go kill yourself".

ALLY

Well,.. as a lawyer, I better get down to court. I have to go... get wet.

BILLY

Okay.

A beat.

(CONTINUED)

34 CONTINUED: (4)

34

ALLY
Well. See you around.

BILLY
Yup.

Intellectually, they're over. But emotionally... OFF them,
looking at each other, we:

CUT TO:

35 EXT. BOSTON STREET - DAY

35

Ally, trial bag in hand, crisply marches toward the courthouse.
Vonda Shepard's "Wildest Times Of The World" plays out.

VONDA SHEPARD
(singing)
Now you're driving me downtown baby
on a rainy night/Now you're driving
me crazy.

VOICEOVER
(racing)
Men are like gum anyway. After you
chew for a while they lose their
flavor, that's what Renee says.
This is really a good thing that
he's married. Yeah.

Upon which she inadvertently bumps shoulders with a hurried male
PEDESTRIAN.

PEDESTRIAN
(perfunctory)
Sorry.

The Pedestrian continues on, Ally chases right after.

(CONTINUED)

35 CONTINUED:

35

ALLY

(accosting; escalating)

Hey. Don't say "sorry" when you're not sorry, you didn't even look up to see who you bumped into, what if I was an old lady, I could've fallen down and broken a hip, I could be lying on my back in some HMO, filling up with phlegm till I'm on life support, draining my family of every last cent of their inheritance before I asphyxiate on my own dried half-hacked mucous, don't be saying "sorry" when you're not sorry.

(CONTINUED)

35 CONTINUED: (2)

35

And she gives his shoulder a shove. The stunned Pedestrian just stares at her, as does another man who caught the diatribe.

ALLY (CONT'D)
(to the other man)
You with him?

The other man steps back timidly with a shake of the head. Ally then huffs off.

VOICEOVER
That probably wasn't normal
behavior.

CLOSE ON COURT CLERK.

CLERK
Case number six-oh-two-three-oh,
Minister Kessler versus "Man Made"
Magazine.

36 INT. SUFFOLK SUPERIOR COURT - DAY

36

Ally and lawyer HENRY THORNTON rise to approach JUDGE RAYNSFORD HOPKINS, sixties, quick-tongued and quick-tempered. Minister John Kessler, fifties, sits at the petitioner's table, while magazine editor Shirley Brown, sits at the defendant's table.

THORNTON
Good morning, Your Honor, Henry
Thornton for the petitioner.

ALLY
Ally McBeal for the defendant.

As Thornton makes his case--

VOICEOVER
I always get nervous walking in but
as soon as I take my feet, I'm
fine. My father's a lawyer.

She looks over to see herself.

37 INT. COURT - SEVENTEEN YEARS AGO

37

Ally's father in court, delivering a closing. Ally, eleven years old sits in the gallery where a nun is present.

VOICEOVER
I spent a lot of time, sitting in
a courtroom watching him.
Listening to him, studying him.

(CONTINUED)

37 CONTINUED:

37

BACK TO PRESENT REALITY

ALLY

What he's asking for is censorship,
there's no other word for it.

THORNTON

Did you read this article, Your
Honor?

JUDGE HOPKINS

I did and I had my wife read it
too. We both found it disgusting.

ALLY

The point is you were free to read
it, free to make up your own minds--

THORNTON

My client is an Episcopalean
minister. He's depicted as a sex-
craved depraved pervert--

ALLY

One of the by-products of living in
a free country with a free and
rigorous press--

JUDGE HOPKINS

(reddening)

Stop.

VOICEOVER

(dread)

Uh-oh.

JUDGE HOPKINS

I'm not going to let you stand
before me saluting the flag, this
piece of filth has nothing to do
with democracy.

(CONTINUED)

37 CONTINUED: (2)

37

ALLY

Are you able to quantify filth Your Honor, because the Supreme Court so far has been unable to.

JUDGE HOPKINS

Did your client take steps to verify this nun's version of events?

Ally exchanges a quick look with her client. Then--

VOICEOVER

Oh God, he cares about the facts.

JUDGE HOPKINS

Did you interview the minister?
Did you get his account?

Ally exchanges a quick glance with her client, whose face provides the answer.

ALLY

Um. No.

JUDGE HOPKINS

(sarcastic)
I'm shocked.

The Judge taps his pencil for a beat. Then--

JUDGE HOPKINS (CONT'D)

Well, as a matter of law, Ms. McBeal, you're a hundred percent correct. The Magazine has every constitutional right to publish the article. But I'm enjoining them from doing so anyway.

ALLY

(shocked)
What?

(CONTINUED)

37 CONTINUED: (3)

37

JUDGE HOPKINS

Go to Appeals, you'll no doubt get it overturned, I'll certify you for immediate review. It'll just cost you a little time and money, that's all. And that's really what this is about... isn't it? Money. Selling. Well, let's see how bad you want it. Petitioner's motion for injunction granted.

And he slams his gavel.

ANGLE ALLY

VONDA SHEPARL

(singing)

Hey. Hey. Hey.

Ally looks to her client, who looks back, bewildered.

VONDA SHEPARD (CONT'D)

(singing)

Hey. Hey. Hey.

38
thru
38A OMITTED

38
thru
38A *

38B EXT. BOSTON STREET - DAY

38B *

Ally is walking back to her office, much more slowly than her stride going to.

VOICEOVER

Let's see. Billy's married. I've sold out and gone to work for Richard Fish. And I just lost a case that couldn't be lost. *

(then)

I'm feeling pretty sure that tomorrow's gonna be a better day. *

And she bumps into another careless pedestrian. She belts him on the shoulder, resumes walking as we:

FADE OUT.

END OF ACT II

ACT III

FADE IN:

39			39
thru	OMITTED		thru
40			40
41	OMITTED		41
42	INT. OFFICE COMPLEX - DAY		42

Ally has returned, she's just given Fish the bad news. Billy stands nearby as Elaine approaches.

FISH

I'm not going to pretend, Ally, I'm feeling some shock here.

ALLY

I thought I argued well, Richard, the judge just seemed to have an agenda contrary to law.

ELAINE

I filed the appeal, and I also brought up on the computer all our first amendment briefs, this will head start you on your memorandum, I also clipped the horn book pages on prior restraint.

Elaine's head is now three times it's normal size.

ALLY

(slightly laced)

Thank you, Elaine.

Ally's tone deflates Elaine's head to normal.

(CONTINUED)

42 CONTINUED:

42

FISH

I still don't understand. You had the Constitution totally on your side here.

BILLY

Alright, look. It serves no purpose to second guess, I'm sure Ally did her best.

ALLY

(sharp)

Don't you stick up for me.

BILLY

Excuse me?

ALLY

I don't need you sticking up for me.

BILLY

(flaring)

I'm not sticking up.

ALLY

(flaring)

You're sticking up.

FISH

Bygones, people, we have a big meeting with National's counsel tomorrow on this rebate case, let's focus on that.

(to Ally)

Can you brush up on your tax law?

ALLY

(don't worry)

I'll be brushed.

ANGLE ELAINE

enormous head.

ELAINE

(to Ally)

Whatever you need.

43 INT. ALLY'S OFFICE - NIGHT

43

Ally's at her desk, doing research.

(CONTINUED)

43 CONTINUED:

43

VONDA SHEPPARD (O.S.)
(singing)
And all those friends we used to
know all those friends/Where did
they go?

BILLY
Ally? What the hell was that back
there?

He continues to stand there. Then--

BILLY (CONT'D)
Obviously our break up... has left
you with some residual...
feelings. Angry feelings.

ALLY
(candor)
No, the residual feeling was hope.
That's why... I'm fine, Billy, I
always have little adjustment
problems with change, that's all.

Upon which, GEORGIA THOMAS, late twenties, attractive, enters.

GEORGIA
Here you are. Ready?

She's beautiful. It pains Ally.

BILLY
(slightly awkward)
Georgia. Hi. Yeah. This is Ally
McBeal, Ally, my wife, Georgia.

GEORGIA
(warmly; genuine)
Hi. Nice to meet you.

ALLY
(just as warmly)
A pleasure.

(CONTINUED)

43 CONTINUED: (2)

43

BILLY

Georgia works over at Goodwin. We
met in law school, she was my
editor.

ALLY

(with disappointment)
You're a lawyer?

GEORGIA

Don't ask me why.
(then)
Well, we better go, our
reservations are at seven.

BILLY

Okay. I just need two seconds.

GEORGIA

I'll hold the elevator. Nice
meeting you, Ally.

ALLY

You too.

Georgia starts out, looks back at Ally once... --maybe she too
is threatened a little, and then she leaves.

ALLY

Well, uh... she seems nice.

BILLY

(proffering a document)
This is a memo outlining the tax
analysis done on Air National.

ALLY

Thanks.

BILLY

I thought you might want to review
it before the meeting.

ALLY

Good idea.

They hold a look. After a beat--

BILLY

Ally, look... we know each other
too well to pretend that...
(frankly)
You were hoping she'd be fat.

Ally nods.

(CONTINUED)

43 CONTINUED: (3)

43

BILLY (CONT'D)
And stupid.

Ally nods again, fighting back her pain.

BILLY (CONT'D)
Maybe missing a couple teeth.

Ally nods, laughs a little through her pain. Billy holds a look, he really does hurt for her. Finally--

BILLY
I should go.

ALLY
You gotta give me something here,
Billy, you can't leave me with
that.

He considers.

BILLY
Alright. She snores.

She nods, somewhat buoyed, but she needs more.

BILLY (CONT'D)
The roots aren't quite so blond.
Okay?

ALLY
Something more. I need one more.

BILLY
Left little toe. Bunion.

ALLY
(from her depths)
Thank you.

And he leaves. We HEAR:

(CONTINUED)

43 CONTINUED: (4)

43

VONDA SHEPARD
(singing)
I know something about love.

CUT TO:

44 INT. DANCE CLUB - NIGHT

44

The same song, "Tell Him" is booming out as Ally and Renee, both dressed-to-kill, are dancing with two guys on a crowded dance floor. Having a great time.

VOICEOVER
I feel better, I should just dance
more, that's all.

The image shifts to a man, void of rhythm, flopping his gangly arms around as he dances with Ally.

VOICEOVER (CONT'D)
Look at this guy. He should've
just said no.

Shift to another guy, big, doing a little pelvic thrust action.

VOICEOVER (CONT'D)
(then)
Don't laugh. Don't laugh.

PAN TO Renee, laughing hysterically at the same man as she dances with another. The image shifts to the girls, later, dancing, with identical twin geeks.

VOICEOVER (CONT'D)
The dancing twins. Gotta love 'em.

CUT TO:

45 OMITTED

45

45A INT. APARTMENT - NIGHT

45A

Ally and Renee, still dressed, home from the club.

RENEE
Look if you don't get Billings,
he's gonna keep doing it to other
women.

(CONTINUED)

45A CONTINUED:

45A

ALLY

I know but... let's face it I'm a little girl playing in an old boys' club.

RENEE

All the more reason not to back down. And I'll tell you this... if I could prove they influenced that judge... I'll file the criminal charges myself.

Upon which the DOORBELL RINGS. Ally opens it to reveal Georgia.

ALLY

Georgia. Long time.

We HEAR the RINGING STABBING SOUND from "Psycho" (fantasy).
Then--

GEORGIA

I am so sorry to intrude.

ALLY

Oh, that's okay. This is my roommate. Renee, this is Georgia Thomas.

RENEE

Hi.

GEORGIA

Nice to meet you.

ALLY

She's married to one of the guys at our firm.

RENEE

(playing dumb)

Oh really, who?

Ally shoots a look to Renee.

GEORGIA

(to Ally)

Could I... speak to you in private?

CUT TO:

45B INT. ALLY'S LIVING ROOM - NIGHT

45B

Ally and Georgia enter.

GEORGIA

I feel so stupid for coming here.
If Billy even knew, um... well...
he says you two actually went on a
few dates together in high school.

VOICEOVER

A few dates?

ALLY

(downplaying)
Oh. Yeah. We were... buds.

VOICEOVER

A few dates?

GEORGIA

Listen. Um.
(swallows)
Reading between the lines... I sort
of get the idea you might still
harbor feelings toward him and...
that makes me uncomfortable. I'm
embarrassed to even be saying this
but... my policy is just to be
truthful about things.

ALLY

Oh, well... I have no such policy.
(then)
That was a joke.

GEORGIA

Oh. Ha.

ALLY

Georgia. I'm not... you don't have
to worry that... nothing is going
to happen between... y'know...

GEORGIA

So you do still have feelings.

A beat.

ALLY

Uh... listen, uh... it was more
than a few dates. We were... uh...
more.

GEORGIA

Oh.

(CONTINUED)

45B CONTINUED: (2)

45B

This is very delicate now. Georgia doesn't want to know but of course she must. Ally doesn't want to tell but nor does she want to lie.

GEORGIA (CONT'D)

How much... uh... more?

ALLY

Well... Billy and I were...
exclusive. In high school and then
again at Harvard.

A beat.

GEORGIA

(stoic but fragile)
You two were in... love?

(CONTINUED)

45B CONTINUED: (3)

45B

ALLY
(choosing words carefully)
We were in... volved.

GEORGIA
(feigning a soft half
laugh)
So I suppose you... y'know,.. made
love. Ha.

ALLY
(complete candor)
Georgia. Billy is an honest guy,
we both know that. I'm sure he
downplayed our... past... because
he knew it would make you
uncomfortable. And it really is
the past.

A beat.

ALLY (CONT'D)
Forgive me but... isn't this
something you should hear from him?

GEORGIA
Yeah. I just... in your office
today... I picked up some vibe I've
never felt before. I'm so
embarrassed to be acting this...

Her eyes find a picture of Ally and Billy, in law school.

ALLY
That's just... a momento.

A beat.

GEORGIA
I'm sorry but... I really hate you.
I'm ashamed to admit it.

ALLY
No, no, that's okay, I hate you.

GEORGIA
(feels better now)
Really? You're not just saying it?

They both half laugh.

CUT TO:

ELAINE (O.S.)
I just wanted you to know... the
partners aren't casting any
negative assumptions,

REVEAL

45C INT. OFFICE - DAY

45C

Elaine and Ally.

ELAINE
Losing is something that happens to
everybody. I also reminded them
it's a difficult time when people
change jobs.

ALLY
I lost one motion, Elaine.

ELAINE
That's what I told them.

As Billy arrives--

BILLY
You ready?

ALLY
For what?

BILLY
The depo. Jack Billings.

ALLY
Oh. I'm ready.

She seems a little distracted.

BILLY
You want this to be more about
discovery or retaliation, 'cause I
can take it either way.

ALLY
Fine. Let's go.

And she heads off. Billy shoots a "what was that?" look to
Elaine, re Ally's behavior.

ELAINE
(helpful)
I'm trying to get some information
on her cycle.

As Fish flies by, not breaking stride--

(CONTINUED)

45C CONTINUED:

45C

FISH
Less taxes, Billy, not as much,
reduced, deminimus.

CUT TO:

45D INT. CONFERENCE ROOM - AN HOUR LATER

45D

Billy is deposing Jack Billings, annoyed to be there. Ally and a Steno are also present.

BILLY
So I'm to understand you're
representing yourself in this
matter?

BILLINGS
That's what I'm doing. Whether or
not you're to understand it is
anybody's guess.

Billy exchanges a look with Ally, "this is what we're dealing with".

BILLY
Sir. When did you first become
aware that you suffered from a
compulsive disorder.

BILLINGS
(dripping with sarcasm)
Right around the time she sued me.
I think it was just after.
(then, for the record; in
a sympathetic tone)
I was so jarred by the implications
of what I'd done, seeing it in
print... I just had to seek
professional help. And my
doctors...
(back to smug)
of which there are many...
(back to sympathetic)
diagnosed me. It still hurts.

Billings is just rubbing their noses in his bullshit here, and it doesn't go over well with Billy.

BILLY
(fighting off his ire)
Can we go off the record a second?

(CONTINUED)

45D CONTINUED:

45D

BILLINGS

Certainly. It would allow me to compose myself.

BILLY

(to the Steno)

We're off.

(back to Billings)

You having fun?

BILLINGS

Yeah, I'm having a ball.

Billy leans in.

BILLY

Mr. Billings, I hear you like to intimidate. Do I look intimidated to you?

BILLINGS

(right back at him)

As a matter of fact, you look like a squirt trying his best not to look intimidated. I'm impressed.

BILLY

Good. 'Cause I get even better.

BILLINGS

I would hope. 'Cause you can't win with the facts. So I grabbed her, where's the harm? She doesn't look emotionally wrought, the job she has now pays her more money. You can't just sue somebody for being wrong, Counsel, you have to show damages. Are they not teaching that in law school these days?

BILLY

I was taught very well, Jack.

BILLINGS

Big Supreme Court Clerk. I'll assume you're blinded by the fact that you once slept with your client and that this isn't a true reflection on your professional talent. Should we go back on the record now?

BILLY

Let's.

(to the Steno)

Back on.

(CONTINUED)

45D CONTINUED:

45D

ALLY
(vicious)
Let the record reflect the deponent
is a fat arrogant overweight bald
pig.

CUT TO:

45E INT. BATHROOM - DAY

45E

Billy and Ally, minutes later.

BILLY
That wasn't helpful.

ALLY
I wasn't about to just sit there
quiet and let him ooze like that.

BILLY
(annoyed)
Well you should've sat quiet.
He'll be arguing that your claim is
retaliatory and you just gave him
a little nugget of a sound byte.

ALLY
Sometimes it's good to let the
other side know you're a fighter,
not--

BILLY
A fighter in control, a lawyer is
best when he can stay
dispassionate.

ALLY
Oh well in that case, I'm certainly
in good hands here.

BILLY
I beg your pardon?

ALLY
Forget it.

BILLY
No, I want to know what you meant
by that.

ALLY
I mean you have a gift for
dispassion, not to mention
downplaying, Mr. "couple of dates
in high school".

(off his look)
Georgia told me how you
characterized our past.

BILLY
I didn't say "couple of dates".

ALLY
Yes, you did.

(CONTINUED)

45E CONTINUED:

45E

BILLY

No, I didn't. I said "we dated", maybe Georgia heard "couple of dates" but--

ALLY

"We dated". That's how you put it, "we dated"?

BILLY

What should I have said?

ALLY

How 'bout the truth?

BILLY

The truth?

ALLY

(snapping)

Yes, the truth, that you loved me!

(weakly)

You loved me.

A painful beat.

BILLY

(quietly)

Yeah that's the truth. So much that sometimes when we were apart, we'd keep an open phone line at night so while sleeping I could listen to you breathe. Is that what I should've told Georgia?

Upon which we HEAR a FLUSH. Fish emerges from one of the stalls.

BILLY (CONT'D)

Richard!

FISH

(heading for the door)

I can wash later, that's okay.

BILLY

Hey! I looked under the stall doors.

(accusing)

You had your feet up.

(CONTINUED)

45E CONTINUED:

45E

FISH

I got an L-Five disc problem, my chiropractor advised me to sit that way. Hey, lucky it was me and not somebody who's at all interested in other people's lives.

And Ally just bolts.

45F INT. OFFICE COMPLEX - CONTINUOUS

45F

She almost collides with Elaine.

ELAINE

Ally, great, I have the National Law Journal on three, they're doing a piece on the erosion of the first amendment. They heard about your big loss, would you be interested in giving them a quote?

ALLY

Could I give it to you?

FISH

(following)

Ally, about our airline case,...

ALLY

Richard, I can't do that meeting.

FISH

What? Why not?

She pulls him aside.

ALLY

I have a problem in conference rooms, .. meeting with clients.

FISH

Problem, what problem, what's this I'm hearing about a problem?

ALLY

I just get insecure in... I don't know, whenever I'm in conference room meetings, I just shrink. I feel clients look at me like I'm a little girl, I feel puny, I...

FISH

You'll just be there as estrogen, their lead counsel is a woman. Fact is, she bats from the other side, and the other guy's a bit of a wolf. In a pinch I was hoping you could flirt with both of them.

ALLY

I beg your pardon?

FISH

Teamwork, it's what makes us.

(CONTINUED)

45F CONTINUED:

45F

She holds a stare. Then--

ALLY

You... you... you can't do this to me.

FISH

Do what?

ALLY

Do what, bring me in here to work next to him, make me argue cases when the judge is biased against me then put me in a room to smile at lesbians. It's too much.

CLOSE ON VONDA SHEPPARD, singing, "Drown In My Own Tears".

REVEAL

45G INT. NIGHTCLUB - NIGHT

45G

Ally and Renee are walking to a table.

ALLY

It's probably just stupid for me to work there.

RENEE

So leave.

ALLY

I can't leave, Renee, that would make me look weak.

RENEE

Look. This is all about Billy. I know it was something special between you two but I'm gonna say this for your own good. He's a nice guy, cute little bangs, you were like Barbie and Ken. He's a wimp.

ALLY

He's not a wimp.

(CONTINUED)

45G CONTINUED:

45G

RENEE

Five years from now, he's nothing but one of those boring little lawyers, looking over his stock portfolio, playin' golf at a country club, with nothing left to offer at the end of the day but a sad limp little piece of fettucine. You can do better. So stop being in love with him.

ALLY

Okay.

(CONTINUED)

45G CONTINUED: (2)

45G

Deal? RENEE

Deal. ALLY

ANGLE Vonda, singing the song, the lyrics hit a little too close to Ally's home. OFF Ally, we:

ANGLE Billy, alone, at the corner of the bar... watching Ally. OFF him, we:

FADE OUT.

END OF ACT III

ACT IV

FADE IN:

47 OMITTED

47

48 EXT. COURTHOUSE - DAY

48

Ally charges ahead with a strident step.

VOICEOVER

Today's gonna be a... less bad day
I can feel it. Sometimes I wake up
and just know everything's gonna be
less bad.

*

49 INT. APPELLATE COURT - DAY

49

*

Ally stands before the three judge panel, JUDGE HUPP, JUDGE WILLIAMS, and Judge Keris, adrenaline pumping through her. Thornton is at the respondent's table.

ALLY

(charged)

There's no suggestion of obscenity
here. Judge Hopkins' ruling not
only has no basis in law, it
violates it.

(CONTINUED)

49 CONTINUED:

49

JUDGE HUPP

You know what my problem is?

VOICEOVER

The comb-over would be a guess.

JUDGE HUPP

These magazines print the outrageous. Move their product. Then... if the story later stands to be corrected, that happens on page forty-two, months later in a footnote.

JUDGE WILLIAMS

Moreover, a libel claim is only about money, it can't restore reputation. Would Minister Kessler truly have a legal remedy here?

ALLY

(impassioned)

This magazine represents democracy!

VOICEOVER

They sell sex.

ALLY

It may contain material that might seem vulgar, but so does Vanity Fair, Esquire, Vogue.

VOICEOVER

Which also sell sex.

(CONTINUED)

49 CONTINUED: (2)

49

ALLY
(authoritative)
And if this court is suddenly
prepared to be the guardian of
content, absent libel, absent
obscenity, then you should at least
have the integrity and honesty to
admit in your ruling that this
abolishes, certainly in part, the
notion of free press in America.

VOICEOVER
(self-satisfied,
That felt good.

JUMP CUT TO:

50
thru OMITTED
51

50
thru
51

*

51A INT. OFFICE COMPLEX - DAY

51A

Ally enters the office, suddenly spies:

Richard Fish quickly closing his office door, Jack Billings is with him. What the..? Something suspicious is going on. Ally charges, enters into:

51B INT. FISH'S OFFICE - CONTINUOUS

51B

Fish and Billings both look sheepish. Caught.

ALLY

What's going on?

FISH

This is private, Ally.

ALLY

(radar up)

Richard. What is going on?

A beat.

FISH

(copping)

I just offered to double this man's salary if he'd come to work here.

Ally just stands there poleaxed. A beat.

FISH (CONT'D)

Let's face it. Coming up with this OCD defense, being so brazen about it... he sort of represents everything I stand for. In time I know you'll agree.

ALLY

(stunned)

In time I'll... are you serious?

Fish pulls Ally aside.

FISH

This is the kind of lawyer you hate when he's on the other side. But when he's on your side...

ALLY

I won't be on his side, Richard.

Off Fish's look--

ALLY (CONT'D)

I quit.

(CONTINUED)

51B CONTINUED:

51B

FISH

Ally, you can't quit two law firms in one week, it'll leave a reek on the resume. Let's all just work this out.

BILLINGS

I can forgive.

ALLY

You expect me to...

FISH

(to Billings)

Promise you won't go near her buttocks, even during holidays.

BILLINGS

(to Fish)

I promise.

ALLY

(to Fish)

Are you on drugs? Richard, he... you realize the hook you're putting yourself on, you have knowledge of what he does, that makes you and the firm liable if he ever does it again.

FISH

He says he won't.

ALLY

But he can't control it, or so he says. It's a sickness, he can't stop himself, remember?

FISH

I'm assuming he made the OCD thing up.

(checking with Billings)

You did, didn't you?

BILLINGS

Completely. But you didn't hear that.

FISH

(with a laugh)

Didn't have to, I got it on tape.

He reveals the hidden tape recorder, to Billings' shock.

(CONTINUED)

51B CONTINUED: (2)

51B

FISH (CONT'D)

The offer of employment is revoked.
The lawsuit continues on, with this
lovely little admission.

Billings looks to Ally who smiles. She was in on the whole
charade.

FISH (CONT'D)

It's not just winning, it's winning
ugly that matters.

Upon which Billy enters.

BILLY

Sorry I'm late. Did I miss
anything? Jack?

OFF Billings, THEN Ally, we:

CUT TO:

51C INT. OFFICE COMPLEX - DAY

51C

Ally heads towards her office, talking on her cellular. Elaine
in the b.g.

ALLY

(excited)

It actually worked Renee, can you
believe it? He'll have to settle,
maybe we can get those new drapes.

(then)

How far away are you, I'm starved.

RENEE (O.S.)

(through phone)

I'm on the elevator.

ALLY

Okay.

She CLICKS OFF as she goes into:

51D
thru
52
OMITTED

51D
thru
52

52A INT. ALLY'S OFFICE - DAY

52A

As Ally comes in, Georgia is there waiting. Ally lets out a startled yelp. Elaine then pokes her head in.

ELAINE
(better late than never)
You have Georgia Thomas waiting in
your office.

ALLY
Thank you, Elaine.

And Elaine pops out.

GEORGIA
Did you really have to tell Billy,
I came to your apartment?

ALLY
Well. I told him in an upbeat way.

GEORGIA
Look. It was wrong for me to come
and... all I was trying to say
was... well, I was just admitting
a difficulty, you working here.
I'm sure it'll get easier in time.

ALLY
Yeah.
(then)
How much time, do you think?

RENEE (O.S.)
I don't care private, nothing's
private from me.

As Renee charges in, Elaine on her heels.

ELAINE
Your lunch date has arrived.

RENEE
(to Georgia)
I hope you haven't barged in here
to be nice again.

ALLY
Georgia, you remember Renee.

GEORGIA
Yes, hi.

(CONTINUED)

52A CONTINUED:

52A

RENEE

Never mind "hi", I know what you're up to, you think by striking up a friendship with Ally, it'll serve as some kind of prophylactic, to stop her from ever doing the hokey pokey again with Billy.

GEORGIA

I beg your pardon?

FISH

(entering)

What's going on, it certainly sounds good.

RENEE

(to Georgia)

Tell him.

GEORGIA

You tell him, you seem to have it all figured out.

ELAINE

I'll tell. Georgia is upset at Ally for telling Billy that she showed up at her apartment, Ally's upset at Billy for denying their past and Renee seems to be angry that Georgia's trying to be friendly with Ally as a prophylactic. I haven't had time to suss it all out.

BILLY

(entering)

What's this?

ELAINE

And now Billy's upset.

BILLY

Elaine.

ALLY

Quiet.

(CONTINUED)

52A CONTINUED: (2)

52A

FISH

There's a lot of personal stuff going on, let's just all take our lunch breaks and to keep it all in perspective, think about this. After lunch, there's going to be clients in our conference room, and what we all need to keep reminding ourselves is "less taxes". "Not as much, less than, reduced, lower. Less taxes".

A beat as Georgia goes to leave.

GEORGIA

(genuine to Ally)

Sorry.

RENEE

Right.

ALLY

Renee.

RENEE

What?

FISH

Bygones.

CUT TO:

53 INT. CONFERENCE ROOM - DAY

53

Billy is holding court.

BILLY

Obviously you can bring it in any jurisdiction you choose.

SHAPIRO

Exactly, so why would we choose to bring it in a state known as taxachussets?

BILLY

(surefooted)

It's my feeling that we exploit that mindset. Massachusetts, and particularly Boston is very sensitive to being labelled the tax capital of the country.

As Ally watches Billy continue on, we:

CUT TO:

THE IMAGE OF SHE AND BILLY

years ago, running through the rain, drenched in both water and love. As they frolic--

VOICEOVER

Why does he have to be so cute?

BILLY (V.O.)

This is a state that proposed taxing professional athletes pro rata for the away games they played inside state borders. They're still feeling the backlash from that.

BACK TO PRESENT REALITY

WILDER

Yes, but even assuming that the state wants to change its image, under the code, we owe the taxes we owe, we need to go in with something more than "it's too much".

(CONTINUED)

53 CONTINUED:

53

ALLY
(chiming in: somewhat
tentative)
We can argue selective enforcement,
saying it's tantamount to
discrimination.

(CONTINUED)

53 CONTINUED: (2)

53

SHAPIRO
Discrimination?

Suddenly, Ally's only two feet tall, sitting in her chair.

ALLY
The IRS goes after the airlines
because of the money involved. It
isn't random, by admission the
airline industry is singled out.
That's a form of defacto
discrimination.

And her two little six inch legs kick up and down.

54 INT. FISH'S OFFICE - DAY

54

Fish has broken out the champagne, filling the glasses for
Billy, and Ally.

FISH
You were both fantastic. I can
tell you, speaking as an attorney,
I didn't follow what you were
saying. But they did.
(raising his glass)
To a very big account--

They clink and drink.

BILLY
And maybe since we have the glasses
out, we should welcome with a toast
our new associate, who in two days
has argued and won before the
appeals court and has helped land
the client we're all celebrating
having landed.

FISH
To Ally.

They clink and clink again. Billy and Ally hold a look.

Billy looks back almost as if he knows what she's thinking
about. They hold the look longer than they should. Then--

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

(CONTINUED)

54 CONTINUED:

54

ALLY
I gotta go.

And she hustles out. Fish is confused. Billy isn't.

CUT TO:

55 OMITTED

55

56 INT. ALLY'S OFFICE - MINUTES LATER

56

Ally holds her hands to her head. It is going to be difficult working side-by-side with a man she still loves deeply.

BILLY (O.S.)
Ally?

Startled, she yelps again. Turns to see him. A beat. Truth time.

BILLY
(quietly)
This isn't going to work, is it?

ALLY
Um.
(then)
You could be right, maybe you should leave.

BILLY
Me?

ALLY
I like this firm.

BILLY
So do I, I came all the way from Michigan to--

ALLY
(flaring)
Well if you hadn't gone to Michigan in the first place then...

She stops herself. They hold a look.

(CONTINUED)

56 CONTINUED:

56

ALLY (CONT'D)

So, I still love you. I'm not afraid to admit it.

BILLY

I still love you. But... I love the woman I'm married to and...

ALLY

Billy. I'm not looking to go down that road again. I'm just admitting a difficulty, it'll get easier in time.

BILLY

Yeah.

(a beat)

How much time, do you think?

What are they doing? They're playing with fire here. Like moths drawn to fire. As much as each consciously knows he/she should leave because the other is there, unconsciously neither will leave because the other is there.

ALLY

I uh... I got some work I better do.

BILLY

Okay. Well. See you tomorrow.

ALLY

Yup. Tomorrow.

BILLY

Night.

And he exits. A beat.

ALLY

Night.

She ~~moves~~ to the door, closes it. Let's her head drop against it with a thud.

ALLY (CONT'D)

I have my health.

(again)

I have my health.

She then starts to bang her head against the wall as we:

CUT TO:

56A INT. ELEVATOR - NIGHT

56A

Ally steps in, Fish comes in too, as the door closes. Ally leans back against the wall.

FISH

Tough day?

ALLY

Well. Tough first week, I guess.

A beat.

FISH

Ally, it's really none of my business but... well as senior partner, I think I'm entitled to be avuncular now and then.

(off her look)

Love? You can't bank on it. It's an unsafe bridge. The only thing you can really take to the bank... money.

ALLY

Piles.

FISH

Make enough money and everything else will follow. Quote me, that's a Fishism.

ALLY

Got it.

The elevator dings, door opens. Fish exits. OFF Ally, still slumped against the wall, we:

DISSOLVE TO:

57 EXT. BOSTON STREET - DUSK

57

Ally, walking home, as we Hear Vonda Sheppard singing .
"Neighborhood".

VOICEOVER
(over the song)
The real truth is I probably don't
want to be too happy. Or content.
'Cause then what?

ANGLE HER FACE

A few tears trickle down, as the song continues.

VOICEOVER
I actually like the quest... the
search. That's the fun. *
(then) *
What do you know? I'm having a *
great time and I don't even know *
it. *

The song "Neighborhood" continues as Ally walks into the
horizon. Finally, we:

FADE OUT.

THE END