

AWAKE

by Joby Harold

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INT. BATHTUB - DAY

CLAY BERESFORD JR. (29) is holding his breath underwater.

ROLL CREDITS over this image of Clay as he stares up at us. Air bubbles occasionally escaping his nose, his hair floating around his head like a glorious crown. The credits should feel like an eternity as we marvel at Clay's ability to stay under. His tolerance an extraordinary thing to behold...

Until a RUBBER DUCK floats over Clay's head.

INT. BATHROOM - SAM'S APARTMENT - MORNING

Clay sits up to find SAM (24, blonde, lily-white) leaning on the edge of the tub, playing with the duck. She smiles.

SAM

Hey. I didn't know you were up.

CLAY

I couldn't sleep...morning ugly.

SAM

...What were you doing under there?

CLAY

Just thinking.

SAM

What about?

(smiling)

...Wait, lemme' guess. You were thinking about making love to me all morning and then taking me out to a huge breakfast.

CLAY

Close. I was picturing you soaking wet with all your clothes on.

Sam smiles. And then suddenly she frowns, realizing.

SAM

...Oh, wait, no, CLAY--

Too late. As Clay pulls her into the bath and...

INT. BATHROOM - SAM'S APARTMENT - LATER THAT MORNING

Clay is facing us, shaving. Sam has her back to us, brushing her teeth. Both are naked from the waist up, hair wet.

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Clay cuts himself shaving. Sam grabs a PINCH OF TISSUE without skipping a beat. Placing it on the DROP OF BLOOD.

SAM
Alright, tough guy, try and be brave.

CLAY
...How am I doing?

SAM
You'll live.
(nose to nose)
...Wow, a little sex, a little violence,
turning out to be quite a day, huh?

CLAY
Day hasn't even started yet.

They smile and kiss. Clay's shaving cream covering her face.

INT. HALLWAY - SAM'S APARTMENT BUILDING - DAY

SLAM. Sam closes the door as she and Clay run down the stairs of this old apartment building. Clay is on his CELL.

CLAY
I don't care, Tommy, they open at 6, we
open at 5. Their shareholders go on
vacation I want us there waiting with Mai
Tais, you understand?

Sam opens her MAILBOX, inspecting her MAIL, particularly a BLUE ENVELOPE. She puts it in her PURSE, as Clay walks past.

CLAY (CONT'D)
Alright, just hang tight, I'm on my way.

EXT. BROOKLYN BRIDGE - DAWN

Sam's crappy little CAR speeds noisily towards Manhattan.

INT. SAM'S CAR - DAWN

Sam drives as she blows a BUBBLE of YELLOW BUBBLE GUM. Clay is texting on his blackberry. He seems anxious.

SAM
...You got time for a little breakfast?
(off his look)
You know, share a paper, trade sections.

(CONTINUED)

CONTINUED:

CLAY

You know I can't, babe.

SAM

I don't even know what section you like.

CLAY

I'm sorry.

SAM

I don't even know your favorite *color*,
Clay.

She pulls up next to a HUGE TOWN HOUSE. He looks around, making sure they haven't been seen. Then he looks at her.

CLAY

I go straight to Business, then to Metro,
then Travel on Sundays. My favorite
color is red, my favorite person is you.

She kisses his forehead. Looking at him, matter-of-fact:

SAM

I deserve my happily ever after too.

CLAY

...I know you do. And I'm gonna' tell
her, Sam. I promise.

EXT. FRONT STOOP - BERESFORD TOWN HOUSE - MORNING

In Sam's car's SIDE-VIEW MIRROR we see Clay sneaking cautiously towards the Town House.

CLAY (V.O.)

My old man had a thing about mirrors.
House is full of 'em. Said they were his
only real friends, only ones he trusted.

INT. FOYER - BERESFORD TOWN HOUSE - MORNING

In a STAND-UP MIRROR by the front door we see Clay enter, turn off the ALARM, and then tip-toe up a grand staircase.

CLAY (V.O.)

Used to say you can trick a man into
anything, lie to your priest, cheat your
whole family. Outsmart the entire world.

INT. LILITH'S BATHROOM - MORNING

In a MEDICINE CABINET MIRROR we see Clay avoiding eye contact with himself as he washes Sam's lipstick off his face.

CLAY (V.O.)
But you get into a pissing match with a
mirror you're gonna' end up on the floor.

INT. LILITH'S BEDROOM - MORNING

Clay tip-toes towards a SLEEPING WOMAN on a four poster bed.

CLAY (V.O.)
...I haven't seen my own face in a year.

LILITH BERESFORD (late 40s, her elegant beauty framed by frown lines), opens her eyes to see her son beside her.

CLAY (CONT'D)
Good morning, Mother.

EXT. EAST RIVER BANK - MANHATTAN - DAY

We don't see Manhattan. All we see is BLUE SKY and two men FISHING. DR. JACK HEWSON (early 50's, kind face) and Clay.

JACK
You're not missing much.
(off Clay's confusion)
Your face, not much has changed in the
past year. Still have that silly frown.
(off Clay's smile)
Much better...Here, watch the slack.
Keep it taught--

Jack adjusts Clay's fishing rod. Not looking him in the eye.

JACK (CONT'D)
...That's the first time I've ever heard
you talk about him, d'you know that?

CLAY
Well, there's not much to tell. I was a
kid when he died, he's more like a rumor
than a Father. Just a bunch of stories.

INT. BERESFORD DINING ROOM - MORNING

Clay and Lilith eat breakfast at either end of a long dining table. He watches an AUSTERE OLD ANALYST talk numbers on CNBC. She reads a ROMANCE NOVEL.

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CLAY (V.O.)

She was barely 20 when she first met him.
Some velvet rope disco in midtown, he
bought her a pina colada on the spot.

Reveal a huge painting of CLAYTON BERESFORD SR. above them.
(46, huge shoulders, take charge pose).

CLAY (V.O.) (CONT'D)

Said he asked her out because the tiger
print dress with matching heels was just
too much for any mortal man to bear.

INT. BERESFORD LIMO - DAY

Clay and Lilith sit in the Limo, staring straight at us.

CLAY (V.O.)

They had me nine months later.

INT. "BERESFORD CAPITAL" - ENTRANCE - DAY

Clay enters the offices with Lilith in tow as men in SUITS
swarm around him. Clay is the sheriff around these parts.

CLAY (V.O.)

Two weeks after that he bought his first
company. Three years after that he had
his own fund. Did the whole thing in a
borrowed suit. Even the marriage part.

INT. "BERESFORD CAPITAL" - CLAY'S OFFICE - DAY

Clay sits in a huge office, watching the AUSTERE OLD ANALYST
talk numbers again on CNBC.

CLAY (V.O.)

As of last year we are now the third
largest private equity firm in the US.
Next June he'll be announced as one of
the top fifty investors of the *century*.

As Clay looks over at a FISHING ROD on the shelf.

EXT. EAST RIVER BANK - MANHATTAN - DAY

We finally reveal Manhattan behind Clay and Jack. Dwarfing
them all around. Two men fishing in the city.

CLAY

Just your average ho-hum rags to riches
fairy tale; minus the part where he died.

(CONTINUED)

CONTINUED:

JACK

You turned that firm into a juggernaut,
Clay, you've more than filled his shoes--

CLAY

Jack, his feet were four sizes bigger
than mine, I can't even fill his socks--

Clay's rod suddenly gives. He has a bite. He focuses.

JACK

Okay. Relax. Just reel it in. Don't be
too aggressive, just let 'em come to you.
Let 'em hang themselves, there you go.

Clay reels his catch in. Jack admires the hefty fish.

JACK (CONT'D)

Look at her, she's a beaut. Bet your Dad
never caught a fish like that, huh?

CLAY

Actually he reeled in a six hundred pound
marlin off the coast of Fiji. Took him
eleven hours. Some kind of record.

An awkward beat. The two men staring at the fish. Until...

JACK

...So, how's the fiancée?

EXT. STREET - MID TOWN - DAY

Jack and Clay walk, carrying their rods. Mid conversation:

JACK

...Are you kidding, still? It's not that
hard Clay, you just set a date and do it--

CLAY

I don't know, I've got the rings. I've
got the license. I just can't--

JACK

Jesus, Clay, what are you waiting for?

CLAY

...What do you think?

EXT. ENTRANCE - HOSPITAL - CONTINUOUS

Jack and Clay have arrived outside the entrance to COLUMBIA MEDICAL CENTER. Jack turns to Clay.

JACK
Just tell her, Clay. She is your Mother,
y'know, she might be happy for you.

CLAY
You don't know my Mother.
(of Jack's look)
...Jack, I love ya', thanks for the
fishing lesson, I'm leaving. Just page
me when you find a donor, okay?

He motions to a BEEPER on his belt and then tries to leave. Jack stands in his way. Smiling sincerely.

JACK
Come upstairs with me for a sec. Two
minutes. I want to show you something.

INT. HALLWAY - HOSPITAL - DAY

Jack and Clay exit his office. Jack puts on a WHITE DOCTORS COAT as he leads Clay down a hallway towards a DOOR.

JACK
...Clay, d'you know how many bullshit
malpractice suits there are against hard
working doctors in America right now?

CLAY
Oh, God, we don't have to go through this
again, do we--

JACK
I myself have--

CLAY
Four, yes, I know, just for trying to
save people's lives. It's an absolute
disgrace. Jack, I have a very busy day--

JACK
You know why they sue us, Clay?

INT. PREP ROOM - HOSPITAL - CONTINUOUS

Jack opens a door off the hallway and leads Clay across this room of sinks and soap where surgeons prep for an operation.

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CONTINUED:

JACK

It's because they need someone to blame.
It's 'cos people don't know what to do
with their grief. It's because patients
cannot accept the facts.

INT. OPERATING ROOM - HOSPITAL - CONTINUOUS

It is typically antiseptic and cold in appearance. Clay
shakes his head as Jack motions to the Operating Table.

JACK

...Lie down, please. Go on.
(as Clay reluctantly does so)
These, Clay, are the facts. When I cut
into your chest, you have a 10% chance of
dying on this table. If you do accept
the heart, you have a 50% chance of dying
within ten years. You are on the clock.

CLAY

Oh, so it's tough love today?

JACK

I need you to be ready, Clay. I need you
prepared. Have your house in order, just
in case. No unfinished business. You
got a mountain left to climb, an axe left
to grind, do it now, while you still can.

CLAY

Well, you do still owe me \$20 for bowli--

JACK

This isn't a joke, Clay.
(sincere)
Tell your Mother. Marry this girl. You
haven't got that much time left.

The door to the prep room opens and in walks DR. PITT (38,
glasses, airs and graces). He is covered in BLOOD. Calm.

DR. PITT

...So I've decided saving lives isn't for
me, I'm going to become a composer. Or a
conductor. I can't quite decide.

JACK

Thought we didn't have anything 'til ten?

(CONTINUED)

CONTINUED:

DR. PITT

Some quarterback just lost an arm.
Emergency's understaffed, saddle up.
(as Clay shakes his hand)
How would you feel about letting us have
all your money, so we can retire. You
don't mind, do you, buddy?

CLAY

No, you know me, go ahead, take it all.

Dr. Pitt and Jack LAUGH, the former humming a MELODY as Jack follows him out, turning back to Clay.

JACK

No regrets, Clay. Remember. A man
follows his heart.

CLAY

And what if his heart doesn't work, Jack?
(shouting after him)
...What's he supposed to do then?

INT. RECEPTION - HOSPITAL - DAY

Jack, Dr. Pitt, and a GANG OF MEDICS fight a BLOODY PATIENT at the end of the corridor, as Clay walks towards the exit.

BLOODY PATIENT (O.C.)

(ad-libbed SCREAMING)
Fuck you, fucking Doctors, think you know
it all, give me back my arm, etc.

Clay dials into his CELL PHONE, blocking it out. Until...

SAM (O.S.)

...Say you're sorry.

CLAY

I'm sorry about this morning, Sam.

SAM (O.S.)

...Wish me a Happy Halloween.

CLAY

Happy Halloween, baby.

SAM (O.S.)

Tell me you'll do that thing to me.

CLAY

As many times as you'll let me.

(CONTINUED)

CONTINUED:

SAM (O.S.)

...When?

As Clay walks out the DOOR, past a PUMPKIN at reception.

EXT. ENTRANCE - HOSPITAL - CONTINUOUS

Clay walks out the hospital into a crowd of pedestrians.

CLAY

Well, I've got our big Halloween party tonight, but how 'bout I sneak out after.

SAM (O.S.)

Why don't you just do it to me now?

Clay looks up to see her thirty feet away. He stands still.

SAM (CONT'D)

...I know it's daylight and all, but...
(smiling)

...I missed you, Clay. I hate fighting.

He walks towards her, both of them still on the phone...

SAM (CONT'D)

So? How was the fishing lesson? You catch any donors out there?

(off his silence)

Oh...If they'd just repeal those goddam' helmet laws you'd be swimming in hearts--

CLAY

You look beautiful, Sam.

SAM

...I do?

CLAY

Yeah, you do. I should tell you that more often.

He is closer now. The electricity between them stronger and stronger as he approaches and...he turns and walks away.

SAM

Babe? What's wro...

Clay ignores her, walking straight to the BERESFORD LIMO that has just arrived on the curb, the door now open. Waiting. As Sam watches Clay walk away.

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SAM (CONT'D)
This is getting boring, Clay.

CLAY (O.S.)
Uh-huh, we'll discuss the deal later.

SAM
The girl on the street, pining away.

CLAY (O.S.)
I can't just bump this offer. I'm sorry.

SAM
I feel sick.

As the car drives away and she pulls out some RED BUBBLE GUM.

SAM (CONT'D)
You're not supposed to make me feel sick.

INT. BERESFORD LIMO - SAME

Clay sits down to find two people sitting opposite him. One is Lilith, the other is DR. JONATHAN MEYERS (48, vain). He is applying LIP BALM a little too carefully. Like lipstick.

LILITH
Janice said we'd find you here. I wish you'd tell me you were leaving, Clay, I can't run that place by myself, y'know--

CLAY
What's he doing here?

DR. MEYERS
Hello, Clayton. Nice to see you again.

CLAY
We've been through this, Dr. Hewson is my surgeon, I already told you--

LILITH
Don't be ridiculous, Clay, Jonathan leads the field, remember? How many is it now?

DR. MEYERS
270 successful procedures as of Monday, but I can't take all the credit, there is no "I" in cardiothoracic surgical team.
(clearly his favorite joke)
...there are three.

(CONTINUED)

CONTINUED:

CLAY

Yeah, well, like I said before, I have a--

DR. MEYERS

(to Lilith)

Now, I know he's been on the donor list a year, Lilith, but you shouldn't worry. It's perfectly normal for his blood-type. Type B's like you and your son always have to wait a little longer.

(flirty)

...Just means your special, that's all.

CLAY

Excuse me, I don't think you're listeni--

DR. MEYERS

Now, Clayton has a cardiomyopathy of undetermined etiology, so--

CLAY

HEY.

(as they look at him)

I'm sitting right here. You want to talk about me, *talk to me--*

LILITH

Clayton!

DR. MEYERS

No, it's okay, Lilith.

(to Clayton, sincere)

Clayton, I understand why you're upset. You and Dr. Hewson have obviously become friends. He was on call when you had your first attack, he saved your life, I get the attachment. It makes sense.

(smiling)

...But your Mother donated an entire wing to secure my services. These hands have been inside presidents. Are you really going to tell her "no?"

Clayton looks at them both. Lilith staring at him.

LILITH

Of course he isn't.

He stares at them. Wanting to say something.

(CONTINUED)

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LILITH (CONT'D)
 (knowing)
 ...are you Clayton?

And despite Clay's efforts, everyone knows the score here.
 As Clay puts on a fake smile. Swallowing it down.

LILITH (CONT'D)
 Good.
 (back to one)
 ...Now, Dr. Meyers, you were saying.

INT. "BERESFORD CAPITAL" - CLAY'S OFFICE - EVENING

Clay, dressed as a CLOWN, sits at his desk, working. Above him is a PAINTING of his Father at the same desk. Clay, in comparison, looks like a clown. As he looks up at the TV. The AUSTERE OLD ANALYST continuing to talk numbers on TV.

VOICE (O.S.)
 Sir, they need you out there...Sir?

Clay looks up from his work. He takes a PILL. Takes a deep breath. And then tries to compose himself...

INT. "BERESFORD CAPITAL" - MAIN OFFICE - MOMENTS LATER

Clay enters the huge Halloween party: pumpkins, streamers, photocopying asses, etc. Some people are even in COSTUME. One such man, ROBIN HOOD (28) approaches, followed by THREE ASIAN MEN and a TRANSLATOR. Clay welcomes them like a star.

ROBIN HOOD
 So, here he is, the whiz kid of Wall St., Barron's man of the year at 22: Clayton Beresford Jr...Sir, meet Mr. Waturi, Mr. Sataki and Mr. Inamito. They're with our friends at *Sitomo*.
 (whisper, aside)
 ...they're here to check up on you, they know about your condition--

CLAY
 (whisper)
 How the hell did they find out about...
 (off Robin Hood's look)
 ...doesn't matter. Just go call my cell.
 (off Robin Hood's confusion)
 Just trust me, will ya? Go.

As Robin Hood walks away and Clay smiles. They all stare at him suspiciously. One of them says something in JAPANESE.

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ASIAN TRANSLATOR

Mr. Waturi would like you to know how much respect he had for your Father, Mr. Beresford. He was quite a businessman.

CLAY

Yes, he was.

ASIAN TRANSLATOR

Mr. Waturi would also like to know how you are feeling today?

CLAY

Oh, well tell Mr. Waturi I feel fabulous.
 (in SUBTITLED JAPANESE)
 Please also ~~(MORE)~~ him we can converse in Japanese if he prefers, but I'll have to brush some cobwebs away, it's been a whi--

Clay's CELL PHONE RINGS. He steps away. Back to English.

CLAY (CONT'D)

I'm sorry, will you excuse me?
 (into phone, back to ENGLISH)
 ...Yes, hello?...Alright, calm down.

The Translator translates as Clay speaks very calmly into the phone. Sincere and heartfelt.

CLAY (CONT'D)

You've been saying that since we were 11, Jimmy, this isn't monopoly money anymore. You're like a brother to me but...

Reveal Robin Hood, across the room, confused on the other end of the phone. Watching the intrigued Asian Businessmen.

CLAY (CONT'D)

Don't beg, you're embarrassing yourself. Just stop, Jimmy, I'm asking you, please.
 (hanging his head)
 ...Yeah. Yeah, I know exactly who I'm talking to, buddy. You used to be chairman of Hanson Road Publishing--
 (as the investors eyes widen)
 ...No, I don't do threats, you were fired the minute you picked up the phone. This is business, Jimmy, I didn't buy that company to have a beggar run it. Tell Nancy and the kids I'm sorry. Goodbye.
 (hanging up, as if saddened)
 ...I apologize, Gentleman, where were we?

(CONTINUED)

CONTINUED: (2) CLAY (CONT'D)
 Oh, right, your drinks.
 (again in SUBTITLED JAPANESE)
 We've a Hakkaisen sake. Lightly chilled.

They nod, enamoured. As Clay grabs a passing DRACULA.

CLAY (CONT'D)
 Count, would you take care of our friends
 from Sitomo, thank you. No biting now!

Dracula leads the appreciative Businessmen away. Clay bows to them all as FRANKENSTEIN arrives with some DOCUMENTS. Clay signs them without skipping a beat. As Robin Hood walks up and grins, putting away his phone.

ROBIN HOOD
 Listen, the merry men and I were talking
 about finding a spot with a lot more
 naked women and poles. You wanna' come?

Clay suddenly sees a flash of a WHITE DOG COSTUME in the crowd. Somewhere between Goofy and a Werewolf, its white fur is matted with BLOOD. It disappears as quickly as it came.

ROBIN HOOD (CONT'D)
 Clay? Come on, we never see you. Limos
 and cocktails, ghosts and goblins? Clay?

Clay searches for the White Dog Man once again, but it is gone. Instead he sees Lilith approach, dressed as a COOKIE.

CLAY
 You know what, go on without me, I've a
 couple more parties, you know how it is.

ROBIN HOOD
 Yeah, I know how it is. Next time maybe.

As Robin Hood leaves, and Lilith stumbles over to join Clay.

LILITH
 If I have to explain merger synergies to
 one more investor, I'm going to throw up.
 (off his smile)
 Let's go home! I feel like some poker!

CLAY
 Sounds good. Let me take your bag.

INT. BERESFORD FAMILY ROOM - NIGHT

Clay and Lilith sit by a FIREPLACE playing POKER, still in their costumes. Talking shop.

(CONTINUED)

CONTINUED:

LILITH

...third rate company with a negative cash flow. 20 years ago they'd have been begging us to buy 'em out...

(laying down cards, pleased)

...Boat. Jacks over eights.

CLAY

(throwing down cards)

Jesus, don't you ever lose?

LILITH

Guess I'm just a smart cookie.

(off Clay's frown)

C'mon, you're my son, Clay, I know you too well. I've been watching your tells since you were stealing crackerjacks. You can't hide anything from your Mother.

(oblivious to Clay's agitation)

...Besides, I've been hustling five draw since the third grade, remember?

A SERVANT enters and nods. Lilith smiles and stands up.

LILITH (CONT'D)

My bath's ready.

(off Clay's look)

...Do you have any plans?

CLAY

Oh, I was thinking about hitting the gym. Maybe doing a little boxing--

LILITH

Clay, don't you dare, not in your condit--

CLAY

Mother, I'm kidding.

LILITH

(embarrassed)

...so, you're not going out?

CLAY

Course not. I'm a repressed manchild still living with his Mother, remember?

LILITH

Don't be ridiculous, Clayton. You're far too old to be living with your Mother.

As they both smile, sharing their sad joke.

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CONTINUED: (2)

CLAY
...Go take your bath.

INT. LILITH'S BATHROOM - NIGHT

A bath is running. Lilith sits in a gown, removing her make-up, staring at herself in the MEDICINE CABINET MIRROR, lost in an eerie silence. The beat interrupted by a KNOCK at the door as we watch Lilith's face transform into a fake smile.

LILITH
...Come in!

Clay, enters holding a gin and tonic.

CLAY
Thought you might like a drink.

LILITH
Oh, that's very kind of you, Clayton.
You didn't have to do that.

CLAY
Well, got to get my family time in now
before some ol' smoothie whisks you away--

LILITH
That's not going to happen, Clay.

CLAY
Oh, I don't know, I think maybe someone
had a little baby crush on Dr. Meyers.
I saw the way you were looking at hi--

LILITH
Clayton, that's enough.

An awkward beat. Clay tries to change the subject.

CLAY
So, I finally closed Lambett today. We
get hold of Recter too, I think we're
really gonna build something strong here--

LILITH
(interrupting)
Don't you remember him?

CLAY
...I remember bits.

(CONTINUED)

CONTINUED:

LILITH

Well, I remember everything. Every crease of his skin, like a map. How he liked his tea. How he hung his clothes.

She tries to close the cabinet mirror but it keeps opening.

LILITH (CONT'D)

How he'd just nod whenever I asked him to fix this cabinet. No matter how many times I begged him to, over and over...

Lilith closes her eyes, removing her eye shadow.

LILITH (CONT'D)

You don't replace that, Clay. It isn't a tire or an old pair of shoes. You're supposed to miss it. That's the point.

The door opens. And in walks...SAM. It should be unclear as to whether or not this is Clay's imagination.

LILITH (V.O.) (CONT'D)

You cherish what you had, what you were given, what you were allowed. And that's that, that's love, d'you understand?

CLAY

(looking at Sam)
Yes, I think I do.

As Lilith opens her eyes to see Sam standing beside them...

LILITH

...What's going on?

SAM

Sorry to interrupt, Mrs. Beresford, the door was open. I just need your signature on this Latour invoice, I want to try and get it out tonight.

Sam hands Lilith a document to sign. All business.

SAM (CONT'D)

Waterford thank-you's are done, your table's locked for the benefit tomorrow, I ordered you the skate...If that'll be all, I'll be heading home.

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CONTINUED: (2)

LILITH

Fine, Samantha. Please remember to lock up, the alarm wasn't set this morning.

Clay frowns, realizing it was his mistake. Sam glances at him, recognizing the same.

SAM

That's...strange, I swear I set it--

LILITH

There's no need for swearing, Samantha. Just don't do it again. Please.

Sam looks at the passive Clay again, saddened. Until...

SAM

Yes, Mrs. Beresford. Won't happen again.

LILITH

Oh, I know. Good night, Samantha.

SAM

Good night, Mrs. Beresford.
(as she leaves sadly)
...Mr. Beresford.

INT. CLAY'S BEDROOM - NIGHT

RAIN hits Clay's window. His entire life is on display in the room. From choo-choo trains to fax machines.

Clay lays on his bed, watching the AUSTERE OLD ANALYST, still talking about the day's trading on CNBC. On Clay's chest is a RING BOX containing two his and hers WEDDING RINGS.

He stares at the rings. Lost in thought. Until...

A DOORBELL intrudes.

INT. FOYER - BERESFORD TOWN HOUSE - MOMENTS LATER

Clay walks down the stairs and looks through the front door PEEPHOLE to see...Nothing. An empty stoop.

He pulls away from the door. Confused.

LILITH (O.S.)

Who is it, Clay? Who's there--

CLAY

I'm sure it was just trick or treaters.

(CONTINUED)

CONTINUED:

As the DOORBELL rings again.

EXT. BERESFORD TOWN HOUSE - CONTINUOUS

Clay opens the door to find an empty stoop. He adjusts the "**NO TRICK OR TREATERS**" sign and looks at the SECURITY CAMERA above him, aiming down at the stoop. He frowns.

INT. SECURITY ROOM - MOMENTS LATER

NINE MONITORS display camera images from outside the house. The DOORBELL RINGS again as Clay enters and looks at the monitor labelled "**FRONT DOOR.**" Still empty. More frowning.

He looks at another monitor labelled "**SERVANT'S ENTRANCE.**" It provides another angle, the front door now visible in the distance on the edge of the frame. And then he sees it...

A CROUCHED FIGURE, hiding behind a tree. Watching the house.

Clay presses a button and a WHITE SQUARE appears on the screen. With a JOYSTICK, he moves the square to the figure. ZOOMING IN, until the figure's identity is finally revealed.

Sam. Hiding in the rain. Staring at the door. Crying.

CLAY

...Oh, Jesus, baby, what are you doing?

LILITH (O.S.)

Everything okay, Clay?

Clay turns off the image, and spins around to find LILITH.

CLAY

Fine. Just kids playing. Go to bed.

LILITH

If you're sure. Come up and say g'night?

He nods warmly and she leaves.

Clay brings back the image of Sam hiding. He looks at her. Grainy at this magnification. Sad. As he closes his eyes.

CLAY

...Christ, what are you doing, man?

ON MONITOR:

On the pixellated video image we watch Sam holding herself close. A beat. And then we see Clay enter the frame to join her. He kisses her. Soothing her sadness.

LILITH (O.S.)
...Are you coming up, sunshine?

BACK TO SECURITY ROOM:

Clay leans into the screen, staring at the image of the two of them together. Watching his imagination unfold.

CLAY
...No more regrets, Clay.

LILITH (O.S.)
Clay, are you there?

As Clay gets up and walks out.

LILITH (O.S.) (CONT'D)
Clay?...Clay?

EXT. BERESFORD TOWN HOUSE - NIGHT

Clay bursts out into the rain, carrying an UMBRELLA.

CLAY
Sam?

Sam has clearly just started walking away. He runs after her, BREATHING HEAVILY, exhausted by the exertion. He puts a hand on her arm. She doesn't turn. She blows a red bubble.

CLAY (CONT'D)
...Sam?

SAM
I'm sorry, I just thought...
(suddenly frowning)
Actually, fuck it, I'm not sorry. You're the one who should be sorry, look at me. You've got me hiding my *engagement* ring, Clay, what the fuck is wrong with you? I've been engaged six months, no one even knows I'm dating anyone, do you know how that makes me feel?...You did this to me, this is your fault. Apologize. Now.

(CONTINUED)

CONTINUED:

CLAY
Come under the umbrella.

She turns around, staying where she is in the rain.

SAM
I mean it, if you won't acknowledge me--
(re: his HEAVY BREATHING)
Oh for Christ's sake, what are you doing?
You shouldn't be in the rain like this--

CLAY
Neither should you.

SAM
It's not good for you, I'm serious--

CLAY
So am I. Come inside.
(off her confusion)
...Let's get you warm.

She looks at him looking at her. Smiling. He means it.

SAM
...Clay, she'll see.

He nods. His smile growing.

SAM (CONT'D)
(disbelief)
...Are you sure?

As he holds the umbrella out and slowly, but surely, Sam finally steps out of the rain.

INT. LILITH'S BEDROOM - NIGHT

Clay and Sam enter to see Lilith facing the other way, emptying a TUMBLER into a glass. They WHISPER...

SAM
I look terrible.

CLAY
You look beautiful. Just be yourself.

LILITH
Clay, where've you been, someone seems to have finished all the Gin, would you...

She turns to see the nervous Sam standing by the bed.

(CONTINUED)

CONTINUED:

LILITH (CONT'D)

I said you could go, Samantha.

SAM

(to Clay)

Maybe this wasn't such a good idea.

He takes Sam's hand, gripping it reassuringly. Lilith sees them holding hands and shakes her head. Doing the math.

CLAY

There's something I'd like to--

LILITH

Clay?

CLAY

...I'm in love with her, Mother.

Silence. The room freezing. Clay exhales, continuing.

CLAY (CONT'D)

We're engaged. Me and Sam.

(exhaling, enjoying the words)

...We're engaged to be married.

Lilith stares at them. The silence awful. Until a smile slowly spreads across her face, easing the room.

LILITH

Well, I won't pretend I'm not surprised but...congratulations. That's wonderful--

CLAY

You're not upset?

LILITH

Clayton, how could I be upset? Go downstairs there's a bottle of Chandon in the fridge. Use the good flutes.

CLAY

(sincere)

...Thank you.

As Clay smiles at his Mother and hurries out the room.

INT. BERESFORD FAMILY ROOM - NIGHT

Clay enters and opens a display case, pulling out three crystal champagne flutes. He is visibly happy. Content.

INT. LILITH'S BEDROOM - NIGHT

Sam is still standing ceremoniously in front of Lilith.

SAM

So you know, I'm not trying to take your son away from you, Mrs. Beresford.

LILITH

You're dripping on my floor, Samantha.

SAM

Oh, I'm sorry, I...

As Lilith reaches into her PURSE. Speaking in hushed tones.

LILITH

So, how do you want to do it?

SAM

I was thinking maybe in the summer. Somewhere small. Intimate.

LILITH

Don't play with me Samantha. How do you want to do this? Will a check work?

She pulls out a CHECKBOOK. Sam looks at her, shocked.

SAM

What?

LILITH

How much is it going to take? To stay away? How much?

SAM

...You're serious.

Lilith signs a BLANK CHECK and hands it to Sam.

LILITH

You can name your price, young lady, I've got more than enough. Anything you want.

SAM

...All I want is your son.

As Sam hands the check back.

(CONTINUED)

CONTINUED:

LILITH
 ...Don't be an idiot, Samantha. You
 really think he's going to *marry* you--

CLAY (O.S.)
 Why shouldn't I?

Lilith turns to see the shocked Clay standing in the doorway.

CLAY (CONT'D)
 (sardonic)
 ...I couldn't find the champagne.

A stand off. Lilith looking at Clay, clearly embarrassed.
 She tries to pocket the check, hiding it. Fooling no one.

LILITH
 ...Clay listen, this isn't--

CLAY
 No, I don't think I have to listen to you
 any more.

Clay takes Sam by the arm, showing his support.

LILITH
 Clayton, she's just an assistant, look at
 her, she's a mess--

CLAY
 You don't know her.

LILITH
 Of course I do. She's just a whore
 looking for a country club--

CLAY
That's enough.
 (furious)
 ...What the hell is wrong with you?

LILITH
 You can't trust them, Clay. It's just
 you and me--

CLAY
 Come on, we're leaving.

As Clay leads Sam out.

(CONTINUED)

CONTINUED: (2)

LILITH (O.S.)

I'll have your stuff put into storage
first thing. You've made your choice.

Clay stops, turning around, looking at his Mother.

CLAY

...You're making it for me.

As Clay takes Sam's hand, sad, and leads her out.

LILITH

Clay, you're embarrassing yourself,
you're acting like a child. Clayton...

(as the ~~door~~ ^(MORE) SLAMS)

...GODDAMIT.

EXT. BERESFORD TOWN HOUSE - NIGHT

Sam and Clay comes running down the stoop. Clay is SHAKING.
BREATHING HEAVILY. Sam reaches into her PURSE and pulls out
an assortment of PILL BOTTLES.

SAM

Oh, God, okay, look, what've we got here?
Oh, ACE Inhibitors, yummy! And perhaps a
Beta Blocker appetizer for the gentleman?
(as he chokes down some PILLS)
...Okay. You're okay.

He looks at her, calming down. As she takes care of him.

SAM (CONT'D)

Clay, I am so sorry. I just needed to be
acknowledged, that's all. I'll get out
the way now, leave you two alone for--

CLAY

Marry me.
(off her confusion)
...Tonight. Right now.

SAM

Clay, it's the middle of the night--

CLAY

I have the rings upstairs, we can--

SAM

You're not kidding.
(off his smile)

(CONTINUED)

CONTINUED: SAM(CONT'D)
 ...Clay, this is insane. Don't you want
 to at least wait until--

CLAY
 No, I've waited long enough. We're not
 waiting anymore.

As a smile creeps across her face, betraying her excitement.

CLAY (CONT'D)
 I should have done this a long time ago.

EXT. CHURCH - NIGHT

Jack and Clay stand outside a MANHATTAN CHURCH. Jack is
 attaching a BOW TIE to Clay. Getting him ready.

JACK
 ...and the minister's on his way. He's
 even bringing his wife as a witness--

CLAY
 How the hell did you pull that one off?

JACK
 Triple bypass, last June, I'm cashing in.
 (checking out bow tie)
 ...There. Very dashing.

CLAY
 (re: bow tie)
 Where'd you get this thing anyway?

JACK
 Bathroom attendant at the bar on Fifth.
 Oh, I almost forgot. One more thing.

He pulls out a POCKET MIRROR and hands it to Clay. Smiling.

CLAY
 ...You're a good best man, Jack.

JACK
 Got to make sure you look okay, right?

As Clay smiles, breathes in, and then looks at his
 reflection, adjusting his tie. Smiling at what he sees.

INT. CHURCH - NIGHT

A JANITOR is polishing the floors with a BUFFING MACHINE as
 he looks over at the ceremony taking place at the alter...

(CONTINUED)

CONTINUED:

Under the STAINED GLASS above we find the MINISTER, the MINISTER'S WIFE, Jack, Clay and Sam. They are mid-ceremony. The Minister WHISPERING the following as Sam repeats it.

SAM
 ...to be my lawful wedded husband. To
 have and to hold. From this...
 (smiling)
 ...night forward. For better, for worse.
 For richer, for poorer. In sickness and
 in health. 'Till death do us part.

Sam slides a WEDDING RING onto Clay's finger. They stare at each other. Eyes locked. Trying not to laugh.

MINISTER
 By the authority vested in me by the laws
 of the State of New York, I now pronoun--

CLAY
 Holy shit.

The Minister frowns. Clay suddenly looks panicked. Sam slides over to him awkwardly, embarrassed.

SAM
 What is it? Clay? D'you need more pill--

CLAY
 No, I...

As he pulls out his PAGER. It is VIBRATING. Clay's eyes now open wide in disbelief. Showing it to Sam. Then to Jack.

CLAY (CONT'D)
 Jack?

Another VIBRATING SOUND. This time from Jack as he pulls out his cell phone. He sees the number calling in and smiles.

CLAY (CONT'D)
 Jack?

JACK
 (answering)
 Hello...No, I'm actually with him right
 now...Absolutely...We'll be in soon.

As Jack hangs up, beaming from ear to ear. He nods at Clay.

SAM
 Are you kidding? Now?

(CONTINUED)

CONTINUED: (2)

CLAY
...This is really happening.

As Clay and Sam return to staring at each other. Their smiles of excitement now amplified ten-fold.

MINISTER
(off their smiles)
...Oh, just kiss her.

INT. RECEPTION - HOSPITAL - NIGHT

Jack is waiting at the entrance as Clay and Sam enter. The reception is packed, full of injured Halloween revellers. Some even in costume: Vampires, Mummies etc. As they walk:

JACK
What took you so long?

CLAY
(embarrassed)
Sorry, we...the car was--

SAM
We were kissing.
(smiling, offering her hand)
...I'm Sam, by the way. We haven't been properly introduced. I'm the wife.

JACK
I know who you are, Sam. I'm Jack, I'm the surgeon. Nice to meet you properly.

As Clay smiles, and they arrive at Dr. Pitt and NURSE PENNY CLARK (28, pretty, focused). Both are smiling.

NURSE CLARK
DC. Gunshot to the head, type B, perfect cross match, heart'll be here in 2 hours.

DR. PITT
(off their smiles, to Clay)
...Did you see your Mother on the way in?

CLAY
Wait, what? She's here?

DR. PITT
Yes, she's outside with her friend.
(off Clay's glare)
...What? She's on the call sheet--

EXT. ENTRANCE - HOSPITAL - NIGHT

Dr. Meyers is smoking a CIGAR outside, Lilith standing next to him. As Jack and Clay approach them, Sam hanging back in the background nervously. Lilith sees her son and frowns.

LILITH

You took your time. Let's hurry this up.
(to Jack)

Dr. Meyers is performing this transplant across town. Go clear it with administr--

CLAY

--Actually, I'm staying right here.

Jack stands in front of Clay protectively.

JACK

...Hello, Jonathan.

CLAY (O.S.)

You two know each other?

DR. MEYERS

Of course, Dr. Jack Hewson. Head of cardio Columbia Medical Center. Two mortgages, two ulcers, two ex-wives--

JACK

You sound like my ex-wives.

DR. MEYERS

Still fishing in the East River, Jack?

JACK

Well, some of us don't have time to hit the north shore every weekend.

Lilith steps forward.

LILITH

Clay, this man has three malpractice suits against him. *Three*. I checked--

CLAY

Actually, I think it's four, right Jack?

LILITH

...You think this is funny?

(CONTINUED)

CONTINUED:

CLAY

Do you have any idea how many bullshit malpractice suits there are against hard working doctors? It's a disgrace.

Jack smiles. Dr. Meyers squares off against Clay.

DR. MEYERS

Clay, this time next year, I will be surgeon general. I write *textbooks* on this procedure.

CLAY

Well, I hope Jack's read them.

DR. MEYERS

...It's your life, Clay.

CLAY

Oh, I know it is, "Jonathan." Goodbye.

As Dr. Meyers nods, steps on his cigar, and then walks away, leaving Lilith behind. She glares at Clay. Furious.

LILITH

...Do you want to die. Is that it?

CLAY

Oh, c'mon, Mother, Jack is an excellent--

LILITH

Are you *trying* to leave me alone?

Clay pulls away. Nervous.

CLAY

...Don't say that.

LILITH

You already took him away from me.

CLAY

You promised you wouldn't say that--

LILITH

You killed him and now you're killing me.

Clay's shoulders drop. Like a little boy.

CLAY

...That isn't fair, Mother.

(CONTINUED)

CONTINUED: (2)

LILITH
No, it isn't, is it?

As Lilith walks away, leaving Sam looking at Clay.

SLOW DISSOLVE TO:

INT. PLAYROOM - BERESFORD TOWN HOUSE - DAY - FLASHBACK

SLAM. A room full of balloons. We're surrounded by LAUGHING 7 year-olds, birthday cake and YOUNG LILITH (early 30s).

CLAY (V.O.)
I remember it being colder than it probably was. That and all the balloons. Like the inside of a gum ball machine.

Clay Sr. walks in smiling with a huge BOX in his arms.

CLAY (V.O.) (CONT'D)
I remember the box as well. I think it was supposed to be a surprise, but I'd spent an entire year begging for that dog ...a pup. All white. Had to be white.

Clay Sr. gives us a big hug and runs off with the box. Jump-cut to us watching CARTOONS with the other kids. Waiting.

CLAY (V.O.) (CONT'D)
I waited and waited. My Mom went off to find him. And I remember this so well. Watching cartoons. Knowing something was wrong. Like I expected to hear it.

A SCREAM interrupts. We run through the mass of balloons...

INT. UPSTAIRS HALLWAY - DAY - FLASHBACK

We run along the hallway, arriving at the top of the stairs to find Young Lilith SCREAMING, looking down the stairs at...

A man in a WHITE DOG COSTUME, surrounded by a POOL OF BLOOD. His crumpled figure barely visible through all the balloons.

CLAY (V.O.)
...He didn't get me a dog. Guess he couldn't find the kind I wanted.

EXT. ENTRANCE - HOSPITAL - DAWN

Clay is sitting on a bench, looking at the SUNRISE over the city in front of him. Sam holds his hand. They are alone.

(CONTINUED)

CONTINUED:

CLAY

But he did go to a costume shop and dress up like one so I wouldn't be sad on my birthday. Isn't that sweet? Had all white fur, whiskers, everything. He cracked his head open in four places when he fell. They had to peel the costume off of him. Guess they lost the deposit.

SAM

Jesus.

CLAY

It was my fault, Sam. He was doing it all for me--

SAM

What are you talking about?

CLAY

If I hadn't wanted that--

SAM

It wasn't your fault, Clay, you do know that, right? You do see that? She has no right to say those things.

CLAY

...No, but I--

SAM

...Alright, you know what? Fuck it, we're leaving. As soon as you're out of there, we're gone. No more dusty old houses, no more ghosts and guilt trips. We find some nice little cottage upstate, we do it right, you know? Live off the fat. Grow vegetables.

She smiles, as he takes her hand appreciatively.

SAM (CONT'D)

...It's you and me now. I'm not letting them do this to you any more. Okay?
(off his nod)
...Okay. Now...let's get you fixed up.

INT. CORRIDOR - HOSPITAL - MORNING - LATER

Sam and Jack push Clay's gurney along the main hallway. They stop by the waiting room. Jack gives them a second.

(CONTINUED)

CONTINUED:

SAM
Quite a night we're having, huh?

CLAY
I'm scared shitless, Sam.

SAM
I know. Me too.

She takes his hand, smiling. As he looks at her, enamoured.

CLAY
...Man, are you ugly.

SAM
I'll be waiting for you right here, Clay.

CLAY
You think my new heart'll love you as
much as the old one?

SAM
As soon as you get out. Right here.

She nods at Jack and he pushes Clay away. She waves goodbye.

CLAY
I'll see you soon. Wife.

SAM
God, say that again.

As Jack pushes Clay around the corner.

CLAY
...Wife.

INT. RESTRICTED CORRIDOR - HOSPITAL - MORNING

Jack pushes Clay forcefully along the corridor.

CLAY
Shit, I didn't tell the office. I gotta
push my day, I gotta get Levetech--

JACK
There'll be plenty of time for that when
we're done. How you feeling? You lose?

CLAY
Feel surprisingly calm actua...HOLY FUCK!

(CONTINUED)

CONTINUED:

THE GRIM REAPER is running down the corridor towards them. He comes to a stop and takes off his hood to reveal LARRY LERNER (30, slightly too loud). Larry is out of breath.

LARRY

Dr. Hewson? I'm Dr. Lerner. Your colleague, Fitzpatrick, got laryngitis, they called me in from St. Matthews.

CLAY

(re: Larry's hyperventilating)
Are you okay, do you need to sit down?

LARRY

Oh, I'm fine, was just over at a little festive wine ~~and~~ ^(MORE) tasting thing in Gramercy. Lucky for you I was spitting the whole time. Pleasure to meet you. I pass gas.
(off Clay's look)
No, that's just what they call it around here. I'm your anesthesiologist. Don't worry, Board Certified and everything.
(to Jack)
...Mind if I borrow some scrubs?

INT. OPERATING ROOM - HOSPITAL - MORNING

Clay lies on the operating table. Jack, Dr. Pitt, and Nurse Clark stand waiting, all in SURGICAL MASKS. Larry walks in from the adjoining prep room.

LARRY

Hey guys, Dr. Lerner. You can call me Larry. I'd shake hands but, you know...
(re: their scrubbed hands)
Wow, you run a small team, I like that. Who needs all those extra nurses, huh?

Nurse Clark looks at Dr. Pitt, alarmed.

DR. PITT

What's going on?

JACK

Dr. Fitzpatrick has Laryngitis, he won't--

DR. PITT

I thought Fitzpatrick would be here.

JACK

We have Larry, now. The players may have changed but the game's the same, Doctor.

(CONTINUED)

CONTINUED: JACK (CONT'D)

(to Larry, apologetic)
Our little team's been together a long
time. We're sort of like family.

LARRY
Of course. How's the patient?

Clay's head is partitioned off so he cannot see what is going
on. He stares up, isolated. Listening to them talk.

CLAY
Sort of missing the rest of my body.
Everything okay over there?

Nurse Clark leans over Clay, prepping the table.

NURSE CLARK
Just fine, Clay.

CLAY
...Hey, Penny. How's the little fella?

NURSE CLARK
He's good. Turns one next Wednesday.

CLAY
Wish him happy birthday from me, will ya?

NURSE CLARK
You can do it yourself. You're invited
to the party. See you in a few hours.

Nurse Clark nods at Jack who steps in, taking over.

JACK
Okay, bud, this is it. Next time you see
me it'll all be over. I'll have a
smoothie waiting. Strawberry, right?
(off Clay's nod, to Larry)
Alright. He's all yours.

Larry takes over, putting an IV into Clay's arm.

LARRY
They already asked you if you ate or
drank anything in the last four hou--
(Clay nods his head)
You ever had a general anesthetic before?
(Clay nods his head)
Good. I read your pre-op assessment and
I've come up with a nice little cocktail.
It's a groovy little crowd pleaser I like
to call "the dragon." Hang on tight.

(CONTINUED)

CONTINUED: (2)

As he puts a GAS MASK on the rather terrified Clay.

LARRY (CONT'D)
 This'll put you under.
 (re: IV)
 This'll keep you there. Go ahead and
 count down from ten for me, okay?

As Larry injects a SOLUTION into Clay's IV and Clay imagines a UNIVERSAL LEADER ROLL counting down on a nearby EKG SCREEN.

CLAY
 Ten, nine, eight, sev...Oh, my, God.

LARRY
 Yeah, that's him alright. Say hi from
 me, will ya? Happy trails, my friend.

CLAY
 (deliriously happy)
 ...Thank you so m...

As Clay goes under, the Universal Leader reaches one, and on the EKG screen we see a familiar face appear...

The AUSTERE OLD ANALYST. Now reporting on an item labelled behind him as "HEART TRANSPLANT." From now on this analyst is to be known as the NARRATOR. As he reports, news style:

NARRATOR
 (on EKG monitor)
 Hello. The anesthetic just administered
 was a combination of Fentanyl, Midazolam,
 and Vecuronium. The standard regulatory
 general anesthetic used in the US today.

Reveal the Narrator to now be in the room with us, pointing at Clay as he continues his report. He has joined our world.

NARRATOR (CONT'D)
 It entered into Clay's bloodstream at
 approximately 7:06 AM Eastern Standard
 Time, right here, in operating room 3 of
 Columbia Medical Center. It acted
 quickly, reaching the heart within 2 to 3
 seconds and the brain approximately 4
 seconds thereafter. The influx of this
 anesthetic causing Clay's cerebral cortex
 to immediately savor what is clinically
 referred to as "the ecstatic state."

He points to Clay's head.

EXT. PLAYGROUND - DAY - CLAY'S POV - SILENT - SLOW MOTION

A playground full of FIVE YEAR-OLDS, running around and laughing. We are on a swing, swinging higher and higher.

NARRATOR (V.O.)

He plunged first into a playground. The idyllic setting where, as a 5 year-old, Clay had been crowned swing champ six days running, convincing many that if he had even the remotest interest, he could surely swing all the way around at whim.

INT. SCHOOL HALLWAY - DAY - CLAY'S POV - SILENT - SLOW MOTION

A pretty little girl, LUCY (5), runs away from us, giggling.

NARRATOR

This startling claim was so impressive to a girl named Lucy Goosey that she would run away from Clay whenever he came near.

We sprint away from Lucy as she chases us.

NARRATOR (V.O.) (CONT'D)

...Or run after him whenever he wouldn't.

As we run, we look down to see grass and a SOCCER BALL...

EXT. SOCCER FIELD - DAY - CLAY'S POV - SILENT - SLOW MOTION

We zip through a team of SIX YEAR-OLDS, all looking at us like we're crazy as they desperately try to get the ball.

NARRATOR (V.O.)

Clayton next recalled the soccer game when, confused as to the direction of play, he had scored an own-goal of such breathtaking beauty that his own goalkeeper shook his hand.

INT. OPERATING ROOM - HOSPITAL - MORNING

The Narrator continues as he leans over the inanimate Clay.

NARRATOR

He wallowed in candy, and choo choos, and all the baseball cards in the world. He revived the bliss of ignorance, and the health of youth, and he had never tasted such happiness, or known such clarity.

(CONTINUED)

CONTINUED:

As Jack, Larry and the team prepare and Dr. Pitt starts HUMMING a CLASSICAL MELODY...

INT. DISCO - NIGHT - CLAY'S POV - SILENT - SLOW MOTION

All we see is COLOR and light. A magical, surreal 70's soup.

NARRATOR

Because, Clayton, in the strictest sense of the word, was *wasted*. High as a kite, he had enough sodium pentothal tearing through his veins to placate a rhino.

CLAY (V.O.)

I am orange. No wait, I'm yellow, I'm, no, hold on...I'm amber. I'm like a burnt orange amber. Like marmalade.

As we look down from the lights to see Young Lilith (early 20's) and Clay Sr. (early 30's) meeting for the first time. All tiger print dresses and pina coladas. Love in the air.

CLAY (V.O.) (CONT'D)

Oh, hey. Hey guys. God, look at you. You look amazing.

LARRY (V.O.)

Heart rate's 78, he's looking good, Dr. Hewson, pressure's 120 over 80.

CLAY (V.O.)

Oh, that's Larry. Hey, Larry, you crazy ol' bastard. Thank you so much.

As Clay Sr. leads Young Lilith out to the dance floor where Larry, Jack, Sam, Robin Hood and everyone else we've met so far are all dancing in unison. Celebrate good times.

CLAY (V.O.) (CONT'D)

Thank you all. Thank you all for coming.

INT. OPERATING ROOM - HOSPITAL - MORNING

Dr. Pitt continues humming as Larry intubates his patient (puts a TUBE down Clay's throat to help him breathe). He looks at Clay's body.

LARRY

Jesus, when was the last time this guy saw the sun?

INT. DISCO - NIGHT - CLAY'S POV - SILENT - SLOW MOTION

The dancing continues. The color and light surrounding us from every side. As we surround our happy friends.

CLAY (V.O.)
Hey, be nice, I've been really busy.

JACK (V.O.)
Okay, knock it off. And lose the humming, okay? Let's get started here.

CLAY (V.O.)
Thanks, bud. Wow, you're really sticking that thing way down my throat, huh?

JACK (V.O.)
Betadine prep, please.

INT. OPERATING ROOM - HOSPITAL - MORNING

Nurse Clark delicately preps Clay's skin. Painting betadine liquid over his chest. As Larry applies a clear gel to Clay's eyes and puts TAPE over them, keeping them shut.

INT. DISCO - NIGHT - CLAY'S POV - SILENT - SLOW MOTION

As our friends start to surround us. Drinking, dancing, having a grand old time. Their smiles almost too big.

CLAY (V.O.)
Help, I can't see!
(chuckling)
Oooh, that tickles, what is that?

JACK (V.O.)
Sterile drapes.

CLAY (V.O.)
"Sterile drapes." Listen to you, so professional sounding.
(as we LAUGH)
Bet you don't know I can hear you, huh?
(amused)
...I can hear everything you're sayi--

INT. OPERATING ROOM - HOSPITAL - MORNING

Clay lays still, eyes closed, as Jack reaches his hand out.

JACK
Scalpel.

INT. DISCO - NIGHT - CLAY'S POV - SILENT - SLOW MOTION

The colors start to become brighter. Everything almost distorted. As we come to a standstill.

CLAY (V.O.)
Wait, should I be able to hear you?
Hello! Anyone there? I can still hear.

JACK (V.O.)
Skin incision. Here we go.

CLAY (V.O.)
Wait, wait, wait, hold on, guys, I can
still hear y--
(seriously confused)
Woah, what's that? Is that...Jack, I can
feel your fingers, those are your
fingers...Wait, you're not...

The slow motion silence ends. That peace of mind is gone...

INT. DISCO - NIGHT - CLAY'S POV

We look at all our friends, moving around at normal speed, oblivious to our fear. Their LAUGHTER increasing.

CLAY (V.O.)
...Oh shit, no, wait, I'm not ready.

INT. OPERATING ROOM - HOSPITAL - MORNING

The scalpel, millimeters away now, as Jack's steady hand presses against Clay's chest. He puts the blade to the skin which doesn't break at first, until he pushes down slowly...

INT. DISCO - NIGHT - CLAY'S POV

We look at Jack's oblivious, laughing face.

CLAY (V.O.)
(panicked)
Jack, listen to me, stop, please,
something's wrong, I'm not under--

And then we HOWL. A primal scream of pain, from the gut, as everything we see instantaneously switches to...

INT. DISCO - NIGHT - CLAY'S POV - NOISE - BLURRED HIGH SPEED

This is pain. The disco out of focus, zipping around with a terrible noise. As our desperate SCREAMS try to penetrate.

(CONTINUED)

CONTINUED:

CLAY (V.O.)
FUCK, THIS ISN'T HAPPENI--

INT. OPERATING ROOM - HOSPITAL - MORNING

Jack WHISTLES peacefully as he continues to slice Clay in two, just another routine operation, as the Narrator appears.

NARRATOR
Unfortunately for Clay, it was happening, and it was happening to him. For several hours before, Dr. Larry Lerner had lamentably been indulging in his favorite weekend work out: the wine tasting.

INT. WINE TASTING - ~~GRAND~~GRACERY - NIGHT - FLASHBACK

The Narrator watches as Larry gulps down all the free wine.

NARRATOR
Not technically being on call, Larry's disregard for the commonly held adage "spit don't swallow" should not have been a problem for anyone but his AA sponsor.

Suddenly Larry's BEEPER goes off.

INT. CASINO - NIGHT - FLASHBACK

Larry cries at the POKER TABLE, the Narrator another PLAYER.

NARRATOR
Unfortunately for Clay, when Larry's pager went off, his drunken thoughts immediately turned to his bank account.

EXT. ALLEY - NIGHT - FLASHBACK

A COLLECTION THUG threatens Larry with a knife, the Narrator is dressed as another thug, holding Larry still.

NARRATOR
And his rather significant gambling debt.

INT. OPERATING ROOM - HOSPITAL - NIGHT

Larry's eyes waver as he drains the anesthetic into a SYRINGE. The Narrator watches him drain a hair too little.

NARRATOR
The misjudged difference of a milliliter.
Four or so drops.

(CONTINUED)

CONTINUED: NARRATOR (CONT'D)
 But enough to deliver Clayton into what
 has been referred to in lawsuits as
 "Anesthetic Awareness."

The Narrator points to a STATISTICAL BAR GRAPH.

 NARRATOR (CONT'D)
 Every year, over 30,000 people report
 hearing voices during general anesthesia
 in the United States alone. 10% of that
 30,000 recall sensitivity: their brain
 still receiving limited electrical
 impulses from their nerves. And 2% of
 them, the unlucky 2%, report they can
 feel it all: every cut, slice, and
 incision there's to endure as they lay
 helpless, unable to scream for help.
 (to us)
 It could happen to you.
 (re: Clay's brain)
 But in this case it was happening to him.

EXT. DISCO - NIGHT - CLAY'S POV - NOISE - BLURRED HIGH SPEED

Back to the incomprehensible madness in Clay's mind.

 CLAY (V.O.)
 ...FUCK, OKAY, JUST THINK, THERE HAS TO
 BE A WAY OUT OF THIS, JUST CALM DOWN.

The noise lowers to normal as we lower our voice accordingly.

 CLAY (V.O.) (CONT'D)
 There, there, nice and easy, just focus.

The blurring is removed as we literally focus. Everyone
 dancing and having fun, all at high speed. We approach Jack.

 CLAY (V.O.) (CONT'D)
 (as the pain overwhelms)
 Okay, Jack? Can you hear me? It's Clay
 buddy, OW, please, just...GOD, PLEASE.

The world starts to become blurred again.

 CLAY (V.O.) (CONT'D)
 No, no, no, okay, okay. Just relax.
 (as it slips into focus)
 There you go, there you go, take it easy.
 It doesn't hurt, Clay, it doesn't hurt at
 all. Just think.

We gradually lower the speed of the chaos around us until...

EXT. DISCO - NIGHT - *CLAY'S POV*

The disco is normal once more. In focus. As we try to swallow the pain. And the People start to leave.

NARRATOR (V.O.)

...It took Clayton all of thirty seconds to surmise the depth of his woe. He was ensnared now. Imprisoned. No measure of intellect or wit could aid his cause. He was alone with his pain, and there he would be forced to stay.

The room is now empty. As we look over to see...

INT. BIRTHING ROOM - HOSPITAL - DAY - *CLAY'S POV*

SAM is giving Birth, screaming, as we grab her hand.

NARRATOR (V.O.)

He tried to seek refuge in the famed agony of childbirth.

A DRIP, DRIP sound causes us to look across the room to...

INT. BATHROOM - DAY - *CLAY'S POV*

We see ourselves in a MIRROR as OLD MAN CLAY. We look down at the toilet beneath us and desperately try to pee.

NARRATOR (V.O.)

Or the prolonged ache of kidney stones.

MACHINE GUN FIRE causes us to look over at a TV, to...

INT. BERESFORD FAMILY ROOM - DAY - *CLAY'S POV*

We're on a couch watching "PLATOON" on TV. We see ourselves as SOLDIER CLAY, bleeding as TOM BERENGER leans over us.

NARRATOR (V.O.)

He recalled a Vietnam film he had seen. The Private, dying in the jungle, the Sergeant yelling in his Texan drawl "take the pain, take the pain."

We open up a NEWSPAPER to reveal stories about STARVING AFRICAN CHILDREN surrounded by war-torn debris.

NARRATOR (V.O.) (CONT'D)

He envisaged all the suffering that people endure in the world every day.

(CONTINUED)

CONTINUED:

As the newspaper becomes about Clay, Lilith and Clay Sr., the ARTICLES and FAMILY PHOTOS referencing happier times.

NARRATOR (V.O.) (CONT'D)

And he thought about time. This would end, this was not forever. All he had to do now was be patient. All he had to do was sift through his memories, find a little happy place within which to hide. And stay there until this was all over...

As the newspaper shows an article all about Clay suffering on the operating table. The headline reads: "**CLAY IN PAIN.**"

CLAY (V.O.)

Okay. This is nothing, it's a bar story, an A & E special, that's all. Just think about happy things: puppies, Disneyland, *bright colors...*

RED LIGHTS flash through the WINDOW, we look outside to see:

EXT. BERESFORD TOWN HOUSE - NIGHT - CLAY'S POV

An AMBULANCE. Surrounded by MEDICS, POLICE AND PEDESTRIANS.

CLAY (V.O.)

Fuck, Clay, *happy*. Pillows, parties...

EXT. BERESFORD TOWN HOUSE - NIGHT - CLAY'S POV

We're now standing next to the ambulance. The same scene, except everything is now covered in BALLOONS. As Clayton Sr.'s body passes on a gurney.

CLAY (V.O.)

Jesus no, um, chocolate, candy, anything--

We see Lilith (much younger) wearing a FUNERAL DRESS, crying. She hands us a HEART SHAPED CANDY and we cut to...

EXT. FUNERAL - DAY - CLAY'S POV

We look down from Lilith to see that we're now in a funeral, surrounded by MOURNERS. A Mourner lifting his pant leg to scratch his ankle, revealing a WHITE FUR dog leg beneath.

CLAY

(desperate, gulping)

Goddamit, Clay, be a fucking man.

Remember something else, now. Now. NOW.

(CONTINUED)

CONTINUED:

As we look over to see a CLOSET. We reach out and...

INT. LILITH'S BEDROOM - DAY - CLAY'S POV

We open the CLOSET, reach up, and run our little hand along our Father's suits. We put on a pair of his SHOES.

CLAY
(swallowing it down)
There, see, you're not afraid. He's your
armor, you're safe now, make him proud...

As we look back up to see...

INT. "BERESFORD CAPITAL" - OFFICE - DAY - CLAY'S POV

A TUTOR points at a BAR GRAPH, as we watch on. Too small to be sitting in our chair, clearly still a child.

TUTOR
...manifest by the 3rd quarter of the
fiscal year, is the net gain a, b or c?

CLAY (V.O.)
Forget them, they can't help you now.

As we look over to see...

INT. "BERESFORD CAPITAL" - CONFERENCE ROOM - DAY - CLAY'S POV

The Board are all on their feet, TOASTING US with champagne.

BALDING BOARD MEMBER
...newest hot shot on the street: his
Father's son and our little secret weapo--

CLAY (V.O.)
No, none of that matters anymore, you're
more than your mind, follow your heart...

As we look up at the ceiling to see...

INT. E.R. ENTRANCE - HOSPITAL - NIGHT

We are on a gurney, speeding along. NURSES surround. Chaos. As Jack, (a year younger), leans over us, reading a chart.

JACK
Okay, we got a massive heart attack,
suspected myocardial infarct, let's open
him up. Prep OR 2. What's his name?

(CONTINUED)

CONTINUED:

VOICE (O.S.)

Clayton.

JACK

CLAYTON, CAN YOU HEAR ME? We got you, pal, you're gonna' be fine, you understand? Just listen to my voice.

CLAY (V.O.)

There you go. There's Jack, just stay with old Jack.

We crash through a door, only to find ourselves entering...

INT. JACK'S OFFICE - DAY - CLAY'S POV
(MORE)

Jack is doing YOGA, on his head, reading a PLAYBOY.

JACK

Hey there he is. Care to join? Relieves tension. Trust me you'll love it.

Jump-cut to us upside down with Jack.

JACK (CONT'D)

...Well, call me old fashioned by I like to have a follow up after I've stuck my hands in someone. Especially when I've lost my watch, you know?

(smiling)

Haven't been ticking recently have you?

CLAY (V.O.)

(exhaling)

Okay. You're okay.

As Jack stands up and we follow suit. He steadies himself.

JACK

So, you're gonna' need a transplant, huh? How you feeling now? Okay? We had us quite a little adventure didn't we?

(jump cut)

My pleasure, pal. All part of the job.

He motions to a wall covered in CERTIFICATES, DIPLOMAS, and a "family" PHOTOGRAPH of JACK and his SURGICAL TEAM. Next to them is a BIG FISH mounted on the wall.

JACK (CONT'D)

Colorado. Took me three hours to reel her in. What a dance. You like fishing?

(CONTINUED)

CONTINUED: JACK (CONT'D)

(jump-cut)
 You gotta' try it. Better than drugs. I never get to go anymore. Hard to find time, but...maybe I'll teach you one day.
 (handing us a COFFEE)
 ...So, tell me about being a billionaire. You just eat shrimp all day, or what?

INT. ENTRANCE - BERESFORD TOWN HOUSE - DAY - CLAY'S POV

We walk down the stairs to see Lilith (a year younger) entering the house with Sam (also a year younger) in tow.

CLAY (V.O.)
 (calm now)
 That's right, Clay. Remember.

LILITH
 ...dry cleaning; as my assistant I expect you to keep your cell charged, your hair up and your head down, is that clear?

CLAY (V.O.)
 Look at me. Look at me.

Sam glances up the stairs, smiling shyly at us.

LILITH
 (seeing her looking)
 ...And he's a very busy man. Now - mail.

INT. CLAY'S BEDROOM - DAY - CLAY'S POV

We sit at a DESK, smoking, surrounded by PILL BOTTLES and a LAPTOP as Sam suddenly BURSTS in, holding a PACKAGE.

SAM
 Can I trust you?...Can you keep a secret?
 (jump-cut, smiling)
 ...Then hold this, I'll be back.

INT. CLAY'S BEDROOM - NIGHT - CLAY'S POV

We are staring at the package. Lying in bed. Still smoking. As Sam opens the door and sneaks in, taking the package back.

SAM
 ...Hey, sorry about that, coast is clear.
 (jump-cut, matter-of-fact)
 What? Oh, it's drugs. Two keys of meth.
 (jump-cut, smiling)
 I'm kidding! It's just chocolates, see?

(CONTINUED)

CONTINUED:

CLAY (V.O.)
I miss you, baby.

Sam opens the package to show us an array of CHOCOLATES.

SAM
They're the foreign kind. Thought they might cheer her up. After all that's happened with you needing a heart and...

CLAY (V.O.)
My chest is being pulled apart, Sam.

SAM
Really, you think she will? Good. She's been so good to me I just wanted to...

CLAY (V.O.)
There we go, Clay, you see? Everything's gonna' be fine now, you're in good hands.

SAM
...Nice to meet you too. My name's Sam.

INT. HALLWAY - HOSPITAL - MORNING

Through a WINDOW, we see Clay, motionless in the Operating Room, skin spread open wide. We track down the long white hallway, ending up at LILITH. As she walks down the corridor nervously, breathes in, and walks into...

INT. WAITING ROOM - MORNING

Sam is sitting on one side of the waiting room, next to a waiting FAMILY. Lilith enters, sees Sam, and heads to the other side of the room, straight to the SODA MACHINE.

She tries to operate the vending machine, pressing the SPRITE button. Nothing happening when she does so. Sam steps in.

LILITH
--I don't need your help.

SAM
...Sometimes you have to hold down the buttons for a while to get it to work...

Sam holds down the button and the Sprite arrives below. Lilith takes it and sits on the opposite side of the room. Chasing a swig from a SILVER ANTIQUE HIP FLASK.

Sam sits down, glancing at Lilith, peripherally.

(CONTINUED)

CONTINUED:

SAM (CONT'D)
 ...Mrs. Beresford, I--

As Lilith puts her a finger to her lips: sssshhhhhh.

INT. OPERATING ROOM - HOSPITAL - MORNING

Jack and the surgical team continue in their operation.

JACK
 Status, please.

NURSE CLARK (O.S.)
 Hemodynamics good. Patient's stable.

As we track towards Clay's head, breathing calmly.

EXT. BERESFORD TOWN HOUSE - NIGHT - CLAY'S POV

We sneak out to find Sam in the shadows in her YELLOW COAT.

SAM
 Sure you wanna' do this? Okay, let's go.

INT. SUBWAY STATION - NIGHT - CLAY'S POV

Sam swipes her metrocard for us as she casually dumps some money into a HOMELESS MAN'S BUCKET.

SAM
 (jump-cut)
 ...To where the other half lives.

INT. BERESFORD DINING ROOM - MORNING - CLAY'S POV

We look up to see Lilith at the long dining table, reading her romance novel.

CLAY (V.O.)
 No, no, no, go back, go back.
 (nothing happens)
 Come on, come on, come on--

We suddenly see JACK, sitting at the same table. Reading his own romance novel. His is called: **"ILLICIT LOVE"** and has a cheesy illustration on the front of a WINDSWEPT CLAY AND SAM.

CLAY (V.O.) (CONT'D)
 Okay, that's right, thanks, Jack. C'mon.

INT. SUBWAY STATION - NIGHT - CLAY'S POV

Sam buys a CANDY BAR from a KIOSK as a SUBWAY CAR arrives.

CLAY (V.O.)
I'm back, I'm here, Sam, take care of me.

INT. SUBWAY CAR - NIGHT - CLAY'S POV

We sit down next to the other MIDNIGHT PEDESTRIANS. Hip-Hop Gangstas, Homeless people, Drunks. New York on display.

SAM
Let me guess, never been on the subway before? Never been to Brooklyn either?
(jump-cut)
Well you're just poppin' cherries all over the place, aren't you?

She takes our CIGARETTE PACK away from us. Taking one out of the box. Emptying the tobacco out of it.

SAM (CONT'D)
You shouldn't smoke either, especially with your condition. Not good for you.
(jump-cut)
Oh, I know more about you than you think.
(handing us something)
...And it's time you started making the best of things, Clay.

As we see that she has pulled the filter out of the cigarette half-way and fanned the edges, creating a CIGARETTE FLOWER.

EXT. ALLEY - BROOKLYN - NIGHT

Sam leads us down a dark alley. HIPSTERS staring at us as we walk by. Intimidating us.

SAM
This place was a speakeasy back in the 20's. Now it's the worst kept secret in Brooklyn. Hope you're hungry.

She nods at a BOUNCER who opens a door in the alley.

INT. ITALIAN RESTAURANT - BROOKLYN - NIGHT

A packed ITALIAN RESTAURANT. MUSIC BLARING. Sam dances through the room, making her hellos, passing by the tables.

(CONTINUED)

CONTINUED:

SAM
 (jump-cut)
 No, c'mon, only the tourists eat in *here*.

INT. KITCHEN - RESTAURANT - NIGHT

Sam leads us into the kitchen. All the CHEFS smile as soon as they see her. She throws the CANDY BAR to the HEAD CHEF.

HEAD CHEF
 (re: candy bar)
 Samantha, my favorite! Where you been?

Jump-cut to us sitting in the corner now, on a makeshift table, the food being delivered right from the pan.

SAM
 ...Thorton, Florida. Eighty miles North of Miami, snakefarm capital of the world.
 (jump-cut)
 ...Well, I got three brothers working under Chevys and a Mom still scanning eight items or less at the Shop and Go.
 (jump-cut, leaning in)
 ...An astronaut. Course not a lot of astronauts came out of my high school.

She pushes a MEATBALL on her plate over with her nose. Lady and the Tramp style. Laughing.

SAM (CONT'D)
 Well, look at that. You do smile.

As she puts the leftovers in a "TO-GO" CARTON.

SAM (CONT'D)
 (jump-cut)
 ...Come on, I wanna' show you something.

As we look over to see...

INT. BERESFORD LIMO - DAY - CLAY'S POV

Lilith, sitting next to Dr. Meyers in the Limo.

CLAY (V.O.)
 Jesus, fuck off. You lost. I'm trying to focus on something *beautiful* here.

As we see Jack, in full FISHING GEAR, pointing off towards...

EXT. FIRE ESCAPE - BROOKLYN - NIGHT

Sam is climbing up an old RICKETY FIRE ESCAPE as we follow.

CLAY (V.O.)
Thank you, buddy.

SAM
They haven't used this building in forty years. Careful, she's a little shakey.
(jump-cut)
...Just don't look down, okay?

Sam jumps across a GAP in the fire escape. Looking back at us, smiling. As we look down at the drop. Hesitating.

SAM (CONT'D)
Tell me you weren't this much of a pussy when your heart actually worked? *Jump.*
Or should I just leave you here to die?

As we look at her smiling at us. Willing us to jump.

SAM (CONT'D)
...Fortune favors the brave, buddy.

JACK (V.O.)
Okay, sternal saw, let's get in there.

INT. WAITING ROOM - HOSPITAL - MORNING

Sam enters the waiting room eating a vending machine SANDWICH. She drops another sandwich off in front of Lilith.

NURSE CLARK (O.S.)
...Sternal saw. Patient's prepped.

As Lilith ignores the sandwich, still not saying a word.

INT. OPERATING ROOM - HOSPITAL - MORNING

Jack is handed a sharp, terrifying looking STERNAL SAW. He rests it on Clay's sternum, about to saw through his chest.

JACK
Here we go...On the count of three.

EXT. ROOF - BROOKLYN - NIGHT

We are following Sam up a ladder, having clearly jumped. As we reach the top to reveal the entire island of MANHATTAN across the river. A stunning view.

(CONTINUED)

CONTINUED:

SAM
There, that was worth it wasn't it?

JACK (V.O.)
One...

SAM
(jump-cut, pointing)
See where you live? That's you, there.

JACK (V.O.)
Two...

SAM
Not that far away from each other after
all. Are we Clay?

JACK (V.O.)
Three.

As Sam steps towards us, flirtatiously.

CLAY (V.O.)
Alright, it's okay, stay with Sam.
It's just pain, Clay, just - *fuck, FUCK.*

The sound of SAWING as we literally cut to...

INT. OPERATING ROOM - HOSPITAL - MORNING

Jack saws through Clay's sternum. Quickly and efficiently.

JACK
Okay. Retractor. Spread him nice and
wide, please.

Dr. Pitt puts a "CHEST SPREADER" into Clay's sternum and
Nurse Clark cranks his chest wide open. Jack peers inside.

DR. PITT
By the way, I've got box seats for the
philharmonic tonight, any interest? Pen?

NURSE CLARK
Not unless that box comes with a baby
sitter. This wide enough for you, Jack?

As Jack nods and Nurse Clark stops spreading Clay's chest.

INT. ? - ? - CLAY'S POV - NOISE - BLURRED HIGH SPEED

The incomprehensible chaos of pain returns as we SCREAM.

(CONTINUED)

CONTINUED:

CLAY (V.O.)
 FUCK YOU, FOCUS. SAM, PLEASE. HELP ME.

INT. WAITING ROOM - HOSPITAL - MORNING

Sam watches Lilith pour herself another drink as a TEENAGE ORDERLY arrives at the door. Lilith and Sam both stand. The Orderly motions to the Family who jump up happily.

TEENAGE ORDERLY
 They're ready for you.

Sam and Lilith sit back down as the Orderly slides up next to Sam. As if putting on the moves, teenage style.

TEENAGE ORDERLY (CONT'D)
 Hey there. Don't I know you from somewhere?
 (off Sam's look)
 ...Haven't I seen you around?

Sam holds up her hand, revealing her engagement ring and wedding ring. Showing she is very much taken.

The Orderly shuffles awkwardly away. Sam smiles. As Lilith sees that there are now TWO RINGS on Sam's hand.

LILITH
 Why do you have two rings on your finger?

SAM
 ...What was that?

LILITH
 Why do you have two rings, Samantha?

Sam looks at her. Not saying a word. The answer to Lilith's question written all over Sam's guilty face.

LILITH (CONT'D)
 ...Oh, Jesus, when?

Sam says nothing. Pleading her innocence with her eyes.

LILITH (CONT'D)
 ...When?

SAM
 Just before he got the call.

As Lilith walks away, arms folded. Sam gets up to follow.

(CONTINUED)

CONTINUED:

LILITH
...Don't you dare get out of that chair.

INT. OPERATING ROOM - HOSPITAL - MORNING

Jack looks inside Clay at his heart as Larry watches on.

JACK
Look at that discoloration, what have you
been doing to your heart, Clay?

LARRY
How do the vessels seem?

DR. PITT
Fine. We're almost there. Heparinize.
(to Jack)
How about you, Jack? Any interest in the
philharmonic tonight? Might be fun.

JACK
I dunno, Knicks are on tonight. Maybe.

We track towards Clay's motionless head, as we go inside...

INT. ? - ? - *CLAY'S POV - NOISE - BLURRED HIGH SPEED*

The incomprehensible chaos finally calms all around us, just
like before, as...

CLAY (V.O.)
Okay, bring it down, the worst's over.

As the world calms around us we see that we are in...

INT. "BERESFORD CAPITAL" - MAIN OFFICE - NIGHT - *CLAY'S POV*

Lilith is walking towards us as Robin Hood walks away.

LILITH
Let's go home! I feel like some poker!

CLAY (V.O.)
No, I'm staying with her. Come on Jack,
help me out here, get me to her. Jack?

Finally we see Jack, drinking a STRAWBERRY SMOOTHIE, pointing
at a COMPUTER MONITOR, where an MPEG plays of the following:

EXT. SAM'S APARTMENT BUILDING - BROOKLYN - NIGHT - CLAY'S POV

We are following Sam to her APARTMENT BUILDING. Next to Sam's door is an OLD LADY and her DOG. Sam strokes the dog.

SAM
...Hey, Jackson. Hey boy.

As she opens up the MEATBALL LEFTOVERS for the hungry dog.

SAM (CONT'D)
(jump-cut, to us)
...You look so different to me. What happened to that frown, it's gone.
(jump-cut)
Would you like to come up for a coffee?

CLAY (V.O.)
Okay, now we're talking.

INT. KITCHEN - SAM'S APARTMENT - NIGHT - CLAY'S POV

Sam hands us a coffee, seductively. Brushing up against us.

SAM
Christ, it isn't you at all, is it, Clay?
The house, the money. You're not what they say at all, are you?

CLAY (V.O.)
I love you more than I have ever fucking loved anything in my life--

SAM
You're a man. You're just a man.

As she takes our hands and leads us away...

INT. HALLWAY - SAM'S APARTMENT - NIGHT - CLAY'S POV

Sam walks backwards down the hallway, leading us to her bedroom. Dropping her YELLOW COAT and shoes on the floor.

SAM
...Then tell me to stop.

She stops in her bedroom doorway, takes off her shirt and looks at us. In her bra. Not self conscious in any way.

SAM (CONT'D)
...Stay the night. Stay here with me.

INT. BEDROOM - SAM'S APARTMENT - NIGHT - CLAY'S POV

Jump-cut to Sam lying back on the bed.

SAM
Don't you want to be with me?

As she slowly pulls up her skirt. Calm and direct.

SAM (CONT'D)
...Or are you a little boy after all?

INT. WAITING ROOM - HOSPITAL - MORNING

Lilith swigs her drink. Sam pulls out some bubble gum from her PURSE, accidentally dropping the contents of a BOTTLE OF CLAY'S PILLS on the floor by Lilith. As she picks them up...

SAM
Sorry, I...
(off her confusion, re: pills)
He likes me to carry 'em. I left it up to him he'd be popping them like M & M's, you know? You can OD on these things.
(re: the huge pill bottles)
...Can't say I'll miss them. Lot of cute purses I haven't used in the last year.

As she squeezes the pill bottles back into her purse. She sees the JUNK MAIL inside. She frowns. Thinking.

SAM (CONT'D)
I tried not to like him. I honestly did. I know how important he is to you.

LILITH
...You don't know me. Or my family.

SAM
(soft, sincere)
Maybe you don't know your son.

INT. BEDROOM - SAM'S APARTMENT - MORNING - CLAY'S POV

Sam sits on the edge of the bed as we look at her naked back.

SAM (V.O.)
Maybe you haven't seen how he looks at me. How I look at him.

As she looks back at us and...

INT. HALLWAY - SAM'S APARTMENT - DAY - CLAY'S POV

We are helping Sam paint her apartment. Paint getting all over the place as Sam giggles.

SAM (V.O.)

Maybe you don't know what you've been missing. What he's been missing.

LILITH (V.O.)

What do you want from me, Samantha?

SAM (V.O.)

...I want you to tell him that he's as good as his Father.

INT. KITCHEN - SAM'S APARTMENT - NIGHT - CLAY'S POV

We turn off the lights and place two plates of BURNT HOME-COOKED SLUDGE on a candlelit table in front of Sam.

SAM

...Baby, thank you, I love...Indian.

(jump-cut)

...Paella! I prefer Paella. Perfect, I love you, thank you.

SAM (V.O.) (CONT'D)

I want you to tell him that it's okay to love me.

She leans in and kisses us...

INT. BATHROOM - SAM'S APARTMENT - NIGHT - CLAY'S POV

Sam pulls away, revealing we're sharing a BUBBLE BATH.

SAM (V.O.)

I want you to tell me that it's okay to love him back.

SAM (CONT'D)

'Cos you read fliers on lamp posts, and taste every flavor when we get ice cream. ...'Cos I like seeing what you see for the first time.

(jump-cut)

And you make me feel like a little girl.

INT. WAITING ROOM - HOSPITAL - MORNING

Sam gets up and stands next to the melancholy Lilith by a HUGE WINDOW. Manhattan in all its glory behind them.

SAM

He's already lost a parent, I don't want him losing another. He needs you. I'm not a bad person. Just give us your blessing. Tell us to enjoy the honeymoon and get an even tan. He's paid his dues--

LILITH

Jesus, okay, just stop talking. Just keep him out of the sun and stop talking.

SAM

...What?

Sam smiles as Lilith stares at her, serious.

SAM (CONT'D)

...What did you just say?

LILITH

And he has terrible allergies, did you know that? Especially in the summer, so keep him away from all--

Sam hugs her. Lilith doesn't reciprocate.

LILITH (CONT'D)

And don't think this means we'll be playing poker together now or that I won't be visiting every week, I just...

As Lilith allows herself to enjoy the hug. For a moment.

LILITH (CONT'D)

Alright. Okay, let go, I need a drink.

EXT. COTTAGE - DAY - CLAY'S POV - SILENT - SLOW MOTION

Green hills surround a perfect, little COTTAGE. Sam, all cosied up in a thick sweater, the wind in her hair.

CLAY (V.O.)

We made it, Sam. It's your cottage. Can you see it? Nothing can touch us now.

Sam tends to the garden. Growing herbs and vegetables. Living off the land.

(CONTINUED)

CONTINUED:

CLAY (V.O.) (CONT'D)
 You see us living? Working the land,
 bartering for bubble gum, or wood for the
 fire, while we grow old and get fat.

We sit by a campfire as the sun falls. Wrapped in blankets.
 Sam holds up a piece of paper. It reads "**ABOVE US ONLY SKY.**"

CLAY (V.O.) (CONT'D)
 We'll bake cookies and be naked, and I'll
 wash your hair and count your freckles.
 We'll stand out in the rain every chance
 we get. Drink the whole fucking sky.

As it starts to rain, and Sam holds out her arms, mouth open.

CLAY (V.O.) (CONT'D)
 (exhaling, awed)
 Look at us. We should be a brand name.

EXT. COTTAGE - DUSK - CLAY'S POV - SILENT - SLOW MOTION

The rain gently falls on Sam in the slow motion silence.
 Cleansing everything we see. As she smiles at us lovingly.

CLAY (V.O.)
 I'm with you now, Sam. No matter what
 happens. I am with you.

LARRY (V.O.)
 How's that heart looking?

JACK (V.O.)
 Almost ready to come out, how's he doing?

INT. OPERATING ROOM - HOSPITAL - MORNING

Jack and Dr. Pitt look Larry in the eye. Stern.

LARRY
 Sleeping like a baby.

JACK
 Take a break then, Larry, you've been
 working hard. There's a soda machine in
 the waiting room. We've got him.

LARRY
 (sheepish)
 Really? I could use a bathroom break.

(CONTINUED)

CONTINUED:

DR. PITT

Sure, go ahead. Take your time, no rush.

LARRY

Thanks guys, thanks a lot. Oh, and if you can't find anyone else to go with you tonight, to your philharmony thingy--

DR. PITT

Thanks, Larry.

As Larry grins and walks out into the prep room. Through a WINDOW in the prep room door, Dr. Pitt watches Larry exit into the corridor. Then he turns to the room and...

Everybody EXHALES, and removes their surgical masks. Like a stage full of actors after the curtain has gone down. Like they've been tense since Larry's arrival.

DR. PITT (CONT'D)

What's the matter, you okay?

JACK

I don't know if I can do this.

EXT. COTTAGE - DAY - CLAY'S POV - SILENT - SLOW MOTION

We watch Sam in the rain, smiling at us.

CLAY (V.O.)

Course you can, Jack, don't worry, you're doing great, buddy.

JACK (V.O.)

What if this fucking guy tells someone?
What if he sees what we're doing?

CLAY (V.O.)

(confused, almost laughing)
...What?

As suddenly a solitary drop of RED RAIN falls on Sam's face.

DR. PITT (V.O.)

Larry's an idiot, he's not going to realize. He thinks it's a routine op.

JACK (V.O.)

I think he knows. He seems suspicious.

CLAY (V.O.)

Wait, wait, wait...What?

INT. OPERATING ROOM - HOSPITAL - MORNING

Nurse Clark steps up as Jack and Dr. Pitt argue.

JACK

I think he's here to spy on us, I think they found out we'd been pushing Clay down the donor list and they sent him to--

DR. PITT

Are you kidding, d'you smell his breath? He's not a spy, he's a drunk, he's in a bar topping himself off right now.

NURSE CLARK

Quiet, he'll be back any sec--

DR. PITT

Then go stand guard. Now. Go on. And find out what happened to Fitzpatrick.

(to Jack)

Don't get paranoid, Jack. No one knows.

JACK

Hey, I started this, I can end it too. I'm not going to jail.

EXT. COTTAGE - DAY - CLAY'S POV - SILENT - SLOW MOTION

Another drop of red rain hits Sam. It is unmistakably BLOOD. As Sam continues to smile, unaware. Almost confused.

DR. PITT (V.O.)

None of us are going to jail, let's just get the new heart in, cut the valve, kill this guy, and go get a fucking martini.

CLAY (V.O.)

...Oh, God.

DR. PITT

By the time Larry notices Clay'll already be toes up on a slab downstairs, okay?

EXT. COTTAGE - DAY - CLAY'S POV

The sound and speed return to normal as Sam stares at us, the blood now raining down. She looks confused, like she doesn't understand why we're looking at her. It is heartbreaking.

(CONTINUED)

CONTINUED:

CLAY (V.O.)

Okay, Clay, okay, what...Hold on, it's just your imagination, you're afraid.

(amused)

Why would they want to kill you, you're being ridiculous, everything's fine.

SAM

Clay, what is it?

NARRATOR (V.O.)

But it wasn't ridiculous. And try as he did to deny it, Clayton knew. Larry, the man he'd despised for delivering him to pain, had delivered him something else...

SAM

...Baby, what's wrong?

INT. OPERATING ROOM - HOSPITAL - MORNING

Clay suddenly SITS UP, dripping wet. He is naked. He takes the TUBE from his throat and rips the tape from his eyes, taking a big, deep long breath. As the Narrator appears.

NARRATOR

He had given Clayton his ears to listen.
He had opened his eyes to the truth...

Clay gets up, removing the sterile drapes, turning to see Jack and the team still operating. TWO WHITE DOG EARS protruding out from Jack's cap, dripping in blood.

NARRATOR (CONT'D)

...Clayton was about to die.

As the surgical team parts to reveal a game of "OPERATION" now where Clay once laid. As Jack touches the metal edges as he pulls the plastic heart. BUZZ, BUZZ, BUZZ.

NARRATOR (CONT'D)

It is estimated that Clayton turned this corner at approximately 9:35AM Eastern Standard Time.

The Narrator watches Clay run into the prep room, leaving the Original Clay on the table, Jack and the room back to normal.

INT. CORRIDOR - HOSPITAL - DAY - OBJECTIVE POV

(We are now in "Objective POV." Meaning there are now two Clay's on screen.)

(CONTINUED)

CONTINUED:

One from the memory, and one watching the memory, third person. We shall continue in this style from now onwards. Objective Clay watching Memory Clay).

Jack and Memory Clay chat as they walk down the corridor in the scene from the beginning. Objective Clay, dripping wet, runs out the prep room behind them, putting on some SCRUBS.

NARRATOR (V.O.)

He started to read between the lines, and
between those lines, and between those.

Objective Clay tails them from behind, noticing Jack's fidgeting hands behind his back. A WHITE SQUARE appears around the nervous hands. Like the kind used by Clay in the security room. As we ZOOM in.

NARRATOR (CONT'D)

...Here an obvious sign.

Jump-cut to Objective Clay looking at Jack's sweating forehead. Another white square around a bead of SWEAT.

NARRATOR (V.O.) (CONT'D)

...Here.

Jump-cut to Jack's nervous EYES. Another white square.

NARRATOR (V.O.) (CONT'D)

...And here. Patience no longer his ally, Clayton forced himself to search beyond what he knew. He was looking for the details now. It was time to *think*.

Jump-cut to Jack leading Memory Clay into the O.R.

JACK

Clay, d'you know how many bullshit malpractice suits there are against hard working Doctors in America right now?

OBJECTIVE CLAY

You sunnavabitch.

INT. WAITING ROOM - HOSPITAL - DAY

Larry is by the SODA MACHINE, on a PAYPHONE. He ducks around the corner, so that he is completely hidden, and then swigs from a crappy OLD HIP FLASK and looks at a FOOTBALL SCHEDULE.

LARRY

(whisper, into payphone)
How 'bout Green Bay. What's the spread?

(CONTINUED)

CONTINUED:

Over by the window, out of view, Sam holds Lilith's hand. Lilith is morose, a side we haven't seen from her before.

SAM
He's going to be okay, you know. He's a fighter. He's stronger than you think.

LILITH
You're preaching to the converted.

SAM
Then stop looking so sad.

LILITH
I'm sad because we're holding hands.

Sam looks at her, hurt, and then Lilith smiles, for the first time in a long while. Sam LAUGHS. Seeing a DOCTOR enter.

SAM
I'll go see if I can find out what's going on, okay? Sit tight, I'll be back.

Sam approaches the Doctor.

SAM (CONT'D)
Sorry...I was just wondering if you knew how the heart transplant was going for--

LARRY (O.S.)
Mr. Beresford? He's just fine.

Sam turns to see the smiling Larry. He is shovelling GUM into his mouth. All smiles.

LARRY (CONT'D)
We're taking care of him, don't worry. Everything's going according to plan.

Sam recoils from Larry's minty breath. Suspicious.

LARRY (CONT'D)
Really, I just came from there.

Sam glances down to see Larry's HIP FLASK, slightly visible, poking out of his pocket. She looks at him in disbelief.

SAM
(in immediate denial)
Oh, c'mon. You're not a doctor at this hospital. You don't work here...do you?

(CONTINUED)

CONTINUED: (2)

LARRY

Pleasure to meet you. Dr. Larry Lerner.
I'm Mr. Beresford's anesthesiologist.

As Sam looks down at the flask one more time, terrified, and then marches off down the corridor.

INT. OPERATING ROOM - HOSPITAL - MORNING - *OBJECTIVE POV*

Objective Clay watches Jack and his team meeting Larry. All of them terrified to have this stranger in their midst.

DR. PITT

I thought Fitzpatrick would be here.

JACK

We have Larry, now. The players may have changed but the game's the same, Doctor.
(to Larry, apologetic)
Our team's been together a long time.

OBJECTIVE CLAY

God, look how *fucking* obvious...
(to oblivious Jack)
I don't get it, Jack. Why?

INT. HALLWAY - HOSPITAL - MORNING

Sam marches, worried, down the hall. She sees Nurse Clark standing outside the Prep Room, her back to her, talking on her CELL PHONE. As Sam slips into the O.R.

INT. CORRIDOR - HOSPITAL - MORNING - *OBJECTIVE POV*

Jack and Sam are pushing Memory Clay down the corridor on the gurney. Objective Clay is sitting on the end of the gurney, by Memory Clay's feet, staring into Jack's eyes.

OBJECTIVE CLAY

What did I ever do to you? What did she do to you? How could you do this to us--

DR. PITT (V.O.)

--What are you doing in here?

SAM (V.O.)

I wanted to see how it was going.

Objective Clay stops. Turning his attention to Sam.

OBJECTIVE CLAY

...Sam?

(CONTINUED)

CONTINUED:

SAM (V.O.)
What's going on? Is everything okay?

OBJECTIVE CLAY
SAM, THEY'RE TRYING TO KILL ME, HELP M--

INT. OPERATING ROOM - HOSPITAL - MORNING

Jack and Dr. Pitt stare at Sam. Nurse Clark closes the prep room door behind her, apologizing.

SAM
I just had an interesting chat with some guy named Larry.

DR. PITT
Everything's just fine.

INT. CORRIDOR - HOSPITAL - MORNING - *OBJECTIVE POV*

Objective Clay yells at the oblivious memory of Sam as she looks down at the gurney. Inches from his screaming face.

OBJECTIVE CLAY
NO, DON'T TRUST HIM, HE'S LYING TO YOU.
HE'S LYING TO YOU.

SAM (V.O.)
Are you sure everything's fine?

INT. OPERATING ROOM - HOSPITAL - MORNING

Sam looks at Jack sternly. Dr. Pitt smiles.

DR. PITT
Perfect. Everything's coming up roses.

SAM
Bullshit, what the hell's going on here?

INT. CORRIDOR - HOSPITAL - MORNING - *OBJECTIVE POV*

Sam waves goodbye to the gurney, as Objective Clay stands in front of her smiling face.

SAM (V.O.)
Tell me what's really happening? Now.

OBJECTIVE CLAY
Yes, baby, that's right. C'mon--

(CONTINUED)

CONTINUED:

SAM (V.O.)
Where the fuck is Fitzpatrick?

The image of Sam, the blushing bride, FREEZES, mid-smile.

NURSE CLARK (V.O.)
I just spoke to him, he's at home--

SAM (V.O.)
What do you mean he's at home?

As a WHITE SQUARE slowly appears around her face.

SAM (V.O.) (CONT'D)
He's backing out? He can't back out.

OBJECTIVE CLAY
Oh, my, God.

INT. OPERATING ROOM - HOSPITAL - MORNING

Sam looks at Dr. Pitt and Nurse Clark, furious.

NURSE CLARK
You want me to call him back?

SAM
No, he's an idiot, he won't tell anyone, we'll deal with him later. What about this Larry guy? Does he have a clue?

DR. PITT
None. What about her?

SAM
Are you kidding? She's ready to adopt me. Everything's fine.

Everyone smiles. Everyone except Jack.

SAM (CONT'D)
Jack, everything is fine? Right?

Jack is distant. Staring at Clay's face on the operating table. Dr. Pitt hangs his head. Sam pats him on the arm as if to say "I'll take care of it" and then slides up to Jack.

SAM (CONT'D)
Look at me. I need you to look at me.

JACK
It's my idea, I can still pull the plug.

INT. RECEPTION - HOSPITAL - NIGHT - *OBJECTIVE POV*

Objective Clay runs down the corridor, arriving at the memory of Jack "introducing" himself to Sam. He looks at their handshake linger. The WHITE SQUARE appearing over it.

OBJECTIVE CLAY
...Christ, he knows her.

SAM (V.O.)
Everything's going to plan, Jack. Okay?

Objective Clay turns to see NURSE CLARK and DR. PITT arrive, both doing what they can not to look Sam in the eye.
(MORE)

OBJECTIVE CLAY
...They all know her.

SAM (V.O.)
C'mon, we got him to marry me, right?
The hard part's over.

Objective Clay sees Memory Clay entering Jack's office...

INT. JACK'S OFFICE - HOSPITAL - DAY - *OBJECTIVE POV*

As Memory Clay enters to see Jack doing Yoga, Objective Clay walks in, perusing the contents of Jack's office...

SAM (V.O.)
We didn't waste a year of our lives for
nothing, right? Right, Jack?

The WHITE SQUARE appears over BUBBLE GUM WRAPPERS in the trash. It moves over to Sam's YELLOW COAT in the corner. Then it rests on the wall, in the middle of the certificates, on a PHOTOGRAPH of Jack's surgical team. There we see Jack, Dr. Pitt, a pregnant Nurse Clark, a man that is presumably Fitzpatrick, and then one other person. Someone familiar...

SAM. Brunette now, younger, just another member of the team.

SAM (V.O.) (CONT'D)
C'mon, no one knows I worked your team.
I changed my name, we're in the clear.

As Objective Clay looks at the MOUNTED FISH on the wall.

JACK (V.O.)
(dialogue from earlier)
...reel it in.

(CONTINUED)

CONTINUED: JACK (CONT'D)
 Don't be too aggressive, just let 'em
 come to you. Let 'em hang themselves.
 There you go...

OBJECTIVE CLAY
 I don't believe it.

As Dr. Pitt enters the room, covered in blood.

DR. PITT
 Hey, Clay, how would you feel about
 letting us have all your money, so we can
 retire. You don't mind, do you, buddy?

OBJECTIVE CLAY
 I'm fucked.
 (MORE)

INT. OPERATING ROOM - HOSPITAL - MORNING

Sam glares at Jack. Her frustration showing.

JACK
 ...I'm sorry, Sam--

SAM
 Jesus, Jack, grow some *fucking* balls--

JACK
 Hey, you're the one who nearly fucked
 this whole thing up, not me.

NURSE CLARK
 He's right, I'd have had that ring on my
 finger in two months.

SAM
 Well, if you hadn't got knocked up you
 would have had the chance wouldn't you?

NURSE CLARK
 That's none of your business, Sam--

SAM
 I did my job. Okay? Do yours.
 (to Jack, sincere)
 ...C'mon, he's just another patient.
 Patients die on the table all the time,
 it's part of surgery, we've lost patients
 before. Remember the little boy on New
 Years? That smelly old plumber guy?
 This is no different. Just think of it
 as another sad day at the office.
 (smiling)

(CONTINUED)

CONTINUED: SAM (CONT'D)
 Hey we save him, he'll just end up suing
 us anyway, right?
 (off everyone's smile)
 ...He's a transplant patient, Jack. He's
 going to die eventually anyway, remember?

JACK
 (nodding, believing)
 They all die eventually.

SAM
 ...Now put him on CPB.

As Dr. Pitt and Nurse Clark attach a HEART LUNG MACHINE to
 Clay, to pump his blood for him.

INT. RECEPTION - HOSPITAL - DAWN - OBJECTIVE POV

Objective Clay stands, looking through a GLASS WALL out into
 the street and the memory of Sam consoling Memory Clay.

CLAY
 Sam...

Suddenly a WHIRR interrupts as the Heart Lung Machine kicks
 in. (*This quiet WHIRR will accompany every scene in which
 the machine keeps Clay alive*). Clay looks up at the noise.

INT. OPERATING ROOM - MORNING

Dr. Pitt and the Nurse finish attaching the Machine to Clay.

DR. PITT
 She's pumping. He's stable.

SAM
 (handing Jack a SCALPEL)
 Now, I want you to take this scalpel, and
 remove this man's heart, okay? You led
 us here. We need you.

He reaches the scalpel towards Clay's heart. Hesitating,
 looking at Sam one final time.

SAM (CONT'D)
 Fortune favors the brave. Remember?
 (sincere)
 Isn't that what you said?

As he nods, pushes the scalpel inside, and...

INT. RECEPTION - HOSPITAL - MORNING - *OBJECTIVE POV*

Objective Clay winces, breathing heavily.

OBJECTIVE CLAY

No. Please, God, no.

As Objective Clay SCREAMS, clutches his chest, and the whole reception suddenly transforms. Objective Clay's surroundings exploding into the NOISY HIGH SPEED CHAOS of pain.

INT. OPERATING ROOM - HOSPITAL - MORNING

Jack hands CLAY'S REMOVED HEART to Dr. Pitt. Sam goes behind the sterile drape and looks at Clay one final time. Staring.

As Nurse Clark enters from the prep room, nervous.

NURSE CLARK

...Larry's coming.

JACK

Alright. Let's get this over with.

As everyone puts their surgical masks on and Sam looks down at Clay one final time.

SAM

...Sorry, baby.

INT. RECEPTION - HOSPITAL - NIGHT - *OBJECTIVE POV - NOISE - BLURRED HIGH SPEED*

Objective Clay walks through the other patients. Hands pressed to his ears. Like he's trying to keep his head on. His normal motion contrasting with the high speed chaos.

OBJECTIVE CLAY

Okay, Clay, it's not going to go away this time so you're going to have to ignore it, okay? Just put it aside.

INT. CORRIDOR - HOSPITAL - MORNING

Sam passes by Larry, keeping her head down...

And then we watch Sam transform before our eyes into the woman we used to know. The innocence spreading across her face. Like a great actress preparing to take the stage.

THREE NURSES walk down the corridor towards her, as she puts her hand up next to her face, covering it from view...

INT. WAITING ROOM - HOSPITAL - MORNING

Lilith, staring out the huge window at the chaos of Manhattan below, turns to see Sam walking in.

LILITH
...Is he okay? Is everything okay?

SAM
They wouldn't say. He's still in there.

LILITH
You were gone so long I started to...

Sam takes Lilith's hand, supportive.

SAM
...I'm scared too.

INT. OPERATING ROOM - HOSPITAL - MORNING - *OBJECTIVE POV - NOISE - BLURRED HIGH SPEED*

Objective Clay enters from the prep room and looks at them working on him. Staring at the image of his own heart.

OBJECTIVE CLAY
Oh, Jesus...wait...
(suddenly excited)
...control it Clay, *FOCUS*.

AS SLAM. The scene returns to normal speed. Just like that.

OBJECTIVE CLAY (CONT'D)
Wait, hold on, I can feel that, that's...

INT. OPERATING ROOM - HOSPITAL - MORNING

The faintest glimmer of a TEAR starts to form at the corner of Clay's closed eye as he lays motionless. Larry enters.

LARRY
You guys survive without me? Christ, he's already on bypass? Great work.

INT. OPERATING ROOM - HOSPITAL - MORNING - *OBJECTIVE POV*

Objective Clay yells at the oblivious Larry.

OBJECTIVE CLAY
Wait, wait, Larry? Larry, look at me. Look at my eye, can you see that?

INT. OPERATING ROOM - HOSPITAL - MORNING

The TEAR forms in the corner of Clay's eye. Bigger, almost a whole droplet. Larry's eyes suddenly open wide.

LARRY

Wait, wait, wait, *shit*, hold on...
 (off their looks, to Dr. Pitt)
 ...I can't go tonight. To the concert.
 I'm sorry, my ol' lady and I have a date.

INT. OPERATING ROOM - HOSPITAL - MORNING - *OBJECTIVE POV*

Objective Clay ducks under the sterile drape and leans over Clay. Nose to nose, desperately trying to make himself cry.

OBJECTIVE CLAY

C'mon, just one tear. Right now. C'mon,
 you're about to die and there's nothing
 you can do about it....C'MON, CLAY, CRY.

INT. OPERATING ROOM - HOSPITAL - MORNING

A CLOSE-UP of Clay's eye. The TEAR formed now. Distinct. Gathering on the edge of the eyelash.

DR. PITT (O.S.)

Why don't I give you both the tickets
 then, Larry? Have a night out. On me.

INT. OPERATING ROOM - HOSPITAL - MORNING - *OBJECTIVE POV*

Objective Clay continues to talking to himself. Still trying to provoke the tears...

OBJECTIVE CLAY

It's your fault. She was right about
 everything and you did this to her...
 You're leaving her alone...you...

INT. OPERATING ROOM - HOSPITAL - MORNING

Larry turns, facing Clay's direction, not seeing just yet, as the TEAR STARTS TO MOVE, about to fall.

LARRY (O.S.)

That's very kind of you Doctor, thanks.

DR. PITT (O.S.)

Of course. I'd rather they were enjoyed.
 Acoustics are wonderful up in the boxes.

INT. OPERATING ROOM - MORNING - *OBJECTIVE POV*

Objective Clay feels his cheek as a TEAR finally falls.

OBJECTIVE CLAY
 THAT'S IT, Larry, there it is, look. Why
 am I crying Larry? Something's wrong.
 (desperate)
 ...Come on dumbass, LOOK.

INT. OPERATING ROOM - HOSPITAL - MORNING

The tear slides down Clay's cheek as Larry suddenly looks over. He walks towards Clay's head, fascinated...

And then walks straight past, oblivious, heading instead towards the NEW HEART that is arriving in the background.

JACK (O.S.)
 Okay, let's get the new heart in there.

INT. OPERATING ROOM - HOSPITAL - MORNING - *OBJECTIVE POV*

Objective Clay continues to scream at Larry. Hopeless.

OBJECTIVE CLAY
 LARRY? Larry?...

INT. OPERATING ROOM - HOSPITAL - MORNING

The tear runs off the side of Clay's face, and is absorbed into the white cotton sheet below his head. Unseen.

INT. OPERATING ROOM - HOSPITAL - MORNING - *OBJECTIVE POV*

Clay looks at them all, ignoring him. Unaware of him.

OBJECTIVE CLAY
 ...I...

As he slumps against the wall. The fight over. He looks up to see Jack from behind. A white DOG TAIL protruding out from his gown, dripping in blood.

As Clay closes his eyes and lets his head hit the wall--

INT. WAITING ROOM - HOSPITAL - MORNING

Lilith sits up, as if realizing something. Sam looks at her.

SAM
 What is it?

(CONTINUED)

CONTINUED:

LILITH
 ...Something's wrong.
 (off Sam's look)
 No, something's wrong, I can feel it.

Lilith drops the cards and stands up. Sam blocks the way.

LILITH (CONT'D)
 I can't just sit here like this.
 (as Sam blocks the way)
 They should've told us something by now--

SAM
 Please. Listen.

LILITH
 ...I don't know how much longer I can do
 this, Samantha.

Lilith's usual calm is gone. She seems helpless.

SAM
 Listen to me. He's going to be fine.
 He's not going to die, not now, not
 today. He's going to live.

LILITH
 How can you be sure?

As Sam looks her in the eye. Calm and reassuring.

SAM
 ...Because he has too much to live for.

EXT. ENTRANCE - HOSPITAL - DAY - *OBJECTIVE POV*

Objective Clay walks into the chaotic street outside, seeing
 the memory of Sam and Memory Clay on their phones.

OBJECTIVE CLAY
 It doesn't matter. When the lights are
 off and it's all quiet and everyone's
 gone home. It does not matter.

As the normal speed around Objective Clay lowers to SLOW
 MOTION. Objective Clay the only thing in normal motion.

INT. SUBWAY STATION - NIGHT - *OBJECTIVE POV - SLOW MOTION -
 SILENCE*

Objective Clay passes Memory Clay and Sam at the turnstile.

(CONTINUED)

CONTINUED:

OBJECTIVE CLAY

Should feel different, shouldn't it?
Shouldn't feel the same. It's too soft.
Too smooth, like a bruise.

INT. OPERATING ROOM - HOSPITAL - MORNING

Jack works feverishly on Clay. Larry smiles happily.

JACK

Okay, heart's in, release cross clamp.

DR. PITT

Cross clamp released. Get him off
bypass, wind down the CPB.

As Nurse Clark turns off the Heart Lung Machine.

INT. SUBWAY CAR - NIGHT - *OBJECTIVE POV - SLOW MOTION -
SILENCE*

Objective Clay sits opposite Sam and Memory Clay. He lights up a CIGARETTE and admires all the NEW YORK PEDESTRIANS. A MODEL chewing gum. An OLD MAN laughing for no reason.

OBJECTIVE CLAY

So many details. I didn't even see, I
wasn't looking hard enough. What was I
looking at, Christ, I missed everything.

Objective Clay makes a CIGARETTE FLOWER and looks at Sam across the way, talking to Memory Clay.

OBJECTIVE CLAY (CONT'D)

Was I looking at you?...I still love you,
Sam. Isn't that silly? Still see you
like that, smiling at me.

INT. WAITING ROOM - HOSPITAL - MORNING

Sam stares at the wall, Lilith's head rested on her shoulder.

OBJECTIVE CLAY (V.O.)

Do you still see me, baby? Smiling at
you? Am I still there when you close
your eyes, Sam? Was I ever?

INT. SUBWAY CAR - NIGHT - *OBJECTIVE POV - SLOW MOTION -
SILENCE*

Clay sees an ANT on a seat handle. A miracle of an insect.

(CONTINUED)

CONTINUED:

OBJECTIVE CLAY

(to the ant)

If everybody wants to go to heaven how
come nobody wants to die...You think I'll
go? There's probably a list. I should
have RSVP'd. I should have prayed more.

EXTREME CLOSE UP: The ant's head as it "listens".

OBJECTIVE CLAY (CONT'D)

Okay, now you sound like that dying guy.
Don't be that guy. Don't be desperate.
Just go quietly. Nice and easy.

The car stops, the Ant squashed accidentally by a passenger's
steadying hand. As Objective Clay hangs his head.

INT. OPERATING ROOM - HOSPITAL - MORNING

Jack hides the scalpel in his hand, so that Larry can't see,
and then he secretly reaches it into Clay's chest, and...

Jack CUTS OPEN THE ARTERY with the scalpel and then
immediately applies pressure to it, trying to "save" Clay.

JACK

Wait, what is that!? Hold on...

EXT. BERESFORD TOWN HOUSE - NIGHT - *OBJECTIVE POV - SLOW
MOTION - SILENCE*

Objective Clay arrives at his house, approaching Sam giving
Memory Clay his pills on the stoop.

LARRY (V.O.)

What's happening?

JACK (V.O.)

I don't know, *something's wrong.*

CLAY

Don't fight it.

As the LIGHTS on the street start to TURN OFF, one by one.
The MOON following suit above. Darkness taking over.

INT. OPERATING ROOM - HOSPITAL - DAY

The room is alive with "panic." As Jack looks into Clay.

JACK

THERE'S A MASSIVE HEMATOMA OVER THE RCA.

INT. WAITING ROOM - HOSPITAL - MORNING

Sam stares at the wall.

JACK (V.O.)
GIMME' SUCTION, COME ON. STATS? NOW.
WHERE ARE WE AT, C'MON, TALK TO ME.

EXT. BERESFORD TOWN HOUSE - NIGHT - *OBJECTIVE POV - SLOW MOTION - SILENCE*

Clay enters his house. Leaving the growing darkness behind.

CLAY
...Here we go.

INT. OPERATING ROOM - HOSPITAL - MORNING

Jack, Dr. Pitt, and Nurse Clark all surround Clay in a flurry of activity as Larry looks on.

LARRY
He's going hypotensive, we're losing him
...Guys, c'mon, we gotta...Cauterization?

INT. BERESFORD FAMILY ROOM - NIGHT - *OBJECTIVE POV*

Objective Clay sits by the fire and lights a CIGARETTE. Relaxing into his chair, letting it happen. As various LIGHTS slowly turn off behind him. One by one.

JACK (V.O.)
No, tear's too big, gimme' two packed red
cells and where the fuck is my suction?

INT. OPERATING ROOM - HOSPITAL - MORNING

Jack looks over at Dr. Pitt and Larry.

JACK
It's over. He's going hypovolemic, I'm
pulling it. Get him back on bypass.

As Dr. Pitt immediately put Clay back on the Heart Lung Machine and Jack gets to business, removing the "new" heart and handing it to Nurse Clark.

INT. BERESFORD FAMILY ROOM - NIGHT - *OBJECTIVE POV*

The quiet WHIRR of the Heart Lung Machine kicks in as Objective Clay takes a drag from his cigarette, the lights continuing to go out all around.

INT. OPERATING ROOM - HOSPITAL - MORNING

The quiet after the storm. Jack, Larry and the Doctors all stare at Clay's body on the machine. A sad beat.

JACK
...I'll inform the family.

INT. WAITING ROOM - MORNING

Jack enters the room. He sits next to Sam and Lilith. Sam looks at him inevitably. Waiting to hear it.

LILITH
...So?

And then Jack frowns, his "sadness" speaking volumes.

SAM
...Oh, Jesus, no--

JACK
Sam.

As Lilith closes her eyes and Sam starts to "weep."

SAM
...please...

DR. PITT
We did everything we could.

Sam clutches onto Lilith, holding her close. Distraught. As Lilith's eyes finally open with a stubborn glare.

INT. CORRIDOR - HOSPITAL - MORNING

Lilith walks down the hall, determined. Jack and Sam in tow.

JACK
...Mrs. Beresford, what are...it's too late, this is a restricted area--

SAM
Lilith?

INT. PREP ROOM - HOSPITAL - MORNING

Jack and Sam follow as Lilith storms into the Prep Room and looks through the window into the Operating Room.

(CONTINUED)

CONTINUED:

DR. PITT

Mrs. Beresford, this room is sterile, I'm afraid I really can't let you--

LILITH

YOU HAVE TO FIGHT, CLAY.

INT. BERESFORD FAMILY ROOM - NIGHT - *OBJECTIVE POV*

Objective Clay's face falls. His peace interrupted.

OBJECTIVE CLAY

What the...

LILITH (V.O.)

...YOU HAVE TO FIGHT.

OBJECTIVE CLAY

Oh, shit, what are you doing?

The final lights in the room go out. Leaving the fire.

INT. OPERATING ROOM - HOSPITAL - MORNING

Dr. Pitt and Larry see Lilith in the adjoining Prep Room, staring in through the window at them, panicking.

DR. PITT

Jesus, what the hell is she doing here?

LILITH

Look, he's breathing, I can see him br--

JACK

The machine's breathing for him.

INT. BERESFORD FAMILY ROOM - NIGHT - *OBJECTIVE POV*

The lights go out around Objective Clay as he listens.

LILITH (V.O.)

No, I can see him breathing.

OBJECTIVE CLAY

God, just leave, just get away from them.

INT. PREP ROOM - HOSPITAL - MORNING

Lilith, flanked by Jack and Sam, looks at Jack on the table.

LILITH

He's still alive, look.

(CONTINUED)

CONTINUED:

JACK

Only because of the machine. It can't pump his blood for much longer, Mrs. Ber--

LILITH

Then give him another heart.

SAM

They don't have one, remember?

JACK

He was on the list for a year, Mrs. Beresford. His blood type's too rare.
(taking her arm)
...There's nothing that can be done.

Lilith looks at Jack and Sam's faces. So sincere. She looks at her son on the table. She lets it all sink in. Her face alive with thought, as we watch the wheels turning. Until...

LILITH

...Yes, there is.

As Lilith suddenly grabs SAM'S PURSE.

INT. BERESFORD FAMILY ROOM - NIGHT - OBJECTIVE POV

Objective Clay watches the FIREPLACE turn off. Light still leaving. As the sound of CRASHING echoes out all around him.

JACK (V.O.)

...Wait, what the fuck are you doing?

INT. PREP ROOM - HOSPITAL - MORNING

Lilith PUSHES Jack and Sam through the Prep Room door, into the O.R., and then LOCKS it shut. Securing the Prep Room.

LILITH

I'm type B.

JACK (O.S.)

What?

LILITH

You heard me...My blood type is B.

As Lilith empties Sam's PURSE onto the floor. Searching through her MAIL, her BUBBLE GUM, her CELL PHONE etc. Until she finds what she's looking for. CLAY'S PILLS.

INT. BERESFORD FAMILY ROOM - NIGHT - *OBJECTIVE POV*

The cherry of Clay's cigarette goes out. He looks at the illuminated FOYER. It is as if the light is beckoning him.

OBJECTIVE CLAY

...Oh, Jesus. God, no, no.

INT. OPERATING ROOM - MORNING

Jack, Sam, Larry, Dr. Pitt and Nurse Clark are all trying to peak through the window, trying to find Lilith.

SAM

I don't believe this. Where is she?
What the hell's she doing?

LARRY

Can't we just go arou--

DR. PITT

No, that's the only way in or out--

LARRY

Well, *where the fuck is she?*

And then Lilith stands up, suddenly appearing at the window. As she holds the bottle of PILLS up, staring at Dr. Pitt.

LILITH

If I overdose - if I do that, will it
effect the heart?

LARRY

...Oh my God...

LILITH

(to Dr. Pitt)

Will you still be able to use the heart?

Dr. Pitt tries not to answer but his face speaks volumes.

DR. PITT

...Please, don't.

She smiles. She looks around the room, at all their faces, digesting what she's about to do. Until her eyes rest on her son, on the operating table, a machine breathing for him.

And then she opens the bottle of pills.

(CONTINUED)

CONTINUED:

JACK
This is insane--

LARRY
Lady, you put down that fucking bottle
now. NOW. You're not thinking clearly--

LILITH
He's my son, I'm an exact cross match. I
don't see how much clearer it could be.

INT. FOYER - BERESFORD TOWN HOUSE - NIGHT - *OBJECTIVE POV*

Objective Clay enters the foyer, panicked, as the lights
continues to turn out all around him.

OBJECTIVE CLAY
They're not going to save me.
(screaming to heavens)
YOU HEAR ME, THEY'RE NOT GONNA' SAVE ME.

He looks at the remaining light. It is coming from upstairs.

INT. PREP ROOM - HOSPITAL - MORNING

Lilith backs away from the window as Sam, Jack and Larry
stare at her. She holds the PILL BOTTLE to her mouth.

LARRY
HELP, PLEASE SOMEONE--

SAM
Please, Lilith, don't.

LILITH
...You'd do the same thing, Samantha.

And then she SWALLOWS THE ENTIRE CONTENTS of the PILL BOTTLES
down with faucet water, choking them down. Wincing.

INT. OPERATING ROOM - HOSPITAL - MORNING

Jack is lent against the wall with an air of futility. Larry
turns his attention from the door to Jack.

LARRY
...How long's she got?

JACK
Couple of minutes, tops.

(CONTINUED)

CONTINUED:

LARRY

What?

JACK

(off his shock)

Do you have any idea what she just
swallowed--

As Larry SLAMS against the door with a terrible futility.

LARRY

--NO.

DISSOLVE TO:

INT. STAIRS - BERESFORD TOWN HOUSE - *OBJECTIVE POV*

Objective Clay climbs the stairs towards the light in the
UPSTAIRS HALLWAY, the CRASHING sound surrounding him.

OBJECTIVE CLAY

...Oh, Jesus. Please, God, help her.

DISSOLVE TO:

INT. PREP ROOM - HOSPITAL - MORNING

Larry SMASHES through the glass window on the door. Too
small to get through, too high to reach the handles.

LARRY

I don't believe this, we can still pump
your stomach, lady, please...

As Lilith rests her head against the wall, waiting. Calm.

LILITH

It's okay.

DISSOLVE TO:

INT. UPSTAIRS HALLWAY - BERESFORD TOWN HOUSE - *OBJECTIVE POV*

Objective Clay walks along the hallway as the lights go out.
The only light remaining coming from under his BEDROOM DOOR.

LILITH (V.O.)

Everything's going to be just fine...

DISSOLVE TO:

INT. PREP ROOM - HOSPITAL - MORNING

Lilith's breathing slows. Her skin devoid of color. As Larry continues to SLAM against the door. Breaking through.

LARRY
HELP US.

DISSOLVE TO:

INT. CLAY'S BEDROOM - *OBJECTIVE POV*

Objective Clay opens the door and enters to see the final light in the house. It is coming from his BEDSIDE LAMP.

DISSOLVE TO:

INT. PREP ROOM - HOSPITAL - MORNING

Lilith isn't moving. As SLAM, Larry finally bursts in, grabs her. Dr. Pitt immediately feeling for a pulse.

LARRY
Pump her stomach. Now. Do it.

As Dr. Pitt shakes his head. Too late.

DISSOLVE TO:

INT. CLAY'S BEDROOM - *OBJECTIVE POV*

Objective Clay lays on his bed, motionless, staring at the final light bulb. Waiting for the light to leave.

DISSOLVE TO:

INT. PREP ROOM - HOSPITAL - MORNING

Larry is performing CPR on Lilith. To no avail. She is dead. Her body not reacting. As Jack pulls him away.

DISSOLVE TO:

INT. CLAY'S BEDROOM - *OBJECTIVE POV*

Clay closes his eyes, accepting. Waiting for the inevitable.

DISSOLVE TO:

INT. PREP ROOM - HOSPITAL - MORNING

As Larry closes Lilith's eyes and finally steps away from her body. Resting her head against the cold tile.

...Lilith is dead.

INT. CLAY'S BEDROOM - OBJECTIVE POV

The bed side lamp dies, the final light leaving as we reveal the BLOODIED DOG MAN, standing right behind Clay. Waiting.

As DARKNESS overwhelms.

INT. PREP ROOM - HOSPITAL - MORNING

Jack, Dr. Pitt and Nurse Clark follow Larry into the PREP ROOM, leaning over Lilith's body.

Larry backs away from the group. Shell shocked. Exiting out of the Prep Room into the hospital, clearly demoralized.

LARRY

...I'm sorry...I...

Nothing else for him to say, as he walks away. Disappearing. Everyone waits until he's gone, and then the WHISPERS begin.

DR. PITT

...Jesus. I don't believe it.

NURSE CLARK

I know. I feel sick--

DR. PITT

No, you don't understand, she...

(grinning from ear to ear)

...he was the sole heir. The *only* one.

NURSE CLARK

So?

DR. PITT

So, she dies it all goes to him.

SAM

(as they all realize)

...But if he's dead...

DR. PITT

We get everything she had too.

(CONTINUED)

CONTINUED:

The elation is palpable. The shock turning into laughter.

DR. PITT (CONT'D)
 ...Looks like your kid's gonna' have one
 hell of a birthday.

As Nurse Clark smiles and she and Dr. Pitt embrace. Elated.

INT. CLAY'S BEDROOM - DARKNESS - OBJECTIVE POV

A beat of darkness. And then...

A match is lit. Lighting a CANDLE. Illuminating Lilith.
 She lays the candle by the bed and looks at Objective Clay
 crawled up in the fetal position like a child, eyes closed.

LILITH
 ...Time to get up now, Clay.

Objective Clay opens his eyes.

OBJECTIVE CLAY
 ...Hey.

LILITH
 Hey, sunshine. I'm sorry.

OBJECTIVE CLAY
 No, I'm sorry. You were right, they--

LILITH
 I know.

INT. OPERATING ROOM - MORNING

As Dr. Pitt and Nurse Clark celebrate in the background, Sam
 joins Jack in the Operating Room. Jack is silent.

SAM
 ...Jack, you okay?
 (as he stares at Lilith's body)
 It's not our fault. There's nothing we
 could have done. It was her choice.

Jack says nothing. He just stares at Lilith's body.

SAM (CONT'D)
 Hey, c'mon, we *did* it--

JACK
 It's only money--

(CONTINUED)

CONTINUED:

SAM

This isn't *money*, Jack, this is the rest of our lives, remember? No more loans, no more night shifts, no more fucking malpractice bullshit, just you and the fish, right? Isn't that what you wanted?
(sincere)
Go buy an ocean, go buy a girl, enjoy it--

JACK

He loved you, Sam.
(off her look)
...Go see if your money can buy you that.

As Sam walks away. Violated. Irritated by the comment.

SAM

He didn't even know me, Jack.
(off Jack's look)
...We never even met.

INT. CLAY'S BEDROOM - DARKNESS - *OBJECTIVE POV*

Lilith looks at Objective Clay, illuminated by the candle.

LILITH

C'mon. Up you get. You have to live for both of us now--

OBJECTIVE CLAY

You don't...Mother, it's over, we lost, they're not going to use your heart.

LILITH

Oh, I know *they* aren't.

OBJECTIVE CLAY

...What?

INT. ENTRANCE - HOSPITAL - MORNING

DR. MEYERS, and MEYERS' SURGICAL TEAM urgently enter the hospital, a nervous look on all their faces...

INT. CLAY'S BEDROOM - DARKNESS - *OBJECTIVE POV*

Lilith brushes Objective Clay's hair from his face.

LILITH

You're going to live, Clay. I have a strong heart. Always have.

(CONTINUED)

CONTINUED:

OBJECTIVE CLAY

Wait, I don't understand, you...you're
telling me that *you knew*?

LILITH

...No, no she had me.

INT. WAITING ROOM - MORNING - FLASHBACK

A brief MONTAGE of Sam's mannerisms. Laughing, crying,
frowning, staring. As Lilith watches them all.

LILITH (V.O.)

Bluff after bluff. She had me outplayed.
(as Sam laughs)
But that's the funny thing about playing
games, Clay. You spend so much time
worrying about the little things you miss
the great big elephant that's been
sitting in your purse the whole time.

INT. PREP ROOM - MORNING - FLASHBACK

Lilith pours Sam's PURSE all over the floor.

LILITH (V.O.)

...The mail, Clay.

As Lilith, frowns, seeing Sam's MAIL on the floor...

LILITH (V.O.) (CONT'D)

...She still had her *mail*.

And there it is. Amidst all the junk mail from that morning
addressed to "SAMANTHA LOCKWOOD," there is a separate BLUE
ENVELOPE. Addressed to a different name: "SAMANTHA MCGILL."

The front reads "**COLUMBIA SCHOOL OF NURSING - Alumni Assoc.**"

As Lilith frowns and the wheels start to turn...

LILITH (V.O.) (CONT'D)

Only took a second to put it together.

INT. WAITING ROOM - NIGHT - FLASHBACK

Lilith recalls the TEENAGE ORDERLY talking to Sam. His teen
advances now seeming a lot more like a legitimate enquiry.

(CONTINUED)

CONTINUED:

TEENAGE ORDERLY
 ...Don't I know you from somewhere?
 (now sincere)
 Haven't I seen you around?

LILITH (V.O.)
 She'd been in that hospital before.

INT. WAITING ROOM - NIGHT - FLASHBACK

Sam holds the button down on the old vending machine. Almost as if she's used a thousand times before.

SAM
 ...Sometimes you have to hold down the
 button for a while, to get it to work...

LILITH (V.O.)
 She knew it all just a little too well.

INT. WAITING ROOM - NIGHT - FLASHBACK

Lilith recalls Sam talking to Larry. Sam is confused.

SAM
 ...You're not a doctor at this hospital.
 You don't work here...

As Lilith looks at Sam.

LILITH (V.O.)
 Can't win if you don't know how to hide
 your hand, Clay.

INT. PREP ROOM - HOSPITAL - FLASHBACK

Lilith is on SAM'S PHONE. Hiding from view. Whispering.

LILITH
 ...I don't care, you've got five minutes.
 It's up to you, you know where I'll be.

As Lilith stands up and stares at them all through the prep room window. Only now it seems like she is judging them.

LILITH (V.O.) (CONT'D)
 Told you I was a smart cookie.

OBJECTIVE CLAY (V.O.)
 Why didn't you say someth--

(CONTINUED)

CONTINUED:

LILITH (V.O.)

There was no time. You were dying. You still needed a heart. I had no choice.

As Lilith's eyes fall on her son. And she smiles, calm.

INT. CLAY'S BEDROOM - DARKNESS - *OBJECTIVE POV*

Lilith looks at Objective Clay in the candlelight as she listens to the sounds around them...

JACK (V.O.)

What are you doing here--

DR. MEYERS (V.O.)

I'll take it from here, Jack.

LILITH

(re: Dr Meyers' voice)

See? You're going to live, Clay.

INT. OPERATING ROOM - MORNING

Dr. Meyers, and the rest of his team face off with Jack, Sam, Dr. Pitt and Nurse Clark. The cavalry has arrived.

JACK

I told you--

DR. MEYERS

We've been prepped.

SAM

...What?

DR. MEYERS

You can run now.

(off Sam's "innocence")

...Police'll be here soon.

NURSE CLARK (O.S.)

...Guys.

Jack turns to see Nurse Clark inching out of the room, nervous. Dr. Pitt following. It's over. Sam WHISPERS.

SAM

...Jack, c'mon. We gotta' go. Now.

But Jack doesn't move. He just stands in front of Clay protectively. Clearly at his wits end. The end of the road.

(CONTINUED)

CONTINUED:

DR. MEYERS
Let me through.

SAM
Jack, what are you doing? Let's go.

DR. MEYERS
Let me through. Now.

Jack doesn't move. He just stares at Dr. Meyers. Lost.

DR. MEYERS (CONT'D)
(off Jack's face)
...What the hell happened to you, Jack?

As Jack looks Dr. Meyers in the eye one final time, sincere.

JACK
I don't know.

As Jack relents. Allowing Sam to pull him out of the room.
Dr. Meyers rushing to Clay's side, his team in tow.

MEYERS NURSE
How does he look?

DR. MEYERS
There's a tear in the right coronary
artery. He's been on bypass too long.

MEYERS NURSE
Is it workable?

DR. MEYERS
Only if we go now, prep the new organ--

As Dr. Meyers team lifts Lilith's body and opens her shirt.

INT. CLAY'S BEDROOM - DARKNESS - OBJECTIVE POV

Objective Clay stares at the wall. Thinking. Lost.

OBJECTIVE CLAY
...I can't.

DR. MEYERS (V.O.)
Let's get ready to take him off bypass.

LILITH
You can't what? Clay?
(concerned)
...Clay?

INT. CORRIDOR - HOSPITAL - MORNING

Dr. Pitt and Nurse Clark come to a stop, POLICEMEN in front of them. They turn to run, only to see more Police behind.

NURSE CLARK

Shit.

As Nurse Clark hangs her head and puts her hands in the air. Dr. Pitt immediately reaching for his inside pocket.

POLICEMAN

Don't you dare do it, buddy...Keep your hands where I can see 'em. Don't--

As Dr. Pitt pulls out two PHILHARMONIC TICKETS.

DR. PITT

Here...I hate wasting good seats.

INT. OPERATING ROOM - HOSPITAL - MORNING

Lilith's chest is open, her heart having been removed. As Dr. Meyers lowers it gently into Clay.

MEYERS NURSE

Doctor, it's too fast, if you don't--

DR. MEYERS

Just keep that clamp in place.

INT. CLAY'S BEDROOM - DAY - *OBJECTIVE POV*

Lilith looks at Objective Clay. He won't look at her.

LILITH

What is it?

DR. MEYERS (V.O.)

Gimme more suction. Keep it clear...

INT. ENTRANCE - HOSPITAL - MORNING

Sam and Jack run down the hall to see Dr. Pitt and Nurse Clark in HANDCUFFS ahead. Jack turns to see more police arriving behind. As he opens the door to his OFFICE.

And Sam and Jack sneak inside. They are trapped.

DR. MEYERS (V.O.)

...Okay, we're looking okay...

INT. OPERATING ROOM - HOSPITAL - MORNING

Dr. Meyers has his hands inside Clay. Attaching the heart at a feverish pace.

MEYERS NURSE
Doctor, we're running out of--

DR. MEYERS
Almost there. Ready with the clamp.

INT. CLAY'S BEDROOM - DARKNESS - *OBJECTIVE POV*

Lilith looks Objective Clay in the eye.

LILITH
Clay?

DR. MEYERS (V.O.)
...Got it. Clamps off, we got a rhythm.

DAYLIGHT floods in through the window room as Lilith smiles.

LILITH
It's time for you to go now.

She takes Objective Clay's hand and leads him to the DOOR.

DR. MEYERS (V.O.)
Signal's good.

INT. OPERATING ROOM - HOSPITAL - MORNING

Dr. Meyers finishes up inside of Clay.

DR. MEYERS
Looking good.
(as his hands work away)
...Alright, we got him, close him up

The nurses starts sowing Clay's chest. As Dr. Meyers steps away from Clay's body, his team patting him on the back.

INT. CLAY'S BEDROOM - DAY - *OBJECTIVE POV*

Objective Clay won't move. Letting go if his Mother's hand.

OBJECTIVE CLAY
...I'm sorry. I can't go back.

(CONTINUED)

CONTINUED:

LILITH

What are you talking about? You heard them, the heart's in, they have a signal--

OBJECTIVE CLAY

I'm sorry, Mother.

INT. OPERATING ROOM - HOSPITAL - MORNING

The nurse finishes sowing Clay's chest. The EKG beeping merrily as Dr. Meyers nods, triumphant, and then...

The monotone BLEEP of a FLATLINE.

DR. MEYERS

...Fuck. Give me a stick of eppy, NOW.

A nurse pulls a SYRINGE of EPINEPHRINE and hands it to Dr. Meyers. He injects it right away, frantic.

INT. CLAY'S BEDROOM - DAY/NIGHT - OBJECTIVE POV

Objective Clay faces Lilith, defiant. Not moving. As day STROBES thorough the window. Flashing. Until NIGHT returns.

OBJECTIVE CLAY

...I can't go back. There's nothing left. No Sam, no Jack, no you--

LILITH

You have to be a man now, Cl--

OBJECTIVE CLAY

Don't tell me to be a man.

(sincere)

I'm not a man, Mother. I'm not him. All I've done is ruin everything he made. How can you ask me to be a *man* now?

DR. MEYERS (V.O.)

Okay, epinephrine's shooting blanks here, VFIB: bring the paddles. C'mon, Clayton.

INT. OPERATING ROOM - HOSPITAL - MORNING

A BEEPING announces that the defib is nearing ready as Dr. Meyers holds the paddles over Clay's sown chest and...

DR. MEYERS

200...Okay? Okay, clear.

INT. CLAY'S BEDROOM - NIGHT - OBJECTIVE POV

The whole room literally thumps in and out with the large THAWUMP of the defibrillator. (*This effect will now just be described with a "THAWUMP"*). As Lilith crosses the room...

OBJECTIVE CLAY

What are you--

LILITH

Come with me.

INT. UPSTAIRS HALLWAY - NIGHT - OBJECTIVE POV

Lilith leads Objective Clay down the hallway and opens a door to reveal another room full of BALLOONS. Clay shudders.

LILITH

We haven't much time. You have to see.

INT. PLAYROOM - DAY - OBJECTIVE POV

Lilith leads Objective Clay into the playroom. It is covered in SUNSHINE, TOYS and BALLOONS. YOUNG CLAY (7) and a crowd of LAUGHING CHILDREN (all 7) are watching CARTOONS on a TV. YOUNG LILITH (late 20's) is handing out birthday cake.

LILITH

Remember, Clay. You have to remember.

As if on cue, Clay Sr. (late 30's) walks in with the big BOX.

CLAYTON BERESFORD SR.

Hiya', champ! Happy Birthday!

YOUNG CLAY

Daddy! Where have you been? I blew all the candles out all by myself.

CLAYTON BERESFORD SR.

You did!

(as he hugs Clay)

...Hey, I have a surprise for you, buddy.

YOUNG CLAY

I bet I know what it is!

CLAYTON BERESFORD SR.

Let me get it ready. Stay here, I'll be back in a second okay! Just wait here.

(CONTINUED)

CONTINUED:

YOUNG CLAY

Alright. I'll make you some ice-cream.
Mint choc chip, okay? With sprinkles?

As Clayton Sr. hugs Young Lilith and runs off with the big box. Young Clay looks at all his friends, proud.

LILITH

Clay, look at me, I need you to remember.

OBJECTIVE CLAY

I am remembering.
(off her sympathetic look)
...What? He came in, he gave me a hug--

Clayton Sr. enters again. All smiles.

CLAYTON BERESFORD SR.

Hiya champ! Happy Birthday!

LILITH

No, Clay. Remember.

OBJECTIVE CLAY

...I am. He walked in through that door--

Objective Clay watches Clayton Sr. enter again.

LILITH

Remember--

And then he sees her. A BEAUTIFUL WOMAN (22), standing behind Clayton Sr, giggling. As a BEEPING intrudes.

DR. MEYERS (V.O.)

Clear.

The image of the other woman THAWUMPS.

OBJECTIVE CLAY

...What...

LILITH

You already know.

The Beautiful Woman slides away, giggling at Clayton Sr. As Objective Clay looks at his young self, trying not to notice.

OBJECTIVE CLAY

Wait, this is bullshit. It's just my imagination again, that's all, it's jus--

(CONTINUED)

CONTINUED: (2)

LILITH
Just watch, son.

As Clayton Sr. turns and hugs Young Lilith, kissing her on the cheek, Objective Clay sees their secret WHISPERS.

YOUNG LILITH
Clayton, please, it's his birthday.

CLAYTON BERESFORD SR.
Just keep them in here.

Objective Clay see him gripping her wrist, too tight, making his point. And then he runs off with the other woman.

OBJECTIVE CLAY
No, I don't want to remember anymore.

LILITH
You never wanted to.

Lilith and Objective Clay watch all the kids eating ice cream, watching CARTOONS. In the middle of them all is Young Lilith. Staring at the wall, detached. The BEEPING returns.

DR. MEYERS (V.O.)
300 joules please...clear!

YOUNG CLAY
Where's Daddy?

YOUNG LILITH
He'll be back soon, darling.

The room THAWUMPS as a BLACK MASCARA tear slowly escapes Young Lilith's eye. Young Clay is laughing, oblivious, putting SPRINKLES on MINT CHOC-CHIP ice cream...

YOUNG LILITH (CONT'D)
Hey, I'm gonna' check on your surprise.
Keep everyone down here, okay? Will you
make me some special ice-cream too?

YOUNG CLAY
K. After Daddy's.

She heads off out of the room. As Young Clay and the rest of the kids watch the Cartoons. A beat. And then...

(CONTINUED)

CONTINUED: (3)

LILITH

Do you see?
 (off Clay's look)
 You know what's happening.

YOUNG CLAY

I'm watching the cartoons.

LILITH

No, you aren't. Look.

Objective Clay looks at all the kids laughing at the cartoon. Young Clay is the only one that isn't. He is distracted.

LILITH (CONT'D)

You're *listening*.

Suddenly the children's laughter is silenced. As if muted. Then the same happens to the cartoon. As if muted. Underneath that noise, we can hear a muffled SHOUTING. YELLING from upstairs. Young Clay winces as he hears.

LILITH (CONT'D)

Everyone else is looking over here, where are you looking? *Where are you looking?*

As we see that Young Clay is looking past the TV at one of the HUGE MIRRORS on the wall. The BEEPING returns.

DR. MEYERS (V.O.)

Clear.

The mirror THAWUMPS. And then a WHITE SQUARE appears around a tiny section of the mirror's surface.

OBJECTIVE CLAY

Oh God.

LILITH

You knew, Clay. You always knew.

As we speed towards the mirror, "bouncing" off of it to see what it's reflecting. Now flying through the open door...

INT. UPSTAIRS HALLWAY - DAY - OBJECTIVE POV

We fly down the hallway, through more balloons, past the OTHER WOMAN as she runs down the stairs, crying.

All the way to the end of the hallway, towards Lilith's bathroom, through another open door...

INT. LILITH'S BATHROOM - DAY - OBJECTIVE POV

We fly into the bathroom towards the MEDICINE CABINET MIRROR. It's been left open. We "bounce" off of it to see that it is reflecting Lilith's bedroom. As inside we see...

INT. LILITH'S BEDROOM - DAY - OBJECTIVE POV

Clay Sr. SMACKS Lilith square in the jaw. Her lip bloodied. As he pulls the white DOG COSTUME out of the big box.

CLAYTON BERESFORD SR.
You had no right to barge in here.

YOUNG LILITH
Please, just put it on. He's waiting.

INT. LILITH'S BATHROOM - DAY - OBJECTIVE POV

Clay Sr. pushes Young Lilith into the bathroom, as he puts on the dog costume. Annoyed.

CLAYTON BERESFORD SR.
How many times do we have to do this,
Lilith, how many fucking times--

YOUNG LILITH
But, it's his *birthday*.

INT. PLAYROOM - DAY - OBJECTIVE POV

Young Clay looks at the image of his Father circling his Mother, small in the corner of the huge playroom mirror.

YOUNG LILITH
Please, quiet, he'll hear you--

He SLAPS her again and she stumbles out into the upstairs hallway. As he finishes putting the dog costume on.

CLAYTON BERESFORD SR.
There, is this what you want?

YOUNG LILITH
How can you choose her over your family--

SMACK. He hits her again, a SMALL HALLWAY TABLE breaking her fall, shattering beneath her. She lands next to the STAIRS.

CLAYTON BERESFORD SR.
Are you happy now, darling?

(CONTINUED)

CONTINUED:

As Clayton Sr. steps over her, about to hit her again when--

YOUNG CLAY
PLEASE, STOP.

INT. UPSTAIRS HALLWAY - BERESFORD TOWN HOUSE - OBJECTIVE POV

Clayton Sr. stops, confused. Looking at the source of the sound, turning his back on Lilith for one tiny second...

CLAYTON BERESFORD SR.
...Clay?

One second too long. As Lilith stands up behind him, and CRACKS a TABLE LEG into the back of Clayton Sr.'s head...
(MORE)

He wavers for a millisecond, looking back at her, confused...

And then he tumbles violently down the stairs. His head CRACKING against the marble floor in the foyer below. Blood pouring from his skull into the surrounding balloons.

Young Lilith turns to see her SON'S REFLECTION. His face watching on through the open playroom door in shock.

DR. MEYERS (V.O.)
Clear.

As the image of Young Clay's watching face THAWUMPS.

INT. PLAYROOM - BERESFORD TOWN HOUSE - OBJECTIVE POV

Young Clay runs through the balloons, towards the door. Frantic. As the sound of his Mother SCREAMING echoes out...

INT. PLAYROOM - BERESFORD TOWN HOUSE - OBJECTIVE POV

Young Clay runs into his Mother's waiting arms. She is WEEPING. As, through her arms he looks down to see his father bent in half on the ground below.

YOUNG LILITH
...Clayton?

She looks up at Young Clay. The boy clearly in shock.

YOUNG CLAY
...I...

YOUNG LILITH
Daddy fell down the stairs.
(off his silence, insistent)

(CONTINUED)

CONTINUED: YOUNG LILITH (CONT'D)
 Clay. Don't you remember? Daddy fell
 down the stairs. Did you see?

 YOUNG CLAY
 ...He fell down the stairs.

He tries to wipe the blood off her face with his sleeve.

 YOUNG CLAY (CONT'D)
 I saw. Daddy fell down the stairs.

As Young Lilith hugs Young Clay, and a GIRL runs in from the
 playroom, sees the body and SCREAMS. The BEEPING returns.

 DR. MEYERS (V.O.)
 Goddamit, Clay, come on. CLEAR.

INT. OPERATING ROOM - HOSPITAL - MORNING

The surgical team starts to lose hope around Dr. Meyers as he
 pulls the paddles from Clay's chest. A Nurse holds his arm.

 MEYERS' NURSE
 It's too late--

 DR. MEYERS
 (as the defib BEEPS)
 No. It isn't. 360. I said 360. Clear.

He puts the paddles to Clay's chest as they clear.

EXT. BERESFORD TOWN HOUSE - NIGHT - OBJECTIVE POV

An AMBULANCE pulls away as the last CHILD is picked up by his
 PARENTS. A POLICEMAN watches Young Clay hug Young Lilith.
 She is wearing sunglasses, free of any visible blood.

 YOUNG CLAY
 ...He fell down the stairs.

 YOUNG LILITH
 It's okay, it's all going to be okay.

The Policeman looks away, saddened. The picture perfect
 grieving family. As, in a window above the scene, we see
 Objective Clay and Lilith watching on from a BEDROOM WINDOW.

INT. CLAY'S BEDROOM - DAY - OBJECTIVE POV

Lilith and Objective Clay turn back to the sunny room.
 Objective Clay looks at all the details of his room.

(CONTINUED)

CONTINUED:

LILITH

You're ten times the man he was.

OBJECTIVE CLAY

Why did you let me think--

LILITH

You needed a Father, Clay. You couldn't know what he was, how he treated me--

OBJECTIVE CLAY

You should have told me.

LILITH

I'm not proud of what I became, Clay. But I am proud of what you've become.

He turns to her, looking at her finally. Lost.

OBJECTIVE CLAY

There's nobody left for me out there.

LILITH

You don't need anybody else.

OBJECTIVE CLAY

I want to stay with you.

LILITH

I know you do, Clay.

She parts his hair with her fingers. Cleaning him up.

LILITH (CONT'D)

But it's time to live.

INT. OPERATING ROOM - HOSPITAL - MORNING

Lilith's body is placed delicately into a body bag, tagged and zipped up. As her face is removed from view.

INT. CLAY'S BEDROOM - DAY - OBJECTIVE POV

Objective Clay walks to the door. He hesitates.

LILITH

I can't help you do it, it's your choice.

As Objective Clay looks down at the door handle.

INT. WAITING ROOM - HOSPITAL - MORNING

Larry gathers together Lilith's things. Her jacket, purse, etc. He picks up her Silver Flask and smiles. As he toasts the heavens, has a swig, and pulls out his football schedule.

INT. FOYER - BERESFORD TOWN HOUSE - DAY - OBJECTIVE POV

Objective Clay walks to the front door and sets the ALARM. He turns to see Lilith behind him. Before he can say it...

LILITH
...I know you do. Go on.

INT. JACK'S OFFICE - HOSPITAL - MORNING

Sam is desperately barricading the door. As it SLAMS repeatedly. The Police breaking in.

Jack is sitting down at his desk. Composing himself. Arranging his desktop, straightening his tie. Facing the door as if preparing for a gentleman's meeting.

SAM
...Jack, help me.

The SLAMMING grows, the Police breaking through. Sam backs away from the barricade, facing the door, almost confused. As Jack looks at the prize FISH mounted on the wall.

SAM (CONT'D)
...Jack?

JACK
It's over, Sam.

A BEEPING intrudes.

DR. MEYERS (V.O.)
CLEAR.

As CRASH, the barricade gives. Jack looking up to see the inevitable in front of him, smiling, calm as could be.

DR. MEYERS (V.O.) (CONT'D)
Wait, WAIT...Hold on, stop.

INT. OPERATING ROOM - HOSPITAL - MORNING

Clay's vitals kick into gear. The surgical team all smile in disbelief. As the sweaty Dr. Meyers pulls back, triumphant.

(CONTINUED)

CONTINUED:

DR. MEYERS

We got him...Jesus, we got him.

As Dr. Meyers exhales and we close in on Clay's CLOSED EYES.

DR. MEYERS (CONT'D)

...Welcome back, Clay.

NARRATOR

Clayton Beresford Jr.'s heart transplant was successfully completed at 11:58am on Tuesday, November 1st...

INT. / EXT. ALL LOCATIONS - DAY AND NIGHT - MONTAGE

A MONTAGE of each location we have seen in the film, all empty. Just the location, nothing else but the reminder...

NARRATOR (V.O.)

...Within seconds, the dragon of sodium pentothal, as his anesthesiologist had called it, released it's fierce grip, and a strange, comforting feeling slowly began to overtake Clayton's tired mind.

Sam's bedroom...Sam's car...The Hospital Entrance...Jack's office...Intensive Care... The Hospital Chapel...The Waiting Room...The Operating Room etc.

NARRATOR (V.O.) (CONT'D)

Hope. He began to feel hope. A natural response to a curiosity that now had him very much within its own glorious grasp. What if? He thought. *What if?*

The Beresford House: Playroom...Dining Room...Security Room...Staircase... Hallway... Lilith's Bathroom...Lilith's Bedroom...Clay's bedroom etc...

NARRATOR (V.O.) (CONT'D)

What if the Sodium Pentothal had stuck its teeth in too far and overpowered his mind? What if the operation had in fact been a routine success? What if waiting for him, minutes away, were new wives and best friends and strawberry smoothies and Mothers that would always love him too much? What if it had all just been a wild drug-induced ride? A bad dream that was soon to be forgotten in the fog of consciousness. What if, indeed.

EXT. BERESFORD TOWN HOUSE - DAWN - OBJECTIVE POV

The outside of the Beresford Town House, empty. Until the door opens and Objective Clay exits out into the morning air.

NARRATOR (V.O.)

He would find out soon enough. For now, he put his hope to one side, where it belonged, and waited for his eyes to open.

Clay looks down to see YOUNG CLAY waiting. He takes the boy's hand and smiles. As Lilith appears in the doorway and watches the two of them walk off into the distance together.

NARRATOR (V.O.) (CONT'D)

For whether his fight had been real, or just the cruel imaginings of a chemical mind, only one thing really mattered to Clayton Beresford Jr. now...

INT. OPERATING ROOM - HOSPITAL - MORNING

As Clayton Beresford Jr. finally opens his eyes.

NARRATOR

...He was awake.

CUT TO BLACK.

THE END