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Beaches
REMEMBER ME

Screenplay

By

Mary Agnes Donoghue

Based on the novel:

BEACHES

By Iris Rainer Dart

FIFTH DRAFT
December 1987

TITLE SEQUENCE

EXT. CARNEGIE HALL - NIGHT - THE PRESENT

It is snowing hard. A BUM is pawing through a trashcan limos and taxis line the street waiting for the crowd to emerge, DRIVERS stand under the overhang talking to each other. From inside the theater, we hear thunderous applause. The poster and marquee simply read "BLOOM" in large, black letters.

INT. CARNEGIE HALL - NIGHT

CC BLOOM, at forty-one, has the figure of a thirty-year-old, and a wild explosion of red hair surrounds her arresting face like a lion's mane. She is dressed in a perfect black evening gown and is spotlit standing in the center of an otherwise empty stage, taking bows to a standing ovation from an opening night CROWD. She exhudes a brash, outrageous and completely engaging charm.

CC

(into microphone)

Thank you! Thank you!

As the applause continues, she loses her composure and starts pacing the stage with excitement, a brilliant smile on her face.

CC

You people are too much!
You make being alive worth
the exercise!

(applause continues)

If you calm down, I'll do
one more song, but that's
it! I'm getting old! I'll
be thirty on my next birthday!

Laughter, then a silence so profound you could hear a pin drop. CC nods at the CONDUCTOR, then we hear the introduction to "SOMEONE TO WATCH OVER ME." CC sings the song in a pure, rich voice, her phrasing original and moving.

When the song ends, she leaves the stage to a standing ovation.

INT. WINGS - CARNEGIE HALL - NIGHT

PEOPLE close in on CC to congratulate her. As she moves slowly through the crowd the STAGE MANAGER pushes his way to her and hands her a piece of paper.

STAGE MANAGER

Phone message, CC.

CC is still accepting congratulations from people as she unfolds the paper.

EXT. CARNEGIE HALL - NIGHT

Snow falls in a thick, white cloud. PEOPLE are still exiting the theater, climbing into limos and taxis. Unnoticed by the crowd, CC rushes from the building, now in street clothes, still pulling on her fur coat and scarf. An empty taxi is cruising past. She runs down the street after it, grabs the door handle, sliding dangerously in the snow, and runs along with it for a few feet until it skids to a halt. As she pulls the door open and slides into the back seat:

CC

(urgent)

La Guardia, please. Boston Shuttle.

The door slams shut behind her.

INT. TAXI - NIGHT

As the DRIVER starts to pull away, he suddenly turns to look at her with a frown.

DRIVER

Hey. Aren't you...

CC

No.

He shrugs and goes back to his driving. CC leans her head against the window and stares out at the falling snow anxiously. The only sound is the driver talking softly to the dispatcher over the radio, tires moving over the cushion of snow and the windshield wipers slapping back and forth. Slowly, the sound of people at a beach bleeds in.

TITLE SEQUENCE ENDS

EXT. ATLANTIC CITY BOARDWALK - HOT SUMMER DAY - 1957

The boardwalk is packed with PEOPLE. A very pretty, meticulous-looking girl of eleven, HILLARY WHITNEY, wearing a sundress and sandals walks anxiously through the crowd, scanning her surroundings with a panicky expression. She finally walks over to the railing and looks out over the beach with despair.

EXT. BEACH - DAY

Hillary slowly descends the stairs to the sand, then suddenly sinks onto the bottom step, puts her face in her hands and starts crying.

CC

(V.O.)

Don't tell me. You're lost. I must see a hundred cases like you every day.

Startled by the childish but oddly mature voice coming from the darkness under the boardwalk, Hillary quickly turns. A thread of cigarette smoke drifts out.

CC

(V.O.)

Want a drag?

HILLARY

(wiping tears)

A drag..?

CC

(V.O.)

On my cigarette. It'll calm your nerves.

HILLARY

(upset)

I want to go back to our hotel, but I can't remember the name. My mother said..

CC

(cutting in,
bored V.O.)

Big or small?

HILLARY

My mother..?

CC
(exasperated V.O.)
The hotel.

HILLARY
Big.

CC
(V.O.)
Ritzy or cheap?

HILLARY
I guess it's...ritzy.

CC
(V.O.)
Does it have a fountain in
front, a pool inside and a
bunch of fruits in monkey
suits playing violins in the
lobby?

HILLARY
(excited)
Yes!

CC
(V.O.)
You bet your ass it's ritzy.
It's the Marlboro Blenheim.

HILLARY
(shrieking)
That's it! Do you know where
it is?

CC
(resigned V.O.)
Yeah. I'll walk you back
if you want.

HILLARY
Oh, yes, please...what's your
name?

CC
(dramatic V.O.)
What's my name? I am none
other than the fantastic,
world-famous, child-wonder...

An outrageous-looking little girl of eleven leaps out of
the darkness into the light, still clutching the lit cig-
arette.

CC

CC Bloom!

CC has a mop of wildly curly red hair on her head and a long, skinny frame with well-developed legs. She is wearing a red-sequinned leotard, red polish on all nails and is clutching a pair of glittering red tap shoes.

HILLARY

I'm Hillary Whitney.

CC

(annoyed)

Don't you recognize me?

HILLARY

No.

CC

I do the Mama number in the Tony Grant Kiddie Show!

HILLARY

The what...?

CC

Jesus Christ, kid, what planet do you live on? The Tony Grant Show just happens to be the most popular show in Atlantic City and I'm the most popular act in it!

(grudging)

Along with Karen Lewandowski, the hand-walking queer.

LEONA

(scream V.O.)

CC! Where are you, CC?!

CC

(stutting out cigarette)

Shit.

(yelling)

Don't blow a gasket, Leona. I'm down here.

A vulgar-looking FAT WOMAN in her forties appears at the top of the steps.

LEONA

Thank God! When I couldn't find you in your dressing room I thought you were dead!

CC

You watch too many movies,
Leona.

LEONA

We have to get back to the
theater right away! There's
a Hollywood talent scout who
wants to see your act!

CC stares at her.

CC

Is this your idea of a sick
joke?

LEONA

No! He caught the midnight
show last night and he's
crazy about you! He's looking
for a kid to star in a movie!

CC is suddenly taking the steps two at a time. She pauses
to look over her shoulder at Hillary.

CC

Well, don't just stand
there! C'mon! This is my
break into the big time!

Hillary hesitates for a split-second, then races after CC.

EXT. BOARDWALK - DAY

As the two girls rapidly pass Leona in the direction of
the theater:

LEONA

And how many times do I
have to tell you not to
wear your costumes on the
beach?! I'm not made of money,
you know!

CC

Get off my back, Leona!

HILLARY

(soft)

Who is that woman...?

CC

What woman?

Hillary nods over her shoulder toward Leona, who is having

a hard time keeping up because of her weight.

CC

That's no woman, that's
my mother.

Hillary looks away, completely shocked.

INT. THEATER - DAY

While a MAN plays a piano, CC, now fully made-up as well as in costume, tap dances to the center of the stage, does a cartwheel and then in perfect control and with very mature and suggestive gestures, sings in a strong, pure voice.

CC

(singing)

You gotta see Mama every night
or you can't...
No, you can't...
I said you can't see your Mama
at all!

There is something freakish in both CC's appearance in adult make-up and in hearing a fully developed voice emerge from a child's body. CAMERA PULLS BACK to reveal Hillary, Leona, TONY GRANT, a small, fat man in a cheap suit and MR. MELMAN, a sleazy-looking character in Sy Devore whites, as they burst into enthusiastic applause.

TONY

CC! C'mere and meet Mr.
Melman!

Her face on fire with excitement, CC runs to the edge of the stage. Just as she reaches it, a STAGE-HAND shoves a lighted staircase centerstage behind her. CC quickly glances over her shoulder, then turns back, her face darkening.

CC

Karen Lewandowski's auditioning too?

TONY GRANT

Hey, CC, it wouldn't be fair
not to let...

CC

(sharp)

I thought it was just me,
Leona!

LEONA

It was, sweetie, but Mrs.
Lewandowski found out and...

CC
 (voice rising)
 She found out from you,
 didn't she?! You were
 bragging again, weren't you,
 Leona?!

During this,, a perfectly beautiful little GIRL is led on-stage by her driven MOTHER. Before Leona can reply:

MOTHER
 (fawning)
 Karen's ready for you, Mr.
 Melman.

Mr. Melman is looking past CC at the little girl with delighted surprise.

MELMAN
 What a beautiful child!

As the piano starts playing "STAIRWAY TO PARADISE" CC slowly turns. Singing sweetly, Karen flips herself onto her hands and starts walking up the lighted staircase. As CC stares, her eyes fill with tears.

CC
 (soft)
 Who cares what she looks
 like? All she knows how to
 do is walk on her hands!

INT. DRESSING ROOM - DAY

Leona tries to calm CC as she hurls herself around the room, pounding the walls, ripping costumes from racks, screaming and sobbing hysterically.

CC
 It's your fault it happened!
 It's your fault they picked
 her! It should have been me!
 She's like something in a circus!
 I wish I was dead! You'll
 be sorry when I'm dead! You'll
 all be...

Hillary appears holding out a lit cigar helpfully.

HILLARY
 CC! I brought you a cigar
 from Mr. Melman!

LEONA

A cigar from Mr. Melman?! Why?!

HILLARY

Why else? To calm her nerves.

CC stares at her, then slides along the wall to the floor, puts her face in her hands and breaks into soft, broken laughter. Leona watches her anxiously, then:

LEONA

Listen, sweetie, what do you say we pack it in and go back to the Bronx? You could hang out with the other kids at the pool and we could see Daddy. Wouldn't that be nice, Ceece? Don't you want to go home, baby?

Pause, then CC slowly lifts her head with exhaustion.

CC

(soft, lost)

Okay, Leona. Let's go home.

Leona grabs the cigar from Hillary, takes a deep drag and exhales loudly with relief.

INT. PHOTO MACHINE - SAME DAY

The machine takes several snaps of CC and Hillary in various poses, CC still in make-up and costume.

INT. MAIN STAIRCASE - MARLBORO BLENHEIM HOTEL - AFTERNOON

CC and Hillary climb the stairs to the mezzanine as Hillary tears the photo strip in half. CC is still in make-up and costume and they are in childish high spirits.

HILLARY

You take these and I'll take those.

CC

You're taking the best ones!

HILLARY

(trading)

I am not, but you can have them!

(sudden, inspired)

You know what you need? A theme song! Like Dinah Shore.

(singing)

See the U.S.A. in your 'chevrolet
America is asking you to call.

(throwing kiss)

CC

I don't want to sing about a car!

CC (cont'd.)
(dreamy)
Give me a Gershwin tune.

HILLARY
What's that about? A bike?

They have reached the top of the steps and CC freezes. The elegant mezzanine restaurant is packed with well-heeled PEOPLE having tea and the tables are attended by uniformed WAITERS.

CC
(anxious)
What're we doing here?!

Hillary clamly starts walking toward a free table.

HILLARY
I want to buy you a soda
for walking me back.

CC hesitates, then goes after her, glancing around nervously at the people she passes, who are staring at her with shocked disapproval.

CC
There's soda on the boardwalk!

HILLARY
It's better here.

CC
But people are looking at me!

HILLARY
So what?

Hillary sits down.

CC
So they'll probably kick
me out of a place like this!

HILLARY
They can't.

CC stares at her, then just as she is about to sit:

WAITER
Just a minute you two!
You can't sit there!

CC
(mortified hiss)
I told you!

She remains standing as the WAITER rushes up. Hillary stares at him with an unwavering gaze.

HILLARY

Yes, we can. My name's Hillary Whitney, I'm staying here with my parents and I want a chocolate soda. What do you want, CC?

CC hesitates, staring anxiously at the waiter, then:

CC

(quick)

The same.

The waiter looks at CC with distaste, glares back at Hillary, who stares back firmly, then with an angry sniff suddenly lifts his pad, writes in it, turns on his heel and walks off. CC quickly sits down, impressed.

CC

How'd you do that?

HILLARY

(dismissive shrug)

Easy. My father's rich.

(excited)

Promise when you go home you'll write to me in Boston?

CC

(puzzled)

Sure..but how come you want to write to me so much?

HILLARY

Are you crazy?! You just happen to be the most fantastic person I ever met in my entire life!

CC

I am..?

HILLARY

Of course you are! You smoke, you wear make-up, you even curse in front of your mother!

CC

(delighted)

Well, now that you put it that way, I guess I am pretty amazing.

HILLARY

When you started singing...

HILLARY (cont'd.)
 (singing loudly,
 raunchy voice, hold-
 ing imaginary breasts)
 You gotta see Mama every night
 or you can't see Mama at all.
 You gotta treat Mama...

MOTHER
 (soft, amazed V.O.)
 Hillary? What are you doing?

Hillary spins around to see her MOTHER, a tall, slender woman in her thirties with beautiful, patrician features, dressed in a white linen suit and sunglasses, walk up to her with a dried-out woman of the same age, AUNT VESTA.

HILLARY
 (excited)
 Mom, Aunt Vesta! This is
 CC! I got lost and she
 showed me the way back after
 she did her Mama number!

VESTA
 (soft, horrified)
 Her Mama number...?

As Hillary's mother looks at CC she breaks into a warm, charming smile.

MOTHER
 I'm sure it was wonderful.
 Look at that amazing outfit
 you have on.
 (to Hillary)
 We were looking everywhere
 for you! Did you forget
 we were going with your
 father to the golf club?

HILLARY
 But CC and I are having a soda.

CC, who has been staring at Hillary's mother as if she is a goddess, comes around and stands up awkwardly.

CC
 Hey, forget it! If I don't
 go back Leona'll start foam-
 ing at the mouth anyway.

As Hillary gets up her mother takes her hand and smiles at CC. Vesta is fumbling in her purse.

MOTHER

Thank you for looking after
my girl.

As they turn away, Vesta suddenly shoves some bills into
CC's hand with distaste.

CC

(taken aback)

What's this for..?

VESTA

(disapproving)

It keeps people like you
honest.

As Vesta walks after Hillary and Hillary's mother, Hillary
suddenly looks back over her shoulder at CC.

HILLARY

(bright, excited)

Be sure to keep in touch,
CC, okay?

CC

Well, sure, we're friends
aren't we..?

Hillary doesn't hear as she vanishes down the steps with
her mother and Vesta. CC looks after them with longing for
a moment, then looks down at the money in her hand. The
waiter arrives and she suddenly shoves the money into his
pocket.

WAITER

(taken aback)

What's this for..?

CC

(tough, cocky)

It keeps people like you
honest, buddy.

As she walks off toward the stairs, her taps clicking
cheerfully on the marble floor, her step quickly turns
into a defiant, little walking dance which attracts the
stares of everyone she passes. When she reaches the top
of the stairs, all eyes upon her, she suddenly breaks into a
quick combination step, as if she is exiting a stage, then
taps her way lightly down the marble stairs until she dis-
appears from sight.

INT. ENTRY OF EPISCOPAL CHURCH - BOSTON - RAINY DAY - 1959

Two years older, dressed in black and looking as if she

has been crying, Hillary stands next to the closed street door, reading a letter. As she reads, we hear:

CC

(V.O.)

Leona won't let me go to Julliard, so I have to keep taking dancing lessons from Miss Jean Kayton, the freaky fat vaudeville star. Her studio's in the cellar, which means you only graduate when you're tall enough to hit your head on the ceiling. What's a genius like me doing in a place like this?! By the way, I'm sorry your mother's sick. Is she better?

At that moment, the door to the street is abruptly pulled open. A handsome man in his forties, also dressed in black and looking shattered, stands under an umbrella on the steps. At the curb, we see a coffin being slipped into the back of a hearse, which is surrounded by a group of MOURNERS under umbrellas. Hillary stares at the vision with a stunned frightened face, then carefully folds CC's letter and puts it into her pocket, takes her father's hand and walks out into the rain.

INT. SCHOOL GYMNASIUM - NIGHT - 1962

It is decorated for a dance and packed with teenagers dancing a slow dance to recorded rock and roll. Looking unhappy, CC stands with a group of unattractive girls at the base of the stage near the refreshments table. Her clothes are too tight for her voluptuous body so make her look fat, her curly hair is crushed to her head with clips and her make-up is designed to exaggerate her worst features. She clearly has no idea of what she looks like but suspects it is not good. As she reads a letter, we hear:

HILLARY

(V.O.)

I've definitely decided on Vassar. You asked what I'm going to be when I grow up. I have a feeling I'm going to be my father. He never lets me out of his sight since my mother died.

During this a boy walks up to the group. The girls look at him hopefully, including CC. His eyes meet hers, she smiles invitingly, he stares for a moment longer, then turns and walks away. She sighs with despair as she goes back to the letter.

HILLARY

(V.O.)

By the way, I really respect your decision to dedicate your life to art instead of boys. That kind of sacrifice shows great character.

EXT. VASSAR CAMPUS - SUNNY SPRING DAY - 1968

Hillary, now a stunningly beautiful woman, walks slowly across the lawn toward a building in a crowd of STUDENTS, carrying books and clumsily writing a letter. She has the kind of fresh, intelligent face that will still be beautiful in old age, bones that promise character and an innate grace that expresses itself effortlessly.

HILLARY

(V.O.)

It's not the same for me, I don't have your talent, which is why I've decided to stay in Boston and take the job in my uncle's law firm. Drawing up wills and dissolving marriages is boring no matter where you do it and my father would be desolé (that's French for fucked up) if I left. Will I ever see you again? How is New York? I'm sure by now you've taken it by storm.

INT. MACY'S DEPARTMENT STORE - NEW YORK - DAY - 1971

The place is decorated for Christmas and packed with SHOPPERS. A special display features an exercise bed - a double bed mattress which vibrates and undulates simultaneously. CC, wearing a negligee and writing a letter, is strapped to the mattress, oblivious to the stares of the buying public. Gone is the insecure teenager and in her place is a striking woman with a lush body and a great mane of blinding red hair. CC the adult knows what she looks like and makes the most of it.

CC

(V.O.)

Forgive the writing

CC (cont'd.)

(V.O.)

but I'm trying to do it
while making a special
guest appearance at Macy's.
I was just about to committ
suicide by taking an overdose
of vitamin A when your letter
arrived telling me I am a genius
and not to lose heart. I de-
cided to live even though I
have not had a single performing
job in eight months, I have been
turned down by every agent in
town, I'm broke and desperately
lonely during this festive season.
Lucky you.

The sound of a train station bleeds in.

INT. PENN STATION - PLATFORM - NIGHT

CLOSE ON A DISCARDED TIMETABLE as many feet walk over it.
The date is February 11, 1972

CC

(V.O.)

Tucked safely in the bosom
of your family.

As a very expensive pair of woman's boots walk over it.
CAMERA MOVES UP AND BACK AND FOLLOWS HILLARY as she makes
her way with the crowd toward the main terminal building.
She is struggling with a few pieces of expensive luggage
and has a crumpled Boston Globe jammed under her arm. She
is dressed in conservative but stylish clothes - man's
cashmere coat, wool challis skirt, silk shirt, etc.

INT. PENN STATION - MAIN TERMINAL - NIGHT

Hillary quickly walks to a bank of pay phones, an anxious
look on her face, takes a great pile of change from her
purse, lights a cigarette hungrily, then feeds change into
the phone and dials a long distance number. The phone
rings, then:

HILLARY

(bright, tense)

Hi, Dad? It's me, Hillary.

(pause, anxious)

Well, no, I won't be joining
you for dinner tonight, I'm...
I'm in New York...

(pause, desperate)

Well, I don't know...I thought

HILLARY (cont'd.)

maybe I'd check out some
job possibilities here and...

(pause, pleading)

Please, Dad, please don't be
upset, I've been trying to tell
you for months I wanted to go but
you wouldn't listen so I...

(pause, uneasy)

Dad..? Are you still there...?

(flat, firm)

Fuck you, Dad.

She hangs up, tosses her Boston Globe dramatically into
a nearby trashcan and resumes her journey to the street
with her luggage, anxiety replaced by an excited determina-
tion.

INT. SEEDY PIANO BAR - MID-TOWN MANHATTAN - NIGHT

Wearing a skin-tight thirties evening gown, a huge fake er-
mine boa and lots of rhinestone jewelry, CC sings GOOD MORN-
ING HEARTACHE to an indifferent crowd, accompanied on the
piano. At one table a drunken couple talk and laugh loudly,
at another a woman sobs next to a man who sits with his face
in his hands, at the bar businessmen are hustled by hookers,
etc. Although CC has a desperate look on her face, she
sings honestly and from the heart to her dismal audience.
When the song ends, she waits expectantly but nothing happens.
She smiles slightly and bows.

CC

Thank you, thank you!
You're too, too kind!

INT. PIANO BAR OFFICE - NIGHT

The room is more like a dirty, little broom closet than
an office and a gay man of forty, HARRY, with a tired, ruined
face is counting money into a strong-box when CC walks in.

CC

(bright, strained)

So, Harry, did you catch
that set? Those people are
crazy about me!

(no response)

They're so crazy about me
they're spending money hand
over fist!

(no response; sweet)

So I was wondering, Harry,
could you lend me fifty bucks
until payday?

HARRY
(counting money)

No.

CC
(hysterical fit)
That's it! That's the end!
I can't take anymore! I mean,
what is this place, a piano bar
or a Nazi work camp?! I'm dying
of malnutrition from living on
dogfood, I sing my heart out for
peanuts and you can't part with
fifty fucking bucks you already
owe me?! Do you realize how lucky
you are to have me for two weeks?
When my run ends you could end
up with some bimbo who walks on
her hands for a living! You...

Without looking up, he holds up a fifty dollar bill, and
she quickly walks over and takes it.

CC
(grateful)
..are an angel, Harry, straight
from heaven. If your mother
hadn't been such a bitch we might
have shared something important,
you know?

As he gives her a look, we hear:

HILLARY
(breathless excitement)
CC..? CC Bloom..?

CC turns to see Hillary standing in the doorway. She looks
at her without recognition.

CC
Yeah?

Hillary steps into the room.

HILLARY
Oh, CC! I'm so thrilled!
I can't believe we're finally
in the same room together!
I've been dreaming of this
moment for so long!

CC stares at her, then frowns slightly.

CC

Look, honey, I don't know
what you're after, but if
it's what I think it is,
you've got the wrong girl.

HILLARY

(taken aback)

What?

CC

You're not my type, com-
prenez-vous?

HILLARY

CC! Don't you recognize
me?! It's Hillary!

CC stares at her, then her eyes begin to widen.

CC

(soft)

Whitney...?

Hillary nods. CC stares at her, then slowly walks toward
her.

CC

(soft, amazed)

How could I recognize you?
I haven't seen you since
we were eleven...

She suddenly lets out a great shriek of excitement and Harry
slaps his hands over his ears in pain as the two women em-
brace.

CC

I don't believe this!

(to Harry)

Do you believe this, Harry?
We've been writing since we
were eleven!

(to Hillary)

What are you doing in
York?!

HILLARY

(confused laugh)

I don't know.

(emotional)

I just walked out on my life
in Boston tonight. I felt
so suffocated I couldn't stand
it anymore so I just left.

HILLARY (cont'd.)
My job, my apartment, my family...

CC
(cutting in, tense)
Your money too..?

HILLARY
(startled)
Well, I hadn't thought about
it, but yes, I guess my money
too.

With a heartbroken cry, CC puts her face in her hands.

EXT. SOHO STREET - NIGHT

The wind blows bits of newspaper around as CC and Hillary, carrying Hillary's luggage, approach the lighted doorway of a loft building. CC is now wearing a huge, second-hand fur and English riding boots and Hillary is looking around at the overturned trashcans, seedy bars and collapsed DRUNKS uneasily.

HILLARY
(bright, strained)
I really appreciate the offer,
CC, but I'm sure I can find
a place of my own to live.

CC
In this neighborhood?! Never!

HILLARY
(soft)
Yes, well, I guess there's
always uptown.

CC
You're broke! And anyway, Leona'd
have a heart attack if I didn't
invite you to move in.

HILLARY
She lives in Miami. She'd
never know.

CC is opening the door with her key. A drunken WOMAN sits on the step clutching a bottle in a brown paper bag.

CC
Hi, Marjorie. How's life
treating you?

The drunk falls against the wall, her eyes shut, the bottle still clutched in her hand. CC shoves some money in her pocket.

CC
Cut down on the gasoline,
Marge. It's bad for the
complexion.

CC quickly climbs over the drunk and enters the building.

HILLARY
(staring at drunk)
She could be dead.

CC
(holding door,
cheerful)
Nah. If she was dead she
would have dropped the bottle.

Hillary looks at her with a strained smile, then gingerly climbs over the drunk and enters the building.

BLACK SCREEN

We hear a door opening and then a light snaps on.

INT. CC'S LOFT - NIGHT

Hillary and CC walk in and drop the luggage on the floor.

CC
(bright)
So? What do you think?

Hillary slowly looks around the room which, except for a few rudimentary pieces of furniture and a storm of discarded clothes, is bare and gives the impression it is in a bombed-out building. A jerry-built kitchen stretches along a wall beneath a row of large, dirty, uncurtained windows looking out on the empty street. Hillary suddenly bursts into tears.

CC
(offended)
Hey! So it's not Buckingham Palace! It's home to me!

HILLARY
(wiping away
tears, excited)
You don't understand! I'm
crying because I'm happy!
It just hit me I'm finally

HILLARY (cont'd.)
 involved in real life, not
 the sanitized version you
 get on Beacon Hill!
 (pacing room)
 Do you realize for the first
 time in my life I'm free?!
 For the first time I'm doing
 exactly what I want to do ra-
 ther than what I've been train-
 ed to do?! I feel like scream-
 ing and shouting free at last,
 free at last, thank God Almighty
 I'm free at last!

CC stares at her shining face.

CC
 (soft)
 Are you like this all the
 time..?

HILLARY
 (puzzled)
 No.

CC smiles sweetly as she kicks the door shut.

CC
 Good. Then you can stay.

INT. COPY SHOP - MID-TOWN - DAY

It is packed with PEOPLE. CC and the Manager, a mean-
 looking fat WOMAN in late middle-age, are behind the coun-
 ter frantically helping customers.

CC
 (exasperated)
 I'm sorry, sir, but I can't
 fit all that on one rubber
 stamp.

MAN
 But it has to be on one
 stamp! Why can't you fit
 it?

CC
 (acid)
 Because you would either need
 a microscope to read the print
 or we'd have to order a stamp
 so huge it would take a hydrau-
 lic lift to pick it up!

CC (cont'd.)
 (tossing order form
 at him)
 Think it over and come back
 when you've made up your little
 mind! Next!

A telephone rings as the man throws the form on the floor
 and storms out. As the manager answers the phone, a little
 MAN in a raincoat appears.

MAN
 I want to use the color copier.

CC
 (irritated)
 Go away or I'll call the cops.

MAN
 I have a right to use it!

MANAGER
 CC! Telephone!

CC
 I have to call back.
 (to man)
 I've told you a hundred times
 already, it's against the law
 to even have those pictures much
 less copy them!

MANAGER
 You can't call back.

CC
 Why not?

MANAGER
 It's your roommate. She's in
 jail and needs you to bail her
 out.

CC stares at her.

INT. HOLDING TANK - POLICE STATION - DAY

It is packed with scurilous-looking WOMEN - hookers,
 thieves, fight victims, etc. In one corner, a GROUP
 of anti-war types huddle anxiously together. While she
 talks, Hillary walks amongst the unwashed handing out
 leaflets featuring her smiling face beneath a headline
 reading "VOTE DEMOCRATIC - HILLARY WHITNEY FOR CITY COUNCIL,
 16TH DISTRICT." Hillary's conservative clothes are gone
 and she is now dressed in army surplus fatigues, layers of
 sweaters and scarves, etc. In spite of it all, she still

looks as if she belongs on the cover of Vogue. The down-trodden accept the leaflets with docile, blank faces.

HILLARY

(passionate, inspiring)

You've got to vote, you've got to tell your friends to vote. This city doesn't just belong to Wall Street and Fifth Avenue, it belongs to you too and

I promise once I'm on the city council things will change - free daycare centers, youth programs, work/study programs for the underprivileged, small business incentives for deprived communities - my aim is to represent the interests of everyone in this district, not just the...

A bored-looking COP has opened the cell door. Everyone looks up anxiously, except Hillary, who is busy with her speech.

COP

(cutting in)

Whitney! H. Whitney!

HILLARY

(turning)

Yes?

COP

You're out.

INT. POLICE STATION - DAY

As the now exasperated-looking cop leads Hillary and CC to the front desk Hillary practically assaults him.

HILLARY

Nobody read me my rights and I was held without charges!

COP

Shut-up, lady.

HILLARY

I will not shut-up!

CC

He has a gun. Shut-up.

HILLARY

(to cop)

I just happen to be running
for city council in this
district and you haven't heard
the last of this, you fascist
pig!

COP

(furious)

Anybody can run for city coun-
cil and if you don't shut-up
you're going back in the tank!

HILLARY

Oh, yeah? On what charge?

CC

Resisting release!

(grabbing her arm)

Let's go!

She starts pulling Hillary down the hall. Hillary yanks
her arm away but keeps walking, pulling a cigarette out
of her pocket.

HILLARY

(lighting up)

God, what an experience!
First my civil rights were
violated and then a hooker
threatened to stab me with
a bobby pin if I didn't give
her my last cigarette! Naturally,
I refused!

CC looks at her as if she is insane.

CC

What is with you?! First
you quit your low-paying job
with the ACLU to run for
some cockamamey political
office in a district full of
congenital idiots and killers,
and now you have to go to jail
too?

HILLARY

I didn't do it on purpose..
I was on a run-of-the-mill
anti-war march when a few zea-
lots started throwing bottles
at the cops! Do you think I
like having tear gas bombs thrown
in my face?

CC

Yes. I do.

She walks out. Hillary goes after her.

EXT. POLICE STATION - DAY

As they start down the steps:

HILLARY
Going back to work?

CC
I was fired.

HILLARY
I'm retiring the last of my
credit cards today.

CC
I can hardly hold back my
tears.

HILLARY
What do you say we send it
off in style?

CC looks at her with sudden interest.

CC
Lunch and a facial?

HILLARY
Lunch, a facial and Bendels.

CC
(delighted)
Now you're talking!

As they start off down the street arm in arm, Hillary
suddenly looks at her curiously.

HILLARY
Don't you care about any of
this stuff?

CC
What stuff?

HILLARY
What's going on in the world.
The injustices, the wrongs,
the problems.

CC
Sure I do. We just have a
different approach to things,
that's all.

HILLARY

What do you mean?

CC

I mean you want to change
the world.

(looks at her)

I want to rule it.

INT. VW BUG - LOWER EAST SIDE - MORNING

Hillary is behind the wheel and driving like a maniac, leaning on the horn, practically going up on curbs to pass people, etc. We see campaign posters and leaflets covering the back seat. CC is in the passenger seat, gripping the dashboard, dressed in a rabbit costume complete with rubber muzzle, teeth and plastic whiskers.

CC

After all I've done for you,
you're complaining?

HILLARY

No, I'm just saying you al-
ways take these jobs when I'm
in a rush to be somewhere.

(yelling out window)

What are you doing, asshole?
Taking your vacation at the
interesection?

She skids to a halt in front of a tenement building, just missing a garbage truck.

CC

(sort, horrified)

You must have gotten your
license out of a cereal box.

HILLARY

Do you want me to wait?

CC turns to her and snaps the muzzle against her face.

CC

What do you think?

As she speaks, Hillary grabs a bunch of envelopes and leaflets and starts stuffing.

HILLARY

Then you'd better step on
it. I'm speaking at a rent
strike rally in an hour.

CC stares at her as if she is a rare species of bird, then quickly jumps out of the car, slams the door and runs into the building.

INT. TENEMENT - MORNING

CC walks past a couple of doors in the dark, seedy corridor, the muzzle sitting on her head, checking apartment numbers. She stops in front of a door and rings the bell, then slips the muzzle on her face. Inside we hear a couple of crashes, a number of locks being undone and the door is finally pulled open by JOHN CHASE, an extremely attractive, intense-looking man in his early thirties who looks as if he just woke up from a sound sleep after a very late night. He is barefoot and wearing hastily pulled on jeans and t-shirt. She smiles brightly.

CC

Good morning! I have a birthday message for you from your darling bunny girl Barbara!

JOHN

(dazed, horrified)

My what..?

CC

I don't make the stuff up, pal. I just deliver it.
(singing)

Happy birthday to you
happy birthday to you
happy birthday darling bunny boy
happy birthday to you.

Without a second's hesitation, she begins to sing "CRAZY HE CALLS ME." John listens, transfixed by her lovely voice, then when she finishes he leans against the wall.

JOHN

You have a great voice.

CC smiles flirtateously as she removes the bunny muzzle.

CC

Do you really think so?
(light laugh)
Of course I'm not the type to believe flattery, but some critics have even called me a genius.

JOHN

(amused)

Oh, I see. You're a pro.

CC

(grand)

My last engagement was in a divine little supper club in mid-town called The Dew Drop Inn.

JOHN

(taken aback)

The what?

CC

(quick)

Never mind.

(holding out hand,
flirtatious smile)

CC Bloom.

JOHN

(shaking it)

John Chase. So, CC Bloom, where are you appearing now?

CC

(evasive)

I'm in between club dates. I'm at a turning point in my career, you know? And I have to be very, very selective.

There is an awkward pause.

JOHN

Well. Nice meeting you, CC.

CC looks at him with a slightly desperate look on her face, wanting to prolong the moment.

CC

Yeah...nice meeting you...

She hesitates, then with a little, reluctant wave turns and starts walking away, trying to think of some reason to turn back. John is watching her with a thoughtful expression on his face.

JOHN

(sudden)

Wait a minute.

CC

(turning, excited)

I'm free tonight and all weekend!

He ignores her remark as he walks over to her.

JOHN

Have you ever acted?

CC

(startled)

No. Why?

JOHN

I run a little repertory company and we need someone with a strong voice. Interested in auditioning?

CC

(shrugging)

Well...I don't know...what's the name of the company?

JOHN

The East Side Players.

She stares at him.

CC

Are you serious? The company that sends all those shows to Broadway?

(he nods; astonished)

Jesus. And you still live in a place like this?

(sudden, panicky)

Forget it. I'm just a singer, you know? I don't know the first thing about...

JOHN

(impatient)

You don't have to. You're obviously talented...

CC

(thrilled)

You think so..?

JOHN

You've got great natural timing and you can learn the rest. Anyway, it's just an audition. All either one of us has to lose is a little time.

She stares at him adoringly, falling in love.

CC

When?

JOHN

Next Friday at
3:00 sharp.

CC

(soft, thrilled)
You know, the second I saw
you in that doorway I had
a feeling we would...

At that moment, the street door opens and Hillary walks in.

HILLARY

If you want me to drive
you home, CC we have to
leave now!

CC turns to her with a radiant smile.

CC

John Chase, my roommate,
Hillary Whitney.

When Hillary's eyes meet John's it is electrifying for both.
They stare at each other, then Hillary quickly walks forward and holds out her hand with an awkward smile.

HILLARY

Hello. Sorry to be so
abrupt, but I'm running
late for an appointment.

They shake hands, transfixed by one another.

JOHN

An audition..?

HILLARY

An audition..?
(sudden, laugh)
Oh, no! I'm not a performer.

JOHN

The way you look...I just
assumed...

HILLARY

(handing him a leaflet)
I'm running for city council.

JOHN

I'll vote for you.

HILLARY

Wrong district.

JOHN

31.

My loss.

CC

(sudden, shrill)

Isn't it time to get moving,
dear?!

Hillary quickly glances at her, then looks back at John
as she starts edging out the door after CC.

HILLARY

Goodbye, John. Nice meeting
you.

JOHN

Very nice meeting you.

The door bangs shut.

EXT. TENEMENT BUILDING - DAY

As CC and Hillary descend the stairs, Hillary glances at
her with excitement.

HILLARY

He's very attractive, isn't
he?

CC

(sullen)

I suppose, if you like
the type.

She flops into the car and pulls the door shut.

INT. CAR - DAY

As Hillary climbs in and starts the engine:

HILLARY

I wonder why that woman
calls him her darling bunny
boy.

CC turns to look at her, their eyes lock for a moment,
then CC turns away.

HILLARY

(soft, intrigued)

Oh. I see.

INT. EAST SIDE THEATER - ONSTAGE - DAY

It is in an abandoned church on the lower east side.

CC
is finishing up a reading from Streetcar Named Desire.
She is surprisingly good as Blanche DuBois except she
plays her as a girl from The Bronx. John sits watching
her in wonder.

CC
He'd stuck a revolver into
his mouth and fired! so that
the back of his head had been -
blown away! It was because on
the dance floor - unable to stop
myself - I'd suddenly said "I
know! I saw! You disgust me!"
And then the searchlight which
had been turned on the world
was turned off again and never
for one moment since has there
been any light stronger than this
kitchen candle...

There is a pause, then she looks up anxiously and slowly
lowers the script. John stares at her.

CC,
So..?

JOHN
(soft)
Blanche Dubois is from the
South.

CC
(tough, belligerent)
Yeah? So? I'm from The Bronx!

INT. LOFT BATHROOM - DAY

Sunlight streams through dirty windows. In their underwear, CC and Hillary are dying their hair. CC is rinsing hers in the sink and Hillary is drying hers with a blow-dryer.

CC

(defensive)

Well, no, it's not a big part, I only have four lines, but each one is dense with meaning.

HILLARY

John called me yesterday.

CC, who is drying her hair with a towel, darts her a look of surprise.

CC

Why?

HILLARY

For lunch, but I had to speak to the chamber of commerce.

(pause, casual)

Is he still with the set designer?

CC

(casual)

Nah. He dumped her for a dancer in A Chorus Line.

HILLARY

How'd she take it?

CC

(with relish)

Sui-i-idal! He's absolutely heartless when it comes to women.

HILLARY

(soft, uneasy)

Really.

CC drops the towel, shakes her hair out and looks at Hillary expectantly. Her mane is now blonde.

CC

What do you think?

HILLARY

It's fabulous!
(patting hair,
excited)
What do you think of mine?

CC

It's the same color.

HILLARY

What?

CC turns her to face the mirror.

CC

You just spent the last two
hours dying your hair ex-
actly the same color.

INT. EAST SIDE THEATER - LOUNGE - DAY

CC sits on a broken-down couch in the dusty room sipping
coffee and reading a script.

Through an open door-
way leading into the main part of the theater we hear a pi-
ano playing and see a play being rehearsed. CC suddenly
slams the script shut and walks off down a hall with a set,
belligerent expression on her face.

INT. HALLWAY - DAY

CC stops in the doorway of a small, cluttered office. John
is at the desk paying bills.

CC

I've been cast as a pri-
son guard on death row.

JOHN

(looking up)
I know. I did the casting.

CC

I thought I'd have a bigger
part.

JOHN

Not yet.

CC

But this isn't me.

JOHN

Act like it is.

She stares at him, he stares back, then she walks out of the room with an exasperated, defeated sigh. He goes back to his bills.

INT. SEEDY LAUNDROMAT - LATE NIGHT

The place is empty except for CC, who is stretched out on a bench staring at the ceiling, and Hillary, who is removing things from a dryer and folding them.

CC

Tell me the truth. I mean really, really tell me the truth.

HILLARY

Okay.

CC

Do you think I'm very talented or just moderately talented?

HILLARY

(faint sigh)

I think you're very talented, CC. I've told you that at least eight million times.

CC

I know, but maybe you're just being nice. How do I know you mean it and that you're not just being nice?

(silence)

Do you mean it?

HILLARY

(exasperated)

Yes! I mean it!

CC

(quiet)

He thinks I'm very talented too.

HILLARY

(folding, casual)

How is he? Still with the crying waitress?

CC

No. She entered an Ashram when he started seeing the gymnast.

CC (cont'd.)

(pause)

Did he ever call you again?

HILLARY

No. My schedule's so tight
I said I'd call him.

(sudden)

The girl who entered the Ashram,
was she religious?

CC

No.

(looking at her)

E-motionally shattered.

HILLARY

By him?

CC

Uh-huh.

(pause)

Are you going to do it?

HILLARY

What?

CC

Call him.

HILLARY

I don't know.

They sink back into their own thoughts as Hillary folds,
then CC turns to look at her.

CC

I'll never forget this
for as long as I live.

HILLARY

What?

CC

You doing my laundry for
me. I hate doing laundry
more than anything on earth
and this is the kindest thing
anyone has ever done for me.

(looking back at
ceiling, thoughtful)

A man would never do this for
you no matter how much he loved
you.

INT. CC AND HILLARY'S LOFT - NIGHT

A scraggly, haphazardly decorated Christmas tree with a few wrapped presents under it provides the only light. The loft has been transformed by Hillary into a place where people live. Her sleeping area has prints on the wall, lush plants, filled bookshelves, cluttered desk over which hangs evidence of her political campaign, newspaper clippings, posters, photographs, etc. CC and Hillary are in their beds, falling asleep.

HILLARY/CC

(singing softly)

Away in a manger
No crib for a bed
the Little Lord Jesus
Lay down his sweet head
The stars in the sky
Looking down where he lay
The little lord Jesus
Asleep in the hay.

They both stare dreamily at the tree through half-closed eyes.

HILLARY

How about Good King Wenceslaus?

CC

Not tonight, Hill.

HILLARY

Okay.

(shutting eyes)

Goodnight, CC.

CC

(drifting off)

Goodnight, Hillary

The Christmas lights blink on and off in the dark as their breathing deepens into sleep.

INT. RAPPAPORT'S DAIRY RESTAURANT - LOWER EAST SIDE - DAY

The place is packed with a lunch crowd. CC sits alone at a window table eating and reading a script. As John passes the window he knocks on it, then a moment later he slips into the seat across from her.

JOHN

So. What do you think of
the new play? Brilliant,
isn't it?

CC

(indifferent)

Yeah. Revolutionary. What do I play? A piece of scenery?

JOHN

One of the two leads.

She stares at him, then shakes her head.

CC

I'm sorry, but I couldn't possibly do that.

JOHN

(slight laugh)

What?

CC

It's out of the question.

He reaches across and takes her hands reassuringly.

JOHN

I promise you, CC. You can't fail.

CC

(startled)

Fail? Of course I can't fail. I know that.

He drops her hands with irritation.

JOHN

Then what the hell is the problem?

She leans toward him.

CC

(emotional,
frightened)

If I do that, everything will change. Forever. I know it. Right now I feel like I'm remembering me having this conversation with you. I don't want things to change that much. I don't want to leave things behind. It's lonely.

John stares at her, then stands up.

JOHN

(disgusted)

What a lot of self-indulgent crap.

(tough)

You know the saying better lucky than good? You were born with the kind of talent that will always have someplace to go. That's very lucky. Don't ask me to feel sorry for you for being lucky.

He turns and walks out of the restaurant. She watches him go with an anxious expression on her face, then looks down at the script as if it is going to attack her. She finally takes a deep breath and as she opens it to read she suddenly blesses herself, then throws up her hand in exasperation.

CC

(mutter)

What are you doing?!

You're a Jew!

She nervously flips through the pages, pausing on one near the end. As she reads, she unconsciously begins to hum a tune under her breath. It turns into:

INT. EAST SIDE THEATER - ONSTAGE - NIGHT

The show is similar to The Rocky Horror Show - wildly made-up and costumed, CC sings the final song, a show-stopper, which includes the entire chorus. When the song ends, the theater suddenly goes completely dark, then the houselights go up and the audience, composed primarily of downtown types and a sprinkling of critics, goes crazy. The entire company is assembled onstage, with CC at the center of the line. As the applause continues undiminished, they bow deeply, then as CC straightens up CAMERA MOVES IN CLOSE ON HER. The actors on either side of her gently prod her forward so she is standing alone, just in front of the line, and the applause turns into cheers and a standing ovation. She suddenly breaks into a smile, her face lit with wild excitement and triumph. CC is finally on her way.

MATCH SHOT

INT. EAST SIDE THEATER - BACKSTAGE - NIGHT

A large, noisy party is underway. CLOSE ON CC. Still in costume and make-up, she is trying to appear happy in spite of the fact that she is utterly miserable.

CC

(stiff smile)

Happy? I'm out of my mind
with happiness! This is
the most wonderful night of
my life!

CAMERA PULLS BACK to include the party and Hillary, who seems to be oblivious to CC's state.

HILLARY

(warm, excited)

When you first appeared I
actually cried. I couldn't
help it. You were like a
stranger up there, a...

John suddenly appears with a bottle of champagne.

JOHN

(cutting in, happy)

Refills anyone?

Hillary quickly turns and smiles brilliantly at him.

HILLARY

(holding out glass)

You're a genius! Where did
you find more champagne?

CC

(acid)

In the office where he put
the fifteen cases he bought
this afternoon. They taught
him how to do it at Yale.

John and Hillary are only aware of each other.

JOHN

(to Hillary)

You know, it's the strangest
thing, but I can't shake the
feeling that I know you well.

HILLARY

I know. I feel the same way
about you. I wonder why?

CC

That's obvious! You must
have met in a former life!

(bitter laugh)

I'm sure it has nothing to
do with the fact that I talk
about both of you incessantly.

John and Hillary look at her with puzzled frowns, then John
turns back to Hillary.

JOHN

How's the campaign going?

HILLARY

(excited)

Well, it's amazing. I was
way behind but the latest
poll shows me running even!
I have a good chance of
winning!

JOHN

(intense)

I really respect what you're
doing, you know? It makes
all this, the theater, art,
seem trivial somehow. Having
a deep social commitment
makes...

CC suddenly shoves her glass in front of his face.

CC

(hard)

Me thirsty! More cham-
pagne, please.

He looks at her as if she is a wild animal as he refills
her glass. At that moment,
an ACTOR appears, wearing his coat and carry-
ing a great stack of newspapers.

ACTOR

Okay, everybody, this is it!

As he tosses the papers on a chair, PEOPLE rip them up,
opening to the reviews, including CC and John, everything
else temporarily forgotten. Several people crush around
each paper, reading avidly over one another's shoulders,
etc. An actors' head snaps up.

ACTOR

The Voice said it's the
musical of the decade!

CC
(reading)
We got a rave from the News!

John looks up from the New York Times.

JOHN
John Simon said it was
fresh.
(scattered laughter)
He also made special men-
tion of CC Bloom's perfor-
mance, which he called promis-
ing.
(John lifts his
glass)
To a great playwright and
a great company!

Cheers, everyone drinks.

ACTOR
To a long run!

More cheers and drinking.

CC
And to a great theater
director!

As she turns to drink to John her face falls. He is
leading Hillary away from the others, engaged in inti-
mate conversation. CC looks completely heartbroken as
she downs her champagne in one desperate swallow.

EXT. CC AND HILLARY'S LOFT - DAWN

A squad car cruises along the deserted street and pulls
to a halt in front of the loft. The door opens and CC
stumbles out dressed in the same clothes, but now soaking
wet and carrying her shoes. She has sodden confetti and
streamers in her hair, which is matted and dripping, her
stockings are shredded and her make-up is smeared. She
is carrying her coat.

CC
(shrill)
I don't have to sleep
anything off and I'm
telling you for the last
time I wasn't the ring-
leader!

She slams the police car door shut and stumbles into the
loft.

INT. LOFT - DAWN

Hillary is curled up in a chair near the window, wrapped in a blanket, drinking coffee and lost in her own, very happy thoughts as we hear a few crashes in the hallway. The locks on the door are thrown and CC walks in. Hillary sits up in shock.

HILLARY

My God! What happened to you?!

CC heads for her sleeping area without looking at Hillary.

CC

(flat)

Some people and I went for a swim in the Central Park Boating Pond.

Hillary hesitates, then gets up, wraps the blanket around herself and follows CC.

INT. CC'S SLEEPING AREA - DAWN

CC is getting out of her wet clothes and into a robe when Hillary walks in.

HILLARY

(excited)

Don't you want to know what happened to me?

CC gives her a quick glance, then turns away as she starts removing her smeared make-up.

CC

(flat)

What happened to you?

Hillary sinks down onto her bed.

HILLARY

Everything. I just spent the most wonderful night of my life.

CC keeps her face turned away.

CC

(quick, low)

With John?

Hillary leans back and shuts her eyes.

HILLARY

(dreamy)

With John. Oh, CC, it was so incredibly romantic. We got a room at the Plaza, had a magnum of champagne sent up ...He's an incredible lover, we didn't sleep all...

CC

(sudden, harsh)

Hand me that brush, will you?

Hillary sits up, finds the brush on the bedside table and hands it to CC. CC quickly starts brushing her hair, her back carefully turned to Hillary.

CC

(sudden, light)

So did the two of you fall in love?

HILLARY

I don't know...we just met really...

(soft, happy)

We will.

CC is now brushing her hair very, very hard.

HILLARY

Oh, by the way, my father's got some bug and I have to go to Boston for a couple of days. Will you water my plants while I'm gone?

CC hesitates in her brushing, her back turned, then she turns to look at Hillary, in torment. She finally sinks down into a chair with a sigh, pulling confetti out of her hair dejectedly.

CC

Oh, sure. We're friends, aren't we..?

INT. LOFT - MORNING

Wearing a robe and dark glasses, CC waters Hillary's lush plants.

INT. RAPPAPORT'S DAIRY RESTAURANT - DAY

CC and John are having lunch in the crowded restaurant.

CC

I'm telling you, things are changing for me! Somebody asked for my autograph!

JOHN

You were recognized by
someone in the street?!

CC

Well, no, by the janitor
who works in the theater
but, believe me, he's a
very picky guy.

John looks away. They eat in silence for a moment, then:

JOHN

Any word?

CC

About what?

He stares at her. She looks out the window.

CC

(flat)

Her father took a turn for
the worse. She has to stay
in Boston longer than ex-
pected.

INT. LOFT - MORNING

Wearing a robe and dark glasses, CC waters Hillary's plants.
They look much less lush. She finds a couple of dead ones
and tosses them into the trash.

INT. BEACON HILL HOUSE - NIGHT

The silent house is beautifully decorated with antiques,
Morris paper, aubusson carpets, etc. While she avidly reads
a letter, Hillary climbs the stairs to the second floor
carrying a dinner tray, CAMERA FOLLOWING.

CC

(V.O.)

I'm sorry you had to drop
out of the city council race,
but don't lose heart. Your
father will be better soon
and you can run again.

Hillary opens a bedroom door and enters.

INT. BEDROOM - NIGHT

It is dimly lit. She puts down the tray, glances anxiously
at the bed where we see a shadowy figure asleep under the
covers, then sinks into a chair and goes back to the letter.

CC

(V.O.)

Did I tell you? There's
talk of taking the show
to Broadway! I can't be-
lieve it! All my dreams
are coming true!

Hillary looks up with a sad, lost face.

INT. THEATER - BACKSTAGE - NIGHT

We can hear the audience out front as the orchestra plays
the overture. CC emerges from her cubbyhole dressing room
and starts walking toward the wings. John appears behind her.

JOHN

Where the hell were you
all day yesterday?

He walks with her.

CC

Long Island. Why?

JOHN

I called you about twenty times.

CC

Oh, yeah? How come?

He stares at her, then laughs slightly in surprise and
embarrassment.

JOHN

I guess I missed you.

(they stare at
each other)

Want to have dinner again
after the show?

CC

(soft, thrilled)

Yeah. Sure.

As she starts to walk away:

JOHN

By the way, any news?

CC

(flat, over
shoulder)

The funeral was yesterday.
She has to stay a while
longer to settle the estate
with her father's lawyer.

INT. CC'S LOFT - MORNING

Wearing a robe and dark glasses, she fills a kettle with water and walks over to Hillary's plants. They are dead.

CC

(sad sigh)

Suicide.

She puts the kettle down and climbs back into bed where she resumes reading a letter.

HILLARY

(V.O.)

Michael wasn't just my father's lawyer, he was the son my father never had and in my father's final days it gave him great joy to see us together. The ceremony was civil and our wedding reception small, but it was lovely. The only flaw was your absence, but I understand the show must go on. By the way, how's John? Do you see much of him socially?

INT. JOHN'S BEDROOM - DAWN

First light filters in through the open windows along with the occasional metallic crash from garbage being collected. A fan turns overhead and John is under a sheet, fast asleep, his arms around CC, who is wide awake and staring into space. She finally turns to him.

CC

John...?

JOHN

Mmmm...

CC

Last night. When we were making love. Did you say you loved me?

Pause. John's eyes open.

JOHN

What?

CC

I thought I heard you say you loved me. Did you?

JOHN

Yes.

CC

Is that usual?

JOHN
What do you mean?

CC
Do you say it to everyone?
Is it part of your routine?

JOHN
I don't have a routine and
I haven't said it to anyone
in ten years.

CC
(amazed)
Is that true?

JOHN
(offended)
I may be a womanizer, CC,
I'm not a liar.

She stares at him, then slowly begins to smile.

CC
(warm, happy)
Oh, good, because I just
had the most wonderful idea.

JOHN
(warm, happy)
Oh, yeah? What's that?

INT. NEW YORK CITY HALL - INDIAN SUMMER DAY

CC, looking ecstatic, is standing in front of a JUDGE, wearing a thirties yachting suit and clutching a small bouquet. John, looking panicky, stands next to her dressed in a summer suit and tie. They are flanked by TWO WITNESSES they dragged in off the street.

JUDGE
By the power vested in me
by the State of New York
I now pronounce you man and
wife.

CC and John slowly turn to look at each other, then CC suddenly slaps him hard in the face.

JOHN
What the hell did you do
that for?!

CC
(in tears)
Because this is the happiest
moment of my entire life and
I never want you to forget it!

INT. BOSTON SHUTTLE DEPARTURE LOUNGE - LA GUARDIA AIRPORT -
NIGHT - THE PRESENT

It is empty except for a few trapped BUSINESSMEN asleep in chairs. Wrapped in her fur coat, CC stands at the window gazing out at the airfield, which is shrouded by a deep blanket of snow. The snow is still falling heavily. She turns and walks past the chairs up to the desk where a lone ATTENDANT is reading.

CC

(desperate)

Any change?

(reading, shaking
head)

Absolutely nothing's taking off, not even private planes?

ATTENDANT

(bored, reading)

That's right.

She sighs with exasperation and despair, then starts back to the window. As she passes one of the sleeping businessmen, she notices the headline at the top of a newspaper section which is spread over his face. It reads "GERSHWIN IN BLOOM - CC triumphs in Carnegie Hall." She snatches up the paper and starts reading the review. He moans and she pats his shoulder comfortingly, he smiles, then she unceremoniously drops the paper back over his face and returns to her post by the window. She stares back out at the snow with an anxious face, her forehead pressed against the glass. CAMERA MOVES IN ON CC'S FACE.

EXT. BROADWAY - DAY

CLOSE ON HILLARY'S FACE AT EXACTLY THE SAME ANGLE. She is staring up at something with a strange intensity, completely lost in her own thoughts. CAMERA SLOWLY PULLS BACK to take in the heavy traffic, the CROWDS and finally an enormous billboard showing CC as her character in the show from the East Side Theater, which has moved to Broadway. It is SRO. People shove past her, knocking her about a bit, but she is oblivious to everything but the billboard and her thoughts. She is dressed very conservatively. Her husband, MICHAEL HAMILTON, a handsome man in his early thirties, also very conservatively dressed, is standing next to a taxi with the door open.

MICHAEL

Hillary!

(no response)

Hillary, wake up! I've got a taxi!

She comes to with a jolt.

HILLARY

Sorry, Michael!

She quickly climbs into the cab and he climbs in after her. As it pulls away from the curb, we see that the license plate has 1974 stickers.

EXT. CENTRAL PARK WEST - DAY

CAMERA FOLLOWS THE TAXI as it cruises through traffic and finally pulls to a halt in front of an old, elegant building. Hillary and Michael climb out of the cab and enter the building. She takes in her surroundings with a tense, guarded look on her face.

INT. CC AND JOHN'S APARTMENT - HALLWAY - DAY

The place has clearly been put together by a decorator and although tasteful it has a sterile quality to it. Everything is overdone, expensive and new. Wearing a very trendy designer outfit, CC is attempting to beat back a violently lunging, very large, great dane puppy with a newspaper as she, Michael and Hillary edge their way toward the living room.

HILLARY

(tense, bright)

I'm so happy to finally see you!

CC

(fierce)

Down, Arthur, down!

(tense, bright)

I know! It's been ages!

(pleading to dog)

Sit, Arthur, please sit honey dog, sit for CC...

(to Michael)

It's so exciting to finally meet you, Michael.

(swinging at

dog, shrieking)

Sit you brain-damaged bag of bones or I'll have you gassed!

As the living room door slams shut behind them Arthur hits it with a shuddering crash.

INT. LIVING ROOM - DAY

CC spins around with a brilliant smile on her face.

CC
Welcome a chez nous!

Michael has walked over to the windows overlooking the park as he takes off his coat.

MICHAEL
What a view of the city.
Spectacular.

CC
(bragging)
Ours is the only apartment
with that view from every
window. Naturally, we pay
through the nose, but it's
worth every penny.
(dramatic)
I couldn't bear that downtown
squalor another minute.

Hillary is looking at her with narrowed eyes, but before she can speak John darts into the room and quickly slams the door shut behind him. There is another shuddering crash as the dog's body hits the wood. Hillary turns toward him with excitement.

HILLARY
John!

John quickly turns and his face lights up with pleasure as he walks over to her. CC is watching them like a hawk.

JOHN
Hillary. My God.
(studying her)
I haven't seen you since
the night the play opened, have I..?

As the memories flood back, Hillary blushes.

HILLARY
(flustered smile)
No. It's been a long time.

JOHN
(warm)
You haven't changed. Still
as beautiful as ever.

As they move to embrace, CC suddenly steps between them, grabs John's arm and yanks him over to Michael, leaving Hillary off balance.

CC
 John! You haven't met
 Michael yet! Michael
 Hamilton, John Chase.

As the two men shake hands, CC darts a worried look at Hillary whose eyes are already on CC. For a split-second they stare at each other with mistrust, then CC smiles sweetly.

CC
 So what do you think of
 the place, Hill? Not
 exactly the old loft on
 Green Street, is it?

Hillary looks around the room coolly.

HILLARY
 No, it's not. It's all
 so...
 (sweet smile)
new.

INT. TAXI - NIGHT

Hillary, Michael, CC and John are dressed for a night on the town.

HILLARY
 (irritated)
 No. I don't miss politics
 at all. Why would I?

CC
 (insistant)
 Because it meant so much
 to you, that's why.

MICHAEL
 It's a little hard to have
 a corporate lawyer and a
 liberal politician in the
 same household.
 (pleasant laugh)
 Someone has to do the enter-
 taining.

Hillary quickly looks at John.

HILLARY
 (strained, bright)
 What have you been doing, John?

JOHN

The usual. Mounting new productions and sending them on to Broadway. The company's had a great year.

HILLARY

(intense, admiring)

If I were in the theater
I'd want to be like you!
You have an artistic integrity that seems to be lacking in...

(darting a look at

CC)

...in so many others.

CC hasn't missed this. She slowly turns to her with a brittle smile.

CC

So tell me, dear, just what do you do with yourself all day now that you're a housewife?

Hillary turns to her with cold eyes.

HILLARY

I beg your pardon?

CC

I'd go crazy doing nothing!

(confiding to

Michael)

But then I've always been a very energetic person.

(to Hillary)

Don't you get bored sitting around the house all day?

HILLARY

(sharp)

No, because I don't sit around the house all day. I'm an extremely busy person.

The taxi has pulled to a halt in front of Twenty-One. Before the doorman can reach them, Hillary slams the taxi door open and steps out, her lips a thin line.

EXT. STREET OUTSIDE TWENTY-ONE - NIGHT

As they approach and enter the restaurant:

CC
Doing what?

HILLARY
I beg your pardon?

CC
How do you keep busy?
Doing what?

JOHN
(tense laugh)
What is this, CC? The
Spanish Inquisition?

CC
(defensive)
We haven't seen each other
for a while. I just want
to know how she spends her
time. Is that a crime?

He gives her a warning look and she looks away with wounded
innocence.

INT. TWENTY-ONE - NIGHT

As they enter and check their coats:

HILLARY
(clipped)
I spend it working on various
charities, I'm on the
Board of the Junior League,
The Stately Homes Preservation
Society and I'm a docent
at the art museum.

MICHAEL
(helpful)
Don't forget your horticulture
classes.

Hillary darts him an irritated look.

CC
(soft)
Horticulture classes..?

HILLARY
(sharp)
You may not be aware of it,
but gardening happens to be
an art!

CC stares at her, then shrugs slightly.

CC
Hey. Who's criticizing.
The important thing is
you're happy, right?

Hillary takes Michael's arm.

HILLARY
I am! I am very, very, very
happy!

At that moment, the HEAD WAITER rushes up to CC and John.

HEAD WAITER
(fawning)
Mr. Chase, Miss Bloom!
We've got your favorite
table ready for you!

As the Head Waiter leads them inside Hillary smiles at no one, clutching Michael's arm.

HILLARY
Very happy!

INT. CC'S LIVING ROOM - AFTERNOON

Wearing casual clothes, CC and Hillary sit across from one another with grim faces playing cards. They silently snap up cards and slap them down.

HILLARY
(slamming down
hand)
Gin!

She counts CC's points, then while CC rapidly shuffles the cards, Hillary adds them on a pad.

CC
Who's winning?

HILLARY
I am!

CC starts dealing so hard and fast you can barely see the cards. We hear the front door open and close.

JOHN
(V.O.)
Anybody home?

CC
(clipped)
In here!

Without a word to each other, they pick up their cards and start arranging them with sharp snaps. John appears in the doorway and stops with surprise.

JOHN

You're still playing cards?!

They start playing.

CC

Yes.

She rapidly rearranges her cards and discards.

JOHN

You were playing when I
left this morning!

(silence)

Want to stop and have a
late lunch?

CC

I don't. Hillary?

HILLARY

No, thanks.

He watches them for a moment. They play in a grim, determined silence, as if engaged in a life and death battle.

CC

(triumphant shriek)

Gin!

As she slams down her cards, he walks out.

INT. HENRI BENDEL'S - DAY

CC and Hillary walk through the ground floor of the crowded department store glancing at things as they talk.

CC

(using lip-
stick tester)

This is a great color on
me, isn't it?

Hillary is checking nail polish colors.

HILLARY

I guess.

CC

(snapping)

Well, is it or isn't it?

Hillary slams the nail polish down a little too hard.

HILLARY

No, it's not. It makes
you look like a corpse. Is
that specific enough for you?

They walk on in silence for a moment, trying to put a
damper on their tempers. Hillary picks up a hat and
tries it on.

CC

(sudden, desper-
ate)

I've got a great idea! Let's
get a facial!

HILLARY

(putting hat back)

I can't. Michael's meeting
ends in an hour and we have
to leave for the airport.

CC suddenly picks up a baby's snowsuit made to look like
a teddy bear.

CC

Oh, Hill, look! Isn't this
divine?

HILLARY

Very sweet.

(unguarded)

I can't wait to have a baby.

CC

(emotional)

Are you doing it soon?

HILLARY

(happy nod)

Absolutely. Having children
is the most important thing
to me. I'd feel incomplete
without them.

CC

I know what you mean.

HILLARY

(surprised)

You do?

CC

(defensive)

Sure, I do. Why wouldn't I?

HILLARY
(superior)
I just didn't think someone
like you would care about
children. You're so obsessed
with your career and all.

CC
(sharp)
I am not obsessed and just
because I work doesn't mean
that "someone like me" doesn't
want kids!

HILLARY
(sharper)
Wanting them and caring for
them properly are two differ-
ent things. Having children
is a full time job.

CC
(hard)
For some people!

HILLARY
(harder)
Yes. The ones who take the
responsibility seriously and
don't just have children to
gratify their overweening egos!

CC
(exploding)
What the hell is going on here?!

People turn to look at them.

HILLARY
(furious hiss)
Will you please lower your
voice?!

CC
No, I won't! I want to know
what's eating you! You've been
a total bitch ever since you
arrived in New York!

HILLARY
(furious)
I could say the same about you!

CC
(superior)
I've simply been reacting to you!

HILLARY

(sudden, cold)

Oh, for God's sake, CC,
don't you get it? We have
nothing in common anymore.
It happens to the best of
friends and it's happened
to us. We've grown apart
and it's time to accept it.

CC

You're wrong. We haven't
grown apart. You've fallen
apart.

HILLARY

(icey)

I don't think I want to
pursue this.

(turning, heading
for exit)

So long, CC. Take care.

CC

(sudden, loud)

Oh, no, you don't, you
stuck-up little witch!
You're not getting off
that easy!

(going after
her angry)

When your father died he
took the best of you with
him, my old friend!

(grabbing her arm,
turning her)

You tried to be an interest-
ing person for a while, but
you couldn't take the heat!
At the first sign of trouble,
you caved in, reverted back to
type! You're nothing but
a tight-assed, small-minded
little snob these days!

HILLARY

(low, vicious)

How would a pretentious little
climber like you know that?

CC

(harsh)

Experience! And I know what's
eathing you too! Plain, old-
fashioned jealousy!

HILLARY
(contemptuous)
Jealousy? Of what? Your raw
ambition? Your new money?
Your marriage of convenience?

CC
(low, mortally
wounded)
My what?

HILLARY
(furious)
Every time John looks at me
you come apart at the seams!
What's the problem? Are you
afraid he doesn't love you?
Are you afraid you got him by
default?

CC stares at her.

CC
(low, even)
Maybe I am, but at least I
belong to myself, which is
more than I can say for you.
I'm doing what I want to do,
remember? Free at last, free
at last? I'm living the life
you wanted to live but didn't
have the courage for, so don't
tell me you're not jealous. You're
so jealous you can hardly breathe.

CC suddenly turns and walks out. As she vanishes into
the crowd on the street, Hillary becomes aware of people
staring at her. She casually pretends to examine some
stockings, but as she picks them up her hand is shaking.

INT. PLANE - SUNSET

Hillary and Michael sit side by side as the plane levels
off after take-off. He is working on a file and she is
calmly reading a magazine. When the seat belt light snaps
off she calmly undoes her belt and gets up.

HILLARY
I'll be right back.

He nods without looking up from the file. She walks off
down the aisle toward the bathroom.

INT. PLANE BATHROOM - SUNSET

Hillary walks in, pulls the door shut and locks it, then suddenly doubles over as she is swept by great wracking sobs.

INT. CC AND JOHN'S LIVING ROOM - SUNSET

The light is almost gone. They sit on the couch looking out the windows at the park, the dog stretched out asleep on their laps. John has his arms around CC and it is obvious she has been crying for a long time. Pause, then:

CC

(sudden)

If she hadn't gone back to Boston, would you have ended up with her instead of me?

JOHN

Would you believe me if I said no?

CC

(soft)

No.

JOHN

Then why bother asking the question.

Pause.

CC

(soft)

What will I do without a best friend..?

JOHN

(comforting hug)

You have me.

She looks at him lovingly, then looks back out at the park.

CC

(low)

It's not the same.

They sit silently, holding each other, as the last light fades.

CLOSE ON BANNER OF BOSTON GLOBE NEWSPAPER

as it bounces along in a canvas bag of other papers. The date reads May 15, 1976. A hand reaches into the bag and yanks the paper out. PULL BACK AS:

EXT. BEACON HILL STREET - BOSTON - DAY

A NEWSPAPER BOY on a bike moves along the tree-shaded street tossing papers onto the front steps of perfectly restored and meticulously maintained 18th century town-houses. CAMERA STAYS ON ONE AS THE PAPER LANDS. A moment passes, the door opens and Hillary comes out. In spite of the fact that her face is pale and drawn with unhappiness, she is still beautiful. She picks up the paper and goes back inside.

INT. FRONT HALLWAY - DAY

It is furnished almost exactly as it was when it belonged to her father. Listlessly reading the headlines, Hillary wanders down the hall to the kitchen.

INT. KITCHEN - DAY

Dressed for work, Michael is at the table finishing up breakfast. Hillary walks in and sits down, still reading the paper, then as Michael gets up and starts gathering his things together to leave:

HILLARY

(reading, dull)

Coming home for dinner tonight?

MICHAEL

(distant)

I doubt it. I'm swamped with work.

(forced interest)

What are you doing today?

HILLARY

(reading, dull)

I have another appointment at the infertility clinic and I have to buy a wrench.

He stares at her.

MICHAEL

A wrench? Why?

She looks at him.

HILLARY

We don't have one.

He stares at her, gives her a light kiss on the cheek and walks out. She goes back to the paper.

CLOSE ON TELEVISION SCREEN

On screen, a few depressed-looking PEOPLE sit at tables in a seedy nightclub as a ruined-looking EMCEE with very large, white caps introduces the next act. There is a drum roll, the curtains part and CC emerges to applause and whistles from a larger audience we cannot see. As she goes into a routine which is a witty take-off on her days as a cabaret singer at the Dew Drop Inn, CAMERA SLOWLY PULLS BACK and we realize we are in Hillary's bedroom. She is sitting on the floor in front of the t.v. watching CC with longing. A moment passes, then we hear:

MICHAEL
(calling V.O.)
Hillary?!

She turns the sound down guiltily and rushes out of the room.

INT. HALLWAY - NIGHT

She leans over the bannister to see Michael looking up at her from the first floor.

MICHAEL
(amazed)
Are you watching television?

HILLARY
No, of course not. I was
just in the bathroom.

MICHAEL
Our guests are getting ready
to leave.

HILLARY
I'll be right down.

As he walks away, she rushes back into the bedroom.

INT. HILLARY'S BEDROOM - NIGHT

She rushes to the t.v. and turns the sound up slightly, but CC's performance is over. As the end credits roll and applause continues, CC mills around the stage of Saturday Night Live with other members of the cast. Hillary stares at her with hungry longing, then reaches out and gently touches her on-screen figure with her finger tip. It vanishes and is replaced by a commercial.

INT. MICHAEL'S STUDY - DAY

Michael is stretched out on the couch watching the tennis matches at Wimbledon when Hillary appears in the doorway.

HILLARY
It's time.

Michael gets up with an exasperated sigh and backs out of the room, eyes on the t.v.

INT. HILLARY AND MICHAEL'S BEDROOM - DAY

They try to make love with as much enthusiasm as two pieces of wood. Michael falls away from her.

MICHAEL

I can't. I'm sorry, but
I just can't.

They both stare at the ceiling for a moment.

MICHAEL

Mind if I go back to
Wimbledon?

She shakes her head 'no.' He is out of bed, into a robe and out the door like a shot. She remains in bed, staring at the ceiling.

CLOSE ON A PORTRAIT OF CC in the Sunday New York Times Magazine section for June, 1976. It is part of an interview. The magazine section is strewn on top of a pile of Sunday papers, a straw hat, a cluster of wild flowers, small overnight bag complete with umbrella, tennis racket and shoes - the accoutrements of a weekend in the country. All this is tossed onto the seat of a moving car. PULL BACK.

INT. HILLARY'S BMW - RAINEY MORNING

Dressed in country clothes and a slicker, Hillary drives down her street and parks in front of her house.

EXT. HILLARY'S HOUSE - RAINEY MORNING

As she jumps from the car, clutching her weekend gear, an OLDER COUPLE emerge from the house next door dressed for church.

WOMAN

You're back early from the
country.

HILLARY

(running up front
steps)

Michael stayed in town and
it wouldn't stop raining!
Absolutely dismal weekend!

She opens the door with her key and goes inside.

INT. FRONT HALLWAY - RAINEY MORNING

She dumps her things on a chair and walks briskly toward the kitchen.

HILLARY
(calling out)
Michael! Are you here?

She walks into the kitchen and stops.

INT. KITCHEN - RAINY MORNING

Michael and a very pretty young woman, both in bathrobes, are sitting at the table over breakfast. They all stare at each other, transfixed.

HILLARY
That's my robe.

EXT. MIAMI BEACH ROAD - DAY

A limo drives along the road, which is lined with large, garish apartment complexes. It pulls to a halt in front of one of the biggest and most vulgar.

EXT. APARTMENT COMPLEX - DAY

The DRIVER jumps out, runs around to the passenger side and pulls the rear door open. There is the sound of a struggle, curses, barking, then Arthur, now fully grown, leaps from the car yanking CC out after him. She is wearing dark glasses, a very extreme Fendi leather suit with enormous padded shoulders, studs and an extremely tight skirt and very high heels, upon which she can barely balance. The driver grabs the leash and struggles to restrain the dog while CC regains her balance. She lifts her glasses and looks at the building with horror, then replaces them.

CC
I'll be back.

DRIVER
(holding out leash)
Do you want the dog?

CC
Do I want small pox?

She stumbles up the steps and passes through the main entrance of the building into the courtyard. Her skirt is

so narrow at the knees she is forced to take very tiny steps.

EXT. COURTYARD - DAY

It is vast and dominated by a large swimming pool. It is packed with OLD PEOPLE sitting on beach chairs, fully dressed and shielded from the sun by hats and umbrellas, playing games. CC stumbles along between the tables, peering around as if she is looking for someone.

EXT. COURTYARD - DAY - ANOTHER ANGLE

FOUR WOMEN are sitting around a table under an umbrella playing backgammon. One of them is Leona, who is fatter and more horribly dressed than ever. CC appears behind her, stumbling along through the maze of tables. While Leona shakes the dice, the woman next to her catches sight of CC.

OTHER WOMAN

Oh, my God, will you look
at that slut!

Leona glances behind her, suddenly stops shaking the dice, leans back in her seat and starts screaming in short frantic bursts. The other women look at her with alarm.

WOMEN

What's wrong?! Leona!
Is it your heart, your
bunions? What hurts? Leona!
Why are you screaming? What
is it?!

Leona struggles to her feet and throws her arms out dramatically.

LEONA

(shrieking)

It's my daughter the Broadway star!

She starts running toward CC, which is not an easy task for a woman her size, arms thrown out and still screaming. CC suddenly freezes and looks as if she is about to turn and run in the opposite direction, but Leona reaches her before she can move and throws her arms around CC.

LEONA

(hysterical)

I can't believe it's you!
I can't believe you're
here! It's like a gift from
God! A dream come true!

CC gently struggles out of her death grip.

CC

I just saw you a month ago
in New York, Leona.

LEONA

(somber)

At my age a month means a
lot. It could be all I have.

(excited)

Is he with you?

CC

Who?

LEONA

Who?! Who else! The man of
my dreams, that handsome hus-
band of yours, adorable John!
Where is he?

CC

I left him.

Leona stares at her in shock, then shakes her head in des-
pair.

LEONA

I don't believe it. Af-
ter only three years..

(sad sigh)

Why'd you walk, sweetie?
Was it another woman..?

CC looks away, fighting back tears, obviously very upset.

CC

No, it's more complicated
than that..

LEONA

(kind)

Tell me, honey, get it off
your chest. Did he smack
you around?

CC

No!

(looking away,
upset)

Something just died between
us, that's all...he used to
care about what happened to
me and..I don't know..he just
stopped paying attention to me.

Leona stares at her, then turns and starts waddling back to the table, laughing softly to herself. CC goes after her.

CC

(disturbed)

Why are you laughing, Leona?

LEONA

Never mind. I'll get my purse and we'll go upstairs to the apartment.

CC

(frantic)

Tell me why you're laughing! Why did you laugh when I said that?!

Leona turns to look at her with a sigh.

LEONA

Honey, why do you think I'm living in Florida?

CC

You like the sun.

LEONA

I don't give a shit about the sun. I'm here because it's peaceful.

(kind)

You want too much attention, CC. You want so much attention all the time from everybody that you wear people out. You wore me and your father out by the time you were fifteen. I love you, but sometimes I just can't pay any more attention to you, do you know what I mean? I want to, but I just can't do it.

(deep sigh)

If I were you I wouldn't leave anybody for not paying attention to you because sooner or later you'll have to leave everybody.

CC stands staring after Leona with a frightened expression on her face as Leona walks back to the table.

EXT. CENTRAL PARK WEST - DAY

A taxi pulls up to the curb in front of CC's building and she jumps out, wearing the same clothes and accompanied

by Arthur. Barely keeping her grip on a small suitcase, she struggles past the DOORMAN into the building, shouting commands at the hysterical animal which it completely ignores.

INT. CC AND JOHN'S APARTMENT - DAY

We hear a key in the lock, then the door opens and CC is pulled in by the dog. She gratefully drops the suitcase to the floor.

CC
(happy shout)
John! I'm back! Where
are you?!

There is no answer as she releases the dog from the leash. She straightens up and glances around anxiously as he runs off down the hall.

CC
(soft, scared)
John..?

Silence. CAMERA FOLLOWING she walks down the hall and turns into his study. Pictures have been removed from the walls and shoved clumsily into boxes, along with books, scripts, etc.

EXT. STREET OUTSIDE OF EAST SIDE THEATER - DAY

CC walks rapidly down the seedy street with a set, tense expression on her face, staring at the sidewalk as she goes. When she reaches the theater she hesitates, almost as if she is afraid of entering, then she runs up the steps and goes inside.

INT. EAST SIDE THEATER - LOUNGE - DAY

The place is empty. CC walks down the hall to John's office.

INT. JOHN'S OFFICE - DAY

CC stops in the doorway. The room is empty, but a couple of open suitcases holding John's clothes sit on the couch. She hears a noise in the main part of the theater.

INT. MAIN PART OF THEATER - DAY

Holding a script, John is moving some furniture around on a set when CC bursts into the room.

CC
(upset)
I've been looking everywhere
for you!

He turns and looks at her calmly as she walks over to him.

JOHN

I'm restaging the third
act of Fly By Night. It's
too stiff.

She stares at him, shaken by his cool composure, then walks
over to him slowly.

CC

(nervous)

How come you packed your
things?

(small laugh)

Not moving out, are you?

JOHN

Yes. I am.

They stand staring at each other, then she sinks down
onto the set couch.

CC

(desperate)

I was only kidding when I
left! I never meant to stay
away for good!

When she gets no response, her eyes begin to fill with tears,
then with a deep sob she slowly lowers her face to her knees.
John quickly sits down next to her and gently strokes her
hair as she cries.

CC

Why is this happening?

He shrugs, very upset.

JOHN

We want different things
out of life, that's all.

CC

But I love you.

JOHN

I know. I love you too.

(slightly amazed)

Do you realize I was ac-
tually faithful to you all
this time?

She straightens up.

CC
(astonished)
You're kidding. I always
thought you were having affairs.

They ponder this surprising bit of information for a moment, then she looks at him.

CC
(heartbroken)
Then why is everything
falling apart?

JOHN
Love's not enough.
(looking away)
My idea of what's important
and yours isn't the same.
(faint smile)
Let's just say I'm not an
uptown type.

CC
Big deal! We'll live downtown!

JOHN
(impatient)
That's not what I mean.
(intense)
I don't care about success
the way you do, CC. Moving
into the main stream doesn't
interest me.

CC
(suddenly angry)
Why not?! Are you such a
great artist you're too good
for it or something?!

JOHN
(tough)
I'm just more interested
in other things - the work
itself, discovering what's
new, taking a chance on the
unknown.
(pause, quieter)
Don't you get it? I don't
want to go where you're going.
I'd just be along for
the ride and that's not how
I want to spend my life.

She stares at him, shaken by his words.

CC
(small voice)
Okay. I won't go.

JOHN
(faint smile)
You're already gone, Cecilia.
You're long gone.

Her eyes fill with tears as they stare at each other.

CC
(heartbroken)
Better lucky than good, huh..?

John reaches out and gently moves her hair away from her face.

JOHN
Yeah. Better lucky than good.

They stare at each other, then they hold each other, rocking slightly, as she cries. She leans back to look at him.

CC
(small voice)
Will you take Arthur...?

JOHN
(horrificed)
Are you out of your mind?

They go back to holding each other. John's eyes have tears in them.

CLOSE ON AN ALMOND JOY as a woman's hand rips it up from a make-up strewn counter and frantically tears the wrapper off.

WOMAN
(V.O.)
You obviously didn't use the tea bag compresses I recommended.

INT. MAKE-UP TRAILER - SOUND STAGE - DAY

Wearing a robe, CC sits in front of a mirror clutching the candy bar while a tough-looking WOMAN in late middle-age paints her face. CC looks terrible - overweight, skin pasty, eyes puffy, hair brittle, etc.

CC
Sure I did. They're smaller, aren't they?

WOMAN

Smaller? Those aren't
bags under your eyes,
honey, that's luggage.

CC glares at her as she takes a large bite of the candy bar.

INT. SOUND STAGE - MOVIE SET - DAY

A scene is in progress and is being watched by a silent
CREW. The set is a seedy hotel room. CC sits on the bed
dressed in a cheap wrapper, looking like a tart, while a
MAN her age gets dressed.

CC

(lighting cig-
arette, upset)

How can you just leave,
Freddie? The only thing
that kept me going was wait-
ing for you to come back...

(jumping up, stubb-
ing out cigarette)

This doesn't work for me!

The other actor spins around with a groan and slams his
fist against the wall as the buzzer sounds, the stage ex-
plodes with noise and the DIRECTOR, a pinched-looking man
in middle-age, walks over to her with a lethal look on his
face.

DIRECTOR

What's wrong this time?!

CC

I just wouldn't do that!

DIRECTOR

(soft, explosive)

Do what..?

CC

Beg that asshole to stick
around after he screwed my
sister and stole my Winnebago;
I'm not that kind of person!
I mean, why would someone like
me ever do such a pathetic thing?!

DIRECTOR

(suddenly screaming)

Because you are playing a pros-
titute named Loretta, not your-
self, so will you please just
worry about the terrifying way
you look these days and let me
worry about the script!

CC

(shouting)

How can I? The script is almost as shitty as your direction!

He stares at her, then suddenly slaps her hard in the face. Everyone on the set freezes in shock. She recovers her balance, then as her eyes fill with tears of pain and humiliation, she suddenly swings hard and punches him full in the face. He goes down like a piece of lead.

INT. HILLARY'S KITCHEN - BOSTON - DAY

It is a complete mess. Her hair stringy and uncombed, Hillary sits at the counter in front of a small t.v. which is tuned to a soap opera, looking through a paper. She is dressed in a ratty housecoat over an even rattier nightgown, argyle anklets and large fuzzy slippers and her face has a haggard cast to it. A moment passes and a shanty-Irish cleaning woman in her fifties, MAURA, wearing a slovenly uniform, walks in with a lit cigarette stuck in her mouth and an armload of dirty sheets which she drops on the floor near the sink. She goes to the counter and pours herself more coffee.

MAURA

Anything happen?

Hillary glances at her with dull eyes.

HILLARY

Yes. They had to call the paramedics for Anita's back and Glenn took the job at the car dealership after all.

Maura sits down and opens a tabloid. They read in silence for a moment, listening to the soap.

MAURA

(reading, soft)

Amazing.

HILLARY

What?

MAURA

(reading, smoking)

According to this article Russian scientists replaced a human eye with a fish eye and it worked.

HILLARY

Maura!

MAURA

Yeah?

HILLARY

You didn't do any laundry last week. Will you be sure to finish it today?

MAURA

(reading, smoking)

Sure, honey. I'm just waiting for some of that hardened dirt to come off those dishes in the sink and I'll start on the coloreds.

Before Hillary can object, the front doorbell rings. She leaps out of her seat in a panic.

HILLARY

You have to answer that!
It could be him!

MAURA

(looking up)

Who?

HILLARY

(frantic)

Mr. Hamilton! I don't want him to see me like this!

MAURA

(going back to
paper, disgusted)

You always say that and it's never him. He hasn't even called you once since he moved in with the other one.

HILLARY

(shrill fury)

Who cares?! I told you to answer the door and I want you to answer it now!

Maura slowly looks up from her paper, deeply offended.

MAURA

You have no right to talk to me that way, Mrs. Hamilton, just because I've had a less fortunate life than you have.

The doorbell rings again. Hillary glares at her, then

spins on her heel and stalks from the room. Maura goes back to her paper with an insulted sniff.

INT. FRONT HALLWAY - DAY

It is also a mess. Hillary reaches the door, hesitates anxiously, smoothing her hair and rearranging her dreadful housecoat, then, her back very straight and head held high, she pulls open the door. She stares in shock. CC stares back apprehensively looking even worse than she did on the movie set, wearing a voluminous sweat suit and very dark glasses. A taxi is waiting in the street.

HILLARY
(stunned)

CC!

CC
(nervous smile)
The one and only. Long
time no see, huh?

Hillary stares at her with dazed, unbelieving eyes.

HILLARY
Yes. Very long.
(soft)
You look terrible.

CC
Oh, yeah? Well, you're not exactly a fashion plate yourself, you know?
(Hillary's eyes fill with tears; apologetic)
Don't cry, for God's sake, I didn't mean it! Most of the time you're a great dresser! Not exactly a pioneer in the color department maybe, but....

HILLARY
(emotional, battling sobs)
Oh, CC, you have no idea how much I've missed you! Will you ever forgive me for those terrible things I said?!

CC
(emotional, relieved)
Me forgive you?! I came here to ask you to forgive me!

HILLARY

For what? All you did was tell the truth. I was so jealous of you for doing everything you said you were going to do I couldn't see straight.

(low, ashamed)

And because John was so obviously in love with you.

CC

(miserable shrug)

Yeah, well, that's all water under the bridge now. We broke up.

HILLARY

Oh, no!

CC nods, then sinks down onto the step. Hillary sits down next to her.

CC

It really did me in. I was so wrecked they shut down my first movie.

HILLARY

(aghast)

What happened?

CC

(defensive)

I was a little edgy, that's all, and it's not my medium, you know?

(pause, quick)

I also broke the director's jaw.

(eyes filling with tears)

Oh, but that's not the worst of it...

(choked)

Arthur was hit by a laundry truck.

HILLARY

(sympathetic)

I'm so sorry!

CC

(crying)

He died...

(snapping fingers)

just like that!

HILLARY

At least he didn't suffer.

CC

(tortured)

No, but the thing is I always thought I hated him when I really loved him so I never showed it! He never knew how much I really cared!

HILLARY

(reassuring)

I'm sure he guessed. You mustn't torture yourself about it now.

(pause)

CC?

CC

(wiping eyes)

Yeah?

HILLARY

Who's Arthur?

CC quickly looks at her, then throws her arms around her old friend with a happy laugh.

CC

Oh, God, I've missed you!

(pulling back,
surprised)

You're so fat!

HILLARY

I'm not fat.

(opening robe)

I'm having a baby.

CC

(in shock)

What...?

Hillary looks down at her stomach with a strange detachment.

HILLARY

I'm five months pregnant.

(looking up, breaking
into sobs, almost
incoherent)

After he left me for the Chiropractor we met to discuss the di-

HILLARY (cont'd.)
 vorce and that's when it
 happened except he doesn't
 want it because he's going to
 marry her.

CC
 (soft, appalled)
 He left you for a chiroprac-
 tor and you're having a baby
 on your own....?

Hillary nods as she sobs uncontrollably. CC breaks into
 a delighted smile.

CC
 (ecstatic)
 Oh, Hillary! If it's a
 girl will you name her
 after me?

INT. EPISCOPAL CATHEDRAL - SUNDAY MORNING

It is packed with a very well-heeled CONGREGATION attend-
 ing a service. Wearing dark glasses and a vast, shroud-
 like outfit, her hair a wild explosion around her face, CC
 stands next to Hillary, reading from a hymn book as she
 sings along with the others.

EVERYONE
 (singing)
 And did the Countenance Divine
 Shine forth upon our clouded hills?
 And was Jerusalem builded here
 among those dark Satanic mills?

Hillary suddenly grabs CC's hand and puts it on her sto-
 mach. As she sings, CC slowly turns to look at her with
 a smile of delight and wonder.

EVERYONE
 (singing)
 Bring me my bow of burning gold
 Bring me my arrows of desire
 Bring me my spear - o clouds, unfold!
 Bring me my chariot of fire!

INT. NURSERY - DAY

Hillary is on a step-ladder hanging lace curtains. CC sits
 on the floor putting baby clothes into a bureau, humming
 to herself. They work in a companionable silence.

EXT. HILLARY'S BACK GARDEN - NIGHT

Everything is blooming. Hillary is in a chair and CC is stretched out on the grass gazing up at the night sky.

HILLARY
(sudden)

CC?

CC
What?

HILLARY
(soft, worried)
Do you think maybe I'm doing the wrong thing to have this baby?

CC
What do you mean?

HILLARY
To have it without a father.
Is it selfish?

Pause.

CC
Probably.
(pause, quiet)
But so what. All great love is selfish.

INT. LOBBY - BOSTON GENERAL HOSPITAL - DAY

It is crowded with PEOPLE. CC and Hillary are heading for a bank of elevators, across from which are couches. CC has a stack of magazines under her arm.

HILLARY
But I want you to come with me.

CC
Forget it.

HILLARY
Why?

CC
You know how I feel about sickness. It depresses me.

HILLARY
But I'm not sick, I'm pregnant.

CC
This is a hospital. There

CC (cont'd.)
will be sick people in
the halls.

HILLARY
But don't you want to see
what the baby looks like on
the screen?

CC
Draw me a picture.

RICHARD
(V.O.)
Hillary?

The two women turn just as they reach the elevators to
see a slightly chubby, slightly balding man in his for-
ties, RICHARD FELDMAN, with a sweet, open face coming up
behind them. Hillary's face lights up.

HILLARY
Dr. Feldman.
(to CC)
Dr. Feldman's my obstetri-
cian.
(to Richard)
Dr. Richard Feldman this
is my oldest friend....

Richard is looking at CC with amazement.

RICHARD
CC Bloom!

CC
(flirtatious smile)
None other.

RICHARD
I've always been a great
fan of yours.

CC
(flattered)
How nice.

RICHARD
(embarrassed)
I travelled through a hurri-
cane to see you on Broadway.

CC is beginning to bask in the flattery.

CC
I hope it was worth it.

RICHARD

Absolutely. You were brilliant.

CC is now intrigued. She gives him a tense smile.

CC

Did your wife think it was worth it too?

RICHARD

It was before we were married.

CC

(smile fading)

Oh.

RICHARD

(uncomfortable shrug)

And she's also not my wife anymore. We were divorced last year.

The elevator doors bang open.

CC

(delighted smile)

I'm so sorry to hear it!
I hope it wasn't too painful!

(taking Hillary's
arm, entering elevator)

Ready for your radar, dear?

HILLARY

(startled)

Sonar and I thought you weren't coming with me because you can't stand the sight of sick peo...

CC

(cutting in, aghast)

Not coming with you? Are you mad?

(simpering smile
at Richard)

I wouldn't dream of missing a chance to see the little darling on screen.

Hillary looks away with a disgusted expression as the doors shut.

EXT. BOSTON COMMON - NIGHT

Dressed for a date, CC and Richard stroll across the common.

CC

I loved the restaurant!
I'm just crazy about all
that early American crap!

RICHARD

(nervous smile)

I was afraid it might seem
provincial to you after New
York.

CC

Nah. I grew up in the pro-
vinces.

RICHARD

(surprised)

Where?

CC

The Bronx.

RICHARD

(sudden)

I guess you're anxious to
get back.

CC

(horrificed)

To the Bronx?!

RICHARD

No. New York. Show Busi-
ness.

She looks away and her face clouds over.

CC

(low)

Oh, yeah. That.

(sudden)

Maybe I am, maybe I'm not.

He stops to look at her with growing excitement.

RICHARD

What do you mean, maybe not?

She looks into his eyes.

CC

(soft, emotional)

Maybe I'm sick of having

CC (cont'd.)
 a show business life, maybe
 I want something normal.
 Maybe I'd like to be a wife
 and mother, join one of those
 quilting bees or something.

They are gazing into one another's eyes.

RICHARD
 (soft, hopeful)
 Are you saying you might
 give up your career to get
 married?

CC
 (soft, emotional)
 Yeah...if the right guy
 came along...

He slowly takes her in his arms and kisses her passionately.

INT. HILLARY'S LIVING ROOM - DAY

Hillary is sitting on the floor in front of the fire with
 newspapers looking at the door expectantly. The floor
 is littered with bags and boxes from a shopping spree.

CC
 (O.S.)
 I can't believe how
 perfect this is... look!

She bursts into the room dressed like the Queen Mother - hair
 pulled back under a hat, matching shoes and bag, ridiculous-
 ly conservative suit and elbow length gloves.

CC
 (excited)
 So? What do you think?

HILLARY
 (aghast, soft)
 I..I don't know what to say...

CC
 (spinning around,
 happily)
 Am I the picture of a doctor's
 wife or what?!

INT. RICHARD'S MOTHER'S LIVING ROOM - AFTERNOON

It is furnished like a room in Versailles except it is
 a tract house in a Boston suburb. CC sits on the

baby blue brocade couch with Richard, dressed in another Queen Mother outfit. An ELDERLY WOMAN is at the gilt and white baby grand piano and Richard's MOTHER, a large, bossy woman in her late sixties is holding out the receiver of a white and gold French telephone.

MOTHER

C'mon, Ceece. Just one little tune so my sister Esther knows it's you!

RICHARD

(tight)

Leave her alone, Mother, please!

MOTHER

But Esther is one of her biggest fans!

RICHARD

(embarrassed, to CC)

You don't have to do this!

MOTHER

(coaxing, to CC)

Just one song. You'll make a sick old woman who could die any minute and who has a skin disease that would make you faint a very happy woman.

CC stares at her, then smiles sweetly.

CC

Okay, Lillian.

MOTHER

Mom!

Richard looks away in an agony of embarrassment. CC gets up and takes the receiver.

CC

Okay..Mom.

(into phone)

Hello? Esther?

(stiff)

No. I am not an impersonator.

(hard)

I can't sing that without a full symphony orchestra and chorus. How about A

CC (cont'd.)

Slow Boat to China?

(tough)

Listen, Esther, it's either
Slow Boat or nothing, get it?

(to woman at piano)

Hit it, Lydia.

As CC sings Slow Boat To China over the phone, Richard's mother watches from a pumpkin brocade chair with a proprietary smile.

INT. HILLARY'S KITCHEN - MORNING

Wearing her robe and still half asleep, CC flips through a magazine, making notes on a pad, while she drinks coffee. The phone is ringing. A second later, it is answered, then Hillary walks into the room.

HILLARY

(pouring coffee)

It's for you. Your agent.

CC slowly lifts her head and stares at her, suddenly fully awake, then gets up and quickly walks out of the room. As Hillary sits down at the table she glances at the cover of CC's magazine. It is BRIDE.

INT. HALLWAY - MORNING

When CC reaches the telephone she hesitates anxiously, then snatches up the receiver.

CC

(casual)

Hello? It's who..?

(feigned surprise)

Lester! How on earth did
you find me?

(sharp)

I did not leave a hundred
messages, I left two, over
a month ago!

INT. GUEST ROOM - DAY

The place looks like a tornado hit it and suitcases are open on the bed. CC is packing frantically. Hillary stands in the doorway in shock.

HILLARY

You're leaving? Just like
that?

CC

I have to! I've been asked to
replace the lead in a Broadway
hit! It's my chance to come back
from the dead!

HILLARY

But what about the baby..?

CC

I'll be back for that.

(trying on Queen
Mother hat)

I can't wear this in New
York. Do you want it?

Hillary rips the hat from her hand and throws it aside.

HILLARY

I won't let you do this!

CC

What?

HILLARY

Just waltz in here, make a
mess and leave me to clean
it up!

CC

What are you talking about?
I'm going to clean the room
before I...

HILLARY

Fuck the room, I'm talking
about Richard, your fiancée.

CC

(soft, accusing)
You said fuck.

HILLARY

(furious)
You're heartless, CC! You
just used that poor man to
get back on your feet and...

CC

(furious)
I did not!

HILLARY

You did too!

CC sits on the bed.

CC

Okay. Maybe I did, but
I didn't know I was doing
it, so it doesn't count.

CC (cont'd.)
(low, guilty)
I feel terrible about it.

HILLARY
Then have the decency to tell
him you're leaving!

Pause. CC looks up at her.

CC
I will...but I was just wondering..

HILLARY
(wary)
Wondering what?

CC
(innocent)
Well, it's just that I'm
in such a mad rush to make
the next shuttle and...

HILLARY
(low, hard)
No.

CC
(ignoring her,
cajoling)
I just thought it might
be better if you...

HILLARY
(hard, loud)
No, no, no, no.

EXT. HILLARY'S HOUSE - NIGHT

Hillary stands in the open doorway in front of Richard who stands on the steps holding a corsage in a plastic box.

RICHARD
(stunned)
She's gone? Just like that?

HILLARY
(desperate)
It's the part of a lifetime,
Richard.
(frantic)
Won't you come in for a drink?
We could talk better inside.

RICHARD
 (heartbroken)
 No, no, I'd rather not...
 (confused, wounded)
 I don't understand it. Just
 yesterday she was talking
 about becoming a nurse.

Hillary looks away. He stares at the ground, shattered,
 then suddenly thrusts the corsage at her.

RICHARD
 You might as well have this.

HILLARY
 Oh, thank you, Richard. It's
 lovely.
 (desperate)
 Are you sure you won't come in?

RICHARD
 (backing down steps)
 No, no, thank you...
 (walking away)
 Goodnight, Hillary, and thanks.

She watches him as he disappears into the night, then
 with a little sigh she takes the corsage out of the box
 and pins it on as she shoves the door shut with her hip.

EXT. WEST FORTY- SEVENTH STREET - NEW YORK - DAY

CC walks to a large theater, a nervous look on her face,
 and enters.

INT. THEATER - DAY

It is empty and dimly lit, the stage set for a performance.
 The door is pushed open and CC walks in. She glances around.

CC
 Hello? Anybody here?

No answer. She walks to the stage, mounts it and stands
 staring out at the empty seats for a moment, then there is
 a sound to her left and she turns. John Chase walks slowly
 toward her from the wings.

JOHN
 Hi, CC.

He stops next to her. She smiles nervously.

CC
 You haven't changed.

JOHN
 Neither have you.

Pause.

CC

(nervous)

I couldn't believe it
when my agent said it
was your show that needed
the replacement. Why me..?

JOHN

(casual shrug)

I heard you weren't busy.

CC

(soft, dry)

I bet.

JOHN

(straight)

And you're the only person
talented enough to play the
part. Will you do it? Even
though I'm directing?

She stares at him, then smiles slightly.

CC

(soft, grateful)

Sure, I'll do it.

(walking off stage,
flippant)

I mean, business is busi-
ness, isn't it?

EXT. THEATER - DAY

They walk out onto the street and pause.

CC

Rehearsals start Monday?

JOHN

Ten sharp. Want a taxi?

CC

No, I'll walk.

(sudden, bright)

How's your wife?

JOHN

Just great.

CC

(tense smile)

And the baby?

JOHN

A real terror.

(sudden, tense)

How are you, CC? In love
with anybody?

She stares at him, then shrugs lightly.

CC

No. I try, but it never seems to work. But don't worry.

(flippant)

I'll get over you yet.

She turns and starts walking away.

JOHN

(sudden, emotional)

CC!

(she looks back)

For whatever it's worth, I've never loved anybody as much as I loved you.

(silence)

I've often wondered if we should have stayed together.

Pause.

CC

(quiet)

Maybe we should have. The point is, we didn't.

With a slight wave, she turns and walks off down the street. She looks sad and moved by their exchange, but she also looks as if a weight has been lifted from her.

INT. BOSTON SHUTTLE DEPARTURE LOUNGE - LA GUARDIA AIRPORT - MORNING - THE PRESENT

Wrapped in her fur coat, CC is curled up in a chair, fast asleep, completely oblivious to the activity around her. Through the window we see the airfield bathed in brilliant sunlight, it has stopped snowing, machines are clearing the field and a healthy crowd is preparing to board the shuttle. The attendant walks over to CC and gently shakes her shoulder. She opens her eyes looking confused.

ATTENDANT

We're boarding right away, Miss Bloom.

She quickly straightens up with excitement.

CC

Thank God! Do I have time to make a phone call?

ATTENDANT

I don't think so. We're taking off immediately. But you'll be in Boston in an hour.

As he walks away, CC stands up and stretches her cramped limbs, a happy, relieved expression on her face.

INT. PLANE - MORNING

As the plane takes off from the snowy field, CC rests her face against the glass, staring out at the blinding light, lost in thoughts that amuse her.

INT. HOSPITAL ROOM - NIGHT

As Hillary, who is in labor, is moved from her bed onto a guernsey by ATTENDANTS, CC stands slightly away from her clutching a surgical gown, a look of sick terror on her face. She is now wearing designer punk clothes and has a green streak through her very red hair.

HILLARY

(furious, panting)

What do you mean you can't do it?!

CC

(frantic)

Just what I said! You know how some people are afraid of snakes?!

HILLARY

(shrieking)

What does that have to do with anything?

CC

I'm afraid of blood and death and medical instruments! I can't even stand to hear someone say mucous membrane!

HILLARY

(raging, reacting to contractions)

You promised to be my partner in this!

CC

I made a mistake.

Hillary is being wheeled out of the room.

HILLARY

(furious)

I should have known you'd do something like this!
It's not the first time!

INT. HOSPITAL CORRIDOR - NIGHT

CC goes after the guernsey as it is wheeled down the hall.

CC

(offended)

What do you mean by that?

Throughout this Hillary responds to her contractions.

HILLARY

I mean have you forgotten
the time you left me waiting
in the lobby of the Plaza
Hotel and you never showed
up?!

CC

I cannot believe you're bring-
ing this up again!

HILLARY

It was the most inconsiderate
thing anyone has ever done to
me!

CC

I explained what happened
a hundred times! I went to
the Iranian Queen for a pedi-
cure....

She's so caught up in the story she doesn't notice that
they are slamming into the delivery room.

INT. DELIVERY ROOM - NIGHT

CC (cont'd.)

And his manic depressive boy-
friend stole my purse and my...

RICHARD

(tense, guarded)

CC!

CC quickly turns and her eyes meet Richard's as the delivery
team starts setting Hillary up.

CC

(nervous)

Richard.

They stare at each other, emotionally shaken by the reunion.
Pause.

RICHARD

(sudden)

Congratulations on your play.
I hear it's a hit.

CC

Yeah. Thanks.

(pause, soft)

Congratulations on your
engagement. I hear she's
a wonderful person.

As they stare at each other, caught up in the moment, Hillary suddenly grabs CC's hand and clutches it tightly in response to a severe contraction, which breaks the spell. Richard swings into action, issuing instructions to the delivery team, and CC looks around the room with horror.

CC

(soft, stunned)

How did I get in here?

HILLARY

(panting)

Will you stay?

CC looks at her, glances around the room once again, her gaze comes to rest on a tray of instruments and she faints dead away.

INT. HOSPITAL ROOM - NIGHT

CC is fast asleep in a chair. Hillary is in bed with her new born baby, looking exhausted but blissfully happy. A moment passes, CC turns, stirs, then her eyes open. The first thing she sees is Hillary and the baby. She stares with amazement.

CC

(soft)

It's over?

Hillary looks at her and nods. CC gets up and walks over, looking at the baby with wonder and delight.

CC

What is it?

HILLARY

A girl.

(sudden, intense)

Remember this.

CC

What?

HILLARY

This moment. It's the
happiest one of my entire
life. Remember it for me.

CAMERA MOVES IN CLOSE ON THE FACE OF THE INFANT.

SUPERIMPOSE THE FACE OF AN EIGHT-YEAR-OLD GIRL, which fills the screen. She is wearing a half-slip on her head and looks just like Hillary did as a child, except her coloring is darker. She stares grimly into CAMERA.

GIRL

(low)

I do not fear the Wizard of
Evil. I am Princess Estelle
and even he cannot resist my
powers. I know he locked my
brother Prince Ralph in the
tower in the...

HILLARY

(shout V.O.)

Victoria Cornelia Cecilia
what are you doing up there?!

Victoria jumps up from the mirror she was looking into.

VICTORIA

Nothing!

INT. VICTORIA'S BEDROOM - DAY

It is a cheerful child's room filled with books, old toys, drawings stuck to the walls, maps, cluttered desk, etc. Victoria, who is wearing a school uniform, rips the slip off her head and quickly grabs her bookbag and jacket from the bed.

VICTORIA

I was just looking for my
jacket!

As she starts out of the room, she pauses in front of a wall calendar and crosses off the day, like all the days before it, with a large, careful black "x". The calendar is for June 1987. Written across the bottom of the month, in large black letters, is "NO MORE SCHOOL!" Victoria flies out of the room.

INT. FRONT HALLWAY - DAY

The front door is open and Hillary is waiting in it. She is

wearing a suit and holding a briefcase and in middle-age is as beautiful as ever, however, her face is drawn and tired. Victoria runs noisily down the steps, then as she heads for the door she suddenly sweeps a cat up from a chair into her arms.

VICTORIA
(hugging cat,
waltzing to door,
singing)
Pouncer, Pouncer the wonder cat
I'm so glad you're not a rat
or a bat
or too fat...

HILLARY
(exploding)
Goddamn it, put that cat
down now and let's go!

She turns and storms out of the house. Victoria looks at her with surprise, sheepishly puts the cat down and quickly goes after her, shutting the door behind her.

INT. HILLARY'S CAR -DAY

As Hillary and Victoria talk, the car approaches a school attached to the Episcopal Church, which is surrounded by a sea of babbling children in uniforms. Hillary is slightly short of breath and very pale.

HILLARY
You may invite Melissa to
visit the last week in Au-
gust, not before!

VICTORIA
But I thought she could stay
the whole month! I already
told her.

Hillary stops the car at the curb.

HILLARY
Then untell her. I want
this summer at the Cape to
be peaceful. I have a flu
I can't shake, I'm tired and
I don't want to spend my time
taking care of anyone else's
children, understood?

VICTORIA
But who will I play with..?

HILLARY

The same children you've been playing with every summer since you were born. The ones who live there.

Hillary leans across, opens the passenger door and gives Victoria a kiss.

HILLARY

I'm late.

Victoria gives her a wounded look, then gets out of the car. Hillary suddenly looks remorseful.

HILLARY

I'm sorry, puss, but I'm just very tired.

VICTORIA

(slamming door)

You're always tired.

Hillary watches her run off into the sea of children, calling her friends' names, then takes a deep breath and drives away.

INT. LADIES ROOM - MAIN COURTHOUSE - BOSTON - DAY

Hillary is bent over the sink splashing her face with cold water. She straightens up, looking very pale, to catch her breath.

INT. LOBBY OF COURTHOUSE - DAY

Hillary walks through the crowded lobby toward the main staircase leading up to the courtrooms. Another LAYWER calls to her from nearby.

LAWYER

Hillary! Do you have a minute?

HILLARY

(walking, breathless)

Just. I'm due in court right now.

He walks over to her and they start up the steps, CAMERA FOLLOWING.

LAWYER

The attorney for the drug company called me this morning. They want to settle out of court.

HILLARY
(breathless)
I bet they do. Forget it.

LAWYER
C'mon, Hillary. Get off your high moral horse for a change. Going to court isn't going to change anything, it's just going to complicate what should be a simple financial deal for your client and mine.

During this, Hillary has been climbing the steps with a pained frown on her face. With each step she becomes more and more short of breath, more and more fatigued. Just as she reaches the top, she suddenly stops, a terrified expression on her face, then she collapses onto the step, gasping for air. The lawyer quickly leans down to her, frightened.

LAWYER
Are you all right?!

HILLARY
(panicky, gasping)
I don't know...I ...
(terrified gasps,
starting to cry)
I can't breathe...I'm in
pain and I can't breathe...

INT. AMBULANCE - DAY

The ambulance races through the streets of Boston with its siren screaming. Hillary is on a stretcher, hooked up to an I.V. taking great gulps of air through an oxygen mask. She has a pained, frightened, almost insensible look on her face.

INT. HOSPITAL CORRIDOR - DAY

Wearing her uniform and carrying her bookbag, Victoria approaches a room with an anxious look on her face. She pauses at the open door and looks inside. Hillary is sleeping peacefully in the bed, her breathing normal. She is hooked up to a variety of machines which monitor her vital signs.

INT. HILLARY'S HOSPITAL ROOM - DAY

It is filled with flowers. Victoria walks up to the bed, looks at her mother for a moment, then puts down her bookbag and straightens out the covers. Hillary slowly opens her eyes, recognizes her daughter and hugs her tightly.

HILLARY
 (happy, surprised)
 Hi, puss, what are you doing here alone?

She lets Victoria go and leans back into her pillows, fatigued. Victoria sits in the chair next to the bed, never taking her eyes off her mother.

VICTORIA
 Aunt Vesta's talking to the doctor.
 (pause, scared)
 Are you okay?

HILLARY
 Sure I am. I'll be home by the end of the week.

Victoria stares at her, still scared.

VICTORIA
 What's wrong with you?

HILLARY
 (reassuring)
 I caught a virus, that's all.

VICTORIA
 (puzzled)
 In your heart..?

HILLARY
 (quiet)
 Who told you that?

VICTORIA
 I heard the doctor say it to Aunt Vesta.

Hillary stares at her, then looks away.

HILLARY
 (soft, even)
 Yes. I caught a virus in my heart.

INT. HARVARD MEDICAL SCHOOL LIBRARY - DAY

It is packed with STUDENTS preparing for exams. Looking fragile and very pale, Hillary enters the library and goes to the desk where the LIBRARIAN, a man in his late twenties with a gentle face is working. The large wall clock reads 11:00.

HILLARY

(to Librarian)

Excuse me.

(he looks up)

I wondered if you could help me. I want to see everything you have on a heart disease called cardiomyopathy.

LIBRARIAN

(writing)

Take a seat at one of the tables and I'll bring you the books.

INT. HARVARD MEDICAL SCHOOL LIBRARY - EVENING

The place is empty except for the Librarian, who is preparing to leave for the night, and Hillary who is sitting at the table, surrounded by books, still reading and studiously making notes. The librarian glances at her as he locks his desk and picks up his jacket. The wall clock reads 6:00.

LIBRARIAN

I'm sorry, but the library is closing.

Hillary looks up in surprise.

HILLARY

Oh...

(looking at books)

I see.

As he walks over to her:

LIBRARIAN

I can put a hold on those books for another day if you want.

She slowly looks up at him with a dazed smile as she gathers her papers together.

HILLARY

Oh, thanks, but that won't be necessary. I've got all I need.

As he starts stacking the books back on the trolley, she gets up, drops her glasses and papers into her purse, slips on her jacket and starts walking away.

HILLARY

Goodnight.

LIBRARIAN
(working)
Goodnight.

She walks a few yards, then she suddenly leans heavily against one of the tables and breaks into a deep, gut-wrenching sob. The librarian quickly looks up in alarm, then stares helplessly as Hillary sinks down into a chair, puts her hands over her face and sobs with complete abandon.

INT. RECORDING STUDIO - DAY

A full orchestra is backing CC up as she sings a ballad. She is thin and vibrant-looking, at the peak of her powers as a performer and a woman. She screws up a lyric, apologizes to the producer and orchestra, then after a little amiable laughter, they start up again. She sings the song through to the end perfectly.

EXT. CC'S APARTMENT BUILDING - NIGHT

A taxi pulls up, the DOORMAN opens the door and CC climbs out. As they talk, they walk to the building entrance.

CC
Hi, Mac. Nice night, isn't it?

MAC
It certainly is, Miss Bloom.
(opening door)
By the way, congratulations
on winning the Tony.

CC
(shoving bills
in his pocket)
Thanks, Mac.

MAC
(taking money
out, startled)
What's this for, Miss Bloom?

CC
(over shoulder,
cheery)
It'll keep you honest, Mac.

INT. HALLWAY OF CC'S APARTMENT - NIGHT

A large bouquet of roses sits in a vase on the telephone table. We hear a key in the lock, the door opens and CC walks in. The place is much more comfortable than when

she lived there with John. As she takes her coat off and drops it on a chair she walks over to the flowers and picks up the card with excitement. As she reads it the phone rings. She answers it.

CC

Hello?

(delighted)

Hillary! Just the person I was going to call! Guess what?!

(pause, irritated)

Yes, I'm in love, but what do you mean is he married?!

(pause, sharp)

I am not drawn to tortured affairs and yes, he's married but he doesn't live with his wife he just takes his laundry home and what the hell's the matter with you?!

INT. HILLARY'S BEDROOM - DAY

Hillary is in bed under the covers. She looks very ill and medication litters the bedside table. CC paces the room, carefully avoiding looking at Hillary.

CC

(frantic)

Why didn't you tell me when it first happened? I mean, it's unbelievable that you can just get something like this out of the blue!

(darting her a look)

So what do you have to do?

HILLARY

(shrugging)

A few things. I've chosen medication and rest.

Pause.

CC

(soft, scared)

And you'll get better..?

Hillary stares out the window in silence. CC suddenly snatches up a bouquet of flowers from the bureau and quickly walks to the door.

CC

(frantic)

I'd better get these

CC (cont'd.)
flowers in some water soon
or they'll die! I mean wilt!
They'll wilt! Not...you know...

HILLARY
(sudden)

CC?

CC turns to look at her apprehensively from the doorway.

CC

Yeah?

HILLARY
(quiet)

I still want to take Vic-
toria to the Cape for the
summer, but we can't go alone.

CC
(soft, scared)

Oh, right.

(pause, desperate)

Don't worry about it!
I'll hire a nurse!

Hillary looks away.

HILLARY
(quiet)

Thanks, CC, but I can do
that myself. You'd better
put those flowers in water
before they die.

INT. HILLARY'S HALLWAY - DAY

As CC walks down the hall, looking very upset, she passes
a table holding a phone and a number of framed photographs.
She suddenly stops and stares at one with surprise, drops
the flowers onto a chair and picks it up.

CLOSE ON FRAMED PHOTOGRAPH

It is of CC and Hillary the day they met in Atlantic City.
CC quickly turns and returns to Hillary's bedroom.

INT. HILLARY'S BEDROOM - DAY

Hillary is staring out the window when CC walks back in.

CC
(amazed)

I didn't know you still
had this!

HILLARY
(uninterested)
Had what?

CC walks over and sits down next to her, holding out the framed photograph.

CC
This picture of us from
Atlantic City.

Hillary glances at it, then looks back out the window.

HILLARY
(uninterested)
Victoria found it in a box.

Silence as CC studies the photograph, in torment.

CC
(sudden, nervous)
You know, once I finish
the album I'm free for a
few weeks until rehearsals
start for the new show.

HILLARY
(remote)
That's nice.

Pause.

CC
(sudden, tense)
Maybe I could go to the
Cape with you instead of
a nurse.

Hillary keeps her face turned away, but her eyes fill with tears.

HILLARY
(soft, even)
Thanks, CC. I'd like that.

CC gives her a shakey smile.

CC
Hey. We're friends, aren't we?

EXT. HILLARY'S HOUSE - DAY

As Hillary, CC and Victoria, who is carrying a cat carrying case, walk to Hillary's car, which is packed to bursting point with things for the country, CC holds Hillary's arm protectively.

CC

(nervous)

I set the alarm on your
wristwatch so you know
when to take your pills
and...

(frantic)

Are you okay?!

HILLARY

Yes. Why?

CC

You made a noise.

HILLARY

I did not make a noise.

CC

I heard you make a noise.

HILLARY

I did not make a noise and
what are you doing?!

CC is practically picking Hillary up to put her in the
front seat of the car.

CC

Helping you into the car.

HILLARY

(tried patience)

That's very kind of you, CC,
but I still have the use of
my legs.

As CC walks around to the driver's side in a huff.

CC

I was just being helpful.

HILLARY

(climbing into car,
to Victoria)

Get in the car, Victoria.

Victoria stands on the sidewalk looking at her with out-
rage.

VICTORIA

But I always sit in front
with you!

HILLARY

I know, but CC's driving so
you have to get in the back.

Victoria glances at CC with resentment, then:

VICTORIA
Will you sit in the back with
me?

HILLARY
There isn't enough room.

Victoria hesitates, then flops into the back seat with
a sullen look and yanks the car door shut.

INT. CAR - DAY

As the car pulls away from the curb, Victoria suddenly
moves forward, squeezes her body into the space between
the two front seats and puts her hand on top of Hillary's
head.

VICTORIA
When we get there will you
go swimming with me, Mom?

HILLARY
(tight)
I can't go swimming.
(bright)
But CC will, won't you, CC?

VICTORIA
(sullen)
Never mind. I'll go by myself.

CC
(stung, childish)
Be my guest! Who said I
wanted to swim anyway!

They sink into a silence.

HILLARY
(sudden, tense)
That's not very comfortable,
dear.

VICTORIA
What?

HILLARY
Riding in the car with your
hand on my head.

Victoria hesitates, then pulls her hand away, drops back
into her seat and looks out the window unhappily.

EXT. ROAD ALONG OCEAN - CAPE COD - DAY

The car moves along through the sunlight past the dunes.

INT. CAR - DAY

CC, Hillary and Victoria are singing cheerfully.

GROUP
(singing)
You are my sunshine
my only sunshine
you make me happy
when skies are grey...

Hillary's wristwatch alarm goes off and she stops singing as she takes several pills from bottles in her purse and swallows them with water from a canteen. Victoria watches her with an anxious expression.

CC/VICTORIA
(voices fading)
You'll never know dear
how much I love you
please don't take
my sunshine away...

They all sink into their own thoughts.

EXT. SUMMER HOUSE - DAY

It is a turn-of-the-century, weathered woodframe house with rambling porch and garden bordered by the beach. CC and Victoria are unloading the car. CC puts a hibachi on the right side of the porch.

VICTORIA
That doesn't go there.

Victoria moves it to the left side of the porch.

CC
(brittle smile)
Thank you, dear.

As they go back to unpacking the car:

VICTORIA
(sudden)
Are you staying all summer?

CC
It looks like it.

VICTORIA
(sharp)

Why?

CC gives her a glance as she puts a deck chair in the sand near the porch.

CC
To help your mother.

VICTORIA
(upset)
She doesn't need you to help
her, she has me!
(in tears)
And the chair doesn't go
there, it goes on the porch!

She rips up the chair, runs up the steps, slams it down on the porch and races into the house.

INT. KITCHEN - NIGHT

Ashen-faced and almost whimpering, CC takes a vial of medicine from the refrigerator and fills a needle. Hillary leans against the counter next to her. CC turns to Hillary with the needle and freezes with fear. They stare at each other, then Hillary takes the needle from her and awkwardly injects herself in the arm. CC sinks into a chair and takes deep breaths, trying to keep from fainting.

EXT. CAPE COD BEACH - DAY

Hillary sits on a low beach chair under an umbrella wearing a sunhat, sweater and a blanket over her legs, reading a book. Wearing a bathing suit and still wet from a swim, Victoria sits next to her on the blanket. She is looking at Hillary's hands carefully.

VICTORIA
(sudden)
We have the same hands
don't we, Mom?

Hillary looks at her with mild surprise, Victoria holds up her hand and Hillary raises hers next to it.

HILLARY
(slight smile)
You're right, we do. We
have exactly the same hands.

As Hillary goes back to her book, Victoria studies her own hand thoughtfully.

INT. HILLARY'S BEDROOM - NIGHT

Wearing a nightgown, Hillary is pulling a large, cardboard box down from the shelf, slightly out of breath. The room is littered with boxes, some torn open and spilling contents. Letters and photographs litter the floor. An urgent look on her face, Hillary drops the box to the floor and rips the top open. She starts rummaging frantically around inside, looking for something, tossing things to the floor impatiently. A moment passes, then CC appears in the doorway, rubbing her eyes, suntanned and wearing a huge t-shirt.

CC

What are you doing...?
It's three in the morning..

Hillary darts her a haunted look as she rummages in the box.

HILLARY

Looking for a picture!

CC walks further into the room, more alert.

CC

Are you crazy?! You're
not supposed to be lifting
things and..

HILLARY

(cutting in,
hysterical)
I don't care! It's a picture
of my mother and I
have to find it!

She suddenly stops and slowly looks around the room at the things strewn on the floor.

HILLARY

(soft, frightened)
I couldn't remember her hands.

She suddenly sits heavily on the bed and puts her hands over her face.

HILLARY

(desperate)
I'm so scared, CC! I'm
just so scared!

CC watches helplessly as Hillary rocks back and forth

slightly, her face covered. CC suddenly kneels down and starts going through the photographs. As she empties another box onto the floor, Hillary finally lowers her hands from her face and takes a deep breath. She watches CC for a moment, then kneels down next to her and without a word also starts to go through the photographs. They work side by side in silence, then CC finally holds out a picture to her.

CC

Is this it..?

Hillary takes it and stares at it.

HILLARY

(quiet)

Yes, it is. Thank you.

INT. HALLWAY - MORNING

In her nightgown, Victoria comes out of her room and walks to the bathroom, which is still steamy. She stops in the doorway. A wet towel is on the floor.

VICTORIA

(sharp cry)

Mom?!

A second later, Hillary's bedroom door opens and she steps into the hall, wearing a robe and looking very tired.

HILLARY

What?

VICTORIA

(outraged)

CC's towel is on the floor!

Hillary looks at her as if she is insane.

HILLARY

Well, pick it up!

VICTORIA

(priggish)

If I leave my towel on the floor you always make me pick it up myself.

Before Hillary can respond, CC's door slams open and she stalks out. Without a word, she brushes past Victoria, rips the towel up, folds it and hangs it on the rack.

CC

(acid smile)

Happy, dear?!

She stalks back into her room and slams the door.
 Victoria enters the bathroom and also slams the door.
 Hillary rests her head against the doorframe with a groan.
 She looks very ill.

EXT. MEADOW - CAPE COD - DAY

Filled with wildflowers, bordered by a stream and woods
 and the sea visible in the distance, it is an idyllic spot.
 Hillary and Victoria are on the blanket playing a board
 game while CC unloads a picnic basket.

CC

Egg salad for you, Hill?

HILLARY

Yes, please.

Victoria snatches the sandwich from CC.

VICTORIA

I'll give it to her.

They glare at each other, then as Victoria hands the
 sandwich to her mother, CC pulls another one out of the
 basket.

CC

(hard)

Here's your chicken salad,
 Victoria, dear.

Victoria looks at her.

VICTORIA

But I don't like chicken
 salad.

CC

(grim)

When I asked you what you
 wanted you said chicken
 salad.

VICTORIA

I did not.

HILLARY

What difference does it
 make? You like egg salad
 so take mine!

Victoria and CC ignore her, fully engaged in battle now.

CC

You did too! You said
 chicken salad on wheat!

VICTORIA

I didn't! I just said chicken on wheat!

(petulant)

I don't like it when it's chopped up.

CC

(exploding)

What the hell difference does that make?! Chicken's chicken, mayo's mayo...

Hillary is on her feet.

HILLARY

(shrieking)

I can't take this anymore!
I've had enough of this
endless bickering and...

She suddenly puts her hand to her chest and leans her weight against Victoria as she slowly sinks to her knees on the blanket, a terrified expression on her face.

HILLARY

(soft, gasping)

My chest hurts...I can't
breathe...it's bad, CC...

CC stares at her, then suddenly grabs her purse and rips the keys out.

CC

(to Victoria)

Can you start a car?!

Victoria nods, her eyes wide with fear and shock, and CC throws the keys at her.

CC

Do it!

(embracing Hillary)

Try to stand up. I can't
carry you.

As Victoria runs to the car, jumps in and starts it, CC half-drags Hillary to the car, helps her into the back seat, then slides into the front, shoving Victoria to the side. The car skids along the dirt track as CC pulls the door shut.

INT. CAR - DAY

As the car pulls onto the road and takes off, Victoria

climbs into the back and puts her arms around her mother, crying. Hillary is breathing with great difficulty and looks as if she is in great pain.

INT. HOSPITAL WAITING ROOM - EVENING

Victoria sits alone, looking very young and very lost. A moment passes, then CC appears in the doorway looking exhausted.

CC
She's fine, Victoria.

VICTORIA
Can I see her..?

CC
The doctor said tomorrow.
She's sleeping now.

They stare at each other, then CC suddenly holds out her hand.

CC
Let's go home.

Victoria hesitates for a moment, then gets up and slowly walks over to her. She pauses, then:

VICTORIA
(soft)
I'm sorry.

CC
I know. So am I.
(faint smile)
You're like me. You get
mean when you're scared.

Victoria stares at her, then with a small sigh slips her hand into CC's outstretched one with relief and trust.

INT. HOSPITAL CORRIDOR - NIGHT

As CC and Victoria walk down the hall hand in hand, Victoria suddenly looks at her.

VICTORIA
Is my mother going to die?

CC quickly looks at her, then smiles reassuringly.

CC
What are you talking about?
She's sick because her medi-

CC (cont'd.)
cation's not right, that's
all! She'll be home in a
couple of days!

Victoria looks away with relief. As they exit the building, CC is fighting back tears.

EXT. SHORELINE - LOW TIDE - SUNSET

Wearing sweaters, their pants rolled up, CC and Victoria are clamming. SEVERAL OTHER PEOPLE are doing the same thing a short distance away.

VICTORIA
(excited, embarrassed laugh)
I can't do that!

CC
Why not? You think you'll
get arrested?

Victoria glances at the other people with a shy laugh.

VICTORIA
Those people will see me!

CC
So what? We're not asking
them to pay, are we? C'mon.

She suddenly straightens up, sandy hands clutching clams.

CC
(singing)
First you put your two knees
close up tight...
(stern)
I seem to be the only one
singing!

Victoria glances at the people with an excited laugh, then looks back at CC with bright eyes. She shyly starts singing along with her, copying her movements.

CC/VICTORIA
(singing, dancing)
Then you swing them to the left
and you swing them to the right
you walk around the floor
kind of nice and light
and then you twist around
and twist around...

Victoria twists so violently she loses her footing and falls into the wet sand, laughing loudly.

CC
(singing, laughing)
with all of your might...

Soaked and covered with sand, Victoria quickly gets up and continues with the song and dance, happy and noisy now, completely unself-conscious.

CC/VICTORIA
(singing, dancing)
Spread your loving arms
way out in space...

EXT. PORCH - HILLARY'S SUMMER HOUSE - SUNSET

Hillary sits in a chair watching CC and Victoria on the beach. Their voices drift tinnily up from the water's edge.

CC/VICTORIA
(laughing, dancing)
And then you do the Eagle Rock
with style and grace...

Hillary suddenly gets up, goes into the house and slams the screen door behind her. CC and Victoria, silhouetted against a brilliant sunset, continue dancing happily in the sand, their voices drifting up to the empty porch.

CC/VICTORIA
(singing, dancing)
You put your left foot out
and bring it back
and that's what I call
Balling The Jack.

INT. SUMMER HOUSE - LIVING ROOM - MORNING

Hillary, wearing a nightgown, is stretched out on the couch, under a blanket in the semi-darkened room reading a book. Pills litter a nearby table. The phone is ringing O.S., it is answered, then we hear:

CC
(shout O.S.)
Hillary! It's for you!

HILLARY
(reading, grim)
Tell whoever it is I'm not
here.

A moment passes, then CC walks in from the hallway wearing a bathing suit and carrying a towel, suntan lotion and magazines.

CC
(tense smile)
You make me say that to everyone. Your friends will think I'm holding you prisoner.

HILLARY
(reading)
I don't care what they think.

We can hear children playing outside. CC stares at her for a moment, then heads for the door. Just as she reaches it, she turns back.

CC
We're going down to the dock to buy steamers later. Want to come?

HILLARY
(reading, sharp)
You know I can't walk that far.

CC
I'll drive.

HILLARY
(reading)
I'd rather not.

CC
(belligerent)
Okay, then why don't you get dressed and sit outside on the beach with us.

HILLARY
(cold)
I'm happy here.

CC
(grim)
It's a beautiful day.

HILLARY
I don't care.

CC
(exploding)
Okay, stay in! But will

CC (cont'd.)
 you at least get dressed?!
 You haven't been out of
 that nightgown for over
 a week!

HILLARY
 (throwing down
 book, furious)
 So what?! Who the hell
 are you?! The clothes
 police?!
 (getting up)
 Just leave me alone, okay?
 That's all I want! To be
 left fucking alone!

Breathing harshly, she walks out of the room. A moment later, we hear her bedroom door slam shut. CC hesitates, then goes after her.

INT. HILLARY'S BEDROOM - MORNING

Hillary sits in a chair by the window staring out at the sea, her face expressionless. There is a knock on the door, but she doesn't respond. A second later, CC walks into the room.

CC
 Listen, Hill, I'm sorry I
 blew up like that. I
 know how hard this is for..

HILLARY
 (shrieking)
 No, you don't!
 (spinning around,
 hard)
 You don't know what this is
 like at all! My chances of
 seeing my child grow up are
 next to nothing! My chances
 of living a normal life have
 vanished! My chances of even
 living a few more years aren't
 worth more than a two dollar
 bet! Don't say you know what
 that's like because you don't!
 You're still in the land of the
 living!

CC
 (shouting)
 So are you!

They stare at each other.

CC
(fierce)
You're not dead yet, Hillary,
so stop living as if you are!

CC slams out of the room. Hillary stares at the door, showing no traces of emotion, then turns and looks back out the window.

EXT. SUMMER HOUSE - KITCHEN PORCH - DUSK

CC and Victoria are sitting on the steps snapping beans while they watch CC give an interview to a smarmy, overdressed WOMAN interviewer on a small television which is propped in the open kitchen window. CC watches with an anxious expression on her face. Victoria is fascinated.

INTERVIEWER
(sincere)
Tell us the truth, CC.
Pull the stops out. We
know the star, but who is
the person. Who is CC Bloom.

CC
(sick mutter)
Don't do it, fool, don't do it...

CC
(on t.v.,
thoughtful)
Oh, Lala, you have no idea
how many times I have asked
myself that same question.
Who is CC Bloom. I suppose
first and foremost CC Bloom...
feels things! Deeply. CC is
a deeply feeling person and be-
cause of that she is deeply emo-
tional. Deeply feeling, deeply
emotional...
(wistful smile)
Can these things exist separately,
Lala? I don't think so.

CC groans.

INTERVIEWER
I'd like to know more about
this duality, CC, but we've
run out of time. Thank you
for joining me on Star Talk...
(to audience)
And until tomorrow night
this is Lala Lake saying don't
judge, keep sharing.

As the commercial comes on, CC gets up to turn off the t.v.

CC
(anxious)
So? What'd you think?

Victoria shrugs slightly, her eyes averted.

VICTORIA
(mutter)
I don't know...

CC turns to look at her.

CC
Please. I want the truth.

Victoria looks up with a shrug.

VICTORIA
You sounded dumb.

CC's eyes become narrow and flinty as she snaps the t.v. off with a hard twist.

CC
(sharp)
Yeah, well, I gave that interview last year and you have a lot to learn, you know? Giving interviews isn't...

VICTORIA
Mom!

She is looking past CC with a happy smile. CC quickly turns to see Hillary standing shyly in the doorway, dressed in casual clothes, her hair washed and shining, a little make-up on her face.

HILLARY
Hi, puss.

She darts CC a sheepish smile, then looks back at Victoria as she walks out onto the porch.

HILLARY
I thought I'd help with dinner. What can I do?

VICTORIA
Beans! Sit here!

CC watches Hillary as she walks over and takes Victoria's seat on the steps, then as she starts snapping beans CC goes back to her seat on the steps and does the same.

VICTORIA
Can I make braids?

HILLARY
Sure.

As Victoria happily starts braiding her mother's hair, CC's and Hillary's eyes meet for a moment. Hillary's glance is a thank you.

EXT. BEACH - AFTERNOON

On the shore we can see Victoria playing with a few FRIENDS. CC and Hillary are sitting under an umbrella playing cards, CC in her bathing suit, Hillary in shorts and t-shirt. They play in silence for a moment, then CC smiles slightly to herself. Hillary glances at her as she discards.

HILLARY
Why are you smiling..?

CC
Do you remember that
Christmas we spent in the
loft?

HILLARY
(frowning, vague)
Sure...we had a tree, didn't
we..?

CC
A stick.
(shaking head)
I was just remembering those
stinking Christmas carols.

HILLARY
What Christmas carols?

CC
What Christmas carols?!
The ones you forced me to
sing every night.

HILLARY
I didn't force you! You loved
it!

CC
By the time we hit Good King
Wenceslaus for the fifth time
I was ready for a draino cocktail!

HILLARY

Gin and game, as usual.

(smug)

You will never beat me
at cards.

CC gives her a look as she gets up, tosses down her
cards and grabs her bathing cap.

HILLARY

You make things up as
you go along, you know?

CC

(putting on cap)

No, I don't, so you had
better be very nice to me.

(threatening)

I know everything there is
to know about you, my friend,
and my memory is long. My
memory is very, very long.

As CC turns and heads for the water, all traces of play-
fulness vanish from Hillary's face. She watches CC go
with a far-away look in her eyes.

HILLARY

(soft murmur)

I know. I'm counting on it.

CLOSE ON DESK CALENDAR

The date is December 1, 1987. As a child's hand comes
into frame and rips the page off, revealing December 2,
1987, we hear:

HILLARY

(exasperated V.O.)

Have you lost your mind?!
What is all this stuff?!

CAMERA PULLS BACK

INT. VICTORIA'S BEDROOM - DAY

The sky outside is very grey. Two overflowing suitcases
are open on Victoria's bed. As Victoria tosses the cal-
endar page into the trash next to her desk and walks over
to the bed, Hillary turns to her with despair. She is
dressed casually in a large sweater and tights and although
she is still beautiful, her looks are beginning to show signs
of chronic ill-health - dark circles around the eyes, deep
pallor, etc.

VICTORIA

My clothes.

HILLARY
(sorting through
bag)
You're going to New York
for two days in December!
(holding up bikini)
Why are you bringing this?!

VICTORIA
You never know what might
come up.

HILLARY
(holding up tennis
racket)
And this?!

VICTORIA
I told CC I'd teach her how
to play.

HILLARY
Not this weekend. She's giv-
ing a concert at Carnegie Hall.

Hillary overturns one of the suitcases onto the bed and
drops it to the floor.

HILLARY
Get my brown carry-on bag
from the hall closet. That's
all you're taking.

VICTORIA
But..

HILLARY
No buts. Get it.

As Victoria turns to leave, Hillary suddenly stops and
stares out the window, her face lighting up like a child's.

HILLARY
Oh, Victoria, look! It's
snowing!

They quickly walk to the window and look out at the snow,
which is beginning to fall heavily.

HILLARY
(soft)
I love the first snow.

She suddenly turns, propelling Victoria to the door as
she rushes back to the bed.

HILLARY

Get going! The taxi will
be here in less than five
minutes!

Victoria flies out of the room and we hear her banging around in the hallway. Hillary looks at the mess on the bed, then starts sorting through it. She laughs slightly as she pulls a pair of hiking boots out of the pile, then she suddenly stiffens, a strange, startled look on her face. She drops the boots and reaches out for the bedpost, knocking most of the clothes to the floor in the process, clings to the bedpost for a moment, then slowly begins to slide to the floor, gasping for air as she falls.

HILLARY

(choked cry)

Victoria...

Victoria appears in the doorway clutching a suitcase. She stops and stares at her mother with stunned horror as Hillary hits the floor, then she drops the bag and races over to her.

VICTORIA

(terrified cry)

Mom?!

Hillary has lapsed into unconsciousness. Victoria sits on the floor next to her and lifts her head into her lap, sobbing with terror, rocking back and forth.

VICTORIA

(crying, frantic)

Please get up, Mom, please,
I don't know what to do,
please get up, oh please
get up.

EXT. STREET IN BOSTON - EARLY MORNING - THE PRESENT

A taxi moves cautiously along the snow-shrouded street.

INT. TAXI - EARLY MORNING

CC, looking exhausted, sits stiffly in the back seat. Silence except for the rattle of the chains on the wheels and the dispatcher's voice crackling over the radio. The taxi pulls to a halt. CC doesn't move.

DRIVER

This is it. Boston General

CC sits very still for a moment longer, then shoves some large bills into the driver's hand.

DRIVER

(shocked)

But this is way too much!

CC is out of the taxi. The door slams shut.

EXT. STREET OUTSIDE OF BOSTON GENERAL HOSPITAL - EARLY MORNING

CC stands staring at the hospital entrance with a fearful expression on her face, then she finally takes a deep breath and goes inside.

INT. HOSPITAL LOBBY - EARLY MORNING

As CC walks toward the elevators, she passes a flower shop. She backtracks and goes inside. Through the window we see her pick out a bunch of long-stemmed yellow roses, pay for them, then return to the lobby. She reaches the elevator just as the doors are closing and slips through. They slam shut.

INT. HOSPITAL CORRIDOR - EARLY MORNING

CC exits the elevator and walks to the nurses' station. There is no one around. She looks around and spots the entrance to the cardiac care unit and walks over to it. Through the glass door, clearly marked NO ADMITTANCE we can see cubicles containing beds and elaborate equipment. A few of the beds are occupied. CC hesitates, then walks in.

INT. CARDIAC CARE UNIT - EARLY MORNING

An anxious expression on her face she walks along, glancing in the cubicles, then stops in front of one. Hillary is in the bed, under the covers, slightly turned away. A resuscitator is pushed to the side. CC hesitates, then steps inside.

INT. CUBICLE - EARLY MORNING

CC

(soft, anxious)

Hill...? It's me...

No response. CAMERA MOVES WITH CC as she rounds the bottom of the bed and comes up the other side to see Hillary's face more clearly. Hillary's eyes are closed and she looks utterly peaceful.

CC

Hill...?

She suddenly stops and stares, then her fingers go limp

and the flowers slide out of her hand to the floor.

CC
(soft, stunned)
Oh, Hill...

A NURSE has walked up to the entrance to the cubicle.

NURSE
You will have to leave
right now! Didn't you
see that no admittance
sign on the...

CC
(sharp cry)
Get out!

The nurse hesitates, then backs out of the cubicle.
CC's eyes are riveted to Hillary's face as she moves
closer, then reaches out and gently touches her hair.

CC
(soft, amazed)
What will I do...?

She suddenly sinks heavily in the chair next to the bed
and takes her friend's lifeless hand, lowering her face
to the edge of the bed.

CC
(deep sob)
What will I do without
you..?

EXT. CEMETARY - BOSTON - DAY

Hillary's family and friends stand around an open grave,
next to her flower draped coffin, while an episcopal
PRIEST performs the burial service. CC stands with
Victoria, hand in hand. They both look as if they are
in shock. Snow is falling heavily again.

INT. HILLARY'S STUDY - DAY

CLOSE ON A WOMAN'S HAND holding a letter covered with a
childish scrawl. Other letters, written by a child,
are in her lap. The only sound is the ticking of a grand-
father clock. CAMERA PULLS BACK. CC sits at Hillary's
desk, which is covered with papers, staring off into space.

INT. VICTORIA'S ROOM - DAY

A tray of untouched food sits on the bedside table. Fully
dressed in the clothes she wore to the cemetery, Victoria
is stretched out on the bed, face down, completely cried

out. One arm is wrapped tightly around her cat. A moment passes and there is a knock on the door. She doesn't move. A second later, the door opens and CC walks in. She looks at Victoria in silence for a moment, then walks over and sits on the edge of the bed. She reaches out and touches Victoria's coat.

CC

(soft)

That's wet. If you don't take it off, you'll get a cold.

Silence. CC looks away, at a loss, then looks back.

CC

I was just going through your mother's papers.

(silence)

It's amazing...I found letters I wrote to her over thirty years ago...

(pause)

I couldn't believe it. She saved every single one.

Silence. CC takes a deep breath.

CC

In her will she said she wanted you to live with me.

Pause, then Victoria finally turns to look at her, her eyes red and swollen from crying. CC reaches out and brushes her hair away from her face.

CC

(soft, kind)

You don't have to do it if you don't want to. Your Aunt Vesta wants you, everybody wants you.

Victoria stares at her.

VICTORIA

(low)

Can't I live here, in my house?

Pause.

CC

(soft)

No.

Victoria looks away. Silence.

VICTORIA
(sudden, low)
Does my father know she died..?

CC stiffens with surprise.

CC
I don't know.
(cautious)
I thought you didn't see him.

VICTORIA
(low)
I know who he is. I saw him
in the street twice.

CC
(anxious to please)
I could call him if you want.

VICTORIA
(quick)
No.

CC
(soft)
Yeah, well, maybe someday..
(sighing)
If you want to stay in Boston,
Victoria, I'll understand...
(looking away, at a loss)
I mean, I don't know what kind of mother I'd make.
You wouldn't want to know what goes on inside my head sometimes...and I'm very selfish, you know..?
(soft, stunned)
I don't know what she was thinking of when she picked me..
(quick, reassuring)
Not that I don't want to do it! There's nothing I want to do more than be with you!

Pause. Victoria slowly turns to look at her again.

VICTORIA
(low)
If I go with you, can I

VICTORIA (cont'd.)
bring my cat...?

CC looks away as her eyes fill with tears.

CC
(low)
Oh, my God, of course
you can bring your cat.
You can bring anything
you want.

INT. VICTORIA'S BEDROOM - MORNING

Most of her things are carefully packed away in boxes. She is sitting in a small chair looking around the room with wide, frightened eyes, wearing her coat, hat and boots. Through the window we can see that the street is covered by a deep layer of snow, the parked cars are half-buried and more snow is falling. Her cat is curled up in her lap. A moment passes, then:

CC
(V.O. from down-
stairs)
It's time to go, Victoria.

Victoria hesitates, then gets up, puts the cat in his case, takes one last, hungry look around her room, picks up the case and a small suitcase and walks out.

INT. FRONT HALLWAY - MORNING

CC waits at the open front door in her fur coat and boots, two suitcases in her hands, as Victoria comes down the stairs. The furniture has been covered by dust sheets and the place has an abandoned look to it.

CC
The road isn't clear so
we'll have to walk a couple
of blocks for a taxi. Can
you make it?

Victoria nods, pauses at the door to look around once with confused eyes, then she turns and walks out. CC also hesitates, looking around the hall and remembering happier times in that house, then she walks out and pulls the door shut behind her. The lock clicks.

EXT. HOUSE - DAY

CAMERA FOLLOWING, CC and Victoria come down the front steps, turn out the gate and start picking their way along the snowy street in silence. CC finally glances at Victoria, who is withdrawn and depressed.

CC
(sudden)
Your mother and I met
in Atlantic City when we
were your age, did you know
that?

Victoria doesn't even look at her.

VICTORIA
Yes.

CC
(bright)
I was sitting under the
boardwalk smoking a cigar-
ette...

Victoria looks at her with interest for the first time.

VICTORIA
Mom didn't tell me that.
You smoked when you were
my age?!

CC
Yeah. I quit when I was
twelve. Anyway, I just
finished doing the matinee
at the Tony Grant Kiddie Show...

CAMERA STOPS FOLLOWING. As they walk on through the snowy
street their figures grow smaller, their voices indistinct.

CC
What song was I singing
then...oh, I remember!
My Mama number.

VICTORIA
What was that?

CC
(laughing, singing)
You gotta see Mama
every night
or you can't see Mama at all...

Victoria says something to her, but we can't hear it.
CC says something else and Victoria laughs slightly,
almost against her will. As they walk on, now deep in
conversation:

INT. MARLBORO BLENHEIM HOTEL - DAY

Hillary, as a child, quickly looks back over her shoulder
as she moves away.

HILLARY
 (bright, excited)
 Be sure to keep in touch,
 CC, okay?!

CC, as a child, stares after her as she vanishes.

CC
 (soft)
 Well, sure...we're
 friends, aren't we...?

THE END