

FADE IN:

EXT. WATERSIDE CEMETERY - DAY

TITLES over a series of DISSOLVES.

-Ancient American graves on a gentle green slope.

-A grave digger shovels earth, knee-deep in a hole. *

-Cemetery workers set up rows of folding chairs.

-A funeral in progress. Sobbing gray-haired women in black.

-The mourners drift away. The digger returns, shovel in hand. An old man stands under a nearby tree, watching him work.

END TITLES

VOICE (V.O.)

Do you believe in miracles? I'm not talking about watching your kid being born...or the Red Sox winning the World Series...I'm talking about a real honest to God, kick-in-the-ass miracle.

CAMERA PANS to FLORIO FERRENTE, mid-forties, standing among the graves of Mayflower pilgrims. Florio could lose a few pounds but he's strong as a bull. He speaks to the CAMERA...warm, friendly...

FLORIO (CONT'D)

Like walking on water...or jumping out a window and landing on a cloud...Maybe you don't because you've been around and you've seen too much. I was like that once.

Florio turns to walk away and we follow him through a picture-perfect New England town.

THE OLD FRANKLIN STREET FIREHOUSE

The jewel of Old Town, surrounded by impeccably restored historical buildings.

Suddenly lights flash, sirens blare, Firemen and Paramedics scramble like ants into fluorescent green vehicles and go racing off down the street.

FLORIO

Look at these guys...they're not happy unless they're rushing off to knock down some three alarm somewhere. Not me...Maybe in younger days but not no more. Knowing where my loved ones are...knowing they're safe...that's what keeps my heart pumping.

Then...a distant BOOM! Florio smiles.

FLORIO

Yacht club cannon. It's the rich guys' tellin' the sun it's okay to set.

As Florio strolls through the town, he stays constant, but his surroundings magically change. He does not acknowledge any of the passersby, nor do they acknowledge him.

FLORIO

This here is Marblehead, Massachusetts. A lot of "Headers" have been here for generations...Lived out their whole lives here without even thinking about it...

Florio smiles warmly as he points to a small hospital, over a hundred years old.

FLORIO

They got born right there...
At Mary Alley Hospital...

EXT. DRIFTWOOD DINER - EARLY MORNING

An old time greasy spoon, through the windows we can see friendly locals, talking, eating breakfast, drinking coffee.

FLORIO (V.O.)

They were raised on blueberry pancakes and fried dough at the Driftwood...

EXT. A LITTLE BAKE SHOP ON THE PIER - DAY

Happy kids snacking away on big cookies.

FLORIO (V.O.)

...And Joe Frogger cookies at the Rusty Rudder.

EXT. MOVIE THEATER - EVENING

People lining up for the Saturday night show. Young families, old folks, teens on first dates...

FLORIO (V.O.)
They went to the movies at the
Warwick...

INT. MADDIE'S BAR - NIGHT

A happy, rowdy place. Everybody's downing beers, telling each other their life stories...and downing more beers.

FLORIO (V.O.)
...And had one too many drinks at
Maddie's.

EXT. OLD NORTH CHURCH - DAY

It's springtime now. And a happy, bride and groom emerge from the church. Everybody throws rice.

FLORIO (V.O.)
They got married at the Old North
Church...

ON FLORIO

Where we first met him, among new and ancient graves in Waterside Cemetery.

FLORIO
And in the end, when they crossed
over...they were buried here, in
Waterside...

Florio looks around him. A breeze rustles the petals of wilted flowers. He approaches one of the newer headstones, kneels next to it.

FLORIO
Yeah, I'd been around and seen too
much too. Then something happened.
It happened on the job one night
about thirteen years ago...What
happened was a miracle...

INT. HIGH SCHOOL AUDITORIUM - DAY

It's graduation day and the place is packed with the happy class and their proud families.

At the podium, addressing the class of 1995, is 17-year-old CHARLIE ST. CLOUD. He's tall, athletic, filled with energy, earnestness and hope...

FLORIO (V.O.)

And it happened to him...
Charlie St. Cloud...Charlie may not have been the best or the brightest kid who ever graduated from Marblehead High...but like anybody would tell you...he sure was the most promising...

PAN the faces in the audience, hanging on Charlie's every word. And forget about the teenaged girls in the audience, Charlie's breaking their hearts...

FLORIO (V.O.)

Senior Class President, captain of the baseball team, the debating team, the sailing team...Charlie even landed himself a free ride at a college his mom couldn't afford in a million years...

ANGLE - LOUISE ST. CLOUD

Charlie's mom is in her mid-forties, attractive but worn down by life's struggles. Her eyes are glistening with pride.

FLORIO (V.O.)

Louise thought Charlie hung the moon. He was her reward for all the things that had gone wrong in her life. Namely, Charlie's father, whoever he was.

BACK ON CHARLIE

Still speaking, trying to be serious...but suddenly a big smile crosses his face, he has to stifle a laugh as he sees-

SAM ST. CLOUD - 12-YEARS-OLD, trying hard to crack up his big brother. Yawning, pretending to nod off, Sam slaps himself in the face, trying to stay awake.

FLORIO (V.O.)

That's Sam, Charlie's kid brother...

Now Sam's using his necktie as a noose - Charlie's speech is that boring. Charlie looks away to keep from laughing.

FLORIO (V.O.)
And actually, this miracle that
 happened...it also happened to
 him...

EXT. ST. CLOUD HOME - DAY

There's a banner hung outside that says; CONGRATULATIONS
 CHARLIE!

Charlie, glad to be out of his suit now, is having a catch
 with Sam. Both boys in good spirits.

CHARLIE
 Did you see the look on Mikey
 Marooney's face when they handed
 him his diploma?

SAM
 (laughs)
 I know, he was like dumbfounded.

CHARLIE
 He couldn't believe that he
 actually graduated.

SAM
 I can't believe that you actually
 graduated...

CHARLIE
 (laughs)
 Is that right..?

SAM
 (smiles)
 I didn't mean it like that...I just
 meant...

Charlie knows what his kid brother does mean...

CHARLIE
 Hey, Dartmouth isn't that far away.
 Besides...I'll probably crap out
 and be home in a month.

SAM
 (chortles)
 You'll get straight A's without
 even trying.

CHARLIE
 Anyway, we've got the whole summer.
 (smiles)
 I vote we make it the most kick-ass
 (hamming it up)
 'summer of our young lives'.

SAM
 (happily)
 Yeah, baby!

CHARLIE
 (sings loudly)
 SCHOOL'S OUT FOR SUMMER!

Sam laughs, and joins in raucously:

CHARLIE AND SAM
 SCHOOL'S OUT FOREVER!

The boys barely aware of the blast of the yacht club canon as the sun goes down as they continue to throw and sing...

EXT. THE HARBOR - AFTERNOON

A glorious summer's day. Wednesday sailboat races are in full swing. The water's dotted with about ten small sailboats, each with a two man crew, zipping around the triangular course, marked by buoys.

Charlie and Sam are dragging their weathered-looking sailboat down the beach to the water. Identical to all the other boats in dimension and form, the boys' boat looks like it's been fitted with salvaged parts. The sails are patched, the lines frayed.

On the water...two guys are sailing by in their pristine boat. One guy, CONNORS calls out:

CONNORS
 Hey, losers...If it don't sink,
 we're gonna kick your butts...

SAM
 Bullshit, Connors. You're the one
 who's going down...

Connors just laughs and sails off.

CONNORS
 Bring a bucket!

Sam turns to Charlie.

SAM
Nice boat...Can we beat them?

Charlie just smiles.

EXT. ON THE WATER - DAY

CHARLIE AND SAM'S SAILBOAT

The brothers are competent sailors and work great together as a team. Both boys are exhilarated as they whip through the wind. Charlie, at the helm, shouts to Sam:

CHARLIE
Ready to come about?

Sam rushes into position, shouting:

SAM
Ready!

And Sam removes the winch handle, places it in winch pocket.

Charlie pushes the tiller, starts the turn. He shouts:

CHARLIE
Helms to Lee!

Sam does what he's told, then...

SAM
(shouting)
Here comes Connors...

Connors boat is on the port side, coming up fast.

Charlie loves the competition, he's having the time of his life. He skillfully manages to stay ahead of Connors and even steal his wind as the boats cover the distance to the next buoy, but Connors is also skilled, and he begins to gain ground.

CHARLIE
(to Sam)
Take the tiller!

Sam is thrilled and terrified at the same time. He scrambles into position in the cockpit and grabs the tiller arm. Charlie hurries to the windward gunwale, grabs a knotted rope and hikes out, counterbalancing the pressure of the wind.

The mast straightens up, the sail catches more wind and the boys' boat begins to pull away.

SAM
Yaaaaahoooo!

Connors attempts to mimic Charlie's strategy, but has to buckle himself into a harness and loses precious seconds. The boats approach the last buoy. Charlie pulls himself inboard.

CHARLIE
Here's where we win it, Sam...
You know what to do?

SAM
Ready.

Charlie's watching Connor's boat from the corner of his eye. Sam steers close to the buoy. As it passes abeam...

CHARLIE
Okay, Sam, do it!

Sam throws the tiller over, the boom swings, Charlie ducks it and comes up on the other side as the boat angles smoothly around the buoy. The sail fills with new air and the boat takes off, planing across the water.

Sam can barely contain his enthusiasm.

SAM
We're hauling ass. Whoo-hooooo!
(he calls out)
Oh, Con-nors...Toodles!

Connors scowls as he fumbles with his fouled sheet. Charlie and Sam pull away...

SAM
(offering the tiller)
Here you go, Charlie.

CHARLIE
You're doin' great. Take her across
the line.

Sam beams at Charlie, who mock-salutes his little brother.

SAM
Hey, I just won five bucks!
(Charlie looks at him)
I bet Connors five bucks that we'd-

CHARLIE
You don't have five bucks.

SAM
 (smiles)
 I do now.

Sam and Charlie laugh their heads off. They cross the finish line and circle their little boat into the holding area. A shadow falls over them. The boys look up...

SAM
 Whoa.

Cruising past the dock on the way to its anchorage is the most beautiful and fastest looking sailboat the boys have ever seen.

CHARLIE
 No shit.

Its lines are pure artistry, the proportions perfect, the hardware and teak decking gleam in the sun.

A handsome young couple smiles from the open cockpit, the girl waves at Sam and Charlie as the craft motors toward the open ocean. The boys can only watch it slide past, their mouths hanging open in awe and respect.

CHARLIE
 That's it. That's our boat.

SAM
 It is?

CHARLIE
 Yeah...the one you and I are gonna sail around the world.

SAM
 You know how much a boat like that costs?

CHARLIE
 We're not gonna *buy* it, Einstein.
 We're gonna build it. You and me.

Sam looks at Charlie with something like hero-worship. Then, excitedly:

SAM
 We can do it, Charlie. It'll be awesome, beyond awesome...I say we get started tonight. We can-

CHARLIE
Uh-uh...no good. Not tonight.

SAM
Why not?

Charlie pauses for dramatic effect. He lowers his eyes. He's about to deliver some very bad news.

SAM
What is it, Charlie?

CHARLIE
Pirates.

SAM
(baffled)
We can't start on the boat tonight because of Pirates?

CHARLIE
(creeping smile)
The Pittsburgh Pirates. They're playing the Sox tonight and we've got tickets...and Connors just bought us a hot dog.

Sam's face goes from stunned disbelief to an ear-to-ear grin.

SAM
WHAT?! HOW?!

CHARLIE
(laughing)
Coach had a couple to spare. Are you gonna sit there all day or help me get this thing on the beach?

WIDE SHOT of the harbor - All we hear is Sam's whoop of delight echoing across the water.

INT. ST. CLOUD HOUSE - EVENING

Charlie's on the phone. Sam's hovering anxiously.

CHARLIE
(into phone)
It's okay, don't sweat it...Yep.
Bye, Mom.
(hangs up, then to Sam)
She's stuck at work...

SAM

Maybe we can ride our bikes over.
We can-

Charlie has to laugh at his earnest little bro...

CHARLIE

We'd get there at midnight, dope!

SAM

It isn't fair...We're screwed...

Sam plops onto the sofa. Charlie has an idea.

CHARLIE

Not necessarily...

He's charges out the front door. Sam jumps up and follows.

EXT HOUSE NEXT DOOR - DAY

Charlie's looking at the beat-up old Buick in the driveway.

CHARLIE

Mrs. Pung's in Montana visiting her
daughter till Tuesday.

SAM

We don't have the key...

CHARLIE

She keeps one in the ashtray.
(Sam looks at him)
I drive her to the market
sometimes...

SAM

I don't know...

CHARLIE

We're just borrowing it.

SAM

If you borrow something and don't
tell anybody, it's-

CHARLIE

(sighs)
It's stealing...Yeah, okay...I
know...you're right...

CUT TO:

THE BUICK PEELING OUT

Leaving ten yards of rubber as it heads out of Dodge.

INSIDE THE CAR

Charlie and Sam are smiling big-time... But then...the engine sputters and the car stalls out.

CHARLIE

Shit...

SAM

What's wrong with it?

Charlie's turning the key, trying to get it to start.

CHARLIE

Mrs. Pung puts 20 miles a month on this thing...The gas in this car is older than you...

Vrroom! The engine starts. The boys smile, Charlie stomps on the pedal and they're off again.

EXT. FENWAY PARK - NIGHT

The seething, riotous, floodlit wonderland of a ballpark at night...

THE SCOREBOARD TELLS THE STORY

The Red Sox are down a run here in the bottom of the ninth.

CHARLIE AND SAM

In the bleachers. Wild with excitement. Watching this too-close-for-comfort game, chanting with the rest of the crowd.

CHARLIE AND SAM

SOX! SOX! SOX!

ON THE FIELD

The pitcher throws. And the batter swings for the fences and misses. The crowd reacts.

SAM

He's gonna hit one out, Charlie...I can feel it...

Behind Sam and Charlie, a big fan mutters:

BIG FAN
 He's going down on
 strikes...Pitcher owns him...

Sam's about to turn around and challenge the guy...but
 Charlie stops him.

The crowd is quiet now. The pitcher throws.

The batter swings from his heels. And he connects. The crowd
 is on it's feet. The cheers are deafening, and nobody's
 shouting harder than Charlie and Sam.

The ball is soaring, up, up...it's going to go out- a game
 winning homer - and it's heading straight toward Charlie and
 Sam...

CHARLIE
 (excited)
 It's yours, Sam.

Sam's stands up, he's watching the ball, he's got his glove
 ready.

The big guy behind him stands up and shouts:

BIG GUY
 Mine!

Here comes the ball, the big guy's leaning over, ready to
 snag it. But...

Charlie suddenly grabs Sam under the arms, hoists him up, up
 into the air. Sam holds out his glove...

And he makes the catch.

The big guy stews but the crowd goes bonkers applauding the
 beaming Sam, still being held aloft by his brother.

Pats and high-fives all around...The happiest night of Sam
 St. Cloud's life...

INT./EXT. THE BUICK - NIGHT

Cruising down an empty dark highway. A big, full, shiny moon
 and a sky full of stars.

Charlie drives. Sam, hyped, brandishing a signed baseball,

SAM
 I can't believe he actually signed
 it!

(MORE)

SAM (cont'd)

(then)

The Sox are going all the way this year, Charlie. I'm not wrong about this.

CHARLIE

All-time Red Sox greats...

SAM

Teddy Ballgame.

CHARLIE

Yaz.

SAM

Wade Boggs.

CHARLIE

Bill Buckner.

SAM

(laughs out loud)
What!!!

Charlie smiles, he knew he'd get a rise out of Sam.

CHARLIE

So he blew the World Series...It's not like he killed somebody...

SAM

Okay, well, he can be on your all-time greats team...

Charlie eases the car to a stop at a T-intersection. The night is black, the only sound, the lazy chug of the V-8.

SAM

Wow...look at that moon...

Seems like the bright full moon's hanging right over them.

SAM (CONT'D)

It's closer tonight.

CHARLIE

It just seems that way sometimes...

SAM

No, it really is. And look...there's a halo around it...like an angel's.

CHARLIE

That's a refraction of the ice
crystals in the upper atmosphere.

SAM

Gee, Mr. Dartmouth...I thought it
was a refraction of the ice
crystals on your butt.

Sam snickers at his own joke. Charlie presses the gas pedal.
The old Buick slides out onto the main highway...and stalls
out again.

SAM

Not again...

CHARLIE

Relax...

Charlie starts turning the ignition key, he doesn't yet see
what Sam does...From the right, A RED SUV swerving down the
highway. Sam is more surprised than frightened.

SAM

Charlie..!

And now Charlie sees it too.

THE SCREECH OF BRAKES, FAST TRACK INTO SAM'S FACE - A
BLINDING FLASH...and then...

BLACKNESS...Until...

EXT. ROAD - NIGHT

Slow fade up on a scene of carnage.

Glass glitters like crystal on the blacktop.

The crumpled Buick lies on its roof.

The SUV is slewed across the roadway. Its headlights leer
monstrously out of the dark.

TRACK: From behind - a man running toward the wagon.

No sound but his breathing; and the crunch of boots on glass.

CLOSE ON: The running man. It is fireman and paramedic Florio
Ferrente.

We read the gravity of the situation in his face.

Now at the upturned Buick, Florio kneels to the driver's window and peers inside.

EXT. A DARK PLACE - NIGHT

Sam and Charlie sit shivering on the ground. They are outdoors. It is dark.

SAM
Mom's gonna kill us.

CHARLIE
I'm the one who stole the car,
remember? This is all on me.

They are both cut and bruised.

SAM
Man, I hurt all over.

CHARLIE
I remember now...that truck...it
came out of nowhere...

SAM
Can we go home now, Charlie? I just
want to...

A light approaches through the darkness.

SAM
(scared)
What's that?

Charlie: pushing away the fear.

CHARLIE
They're looking for us.

SAM
Who?

CHARLIE
(worried)
I don't know...

The light is growing rapidly brighter.

SAM
Hey Charlie ...

CLOSE ON: Charlie grips Sam's hand.

CHARLIE
Don't worry, I'm here...

The light is now intense.

SAM
Don't leave me, ok? Just, whatever
you do, don't leave me...!

CHARLIE
(strong)
I won't...

The light is blinding.

SAM
(terrified)
Don't leave...!

CHARLIE
I won't...!

Sam, a horrified scream:

SAM
CHARLIE!

SUDDENLY!

BANG!

INT. SPEEDING AMBULANCE - NIGHT

CLOSE ON: Defibrillator paddles as they shock Charlie's chest.

PAN TO: Charlie's lifeless face.

The world sways with the speeding, siren wailing motion of the ambulance.

CUT TO: Florio peering anxiously down at Charlie.

CLOSE ON: Charlie. A beat. Then... his eyes slowly open.

CLOSE ON: Florio. Kissing a medallion that hangs from his neck, he murmurs intensely.

FLORIO
Thank you Lord...

Charlie stares at a place far, far away.

WEAVER, another paramedic, switches off flashlight.

WEAVER
He's back. He's stabilized.
(pounds Florio's back)
You did it.

FLORIO (cont'd)
(a gentle smile)
Welcome back.

Charlie, disoriented, murmurs.

CHARLIE
Where? Where was I? Where's Sam?

FERRENTE
It's gonna be OK...

Then Florio quickly turns away, out of Charlie's field of vision.

CHARLIE
My brother! Where's my brother?

WEAVER
Take it easy, Charlie...you're
gonna be okay, now...

Charlie sees the grave looks on the paramedics' faces. Turning, he sees Sam lying motionless on the stretcher next to him, Florio frantically trying to revive him. Sam's lifeless eyes seem to stare right through Charlie.

CHARLIE
Sam...!

WEAVER
(urgently)
Son, you gotta lie still...!

CHARLIE
Sam!

WEAVER
(desperately trying to
calm him)
You have to be still...!

Weaver injects Charlie with a hypodermic.

CHARLIE
Sam, Sam...

Overwhelmed by the narcotic, Charlie crumples back to his stretcher. He looks up at Ferrente with pleading eyes.

CHARLIE (cont'd)
I can't leave him, I can't...

As Ferrente turns to attend to Sam, Charlie reaches out to his brother.

CHARLIE (cont'd)
(whispers)
Sam...

CLOSE ON: Charlie clutches Sam's still hand.

EXT. WATERSIDE CEMETERY - LATE AFTERNOON

Sam's well attended funeral is winding down. The banged-up Charlie, positively numb from the pain and grief sits in the front row with his mother, Louise, who sobs uncontrollably. Charlie's holding onto Sam's baseball glove, it's got a ball in the pocket. The REVEREND finishes his eulogy as Sam's small coffin is slowly lowered into its grave.

REVEREND
Lord, we commend this body to
you...

Charlie rises from his seat and limps over to the grave. He stands above the grave, prepares to drop Sam's glove onto the coffin below.

Charlie tries but he just can't let go of that glove. His whole body shudders. Charlie runs blindly toward the woods.

LOUISE
Charlie...

EXT. WOODS - SUNSET

Charlie runs out of the tended part of the cemetery into the woods. He runs until he bursts through the woods into a clearing. He stops, winded...then...he looks up to the sky.

CHARLIE
(anguished cry)
Why did you leave me?

And Charlie takes the baseball from the glove and hurls it at the sky with all of his might. Then, overcome...he drops onto the grass, tries to block out the pain...

And then...the baseball slowly rolls into his field of vision.

Charlie's astounded...He raises his head...What he sees cannot possibly be real...but he sees it.

Standing before him, in the glow of sunset, is Sam.

SAM
Hey, Charlie...

Charlie's mind is reeling...slowly he stands.

CHARLIE
Sam..?

Sam walks slowly toward him. Charlie is unable to move. Sam looks right at him, and says:

SAM
Boo!

Charlie nearly jumps out of his shoes. He stumbles backward and falls. Sam shakes his head...

SAM
You are so lame...

He offers Charlie his hand. Charlie hesitates, then takes it. Sam, at first transparent, seems to solidify, take on substance. Sam effortlessly pulls Charlie to his feet.

CHARLIE
(near tears)
You're really here...

Before Sam can get another word out, Charlie pulls him into his arms and hugs him with all his might.

CHARLIE
I missed you, Sam...I...
(holds him)
And look at you...you're all
better...

SAM
(sadly)
Yeah, being dead's done wonders for
me...

CHARLIE
Then...you are...

SAM
 (desolate)
 Yeah, Charlie...

VOICE (O.S.)
 Charlie!

CHARLIE
 MOM!

Charlie runs from the woods and reappears a moment later, dragging Louise into the clearing.

CHARLIE
 You're not gonna believe it,
 Mom...it's...it's a miracle!

Louise looks around the clearing, then at Charlie.

LOUISE
 (distracted)
 Let's go back now, sweetheart...
 Everybody's waiting for you.

CHARLIE
 But-

LOUISE
 Please, Charlie.

And Charlie understands that his mother can't see Sam.

CHARLIE
 (gently)
 It's okay, mom. I'm...okay now...I
 just want to be by myself for a
 while.

LOUISE
 Don't be too long...

And Louise leaves. Charlie turns back to Sam, who seems about to cry.

SAM
 What's gonna happen to me, Charlie?
 We're never gonna sail around the
 world together...or see another Red
 Sox game...

CHARLIE
 Sam...

SAM
I don't even know where I'm
supposed to go...

CHARLIE
(fervent)
Then stay right here.

SAM
Here..?

CHARLIE
We'll meet up every day.

Sam dares to smile.

SAM
Yeah..?

The sun is setting. They hear the blast from the yacht club
cannon. Charlie gets an idea.

CHARLIE
You hear that? I'll meet you right
here. Everyday at sunset.

SAM
(grateful)
Everyday? You promise?

CHARLIE
(absolute conviction)
I won't leave you alone, Sam. I
promise...

DISSOLVE INTO:

EXT. WATERSIDE CEMETERY - MORNING

Close on a gravestone:

SAMUEL ST. CLOUD

June 15, 1983 - June 9 , 1995

A cone of high-pressure water blasts leaves and bird
droppings from the stone. Widen to reveal Charlie wielding
the power washer.

Charlie's pushing thirty now. He's still boyishly handsome
but in his eyes you can tell that he's no longer young. He
wears a uniform of some sort - a pale blue shirt, pressed
khakis and work boots.

In the b.g. WE SEE cemetery workers doing various chores, washing monuments, clearing away branches, trimming hedges, etc.

Charlie nods with satisfaction as his chore nears completion, Sam's gravestone is sparkling...Then...he hears something...He looks up to see a flock of noisy geese passing overhead. Charlie watches them. Then he glances back at his brother's grave and smiles mysteriously. He finishes off the work, gathers up the equipment and starts away. Then he notices somebody...

ANGLE - MRS. PHIPPS

An elderly woman kneeling beside a monument, which sits atop a fresh mound of dirt. She is lost in thought. Charlie approaches her gently.

CHARLIE
Mrs. Phipps...?

She looks up, startled. The old woman is frail and wan...nearly transparent...

CHARLIE (CONT'D)
(smiles)
It's me. Charlie St. Cloud. Tenth grade English, remember?

She looks him over. Then...

MRS. PHIPPS
Shame on you, Mr. St. Cloud...It is I.

CHARLIE
Oh, right...
(smiles)
Me stand corrected.

She smiles faintly. Then returns to gazing at the gravestone.

CHARLIE
I just wanted to offer my sympathies.

She looks up at Charlie, filled with sorrow.

MRS. PHIPPS
It was just so sudden. So unexpected. I never even had time to say goodbye.

CHARLIE

I'm sorry...

MRS. PHIPPS

I suppose there's never enough
time, is there?

Charlie shakes his head, smiles sadly. Then Mrs. Phipps stands up, she's frightened and unsteady.

MRS. PHIPPS

What's going to happen to me now?
What will I do?

CHARLIE

(comforting)

It's going to be all right. Trust
me, I know...

And she smiles. Charlie has reassured her.

And now we see the gravestone that Charlie and Mrs. Phipps are looking at. The inscription reads:

AMANDA PHIPPS

Beloved Wife, Mother, Grandmother
And Teacher.
1924 - 2007

ANGLE - JOE, TRIMMING THE HEDGES

Joe's an African American dude, who works for Charlie. Joe sees Charlie but not Mrs. Phipps. Looks to him like Charlie's talking to himself. Again...

CHARLIE AND MRS. PHIPPS

Something wonderful occurs to Mrs. Phipps, and she nods toward the gravestone right beside her own.

MRS. PHIPPS

Walter...my sweet Walter...I wonder
if he..?

CHARLIE

(smiles)

Sure, he's waiting. Good thing
you're wearing that pretty blue
dress.

Mrs. Phipps smiles, no longer afraid.

MRS. PHIPPS
I guess there's really no point in
lingering, is there?

With a final smile for Charlie she walks toward the forest with slow but purposeful steps...Charlie waves goodbye. And then she is gone. Charlie turns around to see Joe standing there...

JOE
Know how a man in the desert, who's
gone without food and water...how
he starts imagining shit..?

Charlie, knows what's coming. He starts walking down the hill with Joe on his heels.

JOE (CONT'D)
Well, you've gone too long without
booty, bro. That's why you're
talking to yourself...

Charlie wants to change the subject.

CHARLIE
How about running into town for me,
picking up those sprinkler heads.

JOE
Tell you what...right after work,
I'll go into town with you. We'll
pick up the sprinkler heads and
grab a beer over at Maddie's.

Charlie just looks at him. Then...

CHARLIE
Let's see how it goes.

Joe shakes his head, frustrated.

JOE
There it is again..."Let's see how
it goes.."

Charlie starts walking away. Joe talks after him...

JOE
Same shit, different day...

EXT. CEMETERY GROUNDS - EVENING

The day's work is through. Joe and the crew are saying their goodbyes, about to get into their various vehicles. But Joe's lingering, waiting around. A WORKER says to him:

WORKER
(smirking)
He ain't gonna show. He likes it
here...

The other workers smirk and chuckle in agreement. Joe gives it up and gets into his car.

ANGLE - CHARLIE ON A HILL, WATCHING

Shadows arc across the hill dotted with ancient graves. Charlie watches until the last crew guy has gone.

EXT. CEMETERY FRONT GATE - EVENING

Charlie closes the creaky cemetery gates. He locks them with a huge skeleton key. He turns to face the now deserted cemetery. He takes in its solitude and...he smiles. He checks his watch. It's 7:10. He hurries toward-

EXT. CARETAKER'S COTTAGE - EVENING

A small place with a sign out front that says, PRIVATE.
CARETAKER'S COTTAGE.

Beyond the cottage, on the water, we can see the hull of an old, neglected sailboat - the one Charlie and Sam sailed long ago...

INT. COTTAGE LIVING ROOM - EVENING

The place is simply furnished, there are loads of books on every subject, and up on the walls...a jumble of maps and weather charts...also pictures and sketches of sailboats, sailboats and more sailboats...

Charlie's changed into jeans and a sweatshirt. He's throwing things into a bag - a toy of some sort and a baseball glove. He starts for the door but before heading out, he stops to check out one of the weather charts stuck on the wall. He's focusing on the daily sunset times as he tracks down with his finger.

There it is. Thursday the 28th. Sunset, 7:26 P.M. Charlie looks at his watch and starts for the door.

EXT. THE COTTAGE - CONT

Bag in hand, Charlie takes off running towards the woods, weaving between the headstones.

EXT. THE GLADE IN THE WOODS - EVENING

Charlie races into the dark, deserted glade. He stops and smiles at the sight before him...

CHARLIE

Thought you might be here...

He sees...

THE GAGGLE OF GEESE

Frolicking on the lake that runs through the woods.

Charlie reaches into the bag and removes a toy remote control boat. He's only barely aware of the sound of the yacht club cannon that's fired off at sunset. Then-

VOICE (O.S.)

(excited)

You brought it!

And there stands-

SAM ST. CLOUD

Sam is unchanged after all these years. He's still only twelve-years-old - same hair, same freckles, same Red Sox cap...same everything. Charlie lights up at the sight of him, just as he has every evening for the past thirteen years.

CHARLIE

What do you say, chucklehead..?

SAME SCENE - SHORT TIME LATER

The geese are frolicking on the pond...

CHARLIE (O.S.)

Geese at two o'clock. Request permission to attack.

SAM (O.S.)

Permission granted...

Now WE SEE Charlie and Sam, sitting on the edge of the lake. Charlie's got a remote control in his lap. They smile at each other as Charlie jams the joystick...

On the lake, the remote control boat begins making its way slowly, stealthily toward the unwitting geese.

Charlie and Sam watch the boat...Sam laughs.

SAM
Did they really take a crap on
Parson Reilly's head?

CHARLIE
(laughs)
Oh yeah. It was like he had a bulls-
eye painted on it.

SAM
(cracks up)
Gross.

CHARLIE
(watching the geese)
Sssh...

SAM
One hundred feet and closing...

CHARLIE
I saw Mrs. Phipps today...She was
still hanging around her grave...

SAM
Did she really die getting her
teeth cleaned?

CHARLIE
Yep.

SAM
(laughs)
It was only a matter of time before
Dr. Vogel killed someone with his
stinky breath...

CHARLIE
She was old. She had a heart
attack...

SAM
(laughs)
A likely story. Vogel's breath has
actually stopped charging rhinos.
(watching boat)
Fifty feet and closing.

CHARLIE
 Anyway...she didn't hang around. I
 guess she missed her husband.

SAM
 (laughs)
 Old man Phipps? The guy with no big
 toe?

CHARLIE
 (laughs)
 Sam-

SAM
 Remember how that stub was always
 sticking out of his sandals? How
 gross was that...

CHARLIE
 Well...wherever he is now...I'm
 sure he's got all his toes.

SAM
 (excited)
 .08 knots. Target acquired...

The boat has reached geese vicinity. The birds regard it with
 mild curiosity...Then...

SAM
 Fire!

Charlie presses some buttons on the remote control box.

On the boat - the horn blares and lights flash.

The geese are totally freaked. They take off, flying for
 their lives.

Charlie and Sam are laughing heartily. High fiving each
 other...

CHARLIE
 Mission accomplished!

SAM
 Adios amigos.

One big goose - obviously a pissed off alpha male, is heading
 back toward Charlie and Sam, honking at them.

SAM
 Uh-oh...

CHARLIE
He isn't happy, Sam. That's not a
happy honk.

Now the goose comes swooping toward them. Charlie and Sam
laugh.

SAM
Let's get out of here...

And they race off laughing all the way.

LATER - IN THE GLADE

It's twilight now, the stars are coming out. Charlie and Sam
are stripped down to shorts. Charlie's standing up on a the
homemade swing that's right over the lake. Sam's standing
there laughing.

SAM
Look out, he's actually standing
up. Don't try this at home kids...

CHARLIE
Yee-ha!

And he leaps off the swing and goes into the lake. When he
emerges, Sam laughs.

SAM
Wow...and the judges are going
insane...Charlie St. Cloud's score
is a whopping...minus 10!

Charlie laughs from the water.

CHARLIE
Let's see you do better, wiseass.

SAM
Coming right up...

Sam's on the swing now, swinging and swinging...higher than
is humanly possible.

SAM
Here comes Sam St. Cloud's world
famous, supersonic, quadruple
flying summersault...

Charlie just watches from the water as Sam goes flying off
the swing.

Sam seems suspended in air before doing a supernatural flip, spinning about five times in the air.

Charlie just watches filled with awe and wonder and joy...

EXT. THE GLADE LATER

Charlie and Sam stand in a dim circle of light in the center of the clearing. They throw the ball back and forth.

CHARLIE

(grim)

I gotta go into town tomorrow.
Pick up some stuff...I can already
hear Mr. Cavannaugh..."Well, if it
isn't 'The Phantom of Waterside
Cemetery.'"

SAM

Dick...

CHARLIE

And I always manage to run into
Fraffie Chapman leading one of her
tour groups...

SAM

(laughs)

The head of the hysterical society?

CHARLIE

(mocking female voice)

"Waterside Cemetery is a historical
landmark, Mr. St. Cloud, and
overgrown hedges will not be
tolerated..."

SAM

(laughs)

Blow it out your butt, Fraffie...

CHARLIE

(smiles sadly)

I wish I could just stay here, Sam.
All the time. Just hanging out with
you...

SAM

(smiles)

Yeah, I know...

(then)

I could go with you...

CHARLIE
 (smiles, shakes his head)
 You always end up making me laugh.
 They all think I'm weird enough
 already...

Sam smiles, then...

SAM
 It's getting dark.

CHARLIE
 Go out for a long one.

SAM
 Give it all you got, okay?

Sam starts running out. Charlie rears back throws a high fly,
 arcing fly ball.

CHARLIE
 (like an announcer)
 It's a long hard drive. It could be
 outta here...Sam St. Cloud is on
 his horse...

Sam's racing back, the ball's heading over his head.

CHARLIE
 He's at the wall now, but that ball
 is going...going...

Sam leaps impossibly high into the air. He snags the ball
 with a one handed catch. And then...he smiles at Charlie and
 disappears...

CHARLIE
 Night, Sam...

Charlie smiles and waves.

INT. CHARLIE'S COTTAGE - NIGHT

Charlie is curled in an armchair with a sailing magazine.

CLOSE ON MAGAZINE PHOTO: A color photograph of a beautiful,
 serious-looking young woman, standing on a dry dock beside a
 magnificent sailboat suspended from a cradle. The headline
 reads: "Tess Carroll's Radical New Design".

Charlie stands and walks to the table which is littered with the remnants of a meal for one and hand-drawn, sailboat design sketches . He compares his designs with the boat in the magazine.

The sudden, discordant, ringing of the telephone, breaks his concentration. The machine kicks in. The outgoing message is generic.

MACHINE MESSAGE

Please leave a message. Beep!

LOUISE (V.O.)

Hi, Charlie, it's mom. I'm just calling to...see how you are.

Charlie just looks at the phone. He can hear the pain in his mother's voice. He knows he should pick it up...

LOUISE (V.O.)

Its been so long since we've seen each other and Portland's so nice this time of year...I was hoping you might come up.

Charlie closes his eyes and rubs his hand across his face.

LOUISE (V.O.)

Anyway...Call me soon. Please, Charlie. I love you. Bye.

The line goes dead. A long moment. Then slowly his eyes drift down to the magazine on the table...the picture of Tess Carroll and that incredible boat...Charlie sighs deeply and off the boat's picture we...

DISSOLVE INTO:

A SPARKLING WHITE MAINSAIL

Is being hoisted up the mast of Tess Carroll's magnificent "Querencia." It's emblazoned with the words: CARROLL SAILS.

EXT. MARBLEHEAD DOCK - MORNING

As the mainsail goes up, the small gathering applauds. TESS CARROLL, prettier than her magazine picture is emotional as she watches. Her mother, GRACE, who's got a yellow lab called Bobo on a leash, and TINK WEATHERBEE, a big bull of a man, stand at her side.

TINK

The girls worked day and night on her. Best we ever built...

We see now that the boat is docked in front of CARROLL SAILS, a shop on the wharf. Now Tess addresses the sail shop staff.

TESS

I don't know if I'm gonna win this race or not but I can tell you this for sure...that mainsail...it's going to be seen by sailors on five continents...and it is *glorious*. Thank you. You did my father proud...

The staff applaud Tess, wish her luck, etc. Her emotional mom says:

GRACE

Your father would be proud...And damned jealous too...

Tess smiles. Her mother kisses her.

GRACE

Have you seen your Aunt Abby yet?

TESS

No, mom but-

GRACE

She hasn't got long, so you get your tail over there.

TESS

I promise I'll see her before I take off.

And as Grace goes off with the dog, A WOMAN approaches Tess with her TEN-YEAR-OLD DAUGHTER.

WOMAN

Excuse me, Miss Carroll? Could she have your autograph?

The smiling girl hands Tess an autograph book to sign.

TESS

I'd be honored.

GIRL

My name is Katie.

WOMAN

You're such a great role model for
a girl her age...

Tess hands the autograph book back to Katie.

TESS

I'll probably get pretty lonely out
there, Katie...Maybe you'd like to
email me.

The girl looks at Tess with pity...

KATIE

You don't have a boyfriend, do you?

The girl's mom smiles, embarrassed. Tess chuckles. Tink
approaches..

TINK

Tess, that reporter is here...

We see a t.v. crew walking toward the boat. Tess makes a
face.

TINK

It's good for business...

TESS

Okay, but you're buying me a
beer...

INT. MARBLEHEAD GENERAL STORE - DAY

This place sells everything from stationary to floor wax.

As Charlie walks in, MARGIE, the cashier, lights up at the
sight of him. She's pretty, Charlie's age.

MARGIE

Well, look who it is...What's
shaking, stranger?

Charlie's self-conscious, uncomfortable. He casts his eyes
downward.

CHARLIE

Hey, Margie...

MARGIE

Come on, let's see 'em...

She lifts his chin, forcing him to make eye-contact. Margie laughs and sighs.

MARGIE
 Blue as they ever were.
 (then she calls out)
 Pop, Charlie St. Cloud's here.
 (then)
 So how are you, Charlie? How have
 you been?

Charlie smiles nervously.

CHARLIE
 Everything's great.

Margie just looks at him like..."Yeah, right.." Charlie avoids her eyes. Glances over at the bank of t.v.'s that are playing on the wall. He's surprised to see who it is...

CHARLIE
 Tess Carroll...

ON THE TV'S - AN INTERVIEWER WITH TESS CARROLL

Tess stands on the dock before her beautiful 38 foot boat - being interviewed.

INTERVIEWER (ON T.V.)
 Fewer people have sailed solo
 around the world than have climbed
 Mt. Everest, and of those who
 have...only eight have been women.

TESS (ON T.V.)
 I guess I'll have to make it
 nine...

Margie's father, FRANK walks over carrying a box.

FRANK
 (half smiling)
 Well, if it isn't the Phantom of
 Waterside Cemetery.

MARGIE
 Dad...

CHARLIE
 (uncomfortable)
 Mr. Cavannaugh...

FRANK

These heads came in three days ago.
I left you a message...

Margie starts ringing Charlie up.

TESS (ON T.V.)

I come from a long line of sailors,
and I'm sailing this race for all
of them.

FRANK

Her dad owned the sail shop...Great
guy.

Charlie's still watching the t.v preoccupied.

CHARLIE

Jim Carroll...

FRANK

You knew him?

CHARLIE

I buried him.

Margie and her father exchange looks.

EXT. CHARLIE'S PICKUP TRUCK - DAY

Charlie tosses the box inside. He's about to get in and drive
off...but instead...he drifts to the corner and looks down
toward the dock. There he sees...

TESS'S BOAT - THE QUERENCIA

People are still milling around as Tess's interview wraps up.

Charlie stands there transfixed by its sheer beauty.

Then, rounding the corner he sees:

A TOUR GROUP

Led by Marblehead Historic Commission President, FRAFFIE
CHAPMAN. Fraffie's a no-nonsense gal with white, poofy hair.

FRAFFIE

George Washington visited
Marblehead not once, but twice and,
see that house over there? Well...

She's seen him. Charlie tries to hide behind a mini-van.

FRAFFIE
I see you, St. Cloud...

Charlie starts walking fast...

CHARLIE
I'm in a hurry, Fraffie...Sorry...

Fraffie's coming after him.

FRAFFIE
Come back here, St. Cloud...

Charlie slips around the corner and ducks into the nearest doorway. It's Maddie's bar.

INT. MADDIE'S - CONT.

Charlie just hovers, peering through the window.

AT THE BAR

A couple of guys around CHARLIE'S AGE, MIKE and JACK, spot him hovering near the window. They exchange mischievous smiles.

Through the window, Charlie sees Fraffie Chapman as she gives up the chase and returns to her tour group. He's about to slip out when Mike and Jack approach, smiling.

MIKE
How's it going there, Charlie?

JACK
Long time, no see.

Charlie's nervous. He dislikes running into people he knows.

CHARLIE
Hey...

JACK
(to the bartender)
You see this man here? Best damned
shortstop Marblehead High ever had.
(to Charlie)
How many double plays we turn,
Charlie? A couple of hundred?

Charlie smiles but he just wants to go. Mike grabs his arm.

MIKE
Have a beer with us.

CHARLIE
Thanks but I can't. I-

JACK
You owe me, Charlie. Didn't I fix you up with Betsy Lane, the hottest cheerleader in school?

CHARLIE
I fixed you up with Betsy Lane...

JACK
(laughs)
You did? Hell, then I guess it's me who owes you. What are you having?

Having a beer with some friends is something Charlie hasn't done in quite a long time...He checks his watch, decides he's okay on time. He says to the bartender:

CHARLIE
Sam Adams.

Mike and Jack pat his back and he sits at the bar.

INT. MADDIE'S - LATER

Charlie's on his third beer with Mike and Jack, and everybody's feeling pretty good.

MIKE
...Lots of people been married three times...

JACK
(laughs)
Not to the same woman.

Charlie smiles, then checks his watch. He panics.

CHARLIE
Shit...

JACK
What's-

CHARLIE
I have to go...

Charlie gets up but Mike bars his way.

MIKE

Not so fast, Charlie...
 (winks at Jack)
 We think you need a little break
 from the cemetery...

CHARLIE

What are you-

JACK

We're gonna sail out to the point.
 What do you say, Charlie? Want to-

Now Charlie's really panicking. The thought of missing Sam,
 overwhelming...

CHARLIE

I can't. I-

Charlie tries to move past him, but Mike bars his way.

MIKE

Back in the old days...when a
 sailor didn't want to shove off,
 he'd get shanghied.

Charlie tries to get around him, Mike holds on to him.

MIKE

They'd konk 'em over the head....

JACK

Or they'd slip him a micky and-

CHARLIE

(struggling)
 Let go of me...

MIKE

Next thing he knew he was waking up
 on a boat somewhere in the middle
 of the North Atlantic.

And Charlie completely loses it. He breaks free of Mike and
 throws a punch that hits Jack square in the jaw. Jack goes
 down. Charlie grabs up the nearest beer bottle, smashes it on
 the table, waves it around and shouts:

CHARLIE

Get out of my way...

The guys, the patrons, the bartender...they just stare at
 Charlie...

MIKE

We were just messing with you,
Charlie....

Charlie's still in panic mode. He tosses the bottle down, heads for the door. Standing there are Tess and Tink, who've come in just in time to witness this. They're just looking at Charlie like he's a madman...Charlie, not even realizing it's Tess Carroll, charges right past her, out of the door.

TESS

Who's that..?

TINK

(disgusted)
The local color...

Tess watches Charlie running off through the window, he's familiar somehow...

EXT. CEMETERY. EDGE OF WOODS - TWILIGHT

Charlie runs across the field, and plunges into the woods.

EXT. THE CEMETERY WOODS - LATE AFTERNOON

Charlie bitterly curses himself as he runs.

CHARLIE

Idiot! Idiot!

EXT. THE GLADE - TWILIGHT

Charlie bursts into the clearing.

CLOSE ON: He stops. Sam is not there.

Terrified, panicking, he yells as he runs into the center of the clearing.

CHARLIE

Sam! Sam!

No answer. Charlie wheels around frantically, scanning all directions - the lake, the swing, the trees...no sign of him. Charlie can feel the dread rising up in him...He tries again, desperate...

CHARLIE

Come on out, Sam, I'm not in the
mood for games...
(soft like a prayer)
Please, Sam...please...

And then...

VOICE (O.S.)
Jesus, Charlie...

Charlie spins around. It's Sam. He's smiling.

SAM
Don't have a cow...

Charlie's heart is still racing, his chest heaving. He's angry and relieved at the same time.

CHARLIE
Where were you?

SAM
I was right-

CHARLIE
I've never been late before...
Not once in thirteen years.

And then...in the distance, the sunset canon booms. Charlie is surprised. Sam laughs.

SAM
You aren't late. You're right on
time.

Charlie realizes Sam's right. He's flooded with relief.

CHARLIE
I just...I got held up in town and-

SAM
(excited)
Whoa! You got held up??? No way???

CHARLIE
(has to smile)
Not like that...

SAM
(disappointed)
Oh...

Charlie's blood pressure has finally returned to normal. He pulls the crumpled up sailing magazine out of his jacket pocket.

CHARLIE
I want to show you something...

EXT. THE GLADE - LATER

Charlie and Sam lie side by side on the grass, poring over the sailing magazine with the Tess article.

CHARLIE
 Look, the keel's insane...!
 (building enthusiasm)
 It cants, right, but...
 I wonder how she'd do with
 flukes...

SAM
 Whoa, cool! Like on a whale..?

CHARLIE
 I wish I'd gotten a closer look...

Sam leers at the picture of Tess in the magazine.

SAM
 Yeah, me too...Tess Carroll's a
 babe.

CHARLIE
 That so..?

Sam reads from the magazine.

SAM (cont'd)
 Tess Carroll says: " My man, Sam St
 Cloud is a stud and a half. He's
 got the moves that drive me-"

Charlie, laughing, tries to grab the magazine.

SAM
 (fighting him off)
 No, no! OK, seriously.
 (reading again)
 She said: "We developed the boat
 specifically for the Around The
 World Challenge, which starts next
 week out of Boston Harbor..."

Trailing off, Sam looks to Charlie. He says wistfully...

SAM (cont'd)
 So she's gonna sail around the
 world, huh? Remember when..?

CHARLIE
 Yeah...

A slight moment of awkwardness. Sam dispels it with a laugh.

SAM
Yeah, right...A girl! No way...

Charlie smiles and shakes his head.

CHARLIE
Get your glove...

Charlie grabs his and soon they're throwing.

INT. CHARLIE'S BEDROOM - NIGHT

The bedside clock says that it's 12 A.M. Charlie's just lying there, staring at the ceiling. Finally, he gets out of bed and starts throwing on his clothes.

EXT. MARBLEHEAD STREET - NIGHT

A light is still on in the sail shop.

Charlie makes his way toward the harbor...where *Querencia* is docked.

Charlie's heart beats faster as he approaches the boat. He gazes up at the aerodynamic lines of the big, beautiful boat. The word just comes out of him...

CHARLIE
Wow...

He reaches out, and lovingly trailing his hand along the keel's sleek surface, walks the length of the boat. Not really looking where he's walking, he suddenly finds himself face to face with Tess.

TESS
(angry, scared)
What are you doing here?
What do you want?

CHARLIE
(flustered)
I'm...I just...wanted to see your boat. Up close, I mean...

TESS
Now you've seen it...

CHARLIE
I'm sorry if I scared you.

TESS
You don't scare me.

CHARLIE
Good...

Charlie reaches into his pocket, she jumps.

TESS
Hey!

The flustered Charlie produces the crumpled article from the shipping mag.

CHARLIE
I just...I really admire your boat design and...I promise you I'm harmless.

TESS
(glaring)
That so? Because I was at Maddie's today and-

CHARLIE
(embarrassed)
I can explain that.
Well...actually, I can't, but...
(holds out his hand)
Look...my name is-

TESS
(not taking his hand)
Charlie St. Cloud.

Charlie just looks at her, stunned.

TESS
I was two years behind you in high school.

CHARLIE
Wow...you went to-

TESS
Well, it was great catching up but I'd like you to go now, please...

CHARLIE
But-

TESS
I mean it.

Charlie gives up. He starts to leave. But he just can't. He turns around.

CHARLIE
Flukes.

TESS
What..?

CHARLIE
On the keel. For windward lift.

TESS
Flukes...

CHARLIE
Like on a whale flipper.

Charlie makes a wave motion with his hand. Tess is just looking at him.

CHARLIE
Good luck with the race...

And he hurries off. Tess just watches him, then Tink appears on deck, he's got a printout of some sort. He doesn't see Charlie.

TINK
See here..? There's a front moving in from Maine...

TESS
I'll go around it...

TINK
Maybe this test run can wait til-

TESS
Tell me something, Tink...What would you think about flukes?

Tink just looks at her.

EXT. MARBLEHEAD FORESHORE - NIGHT

CLOSE ON: Charlie gazing longingly out to sea.

He sits in a small foreshore park, watching Tess's navigation lights head out of the harbor.

DISSOLVE TO:

EXT. *QUERENCIA* - DAY

The sun is coming up on the horizon...

The boat is sailing smoothly through relatively calm seas.

INT. COCKPIT - DAY

Tess is on the radio with Tink.

TESS (INTO RADIO)
I'm just a little bit East of the
Buzzard Bay light.

INTER CUT - TINK'S OFFICE

TINK (INTO RADIO)
Good girl. Stay on that course and
you should clear the weather..

TESS (INTO RADIO)
(smiles)
Check in with me later.

And she hangs up the headset and heads up to-

EXT. MAIN DECK - CONT.

Tess takes the helm, gazes back toward the distant coastline, then, smiling wickedly, her eyes lovingly caress the sleek lines of her yacht...

TESS
Okay, kiddo, here's the deal...if
we can't make it through a little
low pressure system, how are we
ever gonna make it all the way
around the world..?

And then...pulling down hard on the wheel, Tess begins to tack the boat.

TESS
What do you say? You up for it..?

CLOSE ON: The cockpit compass. As *Querencia* turns, the compass spins from south - to north.

She eases the main sheet to a broad reach and fills the headsail with wind. The boat immediately gains speed.

Squaring her face to the rising wind, she smiles.

TESS (cont'd)
Let's have some fun...

And Tess heads off, straight into the storm...

EXT. THE GLADE - SUNSET

Sam and Charlie are having a catch.

SAM
It's weird to think of mom living
up in Portland...with a husband and
some step kids...

CHARLIE
She's got a whole new life...

SAM
I wonder if she ever even thinks
about me...

CHARLIE
Of course, she does...

SAM
But why live in a place where it
rains all the time and they don't
even have a major league baseball
team..?

Then Sam sees something out on the water.

SAM (CONT'D)
Whoa! Cool! Did you see that?
Lightning...

Another flash. Charlie sees it.

CHARLIE
Do me a favor, Sam, move away from
that tree...

SAM
(laughs)
Charlie...what could happen? I'm
already dead.

CHARLIE
I don't care...it's making me
nervous...

And Sam gets clear of the tree.

CHARLIE

Thank you...

EXT. QUERENCIA/OCEAN - NIGHT

We are in the atomic bomb blast of a gale force storm.

Splotches of Phosphorous streak the sky in a stormy fireworks show.

The wind shrieks with savage fury. The sea is a mountainous, tumult of swell and foam.

And Tess is loving every minute of it! Clearly, she lives for this.

Tess is dressed in the protective second skin of her orange survival suit, steering from *Querencia's* large, open cockpit.

She's shot full of Adrenaline fueled exhilaration, as she surfs the boat down a massive wave.

The boat, running before the storm, has a lot of sail up for such high winds. But Tess is an elite sailor, and she is pushing it.

As *Querencia* hits the trough at the bottom of the wave, Tess is drenched in a deluge of freezing spray.

Shaking the water out of her eyes, Tess climbs the boat up the face of another massive wall of water.

Suddenly Tink's voice squawks out of the waterproof, cockpit speakers.

TINK (OVER RADIO)

Come in *Querencia* this is team
leader one..., come in *Querencia*
this is team leader one...

Swearing under her breath, Tess glances guiltily toward the speakers.

As the boat crests another wave, the call comes again.

TINK (OVER RADIO) (cont'd)

(sing-song)
Oh, Te-ess...where are you? You're
pissing me off...

Tess smiles. She knows she must answer.

CLOSE ON: A button reading AUTO-PILOT. She punches it. It illuminates red.

Satisfied that the boat is holding its heading, she pushes back the cabin hatch, slams it shut, and scoots below.

INT. CABIN. *QUERENCIA* - NIGHT

In the relative calm of the cabin, Tink's voice clamors from the radio.

TINK (ON RADIO)
Come in *Querencia*...

Tess plucks up the radio handset.

TESS(INTO RADIO)
Hey big guy what's up?

INT. CARROLL SAILS - NIGHT

Tink is seated at a radio, in the makeshift command center.

TINK (INTO RADIO)
You tell me. What's happenin' out there?

INT. CABIN. *QUERENCIA* - NIGHT

TESS(INTO RADIO)
Ahhh, nothing much...

As if reproaching her for her lie, the boat free falls off a wave. Tess has to brace to stop being thrown across the cabin.

TESS
Holy shit...

TINK'S VOICE
What's that..?

Grimacing at her own dishonesty, she tries to sound casual.

TESS(INTO RADIO)
I said, it's so damned quiet out here...I'm falling asleep...

INT. CARROLL SAILS - NIGHT

Tink smiles, relieved.

TINK (INTO RADIO)
What's your position?

INT. CABIN. *QUERENCIA* - NIGHT

Tess quickly glances down at the chart on the table.

CLOSE ON: The chart. Tess traces her finger over the course Tink plotted.

TESS (INTO RADIO)
Ahhh, probably just southeast of
the Eagle Island Channel. Quit
buggin me; I'm gonna get some
shuteye.

TINK (ON RADIO)
That makes two of us. Over and
out...

TESS (INTO RADIO)
Bye, Tink...

As Tess replaces the handset, she is stopped by a sudden calmness. She pauses, unsure at first what she is feeling. The howl of the wind has also died. She looks out the porthole and sees why. Her blood runs cold.

TESS
Oh, my God...

A HUGE ROGUE WAVE, a churning mountain of wind-whipped seawater so gigantic it seems to loom in slow motion over the tiny craft.

And as Tess leaps for the ladder up to the deck, the wave HITS with unimaginable force, and Tess is flung violently across the cabin.

CLOSE ON: Tess's temple strikes a bulkhead with sickening force.

EXT. *QUERENCIA*/OCEAN - NIGHT

The demonic shriek of wind through rigging is unbearable.

Querencia has been knocked flat by the rogue wave. Its sails, now broadside to the wind, lie flat in the water. The deck is at right angle.

CLOSE ON: The AUTO-PILOT button. It beeps and flashes with calamitous warning. Next to the AUTO-PILOT button the KEEL button also flashes a red warning signal.

Water floods the cockpit. Every breaking wave threatens to roll the boat.

INT. CABIN. *QUERENCIA* - NIGHT

CLOSE ON: Tess. She does not move.

SUDDENLY: Tess's eyes flicker open.

With superhuman effort, she drags herself onto one elbow. A moment of groggy indecision, then she grits her teeth, hauls herself to her feet, and leaps into action.

FOLLOW: Tess as she negotiates the crazy, horror-house angle of the companionway, and scrambles into the cockpit.

EXT. *QUERENCIA/OCEAN* - NIGHT

Awash with waves, and alive with flailing rigging, the cockpit is a lethal place to be.

At any moment, Tess could be flung into the raging ocean.

Hanging on for dear life, she resets the AUTO-PILOT and KEEL buttons, then releases the ropes that hold the jib and mainsail in place.

TESS

Help me, dad...Help me please...

And just when it looks like it couldn't get any worse...

The wind begins to die down a bit, the waves subside a little too...there's even a trace of sunlight appearing through the clouds.

And as Tess gets her ship righted, she sighs mightily with relief, then says:

TESS

Sorry, girl, let's go home...

And Tess turns the wheel...

DISSOLVE INTO:

EXT. THE CEMETERY - LATE AFTERNOON

Charlie's making his rounds when he sees something off in the distance. He starts heading toward...

TESS AT A GRAVE SITE

She seems to be sleeping, her head resting on the cool marble of her father's gravestone. Charlie is surprised to see her, and, given their recent encounter, he's not quite sure what to do...

CHARLIE
Miss Carroll? Tess?

Tess's eyes snap open, she's dazed.

CHARLIE
Are you okay?

Tess gazes around her, gradually becoming more present.

TESS
Yeah, I'm okay...I guess, I must have...

Only now does Charlie's face come into full focus for her.

TESS
(angry)
You...

CHARLIE
(sheepish)
Umm...we meet again...

Tess scrambles up to her feet.

TESS
Beat it, now! Before I report you to whoever's in charge of this place...

CHARLIE
That would be me.

He taps the Waterside Cemetery badge on his shirt. Tess is surprised.

TESS
Well...what do you know..?

CHARLIE
I didn't want to bother you but...

Tess is suddenly unsteady on her feet. Charlie has to hold her.

CHARLIE
Are you okay? Here, sit down...

Charlie helps her to sit back down on the grass before her father's stone.

TESS

I hit some rough weather out by the shoals last night. I guess, it hit me back.

CHARLIE

Sure, you're okay..?

TESS

Yeah...I'm fine...Thanks...

Charlie's uncomfortable around this beautiful woman, even more so than usual...

CHARLIE

Okay, then...

Charlie starts to leave. Then...

TESS

Wait...

(Charlie stops)

Last night...when you were sneaking around my boat...what was that all about?

CHARLIE

(embarrassed)

I told you. I just wanted to get a better look at her...

TESS

Are you still racing?

Charlie just looks at her. She smiles.

TESS

You were the captain of the sailing team, weren't you?

CHARLIE

Yeah...I sure was.

(then)

No...I don't race. I don't even sail anymore.

TESS

How come?

CHARLIE
 (hesitant)
 I just...don't have the time.

Tess smiles as she looks around the quiet cemetery

TESS
 Guess they really keep you hopping
 around here, huh?

Charlie knows she's teasing him. He smiles.

CHARLIE
 You'd be surprised.

Tess just looks at him, remembering...

TESS
 Didn't you get a scholarship to..?

CHARLIE
 Dartmouth. Yeah...but I ended up
 sticking around here...

And now Tess puts it together.

TESS
 I remember now...It was a drunk
 driver, wasn't it?
 (Charlie nods)
 I cried when I heard. I cried all
 day...

Charlie glances at her father's stone.

CHARLIE
 I guess, you two were pretty close,
 huh?

TESS
 (nods toward sea)
 Believe it or not...it was my dad
 who pulled me through out there...

CHARLIE
 I liked what you read that day...
 (she looks at him)
 ...At his service. It was-

TESS
 You were here?

CHARLIE

I'm around for most of 'em...

TESS

I was pretty out of it that day...It's from a poem by e.e. Cummings called "Dive For Dreams."

(she recites)

"Trust your heart if the seas catch fire and live..."

CHARLIE

"Live by love though the stars walk backward."

(off her look)

I looked it up.

(Tess smiles, Charlie laughs)

But I've got no idea what it means.

TESS

It's about trusting your heart and taking chances in your life. That was my dad...

(Charlie smiles)

He died of a heart attack. Too many lobster rolls at Kelly's. I'm sure he'd much rather have been lost at sea.

CHARLIE

(chuckles)

That's exactly what he said...

Tess looks at him. Charlie recovers.

CHARLIE

I mean, I'm guessing he'da said that...

Tess just looks at him, studying him.

TESS

Don't take this personally, Charlie...but you're a little bit...odd...

CHARLIE

(sad smile)

Oh, I'm way past odd...Ask 'em in town. I'm the Phantom of Waterside Cemetery.

Tess is studying him, trying to make sense of the puzzle that is Charlie.

TESS
I bet your brother's buried here,
isn't he?

CHARLIE
(pointing off)
The white marble over there...the
really clean one.

TESS
Is that why you-

She's hit a nerve. Charlie gets up.

CHARLIE
I should get going...

Tess stands up, sorry she asked.

TESS
Charlie, wait, I-

Tess is once again unsteady on her feet. Charlie steadies her. Then he notices her head...

CHARLIE
You're hurt...

She touches her head. Charlie stands over her, takes a look.

CHARLIE
You've got a nasty gash
there...Come on, I'm right down the
hill...

Tess hesitates.

CHARLIE
I thought you weren't afraid of
me...

TESS
After you...Phantom...

Charlie smiles and leads the way.

INT. CHARLIE'S COTTAGE - LATE AFTERNOON

They're in the living room. Charlie's applying some antibiotic to Tess's head wound.

She's looking at the dozens of sketches and pictures of sailboats on Charlie's wall.

TESS
Wow...these are all yours?

CHARLIE
(embarrassed)
It's just a hobby...

One sketch in particular catches her eye.

TESS
That's the Querencia...

Tess points to an odd shape running the length of the keel.

TESS
Don't tell me...with-

CHARLIE AND TESS
Flukes...

They both smile. Then:

TESS
You seem to have your heart set on redesigning my boat...

CHARLIE
(flustered)
No, not at all. I just-

TESS
(laughs)
I'm kidding, Charlie. Actually, I'm flattered that you...

Tess notices the sunset tables on the wall...

TESS
And what's this..?

CHARLIE
(squirming)
That's just a project I've been working on.

TESS
(she's got no idea)
Interesting...

Charlie wants to redirect her attention to his Querencia sketch.

CHARLIE

So what do you think? Pretty crazy, huh?

TESS

I don't know...you might be on to something.

CHARLIE

(delighted)
You think so?

Tess just looks at Charlie, she's trying to make up her mind about him. Then...

TESS

Yes, I do. And I think...that we should talk about it.

Tess is looking right into his eyes. The moment stretches. Then Charlie glances at the sunset charts...And he pulls back from Tess.

CHARLIE

Well...maybe when you get back from sailing around the world...

Even though he's smiling, Charlie has pulled back and Tess can feel it.

TESS

Sure...
(then)
Okay, well, thanks for fixing my head.

CHARLIE

My pleasure. It...um...looks really good on you.

TESS

Goodbye, Charlie...

And she's gone. Charlie's left alone in his cottage which is suddenly feeling extremely...empty. He glances over at the sketch of Tess's boat. Strong emotions he can't keep down are churning...

EXT. CHARLIE'S COTTAGE - MOMENTS LATER

Charlie explodes out of the cottage. He stops, looks around, then he takes off running through the cemetery.

ON CHARLIE, running hard, sprinting up a hill. Then he sees-
TESS walking along the path up ahead.

Charlie smiles and he's about to run toward her when he hears...the sunset cannon. Charlie freezes on the hill, conflicted. He looks up toward the sun sinking down over the cemetery woods...

Tess is walking down the path when she's startled by the sudden appearance of the out-of-breath Charlie, who's run down from the hill to intercept her.

CHARLIE

Tonight...

TESS

What?

CHARLIE

Lets talk tonight; about your boat.
I'll cook you dinner.

TESS

(smiles)

Hmm...a boat designer and a
chef...That's quite a-

Charlie's trying to keep his panic in check.

CHARLIE

Have dinner with me. Please,
Tess...What do you say?

Tess smiles, shakes her head.

TESS

Okay, Charlie...what the hell..?

CHARLIE

Fantastic! Great! I have to go.

And he's off and running. Tess just has to laugh.

TESS

What..?

CHARLIE
(calling back)
My place in an hour!

Tess smiles as she watches him sprinting through the cemetery, not quite sure what to make of Charlie St. Cloud...Then she spies Charlie and Sam's forlorn looking little sailboat on the beach...She keeps on walking.

EXT. CLEARING - TWILIGHT

Charlie bursts into the clearing. Sam is waiting, tossing the ball up in the air.

SAM
What up, bro?
(then, noticing)
You didn't bring your glove...

CHARLIE
Shit...

SAM
(smiles)
No big...Want to go swimming? Or
how about-

CHARLIE
Is it okay if we kinda cut it short
tonight?

SAM
How come?

CHARLIE
(shy smile)
I...I've got a date.

SAM
You do not...

CHARLIE
With Tess Carroll.

SAM
(gleeful)
The sailor babe? You're kidding
me...

CHARLIE
(smiling)
I kid you not. I'm gonna cook her
dinner.

SAM
(mischievous)
Yeah..? And what are you gonna do
after dinner?

CHARLIE
I don't-

SAM
(giggling)
I know. You're gonna play tonsil
hockey, aren't you?

And Sam sticks out his tongue.

CHARLIE
Sam-

SAM
You're gonna stick your tongue all
the way down her throat then jump
her bod and do the nasty-

CHARLIE
(irritated)
Knock it off..

Sam just looks at him, stung.

SAM
I was only goofing around...

CHARLIE
I know that, Sam, but sometimes...

Sam looks right at him.

SAM
What, Charlie?

CHARLIE
Nothing...

Sam's sulking, Charlie goes to him.

CHARLIE
Come on, Sam...

Sam lashes out.

SAM

You're sick and tired of hanging
out with a kid, aren't you,
Charlie? That's why you're going
out with her...

Sam's young and frightened, his insecurities are getting the
best of him and it breaks Charlie's heart.

CHARLIE

Nobody's ever gonna take your
place, Sam.

(smiles)

Especially not some...girl...

(then)

You wanna go for a swim?

Sam lights up with a smile.

EXT. THE GLADE - LATER

Charlie and Sam emerge from the water. Charlie starts getting
his stuff together...

SAM

You remember me telling you that I
made out with Jenny Childers..?

CHARLIE

Yeah..?

SAM

(sheepish)

Well, I was kind of...lying.

CHARLIE

(smiles)

Oh...

SAM

So...what's it like exactly? To
kiss a girl?

Charlie looks at his kid brother...who will never get to kiss
a girl.

CHARLIE

Truthfully, Sam...? I can hardly
remember myself.

INT. CHARLIE'S HOUSE - NIGHT

Charlie and Tess are lingering over what seems to have been a very successful meal.

The lights are low, R&B pulses from the sound system, and they are both pleasantly tipsy from the bottle of wine that they've emptied.

Tess looks over Charlie's boat sketches laid out on the table.

TESS

Wow...you know, you really should be building these.

(he smiles)

This is still my favorite...

It's the sketch of Querencia modified.

CHARLIE

Querencia...

TESS

It's Spanish for-

CHARLIE

The place in the ring where the bull feels safe...

TESS

(smiles)

You know your Hemingway.

(Charlie smiles)

It's also the place where we feel the most secure - It's where we can be ourselves...

(then)

Where's yours, Charlie? Where's your Querencia?

CHARLIE

Right here, I guess.

TESS

The cemetery?

CHARLIE

(embarrassed)

Marblehead...

(she chuckles)

What..?

TESS

Come on, Charlie...I love
Marblehead too, but...it's like the
song says...

(smiles, shakes her head)

You can't buy a thrill...

Charlie's looking right at her, into those sea-green eyes.
And Tess is feeling it too...thinking maybe you can buy a
thrill, after all...Then...

CHARLIE

Umm...we need more wine...

Charlie gets up and heads off into the kitchen.

Tess watches him go. She smiles, still not sure what to make
of him. Then she gets up, stretches out...and gravitates
toward the big, messy bookcase. It's filled with an eclectic
assortment- everything from World Lit to Archeology to books
on all matters related to the afterlife. But it's a certain
sailing book that gets her attention, it's lying beneath a
cardboard box on the top shelf. She reaches for it, trying to
slide it out from beneath the box. But the box falls and it's
contents spill onto the floor -

PHOTOGRAPHS, DOZENS OF THEM

We see splashes of images, young Charlie, Sam and their
mother...

INT. CHARLIE'S KITCHEN - NIGHT

Charlie's trying to get a bottle of wine open with the
corkscrew. But his hand is trembling with nerves. He
chastises himself...

CHARLIE

Get a grip...

INT. LIVING ROOM - NIGHT

Charlie walks in with the wine bottle. Tess doesn't see him,
she's seated on the floor, looking at a photo of a young
Charlie with his mother. Charlie doesn't like being
confronted with these long ago images...But he covers it as
he says:

CHARLIE

That's my mom.

Tess looks up, startled.

TESS
 Charlie, I'm sorry, I was reaching
 for a book and-

CHARLIE
 It's okay...

He bends down and starts putting the pictures back.

CHARLIE
 When my mom moved up to Portland,
 we divi'd up the family photos...

TESS
 I guess, you're not the album
 type...
 (holding a photo)
 You and...Sam, right?

CLOSE ON PHOTO - YOUNG CHARLIE AND SAM, arms around each
 other, aboard their sailboat, mugging for the camera. Charlie
 has to hide his pain.

CHARLIE
 We were out at the point...

And Charlie quickly starts tossing the photos back into the
 box. But Tess is fascinated by them. Picture after picture of
 Sam and Charlie sailing...

TESS
 Charlie? Was Sam the reason?

CHARLIE
 The reason for what?

TESS
 The reason you stopped sailing.

Charlie just looks at her. She sure can press his buttons...

TESS
 I'm sorry. I-

CHARLIE
 It's all right...
 (then, after a beat...)
 Sam and me...we were gonna sail
 around the world, too.

TESS
 (delighted)
 You were?

And Charlie just starts talking, as if in a dream...

CHARLIE
 Marquesas, Tuamoto, Zanzibar,
 Fiji...all of those faraway places
 that hang off the edge of the map
 by their fingernails...we were
 gonna see 'em all...
 (then)
 After the accident...I tried taking
 the boat out a few times but...
 (he shakes his head)

Charlie's never said these things to anybody. Tess takes his hand.

TESS
 When I lost my dad...I thought I'd
 never get over it.
 (gently)
 But we've gotta keep going,
 Charlie...

Tess looks deep into Charlie's eyes...

TESS (CONT'D)
 "Trust your heart if the seas catch
 fire.."
 (then)
 You've got to take a chance...

Then, almost imperceptibly, Charlie leans toward her...Tess barely whispers:

TESS
 What are you..?

CHARLIE
 Taking a chance...

Then, in the grip of emotions he's never before felt, Charlie pulls her into his arms...and kisses her with all the passion, longing and tenderness...that his lonely heart contains.

Then it's over. Both of them overwhelmed and unprepared for the powerful emotions coursing through them.

TESS
 Timing is everything, isn't it?

CHARLIE
 What do you-

TESS
I'm leaving in a week, remember?

Charlie nods grimly. Then...

TESS
I oughtta go...

CHARLIE
Can I walk you? Let me-

TESS
(she touches his cheek)
Good night, Charlie St. Cloud...

And Tess walks out the door. Charlie's cottage has never seemed so empty, and his heart is aching. Then...

A knock at the door. Charlie opens it. Tess lands in his arms. They're kissing passionately...Bumping into furniture, tearing off clothes as they make their way into the bedroom.

INT. CHARLIE'S BEDROOM - DAWN

Charlie's just stirring. He sits up sleepily and looks around. He's alone. He's surprised, dismayed...And then he sees, taped to his mirror-

A LITTLE HAND DRAWN SAIL BOAT

Charlie takes it down. He turns it over to find three words written: COME FIND ME.

EXT. THE CEMETERY WOODS - DAWN

Charlie's heading through a clearing. He stops in tracks, stunned as he sees-

HIS OLD SAILBOAT - ON THE WATER'S EDGE - SAIL RAISED AND GLEAMING

Tess at the Tiller. She calls out to him:

TESS
(smiling)
I knew you'd find me...

Charlie starts walking slowly toward the water.

TESS
(re: the boat)
It seemed so forlorn...I just had to save it...

Charlie stops at the water's edge, still somewhat stunned. Finally, Tess laughs.

TESS
Oh, come on, Charlie...what are you waiting for?

And she holds out her hand.

EXT. THE WATER - DAWN

WHOOSH! CLOSE ON: The bow of the little sailboat carving across the bay.

PULL BACK: Charlie is at the tiller, Tess works the mainsail and jib ropes. They are sailing the boat hard, into a fresh north-east wind.

For Charlie...the sensation of being out on the water again...is one of just pure, unadulterated...joy, and he's having the time of his life.

CHARLIE/TESS
Yeeeha!

Then...

CHARLIE
The wind's picking up. Standby to let out the main!

TESS
Aye, aye, Cap...

Charlie's having the time of his life. He smiles at Tess, knowing he's got her to thank for this. She smiles back.

EXT. THE BEACH - DAY

Charlie and Tess have just pulled the boat onto shore. Charlie's so exhilarated, he can't calm down.

CHARLIE
Let's go out again tomorrow. We can-

TESS
Sure, and next time I'll give you a few pointers on how to-

CHARLIE
(laughs)
Oh, you will..?

Tess laughs. Charlie just looks at her. Then he kisses her.

CHARLIE
Thank you.

Tess just smiles. Then:

TESS
I've got a million things to do
before next week...

CHARLIE
Sure...

She kisses him. Then:

TESS
We can meet here for lunch. Right
after Aunt Abby.

CHARLIE
(laughs)
Who?

And off she goes. Charlie watches her. He's got the biggest smile on his face...

EXT. THE CEMETERY - DAY

Charlie's still wearing that smile as he hoses off a gravestone. Joe's with him, laughing.

JOE
Dumbass grin can only mean one
thing...Sonavabitch...Who is she?
Give it up, Charlie, or I'll-

And Charlie laughingly turns the hose on him. Joe laughs as he runs away.

INT. MARBLEHEAD NURSING HOME - DAY

Tess's AUNT ABBY, an ancient gal in her eighties, sits staring out of the window.

Tess walks in. She smiles sadly. Then she comes over and gives her aunt a kiss.

TESS
Hey, Aunt Abby...You look pretty
today.

Aunt Abby just stares off, Tess's presence not registering...

TESS

Whatcha looking at? That sparrow?

There's a sparrow on a limb right outside the window. He flies off.

TESS

There he goes...

(then she smiles)

Aunt Abby...? Aunt Abby, I met somebody. His name is Charlie and he's a sailor like me...You'd like him, Aunt Abby, he's very sweet...but he's very sad...

(whispers)

Don't tell mom, but I kinda let him get to first base last night. Actually, he got a little bit further than-

AUNT ABBY

Tess..?

Tess is startled. She comes around to face her aunt.

TESS

Aunt Abby...

AUNT ABBY

Are you all right, dear?

TESS

(laughs)

I'm fine. I'm great...I'm...

AUNT ABBY

It's okay, dear. Everything's going to be all right, and I'll see you very soon.

And then Aunt Abby's eyes close, her head tilts and she's snoring softly. Tess smiles, kisses her cheek.

EXT. THE CEMETERY BEACH - LATE AFTERNOON

Charlie and Tess sit on a blanket with a now empty picnic basket beside them. You can tell that they've been here for hours.

TESS

It's the first time she's spoken to me in months. I think it's a sign of something...Something good.

CHARLIE
(smiles)
It's a sign that you're gonna win
the race.

Tess smiles tentatively:

TESS
Or a sign that you're gonna say,
yes, to what I'm gonna ask you...

Charlie smiles, kisses her neck.

CHARLIE
Ask me anything. Whatever it
is...whatever you want...

TESS
Will you meet me in Cape Town?

Charlie's just looking at her. What..?

TESS
The first leg of the race...that's
where it ends.

CHARLIE
Tess, I...

TESS
Will you, Charlie? Please, it would
just be so great...

She's waiting for an answer. Charlie's tormented.

CHARLIE
Tess, I just...I...

TESS
I know it's crazy, Charlie, I know
we just met but...

THE SUNSET CANNON BOOMS

The startled Charlie goes white.

TESS
What's wrong?

Charlie can barely control his panic.

CHARLIE
I have to get back...

And they're hurrying to his truck.

CHARLIE (CONT'D)
It's...the sprinklers. The timer's
all haywire and the whole place is
about to get drenched...

EXT. CHARLIE'S COTTAGE - SUNSET

They get out of the pickup. Charlie's already off and
running, prevailing on Tess:

CHARLIE
This won't take long...

Tess looks after him, curiously.

EXT. FOREST - SHORT TIME LATER

Charlie breathlessly crashes into the glade.

CHARLIE
(shouts)
Sam? Sam, are you here? Sam...

And then Charlie just stands there, frozen...

CHARLIE (CONT'D)
Oh, my God...

SAM STANDING THERE - PARTIALLY TRANSPARENT

And Sam's frightened, quivering, nearly in tears.

SAM
You broke the promise,
Charlie...You broke the promise...

Charlie rushes over to his brother, tries to touch him...but
his hand passes through.

CHARLIE
(anguished)
Don't go, Sam. You gotta try to
hang on.

SAM
I don't know if I can. It might be
too late...

CHARLIE
Sam...

SAM
 Why weren't you here, Charlie? Why
 weren't you-

Then...lighting up relieved...

CHARLIE
 You're doing it, Sam. See?
 You're coming back...It's gonna be
 okay...

And, sure enough, Sam's becoming more visible. Charlie can grab Sam's arm now, his hand no longer passes through. But Sam's still angry and distraught.

SAM
 Where the hell were you?

CHARLIE
 I'm so sorry, Sam. I-

SAM
 It's Tess, isn't it, Charlie?
 That's why you're late. You'd
 rather be with-

CHARLIE
 No. No...It'll never happen again,
 Sam...I swear to God...You're my
 brother and I'm not gonna lose you.

SAM
 Maybe you better tell her...

Charlie turns around. There's Tess.

TESS
 I didn't mean to spy on you...

Charlie is mortified.

TESS
 Charlie, it's okay. I talk to my
 dad all the time.
 (nods toward sea)
 When I was out there, he was with
 me. As sure as Sam's here now.

Now Charlie glances toward Sam, who is obviously feeling very threatened...

CHARLIE
I made him a promise that...I'd
always take care of him.

TESS
I get it, Charlie, I really do...

Charlie just looks at her, he really does want her to
understand...

CHARLIE
We didn't have a dad like yours. It
was my job to protect him...

TESS
(smiles)
I'm sure you were a great big
brother. He was lucky to have you.

Tess comes over to Charlie and takes his hand. She raises it
to her lips and gently kisses it.

TESS
(gently)
Let's go.

CHARLIE
Where?

TESS
Your place. We were talking about
Cape Town, remember?

The frightened Sam cries out.

SAM
Charlie, no!

CHARLIE
Cape Town...

SAM
Don't go, Charlie! Please!

CHARLIE
Tess...

SAM
Remember our promise.

TESS
I know we just met...But,
Charlie...I want to be with you...

Charlie tears his eyes away from Tess. He looks at his frightened, little brother...Then to Tess:

CHARLIE

I can't just take off whenever I feel like it...I have a job...

TESS

I'm sure your job will still be here...and besides...aren't you the boss?

CHARLIE

(sheepish)

I've got a lot going on. It's hard to explain...

Tess sighs sadly. And starts walking away.

TESS

It's okay...you don't have to...

CHARLIE

Tess, wait...

TESS

You're right...We barely even know each other...

And she starts walking off. Sam smiles. Charlie goes after her, stops her.

CHARLIE

Tess, please-

TESS

I've got a race to get ready for...

CHARLIE

It's not that I don't want to. I'd go if I could...

TESS

Then what is it? What's keeping you here?

Charlie looks at Tess, he's going to tell her...Then he glances at Sam, frightened, waiting...nearly quaking with fear.

CHARLIE

Good luck with your race, Tess.
Good luck with everything...

Tess's heart is broken. Then she turns and walks away. Sam comes up beside his brother.

SAM
I love you, bro...

Charlie just looks at Sam. He's made his choice and he'll live with it. He throws his arm around Sam.

CHARLIE
I love you too...

EXT. TESS'S MOTHER'S HOUSE - NIGHT

A single light burns high up in the widow's walk of an eighteenth century house overlooking the harbor.

Tess walks in, looks around, calls out:

TESS
Mom?

But the house is empty. Tess sighs and plops down in the window seat of the widow's walk, gazes mournfully out over the dark water.

Bobbo, trots in. He whines pitifully. Tess sighs.

TESS
Yep Bobo, you got it in one...

INT. CHARLIE'S HOUSE - NIGHT

CLOSE ON: Charlie. He smiles.

CHARLIE
I can't come to Cape Town, because every evening I play ball with my dead brother in the cemetery -
(intensely cheerful)
Of course I'm not crazy!

PULL BACK: Charlie, sitting drinking alone, is talking to thin air. Suddenly engulfed by sadness, his smile fades. He murmurs.

CHARLIE (cont'd)
Really... I'm not...

Charlie gulps scotch from the glass in his hand.

EXT. CHARLIE'S COTTAGE - DAWN

Charlie, looking like hell and feeling even worse, is just now discovering that he's out of coffee. He shakes out the few remaining grounds from the bag...

CHARLIE

Shit...

Then...a knock at the door. Tess? Charlie rushes to open it. Joe's standing there with a shit eating grin.

JOE

It's Mary Dempsey, you're doing,
ain't it?

CHARLIE

I don't even know Mary...

Charlie closes the door in Joe's face and turns away. Joe opens the door and comes inside.

JOE

(calls out)
Yo! Mar-eee...

CHARLIE

There's nobody here...

Then he looks at Charlie, realizes for the first time how disheveled he is.

JOE

You sure do look like a night with
Mary Dempsey...

CHARLIE

I just...need some coffee...

JOE

(notices empty bag)
Damn...no woman and no
coffee...Now, that's messed up...

INT. TESS'S MOM'S HOUSE - DAY

Tess is walking toward Bobo with a leash.

TESS

Come on, boy, let's go for a
walk...

Bobo gets up and rushes past Tess, right out through the doggie door.

TESS

Hey!

INT. DRIFTWOOD CAFE - DAY

A rustic little dive on the water. The place filled up with early morning regulars. Charlie's thoughts are miles away as he sits with Joe and sips his coffee. Joe talks to waitress.

JOE

(to waitress)

What's up, Loretta? How's the kids?

WAITRESS

(sour)

I got one with his arm busted and two down with chickenpox. Thank you for asking...

Charlie glances out the window and notices Tink hurrying along the dock. He meets a couple of other watermen.

EXT. ALONG THE WATER

Tess runs down the beach, chasing Bobo. Up ahead, she sees a FISHERMAN she knows. She calls out:

TESS

Hey, Dubby, grab him, will you?

Dubby makes no attempt to stop the dog and as Tess runs by she laughs:

TESS

Thanks for nothing, Dubby...

INT. THE CAFE -DAY

Charlie's still watching as Tink and the group enter the cafe and go to a big wall-sized nautical chart of the area. A couple of the locals drift over and join the group.

WAITRESS

So what'll it be, guys?

Charlie gets up and approaches Tink's group. As he nears the huddle he hears snatches of conversation: "Coast Guard chopper could..." "been over forty-eight hours since..." "where was your last contact from?..."

Through the window we see a distressed Grace Carroll walking with HODDY SNOW, the officious-looking harbor master.

EXT. ALONG THE WATER - DAY

Tess chases Bobo, who's now heading toward town. She's getting seriously irritated.

TESS
Goddamnit, Bobo...

INT. THE DRIFTWOOD - DAY

Charlie steps into the group.

CHARLIE
What's going on?

WATER MAN #1
There's a boat missing, Charlie.

CLOSE ON: Charlie. Almost instinctively he asks:

CHARLIE
Which boat?

EXT. MARBLEHEAD MAINSTREET - DAY

Tess calls to a young woman walking along the pavement.

TESS
Hey Julie, Bobo's gone crazy...!

JULIE looks through Tess as if she doesn't exist.

INT. DRIFTWOOD - DAY

The Water Man's battling his emotions.

WATER MAN #1
The Querencia...Tess Carroll's
boat.

Charlie is in shock. Some of the locals overhear and leave their tables to join the throng at the map.

EXT. MARBLEHEAD MAINSTREET - DAY

Tess, irritated, speaks directly into Julie's face.

TESS
Julie...

No response. Tess turns to a mirrored storefront window, seeking her reflection...

INT. THE DRIFTWOOD - DAY

Charlie is reeling. This just can't be...

The men in the group make way for Grace Carroll, who's just walked in. Her face is tear-streaked as she makes her way through the crowd.

GRACE

(to Tink)

The Coast Guard doesn't have a man to spare. It seems there are some fishing boats in trouble...

Finally, Charlie just has to speak up.

CHARLIE

This is a mistake.

All eyes are on him. Tink looks at him disdainfully:

TINK

How the hell would you know, St. Cloud?

CHARLIE

Tess isn't missing. I was with her yesterday.

Everybody's befuddled. What's going on here..?

GRACE

You were with my daughter?

CHARLIE

Yes, ma'am, I was. We had dinner together and a picnic and-

TINK

(scowling)

She hasn't been seen or heard from in over forty-eight hours. She's out there somewhere. She never came back...

PUSH IN: On Charlie desperately holding back fear.

Everybody, including Joe, is shaking their heads, thinking...crazy Charlie again.

EXT. MARBLEHEAD MAIN STREET - DAY

We now see what Tess sees in the mirror -- life continuing around her on the street, but no reflection back of herself. Gripped with panic, Tess slowly buckles to the pavement.

INT. THE DRIFTWOOD - DAY

Charlie still reeling as Tink addresses the group.

TINK

Anybody with a boat, please... We can use all the help we can get.

WATERMAN 1

(to Charlie)

What about you? Why don't you make yourself useful and-

CHARLIE

(dazed)

You're too late...

Everybody's aghast. Charlie turns and walks out the door.

EXT. MARBLEHEAD STREET - MOMENTS LATER

Charlie's rushing down the street, looking in all directions. No sign of Tess. Then he has a thought. He takes off toward the water.

Soon...up ahead...he sees her.

TESS ON THE DOCK

Her back to Charlie, gazing out at the water.

CHARLIE

Tess!

Tess turns around. There's Charlie rushing toward her. And in less than a moment, she's in his arms.

TESS

Charlie, thank God...I thought I was going crazy or...

CHARLIE

(anguished)

Tess-

TESS
 Nobody can see me, Charlie. Nobody
 but you...

Tess can tell by Charlie's face that something is horribly wrong.

TESS
 Tell me what's happening...Tell me
 I'm real...

Charlie knows he has to be strong for her. It isn't easy.

A procession of boats motor past the dock on their way out of the harbor.

CHARLIE
 (gently)
 They're going out to search for
 you.

TESS
 Search for me..? But...

CHARLIE
 When you went out on your test
 run...you ran into that storm
 front...Do you remember what
 happened?

And Tess tries her best to concentrate...

TESS
 I lied to Tink about my position...
 I remember asking my dad for help
 and then...the next thing I
 knew...I was there at his grave...

Charlie's having a hard time holding it together.

CHARLIE
 (hardest words he's ever
 spoken)
 When you went out on the
 Querencia...you didn't come back.

Tess is thunderstuck. She starts shaking her head.

TESS
 What..? No...that's...

CHARLIE

Tess...I can see you...because I
can see Sam.

Then finally, an anguished cry...

TESS

I am not dead!...

CHARLIE

Tess...

TESS

I have a whole life to live. I want
to sail.

(imploring)

I want to love.

They look into each other's eyes...Charlie's heart is
breaking. And then...Tess begins to slowly fade...

CHARLIE

No...

TESS

I'm so cold...why am I so..?

Tess panics as she realizes what's happening to her.

CHARLIE

Tess, hang on...

TESS

Find me, Charlie...

Charlie tries to hold onto Tess, but his hands go right
through her. Their faces are inches apart. Tess's voice is
drifting far away.

CHARLIE

Tess, please-

TESS

Come find me...

And then...she's gone.

CHARLIE

No...

Tink passes with his boat. He's seen Charlie talking to
himself. He turns away with disgust.

Charlie's left alone on the dock, the mournful foghorn blows...

INT. CHARLIE'S COTTAGE - DAY

Charlie's wall...with it's meticulous round trip charts and sunset tables and dozens of sailboat sketches.

PULL BACK TO: Charlie standing there, staring at them...

Then, in a rage he rips the charts from the wall, tearing them into pieces and flinging them across the room. Next come his sailboat sketches - one after another, he rips them from the wall. But there's one sailboat sketch that stops him cold-

THE QUERENCIA

It's the sketch of Charlie's re-imagined version of Tess's boat. Charlie can't bring himself to pull this one from the wall but the sight of it absolutely breaks his heart.

Then he calms down, composes himself...He knows what he has to do...

INT. CHARLIE'S COTTAGE - LATE AFTERNOON

Charlie's at his desk, writing a letter.

CLOSE ON LETTER - All we see are the words:

"DEAR MOM, I'M SORRY FOR EVERYTHING..." And-

"NOW I'LL BE WITH SAM..."

And we are led to the inescapable conclusion that Charlie St. Cloud is planning to take his life...Then...there's a knock on the door. Charlie ignores it, or tries to. Then-

JOE'S VOICE (O.S.)

Open up, Charlie, I know you're in there. You gotta knock off the crazy shit, Charlie!

Charlie grits his teeth...

ON JOE

Outside pounding on the door.

JOE

We got a six P.M. service, and we're short on crew.

ON CHARLIE

He grimaces. He knows Joe's not leaving. He barks:

CHARLIE
I'll be right there...

He stashes his suicide letter in the desk drawer, closes it.

EXT. CEMETERY - SUNSET

A funeral's in progress. A large gathering of friends, family and firefighters and a row of uniformed men with bagpipes. The Chief of the Fire Department is delivering a eulogy. *

Charlie's standing nearby, pretty out of it... *

CHIEF
We thank you Lord for the life of a great man. We are grateful for his devotion to a fireman's duty, for his dedication to the preservation of life, etc...

In the distance, the sunset cannon booms. Charlie hears it. He starts toward the woods.

EXT. THE GLADE - SUNSET

Charlie plops down miserably on a log, waiting for Sam. Then a voice...

VOICE (O.S.)
Charlie.

He turns around. It's Florio Ferrente in his dress uniform.

FLORIO
Charlie St. Cloud.

CHARLIE
(stands up)
Yeah..?

FLORIO
(warm smile)
It's been a long time,
Charlie...Thirteen years...

CHARLIE
I'm sorry, I...

FLORIO
June 9th, '95. Bridge Street and
Flint.

Charlie is rocked. He remembers now.

CHARLIE
I'm sorry I didn't recognize you...

Florio approaches Charlie and somewhat awkwardly embraces him
in a gentle hug.

FLORIO
It's so good to see you again...I'm
Florio, by the way. Florio
Ferrente.

Then Charlie nods in the direction of the funeral.

CHARLIE
So how did you..?

FLORIO
Apartment fire over in
Revere...Little girl saved her
kitty, I saved the little
girl...but no one saved me...

CHARLIE
I'm sorry.

FLORIO
It's the job. I wouldn't have it
any other way.
(Charlie nods)
I've thought about you over the
years...I've thought about you a
lot...

*
*

CHARLIE
You have?

*
*

FLORIO
Twenty seven years on the job,
Charlie, and you...you were my only
miracle.

*
*
*
*

Charlie is both profoundly moved and ashamed of himself.

*

FLORIO
I always figured that there must
have been some purpose to it...Am I
right, Charlie?

*
*
*
*

CHARLIE
I don't...

*
*

FLORIO
A miracle without one is just...God
showing off...

*
*
*

Florio's looking right at him, Charlie can barely meet his
eyes. Then:

*
*

SAM
Hello.

*
*

Sam has walked into the glade.

*

CHARLIE
This is my brother-

FLORIO
(he knows)
Sam.

SAM
Do you know me?

FLORIO
(in Italian)
*"Muor giovane coluiche al cielo e
caro."*
(Sam's confused)
"Whom the Gods love die young."

Florio walks toward him. Looks into his eyes.

FLORIO
I was the one who brought your
brother back. After the accident.

SAM
Oh...

FLORIO
I want you to know that it broke my
heart, letting you go...but I could
only save one of you, and Charlie
had the best chance.

Sam smiles.

SAM

You did your best...you saved
Charlie.

Florio smiles at Charlie:

*

FLORIO

My only miracle...

*

Charlie is profoundly moved. And also ashamed of himself.
Then...in the distance - bagpipe music.

*

*

FLORIO

You hear that? That's my favorite
part of the service...

*

*

*

And Florio starts to head out of the glade back toward his
funeral service.

*

*

FLORIO

You have yourself a great life,
Charlie. Bye, Sam...

*

*

*

And Florio musses Sam's hair as he heads off.

*

Charlie and Sam watch him go.

*

CHARLIE

You ever think, Sam...that maybe we
made a mistake?

*

SAM

About what?

CHARLIE

It seemed like such a good idea. A
great idea...only now, I'm not so
sure...

And now Sam knows...

SAM

(rocked)
Charlie...how can you-

CHARLIE

There's more for us, Sam, there's
got to be.

Sam just looks at Charlie...Then, bitterly-

SAM
I know what's going on, here,
Charlie....don't think I don't.

CHARLIE
It's not what you think...

SAM
You're a liar, Charlie. You're-

CHARLIE
Sam, Tess is...dead.

SAM
(stunned)
What..?

CHARLIE
(glances toward ocean)
She went out in the storm...She's
lost at sea...

SAM
But...she was here the other day...

CHARLIE
That was her spirit...

Sam takes it in...then...

SAM
Charlie...Charlie...I'm sorry...

And Sam gives Charlie a hug. Charlie looks at his little brother, realizes how great he is, how much he loves him. He smiles sadly.

CHARLIE
I'll see you tomorrow, okay?

Sam smiles with reassurance.

SAM
Okay...

And Charlie walks out of the glade.

INT. CHARLIE'S COTTAGE - NIGHT

Charlie walks in and surveys the mess he's made. The only thing still on the wall is his sketch of the Querencia. *

Then he walks to the desk, opens the drawer - he's looking at- *

HIS SUICIDE NOTE

He picks it up and tears it into pieces which he tosses into the trash. Then as he's about to close the drawer...he sees something in there, it was lying beneath the note...Was it there before...? He picks it up. *

TESS'S HAND DRAWN SAILBOAT PICTURE

It breaks Charlie's heart to see it. Then he turns it over. There are those three words again-

COME FIND ME

Charlie sighs deeply. He places the note back in the drawer - a memento he will forever cherish. He closes the drawer and starts picking up the tattered remains of the charts and sketches he'd torn off the wall. *

But he's stopped cold when lying on the floor, he sees- *

ANOTHER HAND DRAWN SAILBOAT SKETCH

It's identical to the other. He turns it over. Those words again... *

COME FIND ME...

Charlie is baffled...where did this second sketch come from? And as he studies it, he hears...a sound...a ripping sound..? *

He wheels around to see- *

THE QUERENCIA SKETCH ON THE WALL

The tape that's holding it is giving way...the sketch is slowly starting to peel away... *

And as it does, one by one it reveals the words, scrawled there on the wall... *

COME FIND ME...

The sketch falls onto the floor. *

Charlie is rocked, unable to move...Come find me, come find me...and then- *

FLASHBACK - ON THE WATER - TESS IN HIS OLD SAILBOAT

TESS
(smiling)
I knew you'd find me.

FLASHBACK - THE HARBOR

The last time Charlie saw her...fading away...

TESS
Come find me, Charlie. Find me....

CHARLIE
(screaming)
Tess...

ANOTHER IMAGE - THE ANGUISHED TESS

TESS
I am not dead!

THE PRESENT - ON CHARLIE - AN EPIPHANY

CHARLIE
My God...

EXT. MARBLEHEAD DOCK - NIGHT

The weary-looking Tink's just tied up his boat. He walks up the dock with the frantic Charlie at his heels.

TINK
This morning you said we were
wasting our time.

CHARLIE
I was wrong. She's out there
somewhere but she's running out of
time...

TINK
Even with a survival suit, the
Coast Guard's putting her chances
at slim to none.

CHARLIE
Tink-

TINK
We're going back out in the
morning.

Charlie grabs his arm.

CHARLIE
If you won't go, then lend me your
boat.

Tink snorts, "Yeah, right," pulls away, and keeps on walking, leaving Charlie behind. Charlie doesn't miss a beat. He turns around and makes a dash for Tink's boat. He quickly unties it and leaps aboard.

ON TINK'S BOAT - CONT

Charlie rushes into the wheel house and starts the engine.

ON TINK

Hearing his boat engine start up. He wheels around, sees what's happening and charges toward his boat like an angry bull.

TINK
Sonavabitch!

ON THE BOAT

Charlie's at the wheel, moving her out of the slip.

TINK LEAPS OFF THE DOCK

And just barely makes it onto the boat. He scrambles to his feet and attacks Charlie, shoving him roughly up against the wall. Charlie tries to break free, but Tink's too big and strong. Tink then lifts Charlie up and hurls him across the wheel house...everything goes flying, including the radio which gets smashed on the floor.

Tink's coming for him again. Charlie scrambles up. Tink's coming toward him with murder in his eyes.

CHARLIE
Go on, throw me overboard. I'll get
another boat. And another one if I
have to..

Tink stops, he bellows half in anguish, half in anger.

TINK
You don't even know her!

CHARLIE
I know she sailed into the storm,
not around it. I know you've been
searching in the wrong goddamn
place...

TINK
How do you know..?

CHARLIE
 (thinking fast)
 A week before the race...wouldn't
 she want to test her boat in heavy
 weather? Maybe you're the one who
 doesn't know her..

Despite himself, Tink sees the logic of this...Still, he
 glowers at Charlie as he says:

TINK
 The first time I catch you talking
 to somebody that I cannot
 see...you're going in the water.

Charlie nods.

EXT. TINK'S BOAT - NIGHT

Tink's boat threads slowly through a chain of small islands
 that arc out of the sea like humpbacks.

The boat's powerful searchlight sweeps an eerily calm, ink-
 black ocean.

Tink's at the wheel as Charlie, manning the searchlight,
 calls out:

CHARLIE
 Tess! Tess!

His voice bounces forlornly back from the rocks.

EXT./INT. TINK'S BOAT - DAWN

Charlie and Tink have been up all night and it shows. In the
 cabin, Charlie's poring over the nautical maps while Tink
 tries to get the broken radio to work.

TINK
 Come in, Coast Guard. Coast Guard
 can you hear me? Come in Coast
 Guard...

Tink releases the talk button and gets only static. He
 finally gives up.

CHARLIE
 How are we on gas?

TINK
Getting low. We can refuel and pick
up some sandwiches at Portsmouth.

Tink yawns mightily.

CHARLIE
You wanna grab some sleep?

TINK
No...I'm good...

EXT. OCEAN/TINK'S BOAT - DAY

Tink is sound asleep. Charlie is at the tiller, scanning the horizon. He can't see shit, it's foggy as hell...

CHARLIE
Where are you, Tess? Where are
you..?

SAME SCENE - LATER

Charlie, weary, running on fumes, still at the wheel. Now Charlie's got his eye on-

THE HAZY YELLOW SUN

Tink walks over, sees Charlie watching the sun. He hands him a beer.

CHARLIE
Thanks.

TINK
When that sun goes down it's gonna
be like sailing through a tunnel.

Charlie's not thinking about the darkness, he's thinking about Sam as he says:

CHARLIE
We'll find her. And we'll be back
before the sun goes down...

Charlie wants to believe this with all his heart.

ON THE BOAT - LATER

Tink steers toward a small island. Charlie calls out:

CHARLIE
Tess! Tess!

No reply. Charlie dares to glance skyward-

THE SUN IS JUST STARTING TO SINK

Charlie's getting desperate.

CHARLIE

Head for Shark's Bay...

Tink shakes his head but he turns the wheel.

INT. THE BOAT CABIN - LATER

Tink's trying the radio again.

Charlie's going over the navigational maps and charts, crossing out the areas that have already been searched.

CHARLIE

Shark's Bay, Pilot Rock, Boon
Island, Cape
Porpoise...Newburyport...
(fervent)
...That just leaves...

TINK

(frustrated)
It leaves about one hundred square
miles of-

Charlie gets up and heads for the deck.

CHARLIE

I know where she is.

EXT. THE DECK - LATE AFTERNOON

Charlie's at the wheel with Tink. The water's getting rougher, the boat's unsteady, the cold sea sweeps the deck and both men have to shout above the din of the waves.

TINK

Mingo Rock! That's gotta be twenty
miles out...

CHARLIE

She hit some rough weather out by
the shoals. Mingo Rock is the last
place-

TINK

How do you know she-

CHARLIE
Because that's what she said.

TINK
(angry laugh)
That's what she said? And when
exactly did she-

Charlie realizes he slipped up.

CHARLIE
You're gonna have to trust me on-

TINK
(ordering)
Turn her around...

CHARLIE
Tink...

TINK
We can still get back before
dark...

Charlie instinctively looks up at the sun.

It's starting to sink.

He could still make it back for Sam.

His hands are unsteady on the wheel...

He turns back to Tink.

CHARLIE
We're not going in.

Tink just snorts and makes a move toward the wheel. Charlie blocks him, gets in his face.

CHARLIE
How are you gonna feel when they
find her, Tink? When they find her
dead at Mingo Rock?

This stops Tink. He just glares at Charlie...Then...

TINK
You'd better be right, St. Cloud...
Or its gonna be you they find at
Mingo Rock...

Tink storms away. Charlie looks back at the sun...

SAME SCENE - LATER

THE SUN IS SETTING - DROPPING INTO THE OCEAN

Charlie's still at the wheel, staring off at the sun. He murmurs softly...

CHARLIE

Sam...

EXT. THE GLADE - SUNSET

Sam sitting on a log, waiting. He tosses his ball in the air and catches it.

ON THE BOAT - SUNSET

Charlie's on the deck. He stares out at the big, orange sun, sinking into the sea. After thirteen years, and thousands of sunsets, Charlie registers the enormity of his decision. And then the tears start to come...

EXT. VARIOUS SHOTS AROUND THE GLADE - SUNSET

...As the last of the sun's light bathes it in amber...

The pond, empty and still.

The grassy area...vacant.

And the log Sam was sitting on...He sits there no longer...

Then as the CAMERA MOVES THROUGH THE GLADE...We find-

SAM ON THE BLUFF

Looking out to sea...and just beginning to fade away...

BACK ON THE BOAT

Charlie, a tear streaming down his cheek as he watches the last of the sunset...

CHARLIE

Goodbye, Sam...

Then...

TINK (O.S.)

We should be coming up on it...

Charlie turns to Tink...

CHARLIE

Yeah...

CLOSE ON: The bow of Tink's boat ploughing through the water.

CUT TO: The bridge. Charlie and Tink look out in expectation as the boat rounds an island.

CLOSE ON: Charlie. He silently prays as...

CHARLIE'S POV: The island clears from view and.... He sights-

QUERENCIA'S CAPSIZED HULL.

He does not know whether to feel joy or despair. *Querencia* wallows on the gentle swell like an upturned, bloated carcass. Wedged between two small islands, the boat's keel is partially snapped off.

Tink is amazed, horrified and ecstatic.

TINK

God damn...How did you..?

Snapping into action, Charlie barks at Tink.

CHARLIE

Take the wheel...

Tink grabs the wheel as Charlie starts pulling off his shoes.

TINK

What the hell-

CHARLIE

Get as close as you can!

TINK

That water's freezing. You'll kill yourself...

Charlie runs to the bow of the boat. He pauses, staring at *Querencia's* stricken hull.

He murmurs a silent prayer.

And then...

WIDE: Charlie dives...

UNDERWATER SHOT: An explosion of phosphorescence as Charlie's body shatters the silent, shimmering, underwater world.

He arrows down toward the inverted entrance of *Querencia's* cabin.

Charlie reaches the storm board which seal the cabin's entrance.

He tries to budge the board. It will not move.

CLOSE ON: He struggles desperately with the board, WE HEAR the sound of his blood drumming in his ears. He is running out of air.

Turning on his back, Charlie uses his feet to kick the storm-board with all his might.

CLOSE ON: It budes.

With redoubled fury, Charlie kicks. The board slides far enough for Charlie to wriggle into the opening.

FOLLOW Charlie into...

INT. QUERENCIA CABIN - DAY

Gasping, Charlie surfaces into the air pocket of the upturned cabin. The water is chest deep.

A slice of sunlight penetrates from where the keel has come away from the hull; otherwise the cabin is dark as a tomb.

The eerily amplified sound of the boat's hull grinding against rocks, fills our ears.

Charlie calls.

CHARLIE

Tess?

He takes the pencil light from his pocket and tears it from its plastic wrapping.

Snapping the light on, Charlie casts its beam around the cabin.

Everything is literally, turned upside down.

Packets of food, maps, clothing, and a mess of other junk floats in the water.

CLOSE ON: Charlie. He cannot see Tess. With rising urgency, he scans the beam into every nook and cranny of the cabin.

CHARLIE (cont'd)

Tess? Tess!

And then he sees her; unconscious, and almost hidden, Tess is wedged into the corner of the far bulkhead.

With a cry of relief, Charlie rushes through the water toward the woman he loves.

CHARLIE (cont'd)

Tess!

With four steps, Charlie is there. He reaches to take Tess in his arms, but stops, horrified.

CHARLIE'S POV: It is not Tess. The dark shape was a sail bag, a trick of the shadows.

CUT TO: Charlie. He is starting to panic.

UNDERWATER SHOT: Charlie plunges beneath the water that fills the cabin. Fearing the worst now, he is looking for a corpse.

Nothing.

Charlie resurfaces for air, and dives back under.

CHARLIE'S UNDERWATER POV: The cabin skylight has been punctured by the ship's boom, which, still attached to the broken mast, protrudes in from the sea at an unlikely angle. The hole seems to have been enlarged to a size big enough for a person to fit through.

Charlie surfaces. He is still for a moment, trying to understand what it means.

And with a huge lung-full of air, plunges back under he water.

Dawn, slanting down through the shifting sea, makes the broken skylight seem like the entrance to a bright, white, light-filled tunnel.

Charlie swims out of the cabin window, and into the light.

Charlie is now back under the open sea, but on the island side of *Querencia's* hull. The broken mast is jammed into rocks at the base of the island.

Charlie swims past a mess of twisted rigging, searching for a sign of Tess.

He looks up toward the sunlight. He can see the outline of the island flickering above him.

He kicks hard for the surface, but moves only a few inches. He tries to move again, but cannot. He glances around, trying to find what is holding him.

CLOSE ON: Charlie's pullover is snagged on some broken rigging.

Charlie twists, trying to unhook himself. He cannot.

CLOSE ON: Charlie. He has been submerged a long time now. His breath is starting to run out.

More and more desperately, Charlie twists, and struggles.

He tries to take the pullover off, but it tangles around him.

Bubbles escape from his mouth, he cannot hold on any longer. He screws his eyes tight with the effort of holding the stale air inside his bursting lungs.

And then...

To his great surprise, Charlie is suddenly pulled free by unseen hands. He rips out of the jumper and shoots to the surface.

BANG! Breaking the surface, Charlie gratefully gulps air. He looks around expectantly for his savior:

CHARLIE

Tink..? Tink are you..?

But Charlie's alone. Charlie doesn't understand... But then he thinks he does...and he smiles gratefully.

On one side, the upturned hull of *Querencia* blocks Charlie's view of Tink's boat. On the other side, is the island.

Charlie, barely conscious, struggles to his feet. His eyes, hardly able to focus, search the rough black rock. And then he sees it...a flash of orange.

There! Clad in her orange survival suit, Tess lies very still amongst the rocks.

CHARLIE

(weakly, hardly a whisper)

Tess..?

EXT. MARBLEHEAD WATERFRONT - MORNING

There are a lot of Marblehead residents gathered out here tonight to keep vigil. We see Tink, Grace, Fraffie Chapman, Marge and many others...

And there's a TV crew on hand, doing a story on Tess and her missing boat. The same reporter, who just interviewed Tess, speaks into the camera. He seems pretty emotional.

REPORTER

(into camera)

You can see from the number of people out here this morning, waiting, hoping for some word...just how much Tess Carroll means to her hometown of Marblehead...But it's been over forty-eight hours now...a long time to be out there in the freezing waters of the North Atlantic, and hopes of finding Tess Carroll alive are fading...

ANGLE - GRACE AND A FRIEND

Grace is listening to the reporter as he puts his stock concerned face on for the camera.

GRACE

I should never have let her go...

FRIEND

(smiling)

Like you could have stopped her..?
(Grace smiles sadly)

Now...in the b.g. on the water, unnoticed by the crowd, we can see a boat docking. We can barely make it out. Is it Tink's?

The reporter approaches Grace, mike in hand.

REPORTER

Mrs. Carroll, I know it's a terrible time for you but-

GRACE

This isn't a wake, young man. My daughter is alive. Maybe you'll do another story on her after she sails around the world.

Grace turns and walks away from the reporter, leaving him looking a little foolish.

Then...from behind the crowd...we just about make out a flash of orange, heading slowly toward the crowd...

Marge is the first to see it, she can only gasp and say:

MARGE
Oh, my God!

Now they all see what Marge has seen-

CHARLIE CARRYING TESS IN HIS ARMS

Tess, in her orange survival suit, lies limp in his arms. Charlie looks near death himself as he walks slowly toward the disbelieving crowd.

Within moments, Charlie's enveloped by the throng.

CHARLIE
(weakly)
Call the hospital. Tell them...

AN SUV COMES SCREECHING UP

Tink come flying out, he starts helping Charlie get the motionless Tess inside.

GRACE
Tink! Is she...

TINK
I don't know...

The frenzied reporter and cameraman rush over. It's absolute chaos...

INT. MARY ALLEY HOSPITAL - DAY

An empty corridor. Many hours have passed. Charlie's curled up on a bench, sound asleep. There's a blanket around him. Then...two hands gently stir him awake. He opens his eyes...groggy, unfocused...But when he realizes who it is, he bolts upright...

TESS STANDS BEFORE HIM

Alive and well and radiantly beautiful.

Charlie is amazed and absolutely overjoyed.

CHARLIE
Tess...you're okay...?

TESS
You saved me, Charlie...

Charlie pours out his heart.

CHARLIE
It's you who saved me. You brought
me back. I'm ready to live again,
Tess, and I want to be with you.
(he knows now...)
Tess, you're my Querencia...

TESS
(smiles)
I love you, Charlie St. Cloud...

And Charlie reaches out to take her in his arms...

But he can't.

TESS IS TRANSPARENT.

His arms pass right through her.

AND SHE'S FADING AWAY.

CHARLIE
Tess, no...NO!

But Tess isn't frightened. She smiles as she says...

TESS
I love you...

And then she's just...gone.

CHARLIE
No!

INT. ANOTHER HOSPITAL CORRIDOR - MOMENTS LATER

Charlie's frantically rushing down the corridor, paying no heed to the passing doctors, nurses, patients...He gets to the hall marked- ICU. He's heading in but he's stopped by a brawny MALE NURSE.

CHARLIE
Tess Carroll. I have to-

NURSE
She's no longer here.

Charlie's knees get weak. A voice behind him-

VOICE (O.S.)
Charlie!

Charlie turns around. It's Grace Carroll, very emotional...

CHARLIE
Mrs. Carroll...? Where's..?

And Grace starts to cry as she hugs Charlie tight

GRACE
Oh, Charlie...

Charlie just stands there...unable to move. Then Grace Carroll releases him. And she smiles...

GRACE
It was touch and go for awhile
there, Charlie...but...
(near tears)
...The doctors are saying...it's a
miracle.
(Charlie smiles)
She's asking for you.

INT. TESS'S HOSPITAL ROOM - EVENING

Charlie walks in...There's Tess, sitting up in bed, talking with Tink, who sees him first.

TINK
Here he is.

CHARLIE
Tess...

Tink smiles at Tess as he heads toward the door.

TINK
You need anything?

TESS
(smiling)
Just to get out of here...

TINK
You're staying put for awhile...

Tink pats Charlie's back on his way out.

TINK
See you around...

Grateful to be alone with her, Charlie walks to Tess's bedside.

TESS
(smiles)
If I'd known you were going to save my life, I wouldn't have been so mean to you.

CHARLIE
(smiles)
When were you..?

TESS
The other night by my boat.

CHARLIE
(smiles)
You weren't that mean...

TESS
Oh, yes, I was...
(then she smiles)
So tell me, Charlie St. Cloud...are you still racing?

Charlie just looks at her. What's going on here..?

CHARLIE
Racing..? Tess-

TESS
(smiling)
You were the captain of the sailing team weren't you?

Charlie gets a sinking feeling in his stomach.

CHARLIE
Tess-

TESS
I was two years behind you in high school.

And now Charlie knows for sure...Tess does not remember anything about the time they spent together...when she was a spirit.

TESS
 Hey...didn't you get a scholarship
 to...Dartmouth, right?

Charlie looks into those sea green eyes...probably, he
 figures, for the last time...Then...

CHARLIE
 You've got a good memory.

TESS
 (laughs)
 Sometimes I can't even remember
 what day it is...But I owe you my
 life, Charlie. That's one thing
 I'll never forget...

CHARLIE
 You should get some rest...

TESS
 Do you have to go?

CHARLIE
 Yeah, I-

TESS
 (laughs)
 Wait. Don't tell me. You have to
 fix the sprinklers or the whole
 place will...

Charlie just looks at her. And Tess realizes it too...

TESS
 Where'd that come from..?

CHARLIE
 You don't know?

TESS
 I have no...idea...

But Charlie knows. And his heart is racing. He looks into
 those eyes again...

CHARLIE
 "Trust your heart though the seas
 catch fire. And live by love...

TESS
 "...though the stars walk
 backward..."

Tess just looks at him, not fully understanding it yet, but feeling the connection, the deep bond between them...She reaches out her hand...and Charlie takes it.

EXT. MARBLEHEAD STREET - DAY

Charlie walks down the street, in no particular hurry. But everywhere he goes, somebody seems to want to smile or wave. Charlie waves back. Then-

VOICE (V.O.)
St. Cloud! Stop right there!

Charlie turns around, his blood runs cold. It's Fraffie Chapman heading right for him.

CHARLIE
Look, Fraffie, I-

Fraffie gives him a big kiss. Charlie's stunned. Then, just like that...Fraffie's gone. Charlie smiles and keeps walking.

INT. CARETAKER'S COTTAGE - LATE AFTERNOON

Charlie's throwing a few things in a duffle bag. Joe watches.

CHARLIE
I'll get the rest of my stuff
later.

JOE
Won't be the same around here
without you...So what are you gonna
do?

CHARLIE
(smiles)
I don't know...

He steps outside, then...

CHARLIE
Maybe we can meet up at Maddie's
sometime. Grab a beer.

Joe just smiles at the "new" Charlie.

JOE
Let's see how it goes.

Charlie smiles.

EXT. CARETAKER'S COTTAGE - SHORT TIME LATER

Charlie walks toward his pickup. But then he realizes that the sun is starting to set. He looks toward the woods at the cemetery's edge.

EXT. THE GLADE - SUNSET

Charlie walks into the glade. It's deserted. The last of the light fades. He hears the sunset cannon's blast. He smiles sadly and sits down on the log:

CHARLIE

I miss you, Sam...I miss you
already...

And then...a voice:

VOICE (O.S.)

I'm right here, bro...

BUT CHARLIE DOESN'T HEAR THE VOICE. *

NOR DOES HE SEE- *

THE HANDSOME YOUNG MAN, STANDING BEFORE HIM - SHIMMERING LIKE
A HOLOGRAM

It takes us a moment to realize...that it's Sam.

And he's no longer twelve, he's all grown up - a perfect
combination of the boy he'd been and the man he'd always
hoped to be.

CHARLIE CAN NEITHER SEE NOR HEAR HIM... *

SAM

I wish you could see me,
Charlie...finally, as I was meant
to be...You'd fall right off that
log.

CHARLIE

I broke the promise, Sam...I'm
sorry...

Sam kneels down to Charlie.

SAM

You were right to let go. I know
that now. We were holding each
other back.

(then)

(MORE)

SAM (cont'd)
 Charlie...I can go anywhere, do
 anything...It's beyond anything we
 ever imagined...

Charlie gets up, walks past Sam, looks up to heavens.

CHARLIE
 You were out there with me, weren't
 you, Sam? You saved my life.

SAM
 (smiles)
 Call it a miracle.

Charlie starts to cry. It breaks Sam's heart.

SAM
 Oh, Charlie...

CHARLIE
 Why does it have to hurt so bad?

SAM
 (sad smile)
 It hurts because you love me. It
 hurts because you're alive.

CHARLIE
 I just want to see you, Sam...Hang
 out with you and laugh...I want to
 play catch...

SAM
 (smiling)
 We'll be back together in the blink
 of an eye. There'll be all the time
 in the world for having catches.

Charlie calms down. He seems at peace now.

CHARLIE
 I love you, Sam. We'll always be
 brothers.

SAM
 You promise?

CHARLIE
 I promise.

And with that, Charlie takes his last, long look around the
 glade.

And he starts to walk away.

As Sam watches him go, he reaches into his jacket pocket for something...

Charlie's nearing the woods but he stops in his tracks as he sees...

A BASEBALL

Rolling into his field of vision from behind. He picks the baseball up. Is he dreaming this...? He turns around.

There's nothing there. Not even Sam's hologram.

Charlie's face lights up with the biggest smile as he tosses the ball in the air and catches it. Then:

CHARLIE
Night, Sam...

And as he walks out of the glade...

WE HEAR FLORIO FERRENTE'S VOICE

FLORIO (V.O.)
Tess and Charlie had to fall in
love all over again...

EXT. MOVIE THEATER - EVENING

People lining up for the Saturday night show...Tess and Charlie hand in hand in line.

FLORIO (V.O.)
They went to the movies at the
Warwick...

INT. MADDIE'S BAR - NIGHT

Charlie turns away from the bar with two drinks in his hands, brings them to a table where Tess waits. Joe is here too...

FLORIO (V.O.)
...They had one too many drinks at
Maddie's.

EXT. THE OLD NORTH CHURCH - DAY

Charlie and Tess rush out of the church where they're pelted with rice. They look deliriously happy and it seems like the whole town's turned out.

FLORIO (V.O.)
They got married at the Old North
Church.

EXT. A MODEST HOUSE - DAY

Charlie carrying the laughing Tess across the threshold.

FLORIO (V.O.)
They settled down in a house on
Cloutman's Lane.

EXT. MARY ALLEY HOSPITAL - DAY

Charlie's pickup screeches to a halt out front. Charlie
practically falls out the door, runs around to help Tess out.
She's laughing hysterically.

FLORIO (V.O.)
The baby was born right here in
Mary Alley Hospital...

INT. HOSPITAL ROOM - DAY

Charlie stands there, beaming with pride as Tess lies nursing
their newborn baby.

FLORIO (V.O.)
They named him Sam...

EXT. HOUSE ON CLOUTMAN'S LANE - DAY

Charlie is teaching little Sam, age 4 to catch a baseball.
Tess watches from the porch.

FLORIO (V.O.)
The St. Clouds will live out their
whole lives in Marblehead without
even thinking about it...

EXT. WATERSIDE CEMETERY - DAY

Florio stands among the headstones, we recognize Sam's, still
gleaming white in the sun.

FLORIO
Well, that's the end of *my*
story...the miracle of Charlie St.
Cloud.
(pleased)
And as it turns out, the miracle
did have a purpose.
(looks around)
(MORE)

*
*
*
*
*
*
*

FLORIO (cont'd)
 Someday Charlie...well, he'll come
 back here to Waterside.
 (smiles)
 But for now...

*
 *

EXT. THE HARBOR - DAY

CHARLIE, TESS AND YOUNG SAM ON A SAILBOAT

Heading off for a sail around Marblehead.

FLORIO (V.O.)
 ...He's got some sailing to do.

*

BACK TO FLORIO ON THE BLUFF

Watching Charlie and Tess and little Sam...

*

Then Florio turns toward the woods. As he begins to walk, he
 slowly becomes more and more transparent...and finally fades
 away.

*
 *
 *

We're left with a pristine view of Marblehead harbor...and a
 sailboat...Charlie and Tess's boat with sail full...going
 with the wind.

FADE OUT:

THE END