

EXEC. PRODUCER: SHONDA RHIMES  
EXEC. PRODUCER: JAMES PARRIOTT  
EXEC. PRODUCER: MARK GORDON  
EXEC. PRODUCER: BETSY BEERS  
CO-EXEC. PRODUCER: PETER HORTON

EP#109  
(Airs as #109)

## **COMPLICATIONS**

“Raindrops Keep Falling On My Head”

Written by  
Stacy McKee

Directed by  
Peter Horton

REVISED PAGES:  
11,17A,18,19,20,22,25A,  
26,34,37-37A

Jan. 28, 05 WHITE  
Feb. 02, 05 BLUE (FULL)  
Feb. 04, 05 PINK (FULL)  
Feb. 07, 05 YELLOW (FULL)  
Feb. 08, 05 GREEN (FULL)  
Feb. 08, 05 GOLDENROD  
Feb. 09, 05 BUFF (FULL)  
Feb. 10, 05 SALMON  
Feb. 10, 05 CHERRY  
Feb. 14, 05 TAN  
Feb. 14, 05 GRAY  
Feb. 15, 05 IVORY

Prep Dates: 1/28/05 -2/07/05  
Shoot Dates: 2/08/05 - 2/17/05

-NOTICE-

© 2005, Touchstone Television Productions, LLC. All Rights Reserved. This material is the exclusive property of Touchstone Television Productions, LLC and Imagine Television and is intended solely for the use of its personnel. Distribution to unauthorized persons or reproduction, in whole or in part, without written consent of Touchstone Television Productions, LLC is strictly prohibited.

COMPLICATIONS

"Raindrops Keep Falling On My Head"

CHARACTER LIST

DR. MEREDITH GREY  
DR. DEREK SHEPHERD  
DR. CRISTINA YANG  
DR. PRESTON BURKE  
DR. ISOBEL "IZZIE" STEVENS  
DR. GEORGE O'MALLEY  
DR. ALEX KAREV  
DR. MIRANDA BAILEY  
DR. RICHARD WEBBER

Addison Forbes Montgomery Shepherd  
Joe  
Julie Phillips  
Nurse  
Patricia  
Scrub Nurse

COMPLICATIONS

"Raindrops Keep Falling On My Head"

SET LIST

INTERIORS

EXTERIORS

SEATTLE GRACE HOSPITAL  
LOBBY  
LOCKER ROOM  
OUTSIDE JOE'S ROOM (NEURO)  
RICHARD'S ROOM  
SURGICAL FLOOR  
INTERN WORK AREA  
JOE'S POST-OP ROOM  
O.R. #2  
JOE'S ROOM (NEURO ICU)  
HALLWAY  
STAIRWELL  
ELEVATOR  
JULIE'S ROOM  
LIBRARY  
GALLERY  
SCRUB ROOM  
O.R. #1  
NEONATAL FLOOR  
O.R. #1 SCRUB ROOM  
JOE'S PRE-OP ROOM  
O.R. SUITE  
CORRIDOR  
  
EMERALD CITY BAR  
  
MEREDITH'S HOUSE  
BEDROOM

SEATTLE GRACE HOSPITAL  
DEREK'S TRAILER

COMPLICATIONS

"Raindrops Keep Falling On My Head"

DAY / NIGHT CHRONOLOGY

NIGHT 1	*	2, 3, 4, 5, 6, 7, 9, 11, 12
DAY 2		A13, 14, A14, A16, 17, A17, B17, A18, 21, 22, 24, 25, 26, 27, 28, 29, A29, B29, C29, 30 E31, 38, 39, 40, 41, 42
NIGHT 2		43, AA43, A43, 47, 48, 49, 50, 51, 53, 55, 56, 57, 58, 60, 63

COMPLICATIONS

"Raindrops Keep Falling On My Head"

TEASER

FADE IN:

1 OMITTED 1  
2 INT. EMERALD CITY BAR - NIGHT 2

Lighting is dim, bowls of peanuts are on the counter, dart boards and beer signs line the walls. Just steps away from Seattle Grace, this bar is a total dive...full of doctors.

MEREDITH (V.O.)

To be a good surgeon, you have to *think* like a surgeon. Emotions are messy. Tuck them neatly away and step into a clean, sterile room where the procedure is simple: Cut, suture, and close.

Empty glasses line up along the counter top in front of MEREDITH. Who sits by herself, looking...well, looking exactly like she just found out her boyfriend has a wife. Disheveled. Wet from the rain. And kinda liquored up.

A guy on the prowl ambles over. Meredith feels his presence:

MEREDITH (CONT'D)

(not looking up)  
Don't even think about it.

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

Sometimes surgical thinking comes in handy. Even outside the OR.

Everyone in the place seems to know JOE, the bartender. Joe refills Meredith's glass. He's the kind of guy you just can't help but like...

JOE

You look familiar. You been in here before...?

MEREDITH

Once. That worked out really well.

She snorts. Downs her drink. Joe eyes her.

JOE

I know that look.  
(MORE)

(CONTINUED)

2 CONTINUED:

2

JOE (CONT'D)

Could only be one of two things.  
Either your boss is giving you hell  
or your boyfriend is. Which is it?

MEREDITH

Both.

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

But sometimes, you're faced with a  
cut that won't heal.

MEREDITH (CONT'D)

My boss *is* my boyfriend. Which was  
a problem. But not as big a problem  
as the fact that I just found my  
boyfriend has a wife.

Joe pours her another drink.

JOE

This one is on the house.

MEREDITH (V.O.)

A cut that rips its stitches wide  
open.

3 INT. HOSPITAL LOBBY - NIGHT

3

ADDISON and DEREK are still in the lobby. Derek is fuming.

DEREK

Addison, what are you doing here?

ADDISON

You changed your hair.

DEREK

I changed a lot of things.

ADDISON

It's longer. I like it. It makes  
you look...well, you were always too  
cute for your own good. But now you  
look positively...Russell Crowe.

DEREK

What are you doing here?

ADDISON

What are you doing here? You just  
walk out on everything? Your house,  
your practice, your friends... You  
had a life in Manhattan.

(CONTINUED)

3 CONTINUED:

3

DEREK

I also had a wife in Manhattan.

ADDISON

And now you have a girlfriend in Seattle. She seems... sweet.

DEREK

The ice under your feet? Thin.

ADDISON

She's young. With that wide-eyed, ooh he's a brain surgeon thing happening...but still, sweet. Which was what you were going for, right? The anti-Addison?

DEREK

If you came here to try and get me back...

ADDISON

I did. I flew all the way across the country to win back my man. I thought we could reminisce over wedding photos, get drunk, fall into bed, you'd realize how much you can't live without me...And then we could ride off into the sunset...

Derek's face flashes a moment of pure terror. Addison laughs.

ADDISON (CONT'D)

I forgot how fun it is to freak you out... I'm here for work, Derek. I'm helming the TTTS case you guys admitted last week. And from Richard's briefing, it sounds like I'll be safely back on my side of the country in a few days.

DEREK

Richard knew you were coming?

ADDISON

He asked me to come. He didn't tell you?

DEREK

No. He didn't.

ADDISON

Oh. Well...surprise.

She turns to walk away. Turns back.

(CONTINUED)

3      CONTINUED: (2)

3

ADDISON (CONT'D)

The hair, though...you know I've  
always had a thing for Russell Crowe.

Heat clearly still bubbles under the surface between these  
two, and they both feel it...whether they admit it or not.

4      INT. OR SUITE - NIGHT

4

The OR is clean and empty. Cristina sits at the OR table,  
instruments laid out. She closes her eyes, touching each  
instrument as...

CRISTINA

Ten blade. Deaver retractor. Forcep.  
Needle driver. And...and... crap.

BURKE (O.S.)

Kelly clamp.

Cristina opens her eyes. Burke leans in the doorway.

CRISTINA

I'm going to sterilize everything  
again when I'm done. The scrub nurses  
won't even know I was here.

BURKE

Hey. I'll never tell.

He moves into the room.

BURKE (CONT'D)

So. I have a question to ask... I  
checked the schedule. You and I are  
both off tomorrow night. I made  
reservations. I have a favorite  
restaurant.

CRISTINA

None of those were questions.

BURKE

Do you want to have dinner with me  
tomorrow night?

A long beat. Cristina struggles. Then:

CRISTINA

You know, the O.R. is the one place  
where I can come and think. I'm  
thinking here, okay?

(CONTINUED)

4 CONTINUED:

4

BURKE

Fine.

Something in him shutting off. He heads for the door. Then turns back.

BURKE (CONT'D)

I'm not asking you again.

Close on Cristina's face as she watches him go.

MEREDITH (V.O.)

The thing is, once a cut like that is in front of you, there's no turning back. Messy or not, you have to deal with it.

And then she turns back to her surgical instruments. Placing a hand on one.

CRISTINA

Kelly clamp.

5 INT. LOCKER ROOM - NIGHT

5

ALEX holds a "post-fist-fight" ice-pack to his swollen eye -- where a brand-new shiner is already beginning to show.

IZZIE shuts her locker and notices Alex in the corner. She starts to leave, but can't help herself. She turns around, grabs Alex's ice-pack, and quickly examines his eye.

IZZIE

No lacerations. Minimal swelling. George really smacked you around.

ALEX

Guy's a lightweight. Could'a pinned him in a second if I'd wanted.

IZZIE

So why didn't you?

ALEX

You kidding? I'm riding a career in plastics all the way to the bank. I can't afford to injure these babies.  
(wiggles his hands)  
Especially over someone like O'Malley.

(CONTINUED)

5 CONTINUED:

5

IZZIE

You had it coming.

ALEX

Dude punches like my sister.

IZZIE

So, by your definition then, you  
just got beat up... by a girl?

Izzie smirks. Alex makes a face. Winces.

6 INT. EMERALD CITY BAR - NIGHT

6

Cristina & GEORGE saddle up to where Meredith sits, brooding  
over her drink. Joe announces to anyone that can hear:

JOE

All hail the champ!

A chorus of hoots and hollers erupt from the surrounding off-  
duty interns. George ducks his head.

JOE (CONT'D)

So my guy Alex finally got what was  
coming to him...

CRISTINA

George knocked him down with one  
punch. You should have seen it.

GEORGE

I don't want to talk about it.

JOE

Brag, champ. BRAG! You earned it.  
(to Meredith)  
Try to cheer them up.Joe heads down the bar to serve another patron. Meredith's  
tipsy and more than a little over it all.

MEREDITH

Let's play a game of whose life sucks  
the most.

CRISTINA

Let's not.

George is in his own world. Muttering into his drink.

GEORGE

You know, Alex deserved it.

(CONTINUED)

6 CONTINUED:

6

MEREDITH

I'll win. I always win. And this  
time, I *really* win.

GEORGE

Sometimes a person deserves to get  
punched.

(CONTINUED)

6 CONTINUED: (2)

6

CRISTINA

I don't want to play. You don't  
want to play with me.

MEREDITH

No. I do. Here, I'll go first. --  
Derek's married.

George chokes on his drink.

GEORGE

He's what?!?

CRISTINA

George. Beer. Is dripping from  
your nostrils.

George makes a hasty exit to the bathroom.

MEREDITH

See? Told you I'd win.

CRISTINA

You didn't win.

MEREDITH

Did you hear me? Derek is MARRIED.  
As in MARRIED. As in pig-headed  
adulterous LIAR MARRIED. There is  
nothing you could say that could top  
that.

CRISTINA

I'm pregnant.

Meredith freezes. As Cristina calmly motions for Joe to  
refill Meredith's glass.

CRISTINA (CONT'D)

I win.

But as Joe makes his way toward Meredith and Cristina, he  
topples over onto the bar, grasping his head & spilling drinks  
everywhere.

A shell-shocked Meredith and Cristina stare down at an  
unconscious, beer-covered Joe for only a moment, before they  
spring from their seats toward him.

CRISTINA (CONT'D)

OK. Maybe Joe wins.

FADE OUT:

END OF TEASER

ACT ONE

FADE IN:

7 INT. EMERALD CITY BAR - NIGHT 7

Meredith and Cristina are crouched, mid-examination, over Joe. He's stable, sitting up. He still clutches his head.

GEORGE

Medics are on the way.

JOE

(through clenched  
teeth)

You called the gurney patrol?

MEREDITH

Just sit back and stay calm. Let's  
admit you to the hospital to run  
some tests...

JOE

Don't need tests. I'm fine.

CRISTINA

Dude. You collapsed. On the floor.  
This is *your* bar. You KNOW how dirty  
this floor is.

MEREDITH

Radial pulse is still strong.  
Asymmetrical pupils.

CRISTINA

Mild nuchal rigidity. Reflexes are  
sluggish.

MEREDITH

You've been *sleeping* with someone??

CRISTINA

Now why is that so shocking? Even  
George managed to get some action...

GEORGE

Correction. George got some syphilis.

MEREDITH

How could I not know you were sleeping  
with someone?

(CONTINUED)

7 CONTINUED:

7

Joe hoists himself up -- wobbly and weak. They try to help him, but Joe shrugs everyone off...He lurches. Obviously not fine.

JOE

Forget this. The hospital is across the street. I can sure as hell walk across the street by myself.

And he proceeds toward the door.

CRISTINA

Um, we should--

MEREDITH

Yeah we should.

They turn to grab their things, to find George already standing there, holding out their purses/ backpacks.

GEORGE

After you.

8 OMITTED

8

9 INT. RICHARD'S ROOM - NIGHT

9

Derek barges in on RICHARD, who is recovering post-surgery.

DEREK

Addison?! You asked ADDISON to--!!

But he stops. Because Addison is sitting on the edge of Richard's bed. Both are doubled over in laughter...

Richard wipes a tear from his eye from laughing so hard.

RICHARD

Addie was just telling me about this case, where she exteriorized the fetus, then ligated the vascular pedicle to repair a massive sacrococcygeal teratoma--

ADDISON

And when the mom felt her uterus contracting, she let out a scream. It was just the light anesthesia but the husband freaked out and --

DEREK

(unamused)

--had to be sedated. Yeah. I've heard that one before. I've heard them all before.

(CONTINUED)

9 CONTINUED:

9

Addison sobers -- and shifts, a bit uncomfortable. Gives Richard a peck on the forehead.

ADDISON

I'll be back in the morning to report for duty. You get some rest.

With a glance to Derek, she leaves. A long beat of silence...

RICHARD

You and I both know she's the best in her field. Bringing Addie out was a business decision. Nothing personal.

DEREK

Oh. Well. What a relief. It's not personal. -- It's personal to me.

RICHARD

The workings of my surgical unit don't--

DEREK

--Don't include MY WIFE.

RICHARD

Don't include your private life.  
(beat)  
Burke will act as Chief of Surgery until I'm back on my feet.

DEREK

(floored)  
You gave Chief to Burke??

RICHARD

Like I said, there's no room for personal in being Chief.

DEREK

What's that supposed to mean?

RICHARD

How long have you been sleeping with an intern?

Derek's pager goes off. But Derek doesn't move. He's still digesting Richard's words.

DEREK

I guess that means part of being Chief *is* personal then, isn't it?

(CONTINUED)

9      CONTINUED: (2)      9

                                 RICHARD  
                                 Close the door on your way out.      \*

10      OMITTED      10\*

11 INT. NEURO ICU - OUTSIDE JOE'S ROOM - NIGHT

11

Meredith, George, Cristina and Izzie wait anxiously outside of where Joe is being examined.

Meredith pulls Cristina to one side...

MEREDITH

Alright, details. You're pregnant?  
What are you going to do?

A look from Cristina says it all.

MEREDITH (CONT'D)

Oh.

CRISTINA

You know what happens to pregnant  
interns. I'm not switching to the  
vagina squad or spending my life  
popping zits. I'm too talented.

MEREDITH

Which begs the question. Who have  
you been sleeping with?

CRISTINA

Just...a guy.

MEREDITH

A guy? That's all I get? You can't  
bring something like this up and  
just expect me to drop it--

CRISTINA

Watch me.

And Cristina re-joins Izzie & George, leaving Meredith no  
choice but to do the same.

IZZIE

(to Meredith)

Why are you back here tonight? Didn't  
you have a date with McDreamy?

GEORGE

More like McMarried.

IZZIE

McWhat?!?

MEREDITH

I'm only here to check on Joe.

(CONTINUED)

11 CONTINUED:

11

GEORGE

Think he's Ok?

CRISTINA

Think he'll need an operation?

DEREK (O.S.)

Operation, yes. Ok? Hard to tell.

The mood cools as they all realize Derek has just emerged from Joe's room...

DEREK (CONT'D)

Basilar artery's blown up like a balloon. Subarachnoid bleeding and an aneurysm the size of a golf ball.

GEORGE

No way to clip something like that.

CRISTINA

Not without magic fingers--

DEREK

Or a Standstill operation.

CRISTINA

(excited)

You're doing a Standstill operation?!?

She glances at Meredith. Tries to look cold and disinterested at Derek. Out of allegiance to her friend.

CRISTINA (CONT'D)

You're doing a Standstill operation.

DEREK

I'd like to try. But first I'll need someone to get an additional patient history, overnight labs, a cerebral angiography...

He holds the charts out to Meredith. Is he kidding?

MEREDITH

I'm drunk.

DEREK

Meredith...

Meredith takes off. Derek pauses, then starts to follow after her, when...

Izzie, George and Cristina step in front of Derek, blocking his path. Closing ranks. Protective.

(CONTINUED)

11 CONTINUED: (2)

11

IZZIE

McBastard.

Derek pushes through them, follows after Meredith. Cristina grabs the chart. Off looks from George and Izzie.

CRISTINA

I'm on her side. But we're talking possible Standstill here. Recognize.

12 EXT. SEATTLE GRACE HOSPITAL - NIGHT

12

Derek hurries outside after Meredith, stopping her before she gets to her car. Rain pours down.

DEREK

Meredith, wait!!

MEREDITH

Go away.

DEREK

We should discuss this.

MEREDITH

Here's a thought... Um, NO. And quit following me.

DEREK

At least, let me explain...

MEREDITH

Explain??? You know when you should have explained? The night we met in the bar. Before any of the rest of it. Yeah, we should have discussed this -- THEN.

DEREK

I know how you feel...

MEREDITH

Do you? Do you know how I feel? Somehow I doubt it, because if you did, you'd shut up right now. You'd turn around, go inside, dry off, and leave me the hell alone. Because you'd realize just how close I am to getting in my car and running you down right here in the parking lot!!

A beat. And Derek does shut up, turn around, and go inside. Which is when Meredith sees George. Standing close by. He holds out his hand toward her.

(CONTINUED)

12      CONTINUED:      12

GEORGE  
Gimmie your keys.

At first Meredith resists, but George doesn't budge. And after a moment, he gently pries the keys from her fist.

GEORGE (CONT'D)  
Let's go home.

13      OMITTED      13

A13      INT. MEREDITH'S HOUSE - BEDROOM - DAY      A13

Daybreak. It's still raining.

Meredith sits on the side of her bed. She looks like hell. An "I can't believe my boyfriend's married" kind of hell.

Her corner of the bed is in disarray, while the other side is still neatly tucked. Smooth and untouched.

14      INT. LOCKER ROOM - DAY      14

The locker room bustles with activity as the interns settle in before reporting to rounds.

MEREDITH  
Addison Forbes Montgomery Shepherd.  
She has four names. Who has four  
names?

CRISTINA  
And she's a famous pediatric surgeon.

MEREDITH  
Of course she is. She's a brilliant  
world renowned fetal surgeon who  
saves unborn babies and has perfect  
red hair that clearly did not come  
out of a bottle and these really,  
really long legs. She's me. Only,  
you know, brilliant and beautiful  
and bound to Derek by marriage.

CRISTINA  
Maybe she's evil. You know, on the  
inside. A gooey evil center. Maybe  
she kills puppies.

MEREDITH  
Don't try to make excuses for Derek.  
He cheated on his wife. His perfect,  
flawless, way bigger boobs than me  
wife. If anybody's evil, it's him.

(CONTINUED)

14 CONTINUED:

14

CRISTINA

I'll get the holy water. You get the stake. We'll Buffy him out of existence.

As George spots Alex...

GEORGE

Gonna be fun watching you try to get a date around here now. *No one's* gonna hook up with the resident "Rash Boy."

ALEX

Please. I've been rash-free for weeks. You're the one who's contagious.

GEORGE

Face it. Your hospital mojo is over.

ALEX

My stethoscope has more game than you. I could score with anyone I wanted by the end of the day.

GEORGE

Wanna bet?

ALEX

Anyone.  
(spots Izzie walking  
in)  
Hell, even Izzie.

GEORGE

Not a chance.

ALEX

Could too.

GEORGE

Could NOT.

ALEX

Hey, Beauty Queen.

IZZIE

Bite me, Rash Boy.

GEORGE

Wanna bet?

(CONTINUED)

14 CONTINUED: (2)

14

ALEX  
(slaps George on the  
back)  
Dude. It's so on.

The crew is interrupted by Bailey, who barges in, unannounced.

BAILEY  
I could wait for you people to finish  
socializing, but I have surgery this  
morning and I didn't schedule it  
around your personal lives. Yang,  
you're on discharges. O'Malley,  
report to E119. Grey. Come see me  
and who was on call last night?

Alex and Izzie stand at attention. Bailey tsk-tsk-tsks...

BAILEY (CONT'D)  
(to Alex & Izzie)  
Sloppy. Sloppy. Sloppy.

She plunks a stack of patient charts down on the bench.

BAILEY (CONT'D)  
Redo these and return them to me  
before lunch. Understood?

ALEX  
(cocky)  
Understood.

BAILEY  
Karev. Do not tempt me.

The interns disperse, except Meredith, who follows after  
Bailey.

BAILEY (CONT'D)  
Somebody's popular.

MEREDITH  
Meaning?

BAILEY  
There's been a special request.  
Just for you.

A14 INT. HALLWAY - DAY

A14

PATRICIA, Richard's assistant, runs through an itemized  
"interim-chief" to-do list with Burke as Derek approaches.

(CONTINUED)

A14 CONTINUED:

A14

BURKE

(re: the list)

The Chief runs through all of this...?

PATRICIA

Before lunch. After, you've got calls to return, a budget to approve, two staff meetings and four of Richard's surgeries. In addition to your own.

BURKE

(showing no fear)

Absolutely. No problem.

Patricia snorts. Heads away.

PATRICIA

Virgins...

Derek joins Burke.

DEREK

So. Congratulations are in order...

BURKE

Don't sweat it Shepherd. I'll only be your boss a few days.

DEREK

I'm well aware of Richard's recovery time, thanks. I'm the one who operated on him, remember?

\*

BURKE

I do. He chose you to fix his eyes and me to fill his shoes so...

\*

\*

DEREK

--So clearly, he has brain damage?

\*

\*

Derek grins. So does Burke. He's enjoying this.

\*

BURKE

You're right. Congratulations are in order. And to you too. I met your wife. She's impressive.

\*

\*

\*

ADDISON

That's true. I am. Impressive.

\*

\*

They turn to find Addison -- looking fabulous, as usual. Derek is annoyed; Burke is amused. Meredith rounds the corner close by...

\*

(CONTINUED)

A14      CONTINUED: (2)

A14

                                ADDISON (CONT'D)  
                                Sorry to interrupt, Dr. Burke...

\*  
\*

                                BURKE  
                                You're never interrupting.

\*  
\*

                                DEREK  
                                She's always interrupting.

\*  
\*

                                ADDISON  
                                I'm just checking to see if Dr. Burke  
                                secured--

\*  
\*

                                MEREDITH  
                                The intern you requested?

They turn to see Meredith.

                                MEREDITH (CONT'D)  
                                Yes he did.

15      MOVED TO A17

15

FADE OUT:

END OF ACT ONE

ACT TWO

FADE IN:

16 OMITTED 16

A16 INT. JULIE'S ROOM - DAY A16

Addison examines JULIE PHILLIPS, her TTTS patient, with the doppler as Meredith checks her vitals. Julie is approximately 18 weeks into her pregnancy. Addison is all business, while Meredith tries to mask her awkwardness. Addison fires questions at Meredith, lightning fast.

\*  
\*

ADDISON

Define TTTS.

\*

MEREDITH

Twin Twin Transfusion Syndrome.  
Conjoined fetal twins.

\*

ADDISON

Connected by--?

MEREDITH

Blood vessels in the placenta.

\*

ADDISON

Meaning?

\*

Meredith hesitates a moment too long before answering...

ADDISON (CONT'D)

One twin receives too much blood and  
the other too little. Endangering  
the lives of both. I'd expect you  
to know that.

\*  
\*  
\*  
\*  
\*

Meredith dies a little.

\*

JULIE

They told me there wasn't much chance  
that anything could be done. But...

\*  
\*  
\*

ADDISON

TTTS is almost impossible to correct.  
Unless you're one of a handful of  
surgeons in the world who know how  
to separate the fetal blood vessels.  
Which, lucky for you, Mrs. Phillips,  
I am.

\*  
\*  
\*  
\*  
\*

Her warm smile makes up for her arrogance.

\*

(CONTINUED)

A16 CONTINUED:

A16

ADDISON (CONT'D)

I'm scheduling your surgery for  
tomorrow. Anything you need, ask  
Dr. Grey. From what I've seen, she's  
one of the hospital's most...popular  
interns.

Addison heads for the door, Meredith behind her.

MEREDITH

I knew the answer. To your question.  
If you'd given me a minute...

A beat. Addison eyes Meredith.

ADDISON

Chin up, Dr. Grey. I'm tough on  
everyone. Not just the women my  
husband sleeps with.

(beat)

Order an ultrasound, pre-op labs  
including a quantitative beta HCG.  
Watch her blood pressure - can't  
afford to let it get any higher.

Close on Meredith's look as Addison leaves...

17 INT. RICHARD'S ROOM - DAY

17

George arrives at E119 to discover -- it's Richard's room.

Richard sits up in bed, his spectacles balanced over his  
bandaged head as he flips through papers -- in essence still  
trying to run the hospital from his recovery room.

RICHARD

Good. You're here. Let's get  
started.

(CONTINUED)

17 CONTINUED:

17

GEORGE

Okay...

George begins examining Richard's face. Richard raises an eyebrow.

RICHARD

O'Malley. You are touching me.

GEORGE

Well...yeah. No?

(CONTINUED)

17 CONTINUED: (2)

17

RICHARD

Listen very carefully. As long as I'm in here, I won't know what's happening out there. With my doctors. My patients. My hospital. You are my eyes, today. My ears. I want you to be a sponge.

GEORGE

A sponge.

RICHARD

You report any and everything happening in this hospital to me.

GEORGE

I'm an *investigative* sponge...

RICHARD

I'm not fooling around, O'Malley. Too much has been happening lately under my radar. It stops today.

A17 INT. SURGICAL FLOOR/THE BIG BOARD - DAY

A17

Taking his duties to heart, George "casually" lurks -- easing up to various conversations as inconspicuously as he can...

Burke is in a hurry, but Derek tracks him down...

(CONTINUED)

A17 CONTINUED:

A17

DEREK

You gave Grey to Addison? You're sure about that?

BURKE

It's not your call, Shepherd. And for the record, I'm always sure.

\*

Burke is dismissive -- keeps moving...

BURKE (CONT'D)

Did you need me for something? Because as the new Chief...

DEREK

Interim chief.

BURKE

I am awfully busy.

DEREK

Ever attempt a Standstill operation?

Burke stops. Derek has his attention.

DEREK (CONT'D)

I have a good candidate. But I have to have someone good oversee the heart while I work on the brain. What I need--  
(hating this...)  
--is your help.

B17 INT. JOE'S NEURO ICU ROOM - DAY

B17

Burke and Derek explain the Standstill operation to Joe while Cristina makes notes in the chart. As much as they try to mask it, things are now a little awkward between Burke and Cristina...

Nearby Joe's area, George is visible, clearly listening in...

DEREK

It's the location of your aneurysm that's tricky. Ordinarily, it would be inoperable. But with a Standstill operation...you have a chance.

BURKE

Your body temperature will be lowered cool enough to protect your organs from damage -- and to stop your heart--

(CONTINUED)

B17 CONTINUED:

B17

DEREK

--Which stops blood flow to your brain and reduces the risk of rupture. Like this, I'll have 45 minutes to clip the aneurysm--

BURKE

Before I step in. To get your heart pumping again...

JOE

You want to freeze my body, drain my blood, stop my heart...

DEREK

And bring you back.

JOE

In under 45 minutes?

(beat)

If you go over, is it free?

BURKE

Dr. Yang. I'll need you to handle the pre-op labs, and--

As Burke exits with Cristina, he stumbles over a hovering George.

GEORGE

Sorry, Dr. Burke. Sorry...

Burke shoots him a look, and heads out. George lags behind - still trying to look casual, still able to overhear as...

JOE

You're killing me.

DEREK

We prefer to use different terms, but clinically speaking, yes.

JOE

I was speaking figuratively. -- How much?

DEREK

I'm sorry?

JOE

How much does something like this cost?

(CONTINUED)

B17 CONTINUED: (2)

B17

DEREK

You shouldn't worry about that now-

JOE

Hey, you say you can kill me and bring me back, I believe you. You're a doctor. Me, I run a bar. I got no insurance and every day I'm in here I'm losing money. So I'm not worried about the surgery as much as what to do when I survive it. I need a number. Ten grand? Twenty? Thirty?

Derek hesitates.

DEREK

A couple hundred grand.

A long beat as Joe takes that in. So does George. He may have begun listening in as Richard's 'sponge,' but this is news that genuinely means something to him.

18 OMITTED

18

A18 INT. INTERN WORK AREA - DAY

A18

Alex and Izzie sit at the table, surrounded by their stacks of charts and papers. Izzie works steadily. Alex looks over the stack at the chart Izzie's filling out...

ALEX

You have really nice handwriting. Mine's crappy. If I were to pay you...

IZZIE

In case you hadn't noticed, I'm ignoring you.

ALEX

I had noticed. Only by answering me, you aren't *really* ignoring me, are you?

IZZIE

No. I'm *really* ignoring you.

ALEX

Did you hear? They're doing a *Standstill* surgery today. On Joe.

IZZIE

Yeah.

(MORE)

(CONTINUED)

A18 CONTINUED:

A18

IZZIE (CONT'D)

I heard it last night while you were *sleeping* instead of filling your *charts* out properly.

(holding up a folder)

These were *your* patients last night, not mine. And you don't even care.

ALEX

You want me to nail my palms to wood because I needed a little sleep?

IZZIE

It's not fair. Two major surgeries today. Two *incredible* surgeries. And I'm stuck doing paperwork with Evilspawn.

\*

ALEX

I'm not that evil. Unless you like evil.

Izzie stares at him.

IZZIE

Oh, please. Seriously, you're flirting with me? Seriously?

ALEX

I have a certain charm, admit it.

IZZIE

Do you ever wake up in the morning, realize nobody likes you and, oh, I don't know -- care?

Alex gives her a little grin.

ALEX

Oh, I think somebody likes me.

IZZIE

You're like, an insect. Or something that slithers.

ALEX

You say that like it's a bad thing.

19 MOVED TO A16

19

A19 OMITTED

A19

20 MOVED TO B17 20  
21 INT. JULIE'S ROOM - DAY 21

Meredith performs Julie's ultrasound. Julie eyes her.

JULIE

What *does* it take to go after another woman's husband?

MEREDITH

Excuse me?

JULIE

Happened to me. Jeff moved in with the long-legged mini skirt who answers his phones. Three weeks into my pregnancy -- By the way, that gel is really cold.

\*

MEREDITH

Sorry.

(beat)

I'm sorry. About your husband.

JULIE

Are you sorry about Dr. Montgomery Shepherd's husband?

(CONTINUED)

21 CONTINUED:

21

Meredith tries to ignore the comment. Continues as professionally as she can...

MEREDITH

I'll be checking a few things today...

JULIE

I bet she asked to work with you.  
It's what I would have done.

MEREDITH

...your twins' heart rates, fluid levels--

\*

JULIE

When I found out about the mini-skirt?  
I called her up and took her to lunch.

\*

\*

MEREDITH

Fetal location. Ovaries...

JULIE

I was perfectly civil, told her I didn't hold it against her. That these things happen. But really? I just wanted to put a face on the bitch who got my husband to throw away 15 years of marriage.

\*

\*

\*

\*

\*

\*

MEREDITH

I'm going to go check on your labs.

\*

\*

And she leaves, flustered.

\*

22 INT. JOE'S NEURO ICU ROOM - DAY

22

While Alex pops in to say hello, a steady stream of hospital staff wish Joe well...

ALEX

They told me you were dressed in a nightgown but I had to come see it for myself.

JOE

Heard O'Malley laid you out cold.  
Nice eye.

A NURSE brings him a big gift basket of brownies and cookies as we see George round the corner...

JOE (CONT'D)

Who sent that?

(CONTINUED)

22 CONTINUED:

22

NURSE

We all pitched in. The whole floor.

JOE

(pleased)

Please give the whole floor a big  
thank you!

He grins until the nurse is gone. Then his smile fades. As Alex immediately rips open the cellophane & digs into the basket's contents... which attracts George's attention.

JOE (CONT'D)

Alex. You gotta get me out of here.  
Maybe transfer me to a county hospital  
or something.

ALEX

Dude, you don't want to go to County.  
Here, they know how to kill you and  
bring you back. At County, they  
just know how to kill you. No joke.

JOE

I can't afford this place. I'm gonna  
lose my bar--

(re: the brownie)

Ok, That's mine.

ALEX

(mouth full)

First things first. We're going to  
start by trying to save your life--

JOE

The bar IS my life. You know that.  
You've spent last call there with me  
practically every night since you  
moved here... I'll have to shut it  
down. Or sell it...

We see the news sink in on George's face...

ALEX

Can't do that. The place is an  
institution.

JOE

You know, I've owned that bar across  
the street for fourteen years. And  
I've never even been inside this  
hospital 'til now.

ALEX

Look. I'll pay my tab. Right now.  
That's gotta be good for-- something,  
right? How much is it?

(CONTINUED)

22 CONTINUED: (2) 22

JOE  
Close to a grand.

Alex pauses.

ALEX  
Um... How 'bout I pay half?

George continues to hover nearby - still struck by Joe's dilemma... when Joe spots him.

JOE  
Hiya, Champ!

This startles George a bit, but he waves and heads toward Joe...When George sees the look on Alex's face (in response to George being called 'champ') -- George flees.

23 OMITTED 23

24 INT. STAIRWELL - DAY 24

Cristina heads up the stairs. Passing Burke as he heads down. Burke doesn't even acknowledge her presence.

CRISTINA  
Hey. You don't speak now that you're Chief?

Burke pauses. Eyes her. Then moves to continue down the stairs.

CRISTINA (CONT'D)  
Burke...

BURKE  
What do you want?

CRISTINA  
What?

BURKE  
What do you want? You don't want to go out to dinner. You don't want to meet me in the on call room. You sure as hell don't want to talk to me. I could pretend I know but...hey, I don't even know your phone number. So, tell me. What do you want?

Cristina is startled, a deer in headlights.

CRISTINA  
Don't yell at me.

(CONTINUED)

24      CONTINUED:

24

He starts to leave.

CRISTINA (CONT'D)

We're having a conversation here.

Burke turns back, frustrated.

BURKE

WHAT DO YOU WANT?!

CRISTINA

I DON'T KNOW!

A long beat. Burke grabs her, kisses her. Hard.

BURKE

Figure it out.

And he goes. Cristina leans against the wall. Confused.  
Conflicted. And yeah, okay, kinda breathless.

And then we PAN up to see...

(CONTINUED)

24      CONTINUED: (2)      24

...George. Perched, mid-stride - on the stairway. Uh oh.

With a silent "what the hell was THAT" look, George turns on his heel and makes a stealthy retreat.

25      INT. NEONATAL FLOOR - DAY      25

George stands alone, staring at the newborn babies.

GEORGE

(to himself)

Hi, Chief. No, not much going on -- other than your interim chief making out with my friend in the stairwell, but hey. Besides that...

(beat)

Sponge Duty sucks.

MEREDITH

Talking to yourself?

GEORGE

Yes. No. I mean -- Dammit! I'm a bad sponge. A leaky kind of sponge. I'll leak all the wrong secrets. Because I'm a bad liar. See? I can't even lie about talking to myself.

(noticing Meredith)

You look nice today.

MEREDITH

Wore my new lip gloss. Because my ex-boyfriend's wife is like Isabella Freakin' Rosselini and I'm like...me. I'm trying to outdo her when she's the victim here. How ridiculous is that?

GEORGE

Not ridiculous. Smart. Gloss, for instance, prevents chapped lips and do you really mean EX-boyfriend?

MEREDITH

I'm an evil mistress.

GEORGE

Still. You look nice.

(CONTINUED)

25      CONTINUED:

25

MEREDITH  
 (softening)  
 Thanks, George.  
 (beat)  
 What are you doing here?

George starts to speak. Stops. Starts again. Stops again.

MEREDITH (CONT'D)  
 Ok, O'Malley. Out with it.

GEORGE  
 (clears his throat)  
 Can you think of a reason - any reason  
 at all, really - why Cristina would  
 be kissing Burke?

Meredith's head whips around to stare at George.

26      INT. ELEVATOR - DAY

26

Cristina's inside the elevator. We get the feeling she's  
 been riding up and down for a while.

Elevator stops. The doors open and -- there stands Meredith.

CRISTINA  
 You getting in or what?

Meredith arches an eyebrow, and walks inside.

MEREDITH  
 (irritated)  
 How do you decide what information  
 to *share* with the people in your  
 life? Is there a formula to it?  
 Some list of rules?

Cristina's preoccupied.

CRISTINA  
 What?

MEREDITH  
 (getting angrier)  
 Example: I've told you lots of things.  
 About me. About work. About Derek,  
 now his wife. Clearly you don't  
 extend the same courtesy to me. So,  
 really. I'm curious.

CRISTINA  
 About...?

(CONTINUED)

26 CONTINUED:

26

MEREDITH

Whether or not you've told Burke  
you're pregnant with his baby?

Off Cristina's disbelief...

DING! The elevator doors open.

FADE OUT:

END OF ACT TWO

ACT THREE

FADE IN:

27 INT. HALLWAY - DAY

27

Meredith and Cristina continue their conversation.

MEREDITH

After all this time. All your warnings about me sleeping with *my* boss... And the whole time, you're doing the same thing.

CRISTINA

It's not the same.

MEREDITH

It's exactly the same.

CRISTINA

No. It's not. You and McDreamy are in a relationship.

MEREDITH

And you and Burke are in...?

CRISTINA

Switzerland. It's neutral there. And they have nice watches.

Translation: "none of your business."

MEREDITH

God, have you even bothered to tell Burke about the baby? Are you going to?

CRISTINA

Look, Meredith...can we not go there? Can everyone just accept the fact that I like to keep some things to myself? That I don't discuss everything to death?

MEREDITH

Why did you bother to confide in me? If you're so intent on not discussing this? Why tell me at all?

She turns and walks away...

28 INT. JOE'S PRE-OP ROOM - DAY

28

Cristina makes a beeline across Joe's room and into...

(CONTINUED)

28      CONTINUED:

28

His bathroom. Where she vomits into his toilet. She rinses her mouth out and resumes her place at Joe's bedside to examine him pre-op -- as if nothing just happened.

JOE

Hiya, sunshine.

CRISTINA

Deep breath.

(CONTINUED)

JOE

Morning sickness must suck.

CRISTINA

Try all day sickness. And hey -- just so we're clear -- do not share a word of what you heard last night to anyone. Not about me. Not about Meredith. Not about Meredith and Dr. McDreamy--

JOE

(warning her)

Hey, Dr. Burke.

Cristina spins around, and sure enough. Burke has entered the room. He's overheard the last few sentences of Cristina's comment but he doesn't let on. He flips through Joe's chart. Without missing a beat, Cristina launches into her presentation. There's tension here but she's a pro.

CRISTINA

Vital signs stable overnight. Today's CT shows no re-bleeding. EKG shows normal sinus rhythm with no signs of ischemia, no dysrhythmias.

BURKE

Looking good. Page me if anything changes.

Cristina looks for a reaction from Burke - anything to tell her if he overheard her... but there's nothing. Joe looks curiously at Cristina - then at Burke, back to Cristina... and easily puts two & two together about them. So when Burke leaves...

JOE

You gonna tell him he's a Daddy or what?

CRISTINA

Shut up.

Bailey walks quickly, making notes in a chart when Burke corners her, trying to act casual. George hovers nearby.

BURKE

Gotta second?

BAILEY

(not looking up)

Depends on what you need.

(CONTINUED)

29 CONTINUED:

29

BURKE

(looking over his  
shoulder)

Who the hell is Dr. McDreamy?

Bailey looks up slowly. Looks across the hall to where Derek and Addison are rounding the corner. She looks back at Burke.

BAILEY

Me. I'm Dr. McDreamy. I'm tall,  
I'm handsome and I like to lean  
against things and ponder the  
difficulties of dating beautiful  
women.-- I'm trying to be a surgeon  
here.

Bailey stomps off, leaving Burke there watching...

Derek and Addison.

DEREK

That took nerve. Requesting Meredith.

ADDISON

She came highly recommended.

DEREK

Right.

ADDISON

So you don't recommend her?

DEREK

I didn't say that.

ADDISON

Just not for her medical skills.

DEREK

Shut up.

Meredith makes her way toward them both.

MEREDITH

Dr. Montgomery Shepherd.  
(uber professional)

I've done the preliminary workups  
and prepped her for your ultrasound.

\*

\*

ADDISON

Let's go.

(CONTINUED)

29 CONTINUED: (2)

29

DEREK

Meredith--

MEREDITH

Don't.

Burke is still there - letting what he's just seen sink in... A beat, and he turns to find himself face to face with George. Who instantly pretends to examine something innocuous on the desk.

A29 INT. RICHARD'S ROOM - DAY

A29

Richard signs, exchanges, and shuffles through a variety of administrative documents - handing them off to George as they speak. He shoves aside an unappetizing tray of chicken broth and Jell-O...

RICHARD

What's your report?

GEORGE

No report. Very quiet today, sir.

RICHARD

There's no news? Gossip? Surgeries I should know about? What's the buzz, O'Malley.

GEORGE

(cuts him off)

No buzz. Not in the halls. Not in the OR. Not in the stairwell... Really nothing happening in the stairwell-- I should go.

George turns to leave. Pauses.

GEORGE (CONT'D)

Actually. There is something.

RICHARD

Burke and Shepherd marking territory on the playground?

GEORGE

No, sir. It's about Joe. Their patient.

B29 INT. INTERN WORK AREA - DAY

B29

Izzie continues working on the charts. Alex lies on the table. Staring at her.

ALEX

You're really beautiful.

(CONTINUED)

B29 CONTINUED:

B29

C29 INT. RICHARD'S ROOM - DAY

C29

A grumpy Richard shoos a nurse away as she tries to adjust his IV...

RICHARD

We're surgeons, O'Malley. We operate on our patients. That's it.

GEORGE

I know, but...

RICHARD

I sympathize. I do. But solving Joe's finances is my not my job. It's not your job. And it's sure as hell not the job I assigned you today!

GEORGE

Just seems so wrong for us to cut him open, sew him up, then leave him left -- with nothing.

RICHARD

If we can save his life, we'll hardly be leaving him with *nothing*. Now...

Nods his head toward the door.

(CONTINUED)

C29 CONTINUED:

C29

RICHARD (CONT'D)

Get out there and find me some REAL information.

George does as he's told. Turns and heads out the door. Only... Burke is waiting for him. Causing George to mis-step.

BURKE

O'Malley.

30 INT. JULIE'S ROOM - DAY

30

Addison performs an ultrasound. Turns the screen to Meredith.

ADDISON

What do you see?

MEREDITH

Um...

JULIE

(under her breath)

Any day now...

MEREDITH

Bilateral pleural effusions with evidence of sub-Q edema...

JULIE

In English, please?

ADDISON

(trying to comfort)

Don't be alarmed, but we've detected what looks like the beginning of heart failure in the twins.

\*  
\*

JULIE

Are my babies going to be ok??

\*

ADDISON

I'm going to take you into surgery now. We're not going to wait.

\*  
\*

(to Meredith)

Book the OR. MOVE.

\*  
\*

A30 OMITTED  
THRU  
D31

A30  
THRU  
D31

E31 INT. RICHARD'S ROOM - DAY

E31

Richard is busy shuffling through papers on his lap when Burke walks in. Takes a seat.

BURKE

You're going stir crazy, aren't you?

RICHARD

Don't you have a department to run?

BURKE

Cooped up in here. With your robe.  
Your IV. Half your office spread  
out over your lap...

RICHARD

Have you tasted the Jell-O they're  
trying to feed me in here?

BURKE

I knew you'd pick me. To be Chief.

RICHARD

Keep your ego in check.

BURKE

Oh, my ego is checked. It's  
just...good to be the King.

Richard puts down his paperwork. Gives Burke his full attention.

RICHARD

Preston, I know you're enjoying  
yourself now. It's a power-kick,  
being Chief. You are never more  
surrounded. And never more alone.  
You're everyone's father, everyone's  
boss and no one's friend. The choices  
you make...clean slices, neat  
stitches. No emotions. No  
compromise. No personal life.

He trails off...

BURKE

Richard...

(CONTINUED)

E31      CONTINUED:

E31

RICHARD

I just had brain surgery. I'm surrounded by fruit baskets. And the only people who've been in this room have come to kiss my ass. I gave YOU this shot for a reason, Preston. You and I..we're the same. Whatever anyone says about us, we put the job first.

Close on Burke as this sinks in...

F31      OMITTED  
THRU  
37

F31  
THRU  
37

38      INT. GALLERY - DAY

38

The surgical gallery is crowded with interns, doctors...

Izzie sits toward the front, munching a granola bar. She has papers all over her lap. Bailey slips into the back, next to George, who pours over the hospital manual.

BAILEY

Can't see much from back here, O'Malley.

GEORGE

I know.  
(re: his reading)  
Trying to find a loophole to help Joe...  
(off Bailey's look)  
You know Joe?

BAILEY

(mysterious)  
Oh, yeah. I know Joe.

George waits for her to elaborate, but it seems like she isn't planning on it, when...

BAILEY (CONT'D)

I was the only female intern my year. And I didn't know anybody. And nobody knew me. Except Joe. He knew me.

(CONTINUED)

38      CONTINUED:

38

                  GEORGE

          Oh. OH. So, you and Joe like...?

She looks at George like he's from another planet...

                  BAILEY

          All you people think about is getting  
          into somebody's pants. You're nasty.  
          That's why you got syphilis. -- Joe  
          was the first person here to tell me  
          I'd make a good surgeon. Not that  
          he knew anything about it but...it  
          was something. When I had nothing.

Alex slips in, shoving his way through the crowd to grab a  
seat next to Izzie. He notices she's eating...

                  ALEX

          You brought snacks?

                  IZZIE

          Working lunch.

                  ALEX

          Snacks to watch Joe *die*.

                  IZZIE

          He's not going to DIE die. They'll  
          bring him back.

                  ALEX

          He is going to DIE die. No PULSE  
          pulse. He's going to be DEAD dead.

                  IZZIE

          It's a granola bar, Alex. Not a  
          super-sized bag of popcorn and a box  
          of milk duds.

                  GEORGE

          That's it! Dead!

Then something clicks on George's face. He jumps up. And  
bolts from the room before surgery has begun...

39      INT. SCRUB ROOM - DAY

39

Meredith and Cristina both scrub in -- each for their separate  
surgeries. Things are tense. Water. Soap. Silence...

(CONTINUED)

39      CONTINUED:

39

MEREDITH

I thought we were friends.

CRISTINA

We are friends.

MEREDITH

Are you planning to talk to Burke?

CRISTINA

You planning to talk to Derek?

A beat of silence. Meredith snorts, frustrated.

MEREDITH

As much as I've confided in you...  
you've told me--

CRISTINA

Nothing? Are you serious?

MEREDITH

Fine. Don't listen to me. But for  
what it's worth, look at me. I'm  
like the poster child for what happens  
when someone you care about keeps  
the wrong secrets from you.

CRISTINA

No. You're the poster child for  
what happens when the wrong secrets  
come to town, invade your job, and  
request you as their personal intern.

And she heads into surgery, where...

40      INT. OR #1 - DAY

40

Cristina joins Burke and Derek. Joe lies on the table. The  
first part of surgery is underway. Derek has exposed a  
portion of the aneurysm. It looks like a dark red balloon,  
ready to burst. And the room itself is already very cold.

DEREK

That's as far as I can go for now.  
Let's start cooling.

The nurses begin packing Joe's body with ice, etc. to cool  
it...

SCRUB NURSE

95 degrees, and dropping.

They begin cooling Joe's body, marking the temperature as it  
drops slowly degree by degree.

41 INT. OR #2 - DAY

41

Meredith enters the TTTS surgery room. Pre-op lights are up, and Addison readies her instruments...

The surgery is displayed on a monitor thanks to the tiny fetoscopic camera Addison uses to guide her movements.

As Meredith takes her place beside Addison...

ADDISON

Time to work. We'll begin with a three millimeter incision...

Carefully, Addison makes the first tiny incision into Julie's abdomen.

Room lights are dimmed, leaving Julie's belly - Addison's operating field - brightly lit. Meredith watches intently, then looks up, studying Addison's face in the dark.

Addison slowly shifts her gaze, and catches Meredith's eye.

ADDISON (CONT'D)

How you doing there, Grey?

Meredith reacts the way anyone caught staring reacts - with a start.

MEREDITH

Good. I'm good.

42 INT. OR #1 - DAY

42

Meanwhile, Joe's body is still cooling down. As his blood is slowly being drained...

BURKE

(quizzing Cristina)

We stop the bloodflow...?

CRISTINA

To protect the brain. Operate in a bloodless field so the aneurysm won't rupture...

BURKE

And cool the body...?

CRISTINA

To induce hypothermia. Keep the tissue viable until blood is restored...

The monitors buzz.

(CONTINUED)

42 CONTINUED:

42

SCRUB NURSE

Body temp is at 60 degrees.

Above, we see the crowded gallery is completely still. All eyes on the surgery...

BURKE

Okay, Joe. Time to die.

Burke turns off the heart-bypass pump. The wheels stop turning... We hear it powering down. And...

SCRUB NURSE

Flatline.

DEREK

We've got forty-five minutes, people.

BURKE

Start the clock.

FADE OUT:

END OF ACT THREE

ACT FOUR

FADE IN:

A42 OMITTED

A42

43 INT. OR #1 - NIGHT

43

Music plays as Derek works. The aneurysm now appears deflated, not bulging.

Above, the gallery audience sits in rapt attention...

Derek makes microscopic movements and Burke monitors Joe's heart.

DEREK

(to Burke)

So what's your "Joe" story? Seems like everybody around here has one. What's yours?

BURKE

You first.

DEREK

OK. I went to Joe's place the night before I started work here. I'd only been in town a few days and... I met a woman there.

Cristina looks at Burke. Burke looks at Cristina. It's a moment.

DEREK (CONT'D)

I got drunk and she took advantage of me. Or she got drunk and I took advantage of her.

(savoring the memory)

Either way, we both took advantage. I like to think of it as my introduction to Seattle.

(beat)

Now your story.

BURKE

Oh, I don't have one. I just wanted to hear yours.

AA43 INT. LIBRARY - NIGHT

AA43

George works diligently -- on the phone, leafing through a hospital manual, typing furiously at the computer...

(CONTINUED)

AA43 CONTINUED:

AA43

GEORGE

(into the phone)

So, technically, it just needs to be submitted by midnight on the day of the surgery to be considered...?

George checks his watch, and begins typing faster.

A43 INT. GALLERY - NIGHT

A43

Everyone watches the surgery - it feels like a sporting event.

ALEX

You think I'm an ass. That I hook up with women for sport.

IZZIE

How long has he been under so far?

ALEX

Thirty three minutes. But with you, it'd be different.

IZZIE

It's going too slowly.

ALEX

I know... If anything, you'd probably be using *me*.

(beat)

And, I've been told I *am* good...

IZZIE

I hope Joe can pull through this.

ALEX

(suddenly dead serious)

He can. He will.

(beat)

He has to.

Off Alex's tone, Izzie shifts her eyes from the surgery below, and looks right at Alex. Studies him.

And then her attention shifts again as the entire gallery leans forward.

BAILEY

Uh-oh.

44 MOVED TO AA43

44

45 OMITTED 45  
AND AND  
46 46  
47 INT. OR #1 - CONTINUOUS 47

DEREK

Dammit. The clamp won't hold.

The mood chills. The Gallery above goes still as...

DEREK (CONT'D)

I'll have to go in from a different angle.

BURKE

Time remaining?

CRISTINA

17 minutes.

DEREK

Time to make the next 17 minutes count.

And the team goes into action.

48 INT. RICHARD'S ROOM - NIGHT 48

Richard reads a handful of pages. Stops. Looks up at George, who shifts his weight uneasily..

RICHARD

So, in essence, you want to donate Joe's body to science???

GEORGE

At least--  
(checks his watch)  
For the next seventeen minutes.

RICHARD

(reading)  
Privately funded grant.

GEORGE

For educational purposes. We're a teaching hospital -- the Standstill surgery qualifies...

RICHARD

Didn't have you pegged as the type to ignore my instructions, O'Malley.

(CONTINUED)

48 CONTINUED:

48

GEORGE

All due respect, sir, it's worth a shot. Worst case scenario - they turn us down. But this is somebody's *life*.

RICHARD

It's *always* somebody's life, O'Malley.  
(over his glasses)  
You're hovering. You can leave now.

49 INT. JULIE'S ROOM - NIGHT

49

Meredith and Addison finish checking on Julie after her operation. They are about to leave the room...

ADDISON

Your babies are doing very well.

Julie sighs in relief...

ADDISON (CONT'D)

Dr. Grey will be back in to check on you later...

JULIE

Actually - I'd prefer it if Dr. Grey were taken off the case.

ADDISON

Is there a problem?

JULIE

She just reminds me of someone I don't like very much - someone my husband likes a lot. Particularly in lingerie. Having her here is just... wrong.

(beat)

You understand.

Meredith stiffens. Addison pauses... and then:

VERSION #1

ADDISON

I understand.

(beat)

I understand that you are completely out of line. I don't know the situation with your husband, but I do know the situation with mine.

(MORE)

(CONTINUED)

49 CONTINUED:

49

ADDISON (CONT'D)

And I certainly know that Dr. Grey's care on this case may have helped save your babies' lives, so - frankly, if there is a wronged woman in this room right now, it's Dr. Grey.

VERSION #2

ADDISON (CONT'D)

I lack Dr. Grey's class and her patience, so I'll set the record straight. My husband didn't cheat on me. I cheated on him. If anyone is the wronged woman here, it's Dr. Grey. And, seeing as how she put up with your abuse all day long without complaint and still gave you the best medical care possible, I think you owe her one hell of an apology.

(CONTINUED)

49 CONTINUED: (2) 49

And with that, Addison marches out, leaving both Meredith and Julie a little stunned.

50 INT. HALLWAY - NIGHT 50

Meredith follows Addison into the hallway.

VERSION #1

MEREDITH

What did you mean? When you said that I am the wronged woman?

ADDISON

Under different circumstances, we might have been friends. Instead...

VERSION #2

MEREDITH

You cheated on Derek? Why didn't you say anything? Before. I mean, I went the whole day thinking...

ADDISON

Look, under different circumstances, we might have been friends. But we're not. So...

And for the first time, Addison looks a little tired. A little devastated. And suddenly we get that she's not as tough as she seems. It's a brief flash and then Addison's cool and calm again. Whatever she might have said is going to stay unsaid. She gives a brief nod.

ADDISON (CONT'D)

Nice to have you on the team today, Grey.

Addison walks away, as George passes by. He stops. Watches Meredith watch Addison leave. A beat then:

GEORGE

She's really ugly. All that red hair. And tall. It's weird to be that tall, don't you think? Obviously, she's some kind of circus freak.

Slowly a smile spreads across Meredith's face. She plants a kiss on George's cheek.

MEREDITH

How much do I love you right now?

(CONTINUED)

50 CONTINUED: 50

And she saunters off... leaving George. Hoping once more.

51 INT. OR #1 - NIGHT 51

CRISTINA  
Eight minutes.

BURKE  
We need to start the re-warming.

(CONTINUED)

51      CONTINUED:

51

DEREK

That's it.

BURKE

You're sure.

DEREK

(smiling)

I'm always sure. Good work, everyone.

(to Burke)

You're up, Chief.

Burke nods. A moment between them. Derek acknowledging Burke. And then Burke takes over, barking orders to the cardiac unit.

BURKE

Come on, people. Let's grab Joe before he decides to go into the light. Start warming him up. Turn the pump on-- watch cerebral perfusion pressures. Keep MAP greater than 60...

And the team goes into action...

52      OMITTED

52

53      INT. OR #1 SCRUB ROOM - NIGHT

53

The Standstill surgery is over. The team filters out. Cristina hangs back until she is alone with Burke.

CRISTINA

(awkward)

That was the single most amazing surgery I've ever witnessed. You killed a man and brought him back to life. You raised the dead. What does that feel like? I mean...do you get a rush?

BURKE

Like you wouldn't believe.

A beat. Then Cristina smiles.

CRISTINA

You still have those reservations? Because, you know, I could eat...

BURKE

There's something we should discuss.

(CONTINUED)

53      CONTINUED:

53

CRISTINA

Actually, yeah. There is. I've  
been going back and forth about this.  
But...we do need to talk.

(CONTINUED)

53 CONTINUED: (2)

53

BURKE

It's pretty clear.

CRISTINA

It is?

BURKE

We've been fooling ourselves - to think we could continue like this without consequences...?

CRISTINA

Consequences...

BURKE

We have careers to think about. Reputations. We're both about the job. You're very focused. I respect that.

CRISTINA

Thank you.

BURKE

You're welcome.

A beat.

CRISTINA

(realizing)

You're breaking up with me.

BURKE

It's probably best for us to just make a clean break.

CRISTINA

We're breaking up.

BURKE

Before things get too involved. Before it gets...

CRISTINA

Messy. Right. That would be bad.

BURKE

It's nothing personal.

CRISTINA

No. Nothing personal.

(CONTINUED)

53      CONTINUED: (3)

53

She walks out of the scrub room.    And Burke sags against the  
sinks.    That was hard.

FADE OUT:

END OF ACT FOUR

ACT FIVE

FADE IN:

54 OMITTED 54  
A54 MOVED TO A55 A54  
55 INT. RICHARD'S ROOM - NIGHT 55

Richard sits alone. Sees George hovering by the door...

RICHARD

Get in here, O'Malley.

George sits. Starts pouring his heart out.

GEORGE

Okay. I tried. I really tried.  
But there's a lot of stuff happening  
out there. Stuff I can't tell you.  
No. Stuff I won't tell you. CRAZY  
STUFF. Stuff I am going to have  
nightmares about. But I'm not telling  
you about any of it. Because it  
doesn't matter. Not when there's a  
guy out there who we all know and  
love who's going to be bankrupt  
because he needed a surgery to save  
his life. And I spent the whole day  
working on it.

RICHARD

O'Malley-

George is sweating bullets. But he's holding firm.

GEORGE

Let me finish. You're wrong, sir.  
Now you can fire me or bring me up  
on disciplinary action or whatever  
but I'm telling you, Joe deserves-

RICHARD

Deserves our help.

He waves the proposal.

RICHARD (CONT'D)

You just couldn't help yourself,  
could you. Whether or not this would  
win you any points -- even from me.

Richard hands George the papers.

(CONTINUED)

55 CONTINUED:

55

RICHARD (CONT'D)

I signed the request. Give it to  
Patricia, she'll know what to do.  
Looks like Joe may keep his bar after  
all...

GEORGE

Thank you, sir.

George heads for the door.

RICHARD

O'Malley. If you ever yell at me  
again, I'll snap you like a twig.

GEORGE

Yes, sir.

It may not be a glamorous surgery, but winning the respect  
of the Chief is not exactly a bad way to end the day...

A55 OMITTED

A55

56 INT. HOSPITAL CORRIDOR - OUTSIDE JOE'S ROOM - NIGHT 56  
Izzie heads to the locker room when she stops, noticing:  
Joe's recovery room. Alex is inside...

57 INT. JOE'S POST-OP ROOM - NIGHT 57  
Joe's awake -- barely.

JOE  
(groggy)  
Thought I might see your ugly mug  
tonight... You hear the news?

58 INT. HOSPITAL CORRIDOR - OUTSIDE JOE'S ROOM - NIGHT 58  
George passes by as--

ALEX  
(yelling, from inside)  
O'MALLEY!

(CONTINUED)

58 CONTINUED: 58

George stops short. Cringing a little. Then backs up slowly and steps into Joe's room, where --

Alex grabs George by the shoulders. George looks worried. Really worried. So does Izzie.

ALEX (CONT'D)  
 Heard what you did, *champ*.

A beat. And Alex gives George a full-on, manly-man bear hug.

Close on: Izzie. As she watches, genuinely touched. She cocks her head & a smile curls at her lips. And Izzie keeps watching from the corridor.

MEREDITH (V.O.)  
 They say, practice makes perfect.

59 OMITTED 59

60 EXT. DEREK'S TRAILER - NIGHT 60

The rain has stopped. Derek sits beside the trailer -- drinking a beer, looking like a man whose wife showed and whose girlfriend is livid. When Meredith walks up (or pulls up in her car, whatever the location deems).

A long, long beat where neither says anything.

DEREK  
 What did she tell you?

MEREDITH  
 Enough to make me drive out here when it's the last thing I wanted to do.

Derek finishes his beer. Then:

DEREK  
 Fine. I had the perfect marriage. With a perfect wife. We lived in a perfect brownstone on the Upper West Side. A lot of perfect. One night, I park my car and I unlock my front door and I go inside my house. And something is different. Nothing is different, everything is the same but still...something is different.  
 (MORE)

(CONTINUED)

60 CONTINUED:

60

DEREK (CONT'D)

It takes me a while of just standing there. And I know. I just...-- there are moments for me. Usually in the OR. When I just...know what's going to happen next.

(beat)

You wanna beer?

As Derek retrieves the beer, Meredith moves to take a seat, next to him, on the corner of his deck. Derek returns, sits.

DEREK (CONT'D)

So I go upstairs and I walk down the hall. I'm prepping myself. For what I know I'll see when I walk into my bedroom. Then...on the floor in hall, I step on a man's jacket that doesn't belong to me. And everything I think I know just... shifts. Because the jacket that doesn't belong to me is a jacket I recognize. And what I know now is that when I walk into my bedroom, I'm not just going to see that my wife is cheating on me. I'm going to see that my wife is cheating on me with Mark. Who happens to be my best friend. Nothing is perfect and everything is different and...

(beat)

The whole thing is so...pedestrian... common...dirty. And cruel. Mostly just cruel. So I left and I came here and...

MEREDITH

And you met me.

He looks at her.

DEREK

And I met you.

MEREDITH

You could have told me. Before. I would have understood.

DEREK

Would you?

(MORE)

(CONTINUED)

60 CONTINUED: (2)

60

DEREK (CONT'D)

If I had walked up to you that night in Joe's bar and told you that story, you would have understood? You would have said, yeah, okay, this is the guy for me.

MEREDITH

You could have given me the chance.

DEREK

And now it's too late.

MEREDITH

What was I to you? The girl you screwed to get over being screwed?

Derek says nothing. Meredith shakes her head.

MEREDITH (CONT'D)

You're right. It's too late.

Meredith turns, begins to walk away.

DEREK

You were like coming up for air. I was drowning. And you...you saved me. That's all I know.

A beat. Meredith can barely say the words...

MEREDITH

That's not enough.

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

Theory is, the more you think like a surgeon, the more you become one.

61 OMITTED  
AND  
62

61  
AND  
62

63 INT. EMERALD CITY BAR - NIGHT

63

The bar is crowded. With interns, doctors, well-wishers...A rowdy cheer as people toast to Joe's recovery.

And at the bar... sits Meredith. In her same spot. Another line of empty glasses in front of her.

MEREDITH (V.O.)

The better you get at remaining  
neutral. Clinical. Cold. Cut,  
suture, close.

She's so preoccupied, she doesn't notice at first when Cristina walks up. Takes a seat beside her. A long beat. Then:

CRISTINA

The clinic has a policy. They  
wouldn't let me confirm my appointment  
unless I designated an emergency  
contact person. Someone to be there,  
just in case, and to help me get  
home - you know - after...

(beat)

Anyway. I put your name down. That's  
why I told you I'm pregnant. You're  
my person.

MEREDITH

I am?

CRISTINA

(somewhat grouchy  
about it)

Yeah. You are. Whatever.

MEREDITH

Whatever.

(CONTINUED)

63 CONTINUED:

63

A moment between them. Any wrongs now forgotten. Then very, very quietly...

CRISTINA

He dumped me.

MEREDITH (V.O.)

And the harder it becomes to learn to turn it off. To stop thinking like a surgeon and remember what it means to think like a human.

A beat. Slowly Meredith reaches an arm around Cristina. Cristina sits, still and upright.

CRISTINA

You realize this constitutes hugging, right?

MEREDITH

Shut up. I'm your person.

And Cristina allows her head to gently rest on Meredith's shoulder.

FADE OUT:

END OF SHOW