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EP#108
(Airs as #108)

GREY'S ANATOMY

"Who's Zoomin' Who?"

Written by

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&
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Directed by
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GREY'S ANATOMY

"Who's Zoomin' Who?"

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 Shepherd
Alice Franklin
Bill Adams
Jordan Franklin
Dr. Knox
Holly Adams
Lab Tech
Ms. Henry
Patricia
Rebecca Franklin
Olivia

GREY'S ANATOMY

"Who's Zoomin' Who?"

SET LIST

INTERIORS

EXTERIORS

SEATTLE GRACE HOSPITAL
LOBBY
STAIRWELL
CORRIDOR
LOCKER ROOM
TRAUMA ROOM ONE
PATHOLOGY LAB
MR. FRANKLIN'S ROOM
RICHARD'S OFFICE
CAFETERIA
BILL'S HOSPITAL ROOM
EXAM ROOM
CONFERENCE ROOM
FILM ROOM
O.R. TWO
TUNNELS
O.R. ONE
AUTOPSY ROOM
OUTSIDE BILL'S ROOM
CYSTOSCOPY SUITE
C.T. CONTROL ROOM
OUTSIDE FRANKLIN'S ROOM
LAB CORRIDOR
MAIN LOBBY WAITING ROOM
CATWALK
VIP ICU ROOM
OUTSIDE VIP ICU ROOM
MEZZANINE

GREY'S ANATOMY

"Who's Zoomin' Who?"

SET LIST CONTINUED

INTERIORS

EXTERIORS

MEREDITH'S HOUSE

BEDROOM

HALLWAY

BATHROOM

NURSING HOME

OFFICE

GREY'S ANATOMY

"Who's Zoomin' Who?"

DAY / NIGHT CHRONOLOGY

DAY 1

2,3,4,5,6,9,10,
12,13,15,16,17,
18,20,22,23,A24,24,
27,28,29,30,32,A33,B33,
33,34,35,36,37,38,A39,
39,40,A41

NIGHT 1

A43,45,48,AA49,A49,
51,52,53,54,55,56,57,58

GREY'S ANATOMY

"Who's Zoomin' Who?"

TEASER

FADE IN:

1 OMITTED 1

2 INT. MEREDITH'S HOUSE, BATHROOM - MORNING 2

MEREDITH (V.O.)

Secrets can't hide in science.
 Medicine has a way of exposing the
 lies. It might take a while but,
 eventually, our bodies betray our
 deepest secrets. Within the walls
 of the hospital, the truth is stripped
 bare. How we keep our secrets outside
 the hospital, well...that's a little
 different.

George sits on the edge of the bathtub, naked. (We only see
 him from the waist up.) He holds a medical textbook in one
 hand as he looks down to his lap.

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

One thing is certain: whatever it is
 we're trying to hide, we're never
 ready for that moment when the truth
 gets naked.

George looks back at the textbook. We see the title: RASHES,
 HIVES AND SKIN ERUPTIONS. George looks down. Back to the
 book, then down again... We suspect George has found a rash
 where no one wants to find a rash. George stares at his
 crotch, horrified.

GEORGE

Oh, no.

He's startled by a SUDDEN RATTLING of the doorknob.

INTERCUTTING:

3 INT. HALLWAY - MORNING 3

IZZIE

George! You locked the door. Let
 me in, I have to take a shower!

(CONTINUED)

3 CONTINUED: (2)

3

GEORGE

I'll be out in a minute!

Izzie presses her ear to the door. Curious.

IZZIE

What are you doing in there?

George snaps the textbook closed.

GEORGE

It's... private.

IZZIE

Ohhhh. I get it. Sorry. Didn't mean to interrupt.

George leaps up, clutching the book firmly in front of his crotch.

GEORGE

No! It's not that.

IZZIE

It's okay. Take your time.

GEORGE

I'm not doing what you think I'm doing.

IZZIE

No need to explain. I'll wait. You just...finish.

GEORGE

No. I'm coming out!

4 INT. MEREDITH'S BEDROOM - SAME TIME

4

Derek sleeps in bed. Meredith stands by the window, speaking in a low voice. Eyes on the bed, monitoring Derek to make sure he doesn't wake up and overhear her.

INTERCUTTING:

*

5 INT. NURSING HOME - OFFICE

5

Ms. Henry, the home's administrator, sits at her desk, speaking on the phone, Ellis' file in front of her.

(CONTINUED)

5

CONTINUED:

5

MS. HENRY

Dr. Grey, this is Ms. Henry. From
the nursing home. I'm calling about
your mother.

*
*
*

MEREDITH

Is she all right?

*
*

MS. HENRY

Oh, it's nothing like that.

*
*

MEREDITH

Can I call you later then?

*
*

MS. HENRY

I just wanted to...

*
*

Derek stirs, sits up in bed.

*

MEREDITH

I'm sorry. I really have to go.

*

She hangs up.

DEREK

Who's calling you at this hour?

MEREDITH

Wrong number.

She flees.

6

INT. HALLWAY - CONTINUOUS

6

Meredith opens her bedroom door. Izzie and George, now
wearing a robe, stand outside the bathroom.

IZZIE

There's no need to be ashamed. It's
totally normal. Healthy, even.

GEORGE

I'm not ashamed! I wasn't doing
anything. I don't have to. I happen
to have a girlfriend.

IZZIE

An imaginary girlfriend?

GEORGE

An actual girlfriend.

(CONTINUED)

6

CONTINUED:

6

IZZIE

It's no big deal...you don't have to lie. I get it. You have needs.

MEREDITH

What is going on?

GEORGE

Nothing.

He shoots Izzie a stern silencing look.

IZZIE

Nothing.

The moment George turns away...

IZZIE (CONT'D)

He's freaked because I interrupted him while he was playing with little Jimmy and the twins.

GEORGE

I HAVE A GIRLFRIEND!!!

He heads down the hall to his room. Slams the door. Meredith and Izzie look at one another. As if to say, clearly, George was playing with little Jimmy and the twins.

MEREDITH (V.O.)

That's the problem with secrets. Like misery, they love company.

Meredith's door opens. Derek comes out.

DEREK

Sounds like fun out here.

His cell phone begins to ring. Derek checks the number, blanches. Then purposefully ignores it.

MEREDITH

Aren't you going to answer it? Could be the hospital.

DEREK

It's not. Breakfast?

He turns, heading away down the stairs.

MEREDITH (V.O.)

They pile up and up until they take over everything.

7 MERGED WITH 6 7
8 MERGED WITH 9 8
9 INT. CORRIDOR - MORNING 9

MEREDITH (V.O.)

Until you don't have room for anything else.

ON CRISTINA -- leaning against the wall. Head down. On her cell phone.

CRISTINA

No. NO. Look, I told you people, I'm not coming in for a counseling session. I know all the options. Look, I made my decision and I made my appointment. I'll be there on the 16th.

She hangs up as Burke comes by her. He lingers, pretending to read the bulletin board over her head.

BURKE

I paged you last night.

CRISTINA

I wasn't on call.

BURKE

That's not why I paged you.

(beat)

You could give me your home number.

CRISTINA

Burke...

(beat)

I gotta go.

She heads away. Glancing back.

MEREDITH (V.O.)

Until you're so full, you feel like you're going to burst.

Cristina passes, RICHARD, in his OR scrubs, as he examines a patient chart. Richard seems to have trouble reading it and moves the chart back and forth in an attempt to focus his eyes.

(CONTINUED)

9

CONTINUED:

9

Richard puts the chart down and moves on, passing...

...by George who stands talking with Olivia, attempting to bring up what's bothering him.

OLIVIA

I had a really good time the other night.

GEORGE

Me too. And...you're feeling okay and everything?

OLIVIA

Good. Great now that I got to see you. Why?

GEORGE

Oh, no reason. I'm good too. Really great. You know. But...um...a little itchy.

Before Olivia can process George's response, they're interrupted by Izzie.

IZZIE

(surprised)

Hi, George. And OLIVIA...?

OLIVIA

Hi, Dr. Stevens.

(to George)

I'll see you later.

She heads off leaving Izzie with George. Izzie raises an eyebrow. George torn between discretion and pride. Pride wins.

GEORGE

Yeah, well...she's into me.

IZZIE

Way to go, George. She's cute. So this morning you really weren't...

GEORGE

Anytime you're ready to apologize...

He puffs up, proud.

(CONTINUED)

9 CONTINUED: (2)

9

IZZIE

But then what were you doing in the bathroom all that time?

George shifts. Mortified.

GEORGE

I have to go.

He flees.

10 INT. LOCKER ROOM - MORNING

10

The door opens and George enters. He sees Alex at his locker. George quickly scans the room, but Alex is the only one there. George walks up to him. And stands there.

ALEX

George...I know I'm pretty to look at and all but back up.

GEORGE

I... I need to ask you something.

ALEX

Waiting...

GEORGE

Okay. I seem to have this skin thing going on. Like a rash, really. And I think I know what it is, but I can't get close enough to tell for sure...

ALEX

Let's see it.

George looks down.

GEORGE

It's sort of located on a private area.

Alex follows George's eyes, realizes...

ALEX

You're a doctor. It's called a penis. You have a rash on your penis?

GEORGE

I can describe it...

(CONTINUED)

10 CONTINUED:

10

ALEX

Just show me your junk so we can get
this over with.

George reluctantly drops his pants. (We see this from behind
George's back.)

Alex leans in and takes a good long look at George's Willie.

GEORGE

So?

With his usual sensitivity...

ALEX

Dude, you got sypphilis.

Off George...

TO BLACK:

END OF TEASER

ACT ONE

FADE IN:

- 11 OMITTED 11
- 12 INT. CYSTOSCOPY SUITE - MORNING 12

Tight on a video monitor before we pull back to reveal... George slowly threading a catheter, with a tiny camera attached to the end, up through a patient's penis (we'll see the delicate bits of this from behind George's shielding back). Alex and Burke study the monitor.

ALEX

Patient presented with abdominal pain and blood in his urine. When his work up came back unrevealing, the Urologist suggested a cystoscopy.

BURKE

Reason?

GEORGE

To get a look inside the bladder.

Reveal... BILL ADAMS, about Burke's age. A man's man who likes beer, ball games and practical jokes. Opposites attract and Burke and Bill are long time friends. Holding Bill's hand, is his beautiful and very pregnant wife, HOLLY.

BILL

I appreciate you doing this, Preston. I know it's a little out of your field.

BURKE

Not a problem. Gives my interns something to do.

BILL

I have a feeling you keep them plenty busy.

(to Alex & George)

We were in the same frat at Tulane. He's gone from torturing pledges to torturing interns, am I right?

BURKE

Be very careful how you two answer that.

(CONTINUED)

12 CONTINUED:

12

BILL

I could tell you stories...

BURKE

Bill, You've got a camera snaking up your Mojo. Not the time to cross me.

Bill almost chuckles until he realizes he might not want to be jiggling down there. Holly tightens her grip on her husband's hand.

HOLLY

You don't think it's anything serious?

BURKE

That's what this procedure will tell us. You don't worry about anything but growing my godson in there.

HOLLY

(proud)

He kicks like you wouldn't believe.

BURKE

A bad ass just like his father.

Then Burke turns serious, looking at the monitor.

BURKE (CONT'D)

(to George)

Move a little to the right. Your other right. There.

On the video monitor, we see something small and round protruding into Bill's bladder.

BILL

What do you see? What is it?

BURKE

Could be any number of things. O'Malley take a biopsy of the mass. Karev, schedule a CT.

(to Bill and Holly)

Let's not worry 'til we have to.

As Burke turns away, we can see that he's already worried.

13 INT. OR ONE - MORNING

13

Meredith uses a retractor to hold the surgical area open as Richard performs a partial colectomy (the resection of a colon). Bailey assists.

(CONTINUED)

13 CONTINUED:

13

Meredith looks up to the Gallery. Derek sits with a cup of coffee and huge stack of charts. It's as good a place as any to catch up on his paperwork - and he likes the view.

RICHARD

There's too much damage. We'll have to take out most of the colon instead of just a local resection. Zero silk and Metzenbaums.

A SURGICAL NURSE passes this to Richard. As Richard works, the suture breaks.

RICHARD (CONT'D)

More suture. And what's with the damn lights in here?

As Meredith moves to adjust the light, she looks at Richard curiously.

14 OMITTED
THRU
A15

14
THRU
A15

15 INT. TRAUMA ROOM ONE - CONTINUOUS

15

Cristina and Izzie stand with JORDAN FRANKLIN, a sickly looking man in his late sixties. His WIFE, REBECCA, a mousy woman, world weary and resigned; and their adult daughter, ALICE, also weary, but nowhere near resigned, stand by.

(CONTINUED)

15

CONTINUED:

15

They stare at Mr. Franklin's noticeably distended abdomen.
A little freaked out...

CRISTINA

Mr. Franklin, how long has your
abdomen been...like this?

FRANKLIN

It's been gettin' bigger for a while.

REBECCA

I told him something was wrong. No
one gets fat like this so fast. I
told him.

ALICE

Everybody told him.

Izzie palpates Franklin's abdomen.

IZZIE

There's dullness to percussion. And
spider angiomas.

ALICE

What's all that mean?

CRISTINA

We need to admit your father and run
some tests.

ALICE

Great. What's that going to cost us
this time?

REBECCA

Alice, don't.

(CONTINUED)

15 CONTINUED: (2) 15

Her father is right there. Alice knows he can hear her.
She just doesn't care.

16 INT. PATHOLOGY LAB - MORNING 16

George waits impatiently. The Lab Tech thumbs through a
stack of papers.

LAB TECH

I don't see it here. What was the
patient's name again?

George glances around, speaks in a low voice.

GEORGE

O'Malley, George. Look, it was just
a simple blood test-

LAB TECH

Here it is.

He hands George the paper. Izzie arrives to drop off Mr.
Franklin's labs.

IZZIE

Franklin, Jordan. We need these
back ASAP.

LAB TECH

What a shock.

George scans the blood test results.

IZZIE

Got something good?

Izzie grabs the report out of George's hand and reads.

IZZIE (CONT'D)

Syphilis? That's not surgical.
Who's got syphilis?

George grabs Izzie by the arm and pulls her aside for privacy.
Izzie puts it together.

IZZIE (CONT'D)

You have syphilis?!

GEORGE

Lower your voice. -- I don't know
how this happened.

(CONTINUED)

16 CONTINUED:

16

IZZIE

You know exactly how this happened.
Olivia must be really getting around.

GEORGE

Olivia? She's not like that.

IZZIE

It's the new millennium, George.
The only people who aren't like that
are the Amish. And obviously, you.

GEORGE

You don't know. Maybe I've been
sleeping around. Maybe I've
got...ladies.

Izzie just looks at him.

GEORGE (CONT'D)

Shut up. -- What am I going to do?

IZZIE

No biggie. Couple doses of Penicillin
will knock it right out.

GEORGE

What am I going to do about Olivia?

IZZIE

For starters, stop sleeping with her
unless you want that thing to fall
off.

GEORGE

Okay, that's twice you have trash
talked the girl I could potentially
one day...well, not love...but like
a whole lot.

IZZIE

You have to tell her. If she gave
it to you-

George holds up three fingers. Warning her this is the third
time she's insulted Olivia.

IZZIE (CONT'D)

Fine. She didn't give it to you.
She was a virgin when you met. You
still have to tell her so she can
get tested.

(CONTINUED)

16 CONTINUED: (2)

16

GEORGE

But how? How do I tell her? 'Hey,
Olivia how's it going? By the way,
I've got the syph. How 'bout you?'

IZZIE

Maybe not quite like that.

17 INT. OR ONE - MORNING

17

Richard continues with the colectomy.

RICHARD

Retractor.

He reaches out his hand, but misjudges and knocks over the
instrument tray. The instruments fall to the ground with a
loud clatter.

The noise catches Derek's attention. He puts aside his
paperwork and watches.

Richard hesitates, blinks his eyes furiously, as if trying
to clear them. He's having trouble focusing. Richard
suddenly steps back from the operating table.

RICHARD (CONT'D)

Why don't you finish up, Dr. Bailey.

Bailey steps up to the operating table.

BAILEY

Thank you, Chief. I appreciate the
opportunity.

There is a moment of awkwardness for the OR staff as Richard
exits the OR. Bailey gestures for Meredith.

BAILEY (CONT'D)

(quietly)

Go see if he needs anything.

MEREDITH

What am I supposed to say?

Bailey gives her a look that says "figure it out".

BAILEY

Just go.

As Meredith exits the OR, she looks up to the Gallery to see
Derek also exiting.

18 INT. MR. FRANKLIN'S ROOM - DAY

18

Franklin lays in his bed. Rebecca and Alice hover close.
Izzie and Cristina enter.

CRISTINA

Mr. Franklin, you have a condition
called ascites.

REBECCA

Oh, my god. I knew it was terrible.

IZZIE

It just means there's fluid in the
peritoneal cavity.

(in civilian speak)

The abdomen. The swelling is pushing
against your lungs. That's why you're
having trouble breathing.

CRISTINA

In your case, it looks like it's a
symptom of liver disease.

ALICE

And it all comes together.

REBECCA

Alice, not now.

CRISTINA

Is there something we should know?

FRANKLIN

I drink a bit.

ALICE

That's the understatement of the
year.

FRANKLIN

That's enough out of you.

ALICE

Hey, I'm only here for Ma. To make
sure you don't pull any of your usual
crap.

Uncomfortable. Izzie and Cristina exchange a look -- what a
lovely happy family.

19 MERGED WITH 20 19

20 INT. CT CONTROL ROOM - DAY 20

George and Alex stand by watching the monitor. In the b.g., a tech places Bill in the machine.

ALEX

I gotta say, George. I didn't think you had it in you. It's always the quiet ones. So who's the woman?

GEORGE

None of your business.

ALEX

C'mon. Who gave you the cooties on the playground?

GEORGE

You must've had something like this before... yes?

ALEX

(snarky)

I don't talk about my penis with other men.

A beat.

GEORGE

I don't either. Normally...

Then George leans in to peer at the screen.

GEORGE (CONT'D)

We better get Burke.

21 MERGED WITH 17 21

22 INT. OR ONE, CORRIDOR - DAY 22

Richard leans against the wall, rubbing his eyes. Meredith exits the scrub room. Approaches.

MEREDITH

Chief...

RICHARD

What are you doing out here?

(CONTINUED)

22 CONTINUED:

22

MEREDITH

(awkward)

I just wanted to see if you were
okay.

RICHARD

I'm fine. Why wouldn't I be fine?

MEREDITH

Of course. I wasn't suggesting-

RICHARD

I would hope not.

Derek enters.

DEREK

Everything okay?

RICHARD

For the last time, I'm fine.

Richard storms away.

DEREK

He seem fine to you?

MEREDITH

Not so much.

23 INT. CT CONTROL ROOM - DAY

23

Burke and Alex examine Bill Adam's CT films.

BURKE

There's definitely some kind of growth
protruding into the bladder. But
look at the edges, I don't think
it's a tumor.

ALEX

(being Alex)

Kinda shaped like an ovary.

BURKE

(slightly pissed)

That the flip answer you're going to
give your patient, Dr. Karev? This
is one of my oldest friends. You
might want to take this seriously.

ALEX

I'm sorry, sir.

(CONTINUED)

23

CONTINUED:

23

BURKE

You better be.

George hurries in.

GEORGE

I got the rest of the labs back.
They did a chromosome analysis of
the tissue. You won't believe this.

He hands the papers to Burke. Burke reads them. Then looks
back to the films in disbelief.

BURKE

Bill has an ovary?

TO BLACK:

END OF ACT ONE

ACT TWO

FADE IN:

A24 INT. OUTSIDE MR. FRANKLIN'S ROOM - DAY

A24

Izzie and Cristina present Mr. Franklin's case to Bailey.

IZZIE

According to his daughter, Mr.
Franklin is a heavy drinker.

CRISTINA

6 to 8 drinks a day. An alcoholic
by any standard.

BAILEY

Protocol?

CRISTINA

Schedule a paracentesis.

BAILEY

Reason?

IZZIE

Draining the fluid will relieve the
pressure on his lungs.

BAILEY

Good. But don't schedule it, do it.

There's a pause as Cristina and Izzie take this in.

IZZIE

You want us to do the procedure?

BAILEY

You've seen one, right?

CRISTINA

Absolutely.

BAILEY

Well, now you do one.

Bailey walks off.

IZZIE

I haven't seen one.

CRISTINA

You're about to.

24 INT. HOSPITAL STAIRWELL - DAY

24

George and Alex head down the stairs.

GEORGE
Can you believe it's an ovary.

ALEX
Gives a whole new meaning to the
word metrosexual.

They meet Olivia heading up.

OLIVIA
Hi George.

GEORGE
Olivia.

Olivia ignores Alex.

ALEX
What? Am I invisible?

OLIVIA
(acknowledging him)
Alex.

George pauses.

GEORGE
You go on ahead. I'll catch up.

Alex eyes him. George is fidgety and nervous. And suddenly Alex knows exactly who George has been sleeping with. He looks at Olivia. She turns away. Alex shrugs, heads down the stairs.

The moment he's gone, Olivia grabs George, pushes him up against the wall and gives him a big sloppy kiss.

OLIVIA
About time I got you alone today.

George steps back from Olivia.

GEORGE
Olivia-

OLIVIA
What time is your shift over? Because mine ends at eight and I thought you could come over...

(CONTINUED)

24 CONTINUED:

24

GEORGE

Olivia, I need to tell you something.

OLIVIA

What's wrong? Are you breaking up
with me?

(CONTINUED)

24

CONTINUED: (2)

24

GEORGE

What? No. Really no. It's just...

George takes a deep breath,

GEORGE (CONT'D)

(in one long,
horrifying sentence)

Okay, you're the only person I've been with in a long time...Not a really, really long time, I mean not unusually long or anything...just the normal amount of long time. But it wouldn't matter to me if you've been with someone else. Maybe you have. I mean, I'm not accusing you of anything or judging you or you know, handing out scarlet letters. You're a woman. A very attractive woman. Of course you've been with other men. Not that I'm saying you've been with a lot of men. Not that you're like a prostitute or anything.

OLIVIA

A prostitute?

GEORGE

NO. Not a prostitute. The opposite of a prostitute. A lady. Very lady-like. I mean, you're very bendy but-

OLIVIA

George. Breathe.

GEORGE

Alright. Here's the thing: I really like you, Olivia. I like you a lot.

OLIVIA

Well, I like you too.

She's moving back in to kiss him...

GEORGE

I have syphilis.

There is an interminably long, long beat of silence before Olivia turns and runs down the stairs leaving George alone.

GEORGE (CONT'D)

That could have gone better.

25	MOVED TO A24	25
26	OMITTED	26
27	INT. HOSPITAL, RICHARD'S OFFICE - DAY	27

Richard's at his desk. There's a knock at the door and Derek enters. Silence as Derek just stands there waiting. Waiting for Richard to say something. Finally, Richard gives...

RICHARD

Fine. A few weeks ago. I was operating and the vision in my right eye became blurry. A few hours later it was fine, but...it's come back.

DEREK

You had it checked out?

RICHARD

My exam was normal. My ophthalmologist tells me I'm just getting older. But...Shep, you know what a decline in my visual acuity can mean...

A moment. They both know what the diagnosis could be.

DEREK

I'll set up some tests.

Derek turns to leave.

RICHARD

Shep. I know how the rumor mill works around here. This stays between us.

DEREK

Absolutely. But I'm going to need some help.

RICHARD

Suggestions?

28	INT. HOSPITAL CAFETERIA - DAY	28
----	-------------------------------	----

Izzie and Cristina sit together, eating. As George and Alex walk with their lunch trays toward the two women, they pass a table where Olivia sits whispering with some other NURSES.

GEORGE

You think she's talking about me?

(CONTINUED)

28

CONTINUED:

28

ALEX

She's absolutely talking about you.
Dude, that's a good thing.

GEORGE

No. No, it isn't.

ALEX

Georgie, get a clue. Syph is the
best thing that ever happened to
you. In their eyes, you're a player
now.

George continues to take nervous, furtive glances toward
Olivia and the nurses as he and Alex sit down with Izzie,
Cristina and Meredith.

CRISTINA

Hey, "Syph Boy".

GEORGE

(to Izzie)
You told her?!

IZZIE

Just Cristina.

ALEX

'Syph Boy'. It's got a nice ring to
it. Kinda like Superboy... only
diseased.

CRISTINA

Izzie didn't have to say a word.
Around here, the only thing that
spreads faster than disease is gossip.

GEORGE

That's not true. Just because Izzie
can't keep a secret doesn't mean
everyone knows.

Meredith joins the table.

MEREDITH

George, how're you feeling? Sorry
about the syphilis.

GEORGE

(the horror)
Everybody in the hospital knows?

ALEX

Knows you're a player.

(CONTINUED)

28

CONTINUED: (2)

28

GEORGE

You're disturbed.

ALEX

True. -- Everybody has a secret,
George. Be glad yours is out in the
open.

CRISTINA

Oh, yeah? What's yours, Alex?

ALEX

You show me yours, I'll show you
mine.

Cristina finds great interest in her juice box.

ALEX (CONT'D)

See? I bet she's got seriously kinky
skeletons in her closet.

And across the room, Burke picks up his tray and heads for
the exit. Cristina's eyes follow him.

CRISTINA

My closet is none of your business.

IZZIE

Well, my life is boring. I don't
have anything to hide.

MEREDITH

Everybody has something to hide.

They all look at her. Meredith digs into her lunch.

29 INT. BILL ADAM'S HOSPITAL ROOM - DAY

29

Burke stands by Bill's bed. He holds Bill's films.

BURKE

The mass we found is not a tumor.

BILL

That's good, right? Anything's got
to be better than cancer.

Burke pulls up a chair.

BURKE

This is where it gets a little tricky.
(MORE)

(CONTINUED)

29

CONTINUED:

29

BURKE (CONT'D)

The chromosomal tests revealed your body contains DNA from two different embryos that merged in the womb at the very beginning of development. In rare cases, such as yours, this condition can produce gonadal hermaphroditism.

BILL

I'm hearing scary words here, Preston. Pay cable kind of words.

BURKE

In English? The mass on your bladder is an ovary.

BILL

(understatement)

Huh?

BURKE

We're going to remove it. We have an excellent gynecological surgeon on staff.

BILL

This is a joke, right? You're telling me I'm a guy with an ovary.

BURKE

It's simply a quirk of nature.

It sinks in for Bill that Burke's not joking...

BILL

What am I going to tell Holly?

BURKE

That you're going to be fine.

BILL

I'm still a man, right?

BURKE

A man's man. A Kappa man.

BILL

I mean, you know, my sex life?

(CONTINUED)

29

CONTINUED: (2)

29

BURKE

You been having any problems?

BILL

Was it my very pregnant wife that gave it away?

Bill and Burke share a laugh.

BURKE

Don't worry. You never knew it was there. You won't miss it when it's gone.

30

INT. EXAM ROOM - DAY

30

George watches as Alex holds up a syringe.

GEORGE

You sure you know what you're doing?

ALEX

It's a shot of penicillin, George. Be grateful I'm even doing this. I've already seen more of you than I ever wanted to. I'm going to be fighting nightmares for a week.

GEORGE

Okay. You know what? Forget it.

ALEX

Do you want to get rid of the syph or don't you? Shut up and drop em.

Resigned to his fate, George turns around and pulls down his scrubs (we do not see his butt).

GEORGE

I can't believe this.

The door opens and Meredith slips in the room.

GEORGE (CONT'D)

Meredith! Go away.

MEREDITH

I thought you could use some moral support.

(CONTINUED)

30

CONTINUED:

30

GEORGE

No. No moral support. I'm indisposed here.

MEREDITH

It's no big deal.
(joking)
Besides you have a cute butt.

ALEX

I have a cute butt too. Wanna see?

Meredith grabs the syringe from Alex as he prepares to inject.

MEREDITH

You're doing it wrong.

ALEX

Be my guest.

GEORGE

Alex!

Alex leaves. Izzie slips in.

GEORGE (CONT'D)

HEY!

IZZIE

Oh, what are we doing?

GEORGE

Breaking George's spirit.

MEREDITH

Curing George's syph.

Meredith administers a shot of penicillin to his butt cheek to cure his syphilis.

GEORGE

Did I mention I don't like needles?

MEREDITH

Good thing you became a doctor.
Other side.

Meredith pulls out another syringe. Cristina slips into the room.

CRISTINA

Izzie, I was looking for you. Mr. Franklin's procedure is scheduled for after lunch. -- What are we doing?

(CONTINUED)

30 CONTINUED: (2)

30

IZZIE

Saving George from a future of
festering sores and insanity.

CRISTINA

Cute butt.

MEREDITH

I told you, George.

IZZIE

It is cute. Like a baby's.

The three women stare at it.

GEORGE

You know, I've spent hours, days,
years imagining myself half-naked
alone in a room with three women.

(tortured)

The reality is so much better.

31 MOVED TO A33

31

32 INT. HOSPITAL, CORRIDOR - DAY

32

Meredith answers a phone call.

MEREDITH

Yes.

INTERCUTTING:

A33 INT. NURSING HOME - OFFICE - SAME TIME

A33

MS. HENRY

It's Ms. Henry again. Is this a better time?

*
*

MEREDITH

Sorry about this morning, I wasn't alone and...

*
*

(beat)

*

Anyway, what were you calling about?

*

MS. HENRY

I just wanted to remind you that tonight is our monthly family dinner. You know, you haven't been to any of our family functions.

*
*
*
*

MEREDITH

You have to understand. I'm a surgical intern. My time isn't my own.

*
*
*

MS. HENRY

Our residents really respond to these events. They always enjoy themselves.

*
*

(beat)

*

Which is so rare. I think it's important you attend.

*
*

B33 INT. HOSPITAL, CORRIDOR - SAME TIME

B33

She sees Derek and Richard coming towards her.

*

MEREDITH

I'll be there. I'll try to be there. I'll definitely try...

*
*

She quickly hangs up.

*

ON DEREK AND RICHARD:

DEREK

I've cleared some time for your MRI.

RICHARD

Good. Let's get this going.

Patricia, the Hospital's Administrator catches up to them.

PATRICIA

I'm sorry to bother you with this, Chief, we have kind of a...situation.

RICHARD

What now?

(CONTINUED)

B33 CONTINUED:

B33

Patricia raises an eyebrow.

SMASH CUT TO:

33 INT. HOSPITAL CONFERENCE ROOM - DAY

33

The entire surgical staff including all our interns, the Nurses (including Olivia), Bailey, Derek and Burke have been assembled. Richard and Patricia stand at the front of the room.

RICHARD

Three interns, four residents and six nurses on this surgical floor have been diagnosed with syphilis.

There are some snickers from the crowd.

PATRICIA

This is not a laughing matter. There are over 70,000 new cases every year. Undiagnosed, syphilis can lead to blindness, insanity and death.

RICHARD

You are medical professionals. I should not have to lecture you about the need to practice safe sex. If you're having sex with another member of the staff, get tested. This is not a request.

(with a heavy sigh)

Patricia will now give you a safe sex demonstration.

Richard steps aside. Patricia holds up a large banana in one hand and a condom pack in the other.

PATRICIA

When the time is right,
(holds up the banana)
And, gentlemen, you'll know when that is...

The sound of muffled laughs and snickers fills the room.

PATRICIA (CONT'D)

Carefully open the condom packet
(holds up a condom
packet)
And roll it on to the banana, making
sure to avoid any tears.

We move away as Patricia continues the demonstration in the background.

(CONTINUED)

33 CONTINUED:

33

ON CRISTINA AND MEREDITH:

They watch as George slumps in his seat, trying to be invisible. Eyes on Olivia who studiously ignores him.

MEREDITH

Poor George.

CRISTINA

Yeah, you know, I think he really likes Typhoid Mary.

MEREDITH

Not many budding relationships survive a good dose of VD.

And we watch their faces as it suddenly occurs to each of them separately that they too might want to worry about the syph.

CRISTINA

Yeah.

MEREDITH

Yeah.

Derek catches Richard's eye. Richard moves to him.

DEREK

(quietly)

We should try to get down to the MRI now.

RICHARD

This isn't really a good time.

DEREK

If you want do this without anyone else knowing, it has to be now.

Richard relents. As he and Derek slip out of the room, we go back to Patricia and the demonstration.

PATRICIA

I hope we all learned something today.

34 INT. LAB CORRIDOR - DAY

34

A long line has formed. Doctors and nurses from the surgical floor line up to get their syphilis tests. And at the end of the line Cristina waits her turn. Burke approaches, stands in line behind her. They never look at one another, trying to stay on the down low.

(CONTINUED)

34

CONTINUED:

34

BURKE

You're avoiding me.

CRISTINA

I'm busy. At work. I'm working.

Burke turns to go then pauses.

BURKE

Why are you in this line?

CRISTINA

Because it's the syphilis line.

BURKE

You don't need to be in this line.

CRISTINA

I don't?

BURKE

There's no one else.

Cristina looks at him. Then turns away, remembering they are not alone.

BURKE (CONT'D)

That surprises you.

CRISTINA

Nothing surprises me.

Burke considers, suddenly unsure.

BURKE

Do I need to be in this line?

CRISTINA

No.

BURKE

Okay then.

He likes that.

CRISTINA

Okay.

They step out of line, head their separate ways. Cristina looks back at him. Burke makes it hard for her to shut him out. Izzie catches up to her.

IZZIE

Mr. Franklin's prepped and ready.

(CONTINUED)

34 CONTINUED: (2)

34

CRISTINA

Good.

IZZIE

God, look at the line. At least we don't have to wait in it. That's one good thing about the fact that neither of us is getting any, right?

CRISTINA

...Right.

35 INT. MR. FRANKLIN'S ROOM - DAY

35

Mr. Franklin lays in his bed, awake, an IV in his arm, his distended abdomen draped and prepped for his procedure.

CRISTINA

We've given you a local anesthetic, but you might feel some pressure.

FRANKLIN

Okay. I'm ready.

Cristina inserts a catheter attached to a large bore needle into Franklin's abdomen.

CRISTINA

I'm into the peritoneal cavity.

As fluid begins to flow out of Franklin, Izzie notices.

IZZIE

The fluid's bloody. Is it supposed to be bloody?

FRANKLIN

You've done this before, right?

Izzie's about to speak but Cristina gives her a look.

CRISTINA

Of course. Millions of times.

Cristina taps the tube. Now there's nothing but yellow fluid flowing from Franklin's abdomen into a waiting container.

IZZIE

Looking good, Mr. Franklin.

CRISTINA

Now, there's nothing to do but wait.

36 INT. FILM ROOM - DAY

36

Derek and Richard examine Richard's MRI films.

DEREK

You can see it right there. It's a tumor, pressing against your right optic nerve.

RICHARD

Is it operable?

DEREK

Definitely. But there are risks.

RICHARD

You mean I could lose my sight.

They both know how bad that would be.

RICHARD (CONT'D)

Just what I need, a syphilis outbreak and a tumor.

DEREK

(joking)

Probably unrelated.

But Richard's making his decision...

RICHARD

Alright Derek, let's see how good you really are.

DEREK

I'll start assembling a surgical team.

RICHARD

All my people only. I still want this kept under wraps. The vultures will start circling soon enough.

DEREK

Aren't I one of the vultures?

RICHARD

That's why I want you where I can keep an eye on you. Get going. We're doing this tonight.

Richard walks out as Meredith enters.

MEREDITH

You paged me?

(CONTINUED)

36 CONTINUED:

36

DEREK

I need your help on something for
the Chief. Can you keep a secret?

MEREDITH

Better than you'd think.

37 INT. MR. FRANKLIN'S ROOM - DAY

37

The yellow fluid continues to drain from Mr. Franklin.

CRISTINA

How much liquid can one body hold?

Izzie exchanges the full receptacle for an empty one.

IZZIE

(re: Franklin)

Shhh.

(louder)

You had a lot of fluid in there, Mr.
Franklin. But we're almost finished.

Silence.

IZZIE (CONT'D)

Mr. Franklin? Are you asleep?

(checks his pulse)

Oh, my god. No pulse.

CRISTINA

What?

IZZIE

He has no pulse.

Cristina hits the code button as Izzie begins resuscitation.

Over the PA we hear,

PA (O.S.)

Code Blue, room 4418.

TO BLACK:

END OF ACT TWO

ACT THREE

FADE IN:

38 INT. OUTSIDE MR. FRANKLIN'S ROOM - DAY

38

Izzie and Cristina exit the room in the aftermath of the code. The code team wheels out equipment. Nurses unhook Franklin from the monitors, wrap his lifeless body in a shroud and attach toe tags.

CRISTINA

How could he die? Just like that with no warning?

IZZIE

We saw blood when the tube first went in...What if it's our fault? What if we did something wrong?

CRISTINA

We didn't do anything wrong. We did a textbook procedure.

Bailey talks with Alice and Rebecca Franklin. Bailey finishes up with the family, approaches Izzie and Cristina.

BAILEY

I checked your chart. You did everything by the book.

IZZIE

But he died on our watch. I mean, we must have missed something...

BAILEY

You couldn't have known. There was no history of heart problems. His death wasn't your fault.

CRISTINA

When's the autopsy?

BAILEY

There isn't going to be an autopsy.

CRISTINA

What? Then how are we supposed to know the cause of death?

BAILEY

It's going down as cardiopulmonary arrest, complicated by liver disease.

(CONTINUED)

38 CONTINUED:

38

IZZIE

But an autopsy would-

BAILEY

The family decided not to consent to an autopsy.

CRISTINA

But-

BAILEY

They don't want an autopsy. Let it go.

Off Izzie and Cristina -- not convinced.

A39 INT. MEZZANINE - DAY

A39

Meredith and Bailey are in deep whispered conversation. Derek appears behind them.

DEREK

How goes our special-super-secret-silent-sunset surgery?

(beat)

I've been practicing that.

BAILEY

You have too much time on your hands. -- Tell the Chief I'll be there. Just let me know when and where. I'm in.

She walks off.

MEREDITH

You nervous?

DEREK

It's a complicated surgery. One mistake and I end a fellow surgeon's career. My mentor's career. No, I'm not nervous at all.

They share a smile.

MEREDITH

So, just for the record, if I had to get tested, you'd tell me, right?

DEREK

You think I have syphilis?

(CONTINUED)

A39

CONTINUED:

A39

MEREDITH

No, I'm just saying...we never made any rules or anything. We never said...you know, that this...we have rules. I wouldn't hold it against you.

DEREK

When would I have time to go out and get syphilis? You're enough of a handful. Besides, we're practically a condom ad.

MEREDITH

Even that time we only had that dumb 'glow in the dark' one...

DEREK

See? Nothing to worry about.

A beat...Then...

DEREK (CONT'D)

Maybe we should. Make some rules, I mean.

MEREDITH

Maybe we should.

DEREK

Okay.

MEREDITH

Okay.

They both smile. She heads away.

DEREK

And just for the record, I liked the glow in the dark one.

Meredith laughs, keeps going. Derek's cell phone rings. He checks the number. Then we go close on the cell phone as he moves the ringer to SILENCE.

39 INT. OR TWO - AFTERNOON

39

Burke, George and Alex assist in the operation to remove Bill's ovary.

DR. KNOX

That's the last of the ovarian material. I've sewn up the perforation on the bladder wall.

Dr. Knox looks up at Burke as if to say something. Then shakes her head. Changing her mind.

BURKE

Is there a problem, Dr. Knox?

DR. KNOX

You said this man's wife is pregnant?

BURKE

Due in five weeks. Why?

DR. KNOX

Our patient has a blind vas deferens.

BURKE

Bill's sterile?

DR. KNOX

And always has been.

George leans in, unable to stop his curiosity.

GEORGE

Then who got his wife pregnant?

Everyone looks at him. Then George gets it. Oh. Not good.

40 INT. MAIN LOBBY WAITING ROOM - AFTERNOON

40

Izzie and Cristina sit with the Franklin family.

IZZIE

We know how confusing this is. Your husband dying so suddenly. But an autopsy will tell us why.

REBECCA

So you think we should do the autopsy?

ALICE

No, we want this to be over.

(CONTINUED)

40

CONTINUED:

40

CRISTINA

But don't you want to know for certain what killed him?

ALICE

My father was a mean drunk who couldn't hold a job. That's what killed him.

IZZIE

I understand you're angry. But knowing for sure might help give you some closure.

REBECCA

It was very sudden, Alice.

ALICE

Sudden? He's been killing himself for years.

REBECCA

He was a good man. Maybe they're right. Maybe we should do the autopsy.

ALICE

Ma. Stop it. He's dead. It's finally over.

REBECCA

But, Alice, your father would have wanted-

ALICE

Who cares what he wanted? Can't we please just try to get out of this with whatever shred of dignity this family has left?

Rebecca looks like she has more to say, but can't or won't in front of her daughter, the only family she has left. But she holds Izzie's gaze for a long beat. We see a silent request in Rebecca's eyes...

A41 INT. HOSPITAL CATWALK - AFTERNOON

A41

Alex and George walk a few paces behind Burke, speaking softly so that he doesn't hear them.

ALEX

Sucks to be Bill right now.

(CONTINUED)

A41 CONTINUED:

A41

GEORGE

How's Burke gonna tell him about his wife? That baby she's carrying, it's not even his.

ALEX

Burke's not going to tell him.

GEORGE

He has to. They're friends.

ALEX

Bill's better off not knowing.

GEORGE

You think Holly knows Bill's not the father?

ALEX

Maybe, maybe not.

GEORGE

I think Bill should know his wife's cheating on him. I'd want to know.

Burke stops suddenly and whirls around to face the startled Interns.

BURKE

I don't remember asking for your opinions, so keep them to yourselves.

Burke turns and strides off.

41 MOVED TO A43

41

42 OMITTED

42

A43 INT. TUNNELS - NIGHT

A43

Meredith, Izzie and Cristina sit and talk.

MEREDITH

You want to perform an unauthorized autopsy?

IZZIE

I know you, Cristina. You don't want to go down as the new 007. An autopsy clears your name.

Cristina is silent. Wavering?

MEREDITH

Cristina, no.

IZZIE

(another approach)

What about Franklin's wife? You saw the way she was looking at me. She wants the autopsy. She just didn't want the fight with her daughter. She looked so sad...

CRISTINA

Go back to the '007' argument.

IZZIE

Cristina Yang, licensed to kill.

(CONTINUED)

A43

CONTINUED:

A43

CRISTINA

I'm in.

MEREDITH

I am so not involved in this.

She gets up to go.

CRISTINA

Meredith, this is Fight Club. Nobody talks about it.

MEREDITH

Fine.

CRISTINA

We have to do it when Bailey's not around.

IZZIE

Bailey's always around. She's everywhere and she knows everything.

CRISTINA

So we take our chances.

Meredith pauses. Caving.

MEREDITH

Bailey's got something from seven to eleven tonight. You two will be the last thing she's worried about.

CRISTINA

(very suspicious)

How do you know that?

IZZIE

What kind of something?

MEREDITH

I can't tell you. It's Fight Club too.

Meredith hurries out before Cristina and Izzie can press her further about her evening's activities.

CRISTINA

(to Izzie)

If I'm missing out on a real patient because of this, they're gonna call me '007' because I killed you.

43
AND
44

OMITTED

43
AND
44

45 INT. OR ONE - NIGHT

45

Meredith stands with Richard who is laid out on the surgical table. Derek and his team (including Bailey) enter. As the last person comes through the door, we see a sign on the door that reads: CLOSED FOR MAINTENANCE - DO NOT ENTER.

DEREK
(to Richard)
How're we doing?

RICHARD
Did you lock up the gallery?

We see the Gallery above is darkened.

DEREK
Don't worry, we're flying under the
radar here.

As Derek moves around the table, Richard points to the instrument set up.

RICHARD
What did you put out there? The
Midas Rex?

BAILEY
We've got it, Chief.

A Nurse sets up an IV drip.

RICHARD
How much vancomycin is in there?

BAILEY
One gram as ordered, sir.

As the Anesthesiologist places a mask over Richard's nose and mouth...

RICHARD
You're not going to be too liberal
with those benzos are you?

Derek realizes that Richard's bluster is masking a little fear. He leans in.

(CONTINUED)

45

CONTINUED:

45

DEREK

Doctors make the worst patients.
Breathe the pretty gas and stop
running my OR. I've got you covered.

Richard nods in acknowledgement as he falls unconscious...

TO BLACK:

END OF ACT THREE

ACT FOUR

FADE IN:

46 MOVED TO A49 46

A47 OMITTED A47

47 OMITTED 47

48 INT. AUTOPSY ROOM - NIGHT 48

Izzie and Cristina stand over Franklin's corpse.

IZZIE

We stole a body. We're body
snatchers. What if someone from the
morgue comes looking for Mr. Franklin?

CRISTINA

A, it's the middle of the night. B,
the thing about being dead is people
stop looking for you.

Izzie pulls over an instrument tray. Cristina uncovers
Franklin's torso. Izzie holds the scalpel. Hesitates.

CRISTINA (CONT'D)

When's the last time you did an
autopsy?

IZZIE

I took gross anatomy just like you.
I'm just trying to remember.

Cristina pulls out a medical text book.

CRISTINA

Move out of the way.

IZZIE

You brought a textbook?

CRISTINA

We're gonna do this, we're gonna do
it right.

Cristina peers at the page for a beat.

CRISTINA (CONT'D)

Okay, got it.

(CONTINUED)

48 CONTINUED:

48

IZZIE

You sure?

CRISTINA

It's not like we can kill him twice.

Cristina makes the large "Y" incision on Franklin's torso as Izzie looks on.

IZZIE

Oohh. Let me cut.

CRISTINA

You'll get your turn.

IZZIE

You should be using a 10 blade.

CRISTINA

Stop back seat cutting. Go check the door. Make sure no one's coming.

AA49 INT. OUTSIDE BILL ADAM'S HOSPITAL ROOM - NIGHT

AA49

Burke confronts Bill's wife, Holly, while Bill sleeps off his surgery in the b.g.

HOLLY

We're happy. We've wanted a child for so long. Why do you want to take this away from him?

BURKE

Does he know you've been cheating on him?

HOLLY

Preston, this is between me and Bill.

BURKE

The man has a right to know that baby isn't his.

HOLLY

Why are you doing this to us?

BURKE

Why am I...? You're lying to him about his child.

HOLLY

Please, just...let this go. Why can't you let this go?

(CONTINUED)

AA49 CONTINUED:

AA49

BURKE

Bill is my best friend.

HOLLY

If you were really Bill's friend,
you wouldn't do this.

BURKE

Holly. Please. Tell him the truth.

HOLLY

Why, so he can divorce me? I'm not
ruining my life because you think
it's wrong.

BURKE

Your life? What about his life?

Holly looks away.

HOLLY

What Bill doesn't know won't hurt
him.

BURKE

Fine. Maybe his friend wouldn't
tell him the truth. But I'm also
his doctor. And his doctor is not
going to lie to him.

A49 INT. OR ONE - NIGHT

A49

Derek steps back from the table. Stretches. He's finished.

DEREK

We've sutured the drain in place and
stapled the skin. We're done here.
Thanks, everyone.

Derek walks out, as Bailey and the rest of the surgical team
prepare Richard for Post-Op.

MEREDITH

Do you think Richard's optic nerve
was permanently damaged?

BAILEY

If it was, when he wakes up, he'll...

MEREDITH

Be blind? For how long?

(CONTINUED)

A49 CONTINUED:

A49

BAILEY

Forever.

As Meredith takes this in...

BAILEY (CONT'D)

Page Stevens and Yang. Tell them I want them covering your patients. You need to stay and monitor the Chief.

MEREDITH

Izzie and Cristina? I think they're already swamped.

BAILEY

With what?

MEREDITH

Labs. And...um...they had to check on some...

BAILEY

Oh, you are lying. I know you are lying. How do I know? Because you're a bad liar. I hate bad liars.
(beat)

I know exactly where they are.

Bailey storms out...

49 MOVED TO AA49 49

50 OMITTED 50

51 INT. OUTSIDE VIP ICU ROOM - NIGHT 51

Two ICU Nurses attend Richard. Meredith keeps watch as she talks on her cell phone.

MEREDITH

I know, but something came up. An important surgery. I couldn't...

MS. HENRY

I'm just sorry you couldn't be here for your mother.

MEREDITH

Ms. Henry, if my mother were lucid, she'd understand. She was a surgeon.

(MORE)

*

(CONTINUED)

51 CONTINUED:

51

MEREDITH (CONT'D)

She did the exact same thing countless times. Besides, my mother doesn't even know who I am any more.

*

MS. HENRY

Today she did.

*

MEREDITH

What?

MS. HENRY

Your mother's been asking when her daughter Meredith gets off work.

Stunned, Meredith hangs up. If there were a shower around, she'd get in and sob. But, here comes Derek.

DEREK

Hey.

(CONTINUED)

51 CONTINUED: (2)

51

MEREDITH

Hey.

DEREK

Lots of secret phone calls today. *

A long beat as Meredith stares at him and then takes a leap of faith. *

MEREDITH

It's my mother. She isn't traveling. She isn't writing a book. She isn't anything. I've been lying to everyone. *

DEREK

Why?

MEREDITH

She has Alzheimer's. *

DEREK

How advanced?

MEREDITH

Very. She's in a home. And I'm the only one who knows she's even sick and I don't know what to do any more... *

She looks up at Derek. He reaches out a hand touching her face. Tender.

Behind them, through the window, Richard slowly opens his eyes. He can see and from his blurry POV, we see what he sees - what he can't believe he's seeing - Meredith and Derek sharing this intimate moment.

52 INT. AUTOPSY ROOM - NIGHT

52

Cristina and Izzie stand over Mr. Franklin's body (shot in the non-gory style of our show) when the door slams open. It's Bailey.

(CONTINUED)

52

CONTINUED:

52

BAILEY

Don't even tell me you're doing what
I think you're doing.

BUSTED!

CRISTINA

Oh, crap.

TO BLACK:

END OF ACT FOUR

ACT FIVE

FADE IN:

53 INT. AUTOPSY ROOM - CONTINUOUS

53

Hurricane Bailey has landed.

BAILEY

Not only did you disregard the family's wishes, you broke the law. You could be arrested for assault. Do you like jail? The hospital could be sued. I could lose my license. My job. I like my job. Did you give any thought to this before you started cutting up this poor man's body? I could seriously kick both your asses right now. Do you have anything to say?

Izzie holds up Franklin's heart.

IZZIE

Look at his heart.

Bailey's anger turns to astonishment.

BAILEY

It's huge.

Izzie drops the heart onto the scale.

IZZIE

It's over 500 grams. And there's some kind of grainy material in it.

CRISTINA

We want to run some tests.

BAILEY

Now you want to run tests?

CRISTINA

At this point, what can it hurt?

BAILEY

I really hate both of you.

54 INT. BILL ADAM'S HOSPITAL ROOM - NIGHT

54

George stands outside the glass door. Watching as Burke sits at Bill's bedside. Talking.

(CONTINUED)

54 CONTINUED:

54

Bill shakes his head and stares blankly ahead.

George sees this. His jaw tightens. He knows exactly how Bill feels. George backs out, unnoticed.

55 INT. VIP ICU ROOM - NIGHT

55

Meredith comes to check on Richard. His eyes are closed. He appears to be asleep. As Meredith approaches his bed, Richard opens his eyes.

RICHARD

Meredith, he's an Attending. You're an Intern.

MEREDITH

You saw us.
(realizing)
You can see!

Meredith quickly pulls out a pen light and examines his eyes.

RICHARD

I'm going to tell you what your mother would say if she were here. You're making a mistake. A big one.

A beat as Meredith realizes how simple it really is.

MEREDITH

And I would tell her that it's not a mistake.

Off Meredith...

56 INT. HOSPITAL CONFERENCE ROOM - NIGHT

56

Izzie, Cristina and Bailey break the news to Rebecca and Alice Franklin.

ALICE

We specifically said "no autopsy."

BAILEY

I understand why you're upset...

ALICE

You understand? We're getting an attorney. Come on, Ma. Let's get out of here.

Alice and Rebecca stand to go. Bailey shakes her head. Cristina steps forward.

(CONTINUED)

56

CONTINUED:

56

CRISTINA

We know what killed him.

Alice and Rebecca stop.

CRISTINA (CONT'D)

He had a blood condition known as hemochromatosis. The disease causes excess amounts of iron to build up in the body. That's what caused the heart to fail. Not our procedure.

*
*

ALICE

I thought he was always so sick because of the drinking.

REBECCA

And you never let him forget it. Or me.

ALICE

Ma...

IZZIE

There's something else. The disease is genetic.

REBECCA

You think Alice could have it too?

IZZIE

A simple blood test will tell us. If you have it, we'll have caught it early enough to treat it before it becomes critical.

BAILEY

(to Alice)

Dr. Stevens and Dr. Yang may have saved your life.

As Alice tries to process all this, Bailey takes this opportunity to slide a piece of paper to Rebecca.

BAILEY (CONT'D)

If you could just sign this consent form. For the autopsy. Just a formality.

As Rebecca signs, Izzie and Cristina exchange a look of relief.

57 INT. LOCKER ROOM - NIGHT

57

As Meredith, Cristina and Alex change out of their scrubs, and Izzie freshens up, George sits alone, separate from the others. Olivia enters and moves to George. Now she has something to tell him.

GEORGE

Hey. About before...

OLIVIA

George, I want you to understand. When we started dating, I was already kinda seeing someone. I didn't know how much I'd like you, and then when I realized, I broke it off with the other guy, but...

GEORGE

Other guy?

Olivia's eyes stray toward Alex. George sees it.

GEORGE (CONT'D)

Who's the other guy?

Olivia's eyes stray again.

Everything comes together in a white hot flash: all the gossip about him and syphilis; Holly's betrayal of Bill; Alex's snide remarks... Alex who must've known he was exposed too! There's a beat. What's George going to do?

GEORGE (CONT'D)

You and Alex?

(beat)

YOU AND ALEX!

(to Alex)

You gave me syphilis!

George leaps at Alex, knocking him to the ground. George is instantly on top of the stunned Alex and starts wailing on him.

MEREDITH

George!

Cristina and Izzie run in to separate them. Cristina pulls George off Alex.

CRISTINA

Stop it! Both of you!

Alex gets to his feet and moves toward George, but Izzie is there.

(CONTINUED)

57 CONTINUED:

57

IZZIE

Back off, Alex.

Alex looks around. He has no friends in this room.

58 INT. HOSPITAL LOBBY - NIGHT

58

Meredith is feeling unburdened and content with her life as she approaches Derek who's waiting for her.

DEREK

Long day.

MEREDITH

Yeah.

DEREK

Somewhere out there, is a steak with your name on it. And maybe a bottle of wine.

MEREDITH

This is why I keep you around.

DEREK

Also we need to talk.

MEREDITH

Wine first, talk later.

DEREK

You trying to get me drunk? Take advantage of me?

(beat)

Okay.

MEREDITH

I think I'm going to like this whole new "rules" thing.

Derek stands and gathers his belongings, then helps straighten the collar on Meredith's coat.

DEREK

Me too.

Derek looks across the lobby. Walking toward them is Derek's secret. He turns back to Meredith.

DEREK (CONT'D)

Meredith, I am so sorry.

A fabulously fabulous woman. Tall, beautiful, Prada clad, Manolo shod.

(CONTINUED)

58

CONTINUED:

58

She's a cross between Catherine Zeta Jones and Catherine Deneuve. Derek stands there. Frozen.

DEREK (CONT'D)

Addison.

ADDISON

You haven't returned any of my calls.

Addison looks at Meredith. Extends her hand.

ADDISON (CONT'D)

Hi. I'm Addison Shepherd.

MEREDITH

Shepherd?

Being so fabulous, Addison instantly reads the situation.

ADDISON

And you must be the woman who's screwing my husband.

Meredith's world implodes.

SMASH TO BLACK:

END OF SHOW