

It's A Wonderful Story

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INT. WAR DEPARTMENT, BASEMENT, WASHINGTON DC - NIGHT.

1945.

A windowless basement room.

Six MEN (30s - 50s) slouch in uncomfortable chairs around a large table. Creased shirts, full ashtrays, and five o'clock shadow say it's been a very long day.

The only source of light comes from the PROJECTOR at the back, playing a rough cut of a black and white documentary.

It's FOOTAGE of the attack on Pearl Harbor.

Dramatic ORCHESTRAL MUSIC over sweeping images of destruction. Black smoke billows off obliterated ships as far as the eye can see. Over it, the voice of President Franklin D. Roosevelt:

FDR

I ask that the Congress declare that
since the unprovoked and dastardly
attack by Japan on Sunday December
7th 1941-

Destruction gives way to American servicemen and women rescuing their fellows, treating the injured, and covering the dead.

FDR (cont'd)

-a state of war has existed between
the United States and the Japanese
Empire.

The image fades to a stately, waving American Flag as a ringing chorus of MY COUNTRY 'TIS OF THESE hits deep into every heart in the room.

It's sentimental, but effective.

The film runs out, someone gets the room lights, and all eyes go to one man formulating his thoughts at the head of the table.

FRANK (40s) is short but has presence, which is heightened by his army uniform.

He's not smiling.

The men look at the clock above the door - it's 9:40pm.

At length,

FRANK
It's almost there.

No one actually groans, but their chairs CREAK.

FRANK (cont'd)
It needs a call to action. Plus a few edits.

ART
We're already a week behind. Hollings is—

FRANK
When we get it right, it'll cut straight through any fatigue and apathy. They'll be fired up enough to leave the theater and head right for an enlistment office. It's gotta
(thumping his chest)
Hit 'em here.

Frank grabs a pencil and paper and starts writing.

There's a few SIGHS and rolled shoulders, but the group picks up their own pencils.

What Frank wants, Frank gets.

A KNOCK at the door. They ignore it.

The door opens anyway.

Some young guy named DVORAK (20s), his uniform still new, pokes his head in. He's out of breath.

DVORAK
Colonel Capra?

No one looks up. Dvorak hesitates, then,

DVORAK (cont'd)
General Hollings says to stop.

Frank looks up.

FRANK
Stop?

DVORAK
That's what he said.

FRANK
We're nearly finished.

Dvorak is antsy.

DVORAK
He just said to stop.

Frank pauses. Thinks.

FRANK
Well if the three-star says to
stop...
(to Art)
Let's run it again.
(to Dvorak)
Come here, sit down.

When Dvorak doesn't move Frank takes his elbow and maneuvers him.

FRANK
You've seen the Why We Fight movies?

DVORAK
A few.

FRANK
This is the latest. I wanna know what
a young fella like you will think
when he sees it.

Dvorak can't contain himself.

DVORAK
It doesn't matter. Japan surrendered.
An hour ago.

The room STILLS.

Frank glances behind him and sees BIG EYES, SLACK JAWS... frozen. His team, waiting... for him to tell them how to react.

FRANK
Well, shit. Looks like we're out of a
job.

Art barks a surprised LAUGH and suddenly the whole room is LAUGHING, SHOUTING, tossing papers and celebrating.

DVORAK
Can I go sir?

Frank propels Dvorak out of the room with a SLAP to the shoulder.

Dvorak exits. Art drops into a chair.

ART
Oh my God!
(beat)
It's finally over. We can go back to
normal.

Normal.

The energy of the room changes. Suddenly... uncertain. Do they even remember what "normal" feels like?

FRANK
Let's get out of here.

INT. BAR, WASHINGTON DC - NIGHT

A working-class watering hole.

Frank and his team stand around a few pushed-together bar tables. Sitting on the secret, they are antsy. Excited.

MARK
How soon do we get to go home?

FRANK
I don't know.

A WAITRESS delivers a fresh round of beers. Franks waits until she leaves. He clears his throat. Everyone looks at him.

FRANK (cont'd)
I thought when the day came I'd have
some big speech ready to go. But here
we are and I've got zilch. I guess
the only thing to say is thank you,
everybody.

He has a way of making his sincerity felt.

FRANK (cont'd)
It's been hard work, long hours, the
worst... coffee man has ever known.

They LAUGH,

FRANK (cont'd)
But we did it.

New, giddy pride puffs their chests.

FRANK (cont'd)
I'm proud to have worked with every
one of you.

Heads BOB, feet SHUFFLE and a few soft "thanks, Frank" fill
the air. It's not enough. A few glance sideways at Art.

Art takes a moment, then raises his glass.

ART
First off I'd like to be the first to
say... I quit.

LAUGHS.

ART (cont'd)
You're a devil of a perfectionist and
the most mule-headed guy I ever met,

Everyone LAUGHS, and no one harder than Frank. As much as
he's their boss, he's also one of them.

ART (cont'd)
but I have to admit... What was it,
twenty cartoons?... And, God
Almighty, seven documentaries... to
give 16 million guys the balls to do
the impossible.

The room sobers, remembering the urgency. The fear. The
tremendous task that is now, all of a sudden, behind them.

ART (cont'd)
I don't think anybody else could have
done it.

Nods all around.

On Frank: sincerely touched.

ART (cont'd)
The master manipulator.

Art charges his glass.

ART (cont'd)
To Frank.

Everyone else raises theirs,

ALL
To Frank!

On Frank. Now not so jubilant.

EXT. LOS ANGELES AIRPORT, US ARMY PLANE - DAY

The door to a US ARMY PLANE opens.

Newly discharged veterans flood out; some are excited, some dazed.

JIM (late 30s) pauses in the doorway and scans the terminal.

EXT. LOS ANGELES AIRPORT, TERMINAL - DAY

A gaggle of PHOTOGRAPHERS await. They've been here all day.

EXT. LOS ANGELES AIRPORT, US ARMY PLANE - CONTINUOUS

Jim is holding up the line. He pulls his bombardier's peaked cap lower over his eyes and starts down the steps.

EXT. LOS ANGELES AIRPORT, TARMAC - CONTINUOUS

He falls in with the other vets heading to the terminal. Hunches his shoulders and tucks his chin.

As the vets get closer, the photographers lean over the barricade to see their faces.

There's a bottleneck at the terminal door, and Jim is forced to slow down.

One PHOTOGRAPHER (30s) squints at him.

PHOTOGRAPHER

Jimmy?

Jim pretends not to have heard.

PHOTOGRAPHER

Jimmy Stewart!

He snaps a photo.

Jim — James Stewart, movie star — FLINCHES.

PHOTOGRAPHER

Got you!

(looking closer)

Man, you look like hell.

Jim studies his shoes but a fellow bombardier CARL (30s) slings an arm around his shoulders, trying to turn him towards the cameras.

CARL
C'mon, give 'em a smile. The jig is up.

PHOTOGRAPHERS
Jimmy! Over here! Hey Jimmy!

The cameras are flashing now. A few of the vets look on excitedly - they've never seen a movie star up close.

CARL
Let's get one so I can prove to Liz all the stories I tell about you aren't lies.

Jim smiles at that.

JIM
Just for Liz.

Jim puts his arm around Carl's shoulder and finally looks at the cameras.

All of a sudden, Carl is gone and Jim's alone. The cameras REALLY pop off now.

PHOTOGRAPHERS
Smile!/ How does it feel to be a war hero?/ What's your first picture gonna be?

Jim turns away from the flash a bit and sees the other vets - his group is gone, and now it's all the injured. Missing limbs and bandages, wheelchairs and crutches.

The photographers are still calling his name. They ignore the parade of carnage. Jim feels nauseated. He quickly turns, gets back in line and disappears into the terminal.

EXT./EST. CAPRA HOUSE - DAY

A huge Spanish Revival-style house in the Hollywood Hills.

INT. CAPRA HOUSE, DEN - DAY

Frank is at the window, looking out. Behind him on the bookcase are three shiny OSCARS.

EXT. CAPRA HOUSE, BACK YARD - DAY

LULU (8) holds court over TOM (4) and an array of toys, while FRANK JR. (11) practices throwing his ball against the garage and catching it.

Frank watches his children. War is over. Good has triumphed over evil.

There's just one thing missing. He follows the sound of the RADIO to—

INT. CAPRA HOUSE, MASTER BEDROOM - DAY

LUCILLE "LU" CAPRA (43, charming but approachable) sits at her vanity. She holds her comb suspended in the air, distracted by the NEWS REPORT she's listening to.

NEWS REPORT (V.O.)

The Soviet Union denied all knowledge of the massacre, instead blaming it on Nazi occupiers. President Truman said today he will not fail to hold the nation responsible for any war crimes for which evidence is discovered.

Lu shakes her head slowly, her face showing her anxiety. She doesn't look up when Frank enters but addresses him,

LU

Did you hear that? Unbelievable. Out of the frying pan and into the fire, with the Soviets.

FRANK

Why did you put a radio up here?

LU

So the kids don't have to hear it.

Beat.

FRANK

You never used to listen to the news.

LU

I'd rather know than not know all the horrible things happening.

Frank takes that in.

The report ends. Lu finishes touching up her hair. She dabs perfume on her wrist, then holds up a necklace to put on.

Frank takes it and does it for her. He wraps his arms around her, breathes in her scent. Lu smiles at him in the mirror.

LU (cont'd)
It's so good to have you home.

FRANK
What time should I be ready?

LU
I told everybody five.

FRANK
... sounds like just enough time for
a private party.

He slides his hands down her shoulders.

Lu pauses.

LU
I just got dressed.

FRANK
I can help with that.

He drops a kiss on her shoulder.

LU
It's the wrong time of the month.

FRANK
So we'll put a towel down.

LU
Opposite problem. I don't want to
risk a baby.

Frank STOPS. Flabbergasted.

LU (cont'd)
It could still happen. I'm not too
old. And with the way things are
going right now...

FRANK
What way? Everything's good. We won.

LU
(Re: radio)
It just said we could be at war
again, soon. And there's talk of a
recession... things could get a lot
worse, and we should be prepared.

Frank takes his hands off her.

LU (cont'd)
Soon, all right?

She stands and checks her watch.

LU
I've got to finish up a few details.
Five!

Lu exits.

Frank sits on the edge of the bed, feeling like a stranger
in his own marriage.

INT. CAPRA HOUSE, DINING ROOM - NIGHT

The tail end of a dinner party. The guests (40s-50s) are
well-acquainted enough to be informal with each other.

LYDIA
Frank, tell us the truth: what's
Washington really like?

FRANK
Too many generals, not enough sense.

Everyone laughs.

LYDIA
You weren't on the battlefields?

FRANK
I stayed in a dark, smelly basement
room cutting miles of film together.
Much less exciting.

STEVEN
But priceless. Those documentaries...
everybody saw them.

The table sobers. Remembering.

STEVEN (cont'd)

(MORE)

STEVEN (cont'd)
Powerful stuff, Frank.

Frank accepts the compliment.

SUSAN
The images haunt me to this day.

FRANK
Maybe it'll make you feel better to know there was plenty more that was too awful to show the public.

A horrified beat.

SUSAN
We're never going to get another happy-go-lucky picture out of you, are we? How could we?

FRANK
Of course you will.

Everyone, including Lu, is surprised.

FRANK (cont'd)
Even after everything we've been through... everything we've seen, and the horrible things we're still finding out... no, I still very much believe as I ever did in the power of one good man, the strength of many good men, the idea that good prevails.

No one knows quite what to make of this.

STEVEN
That sounds like another shakedown from Uncle Sam. Where's my checkbook?

Steven exaggeratedly pats his pockets, eliciting laughs.

On Lu, seeing the mood turning uncomfortable.

STEVEN (cont'd)
At least you won't have to worry about competition. Not many copy-cats in the optimism camp.

Frank observes the agreement around the table. His gaze meets Lu's.

Her look says "sorry, but it's true."

The conversation moves on, but Frank feels very much the odd man out.

EXT. ROOFTOP LOUNGE - NIGHT

A swanky, VIP-laden space that could only exist in Los Angeles. People party equally for enjoyment and stress relief.

Jim is squashed in the center of a large booth between two attractive YOUNG WOMEN (early 20s).

They fawn over him, stroke his hair and run eager fingers over his lapels.

LILY

Look what the stress did to your face. And your hair!

She touches his receding, graying temple. Jim jerks his head away.

GERTIE

It must have been terrible.

JIM

Well, I wouldn't call it a good time.

LILY

What was it like, flying over Germany?

GERTIE

Did you ever almost die?

Beat.

JIM

Excuse me.

Jim somehow manages to stand and shuffle over a bunch of people - stepping on toes all the way - to get to the edge of the booth.

He dodges the strangers who try to ensnare him and exits the club.

EXT. BEVERLY HILLS RESIDENTIAL STREETS - NIGHT

Some time later.

Jim wanders; directionless, purposeless.

Suddenly he stops. He's in front of a lit house. Knows this one. He goes to the door and RINGS the bell.

GARY COOPER (40s) answers, a bit wary. He doesn't recognize Jim.

JIM
Hey Coop.

After a second,

GARY
Jim, my God! Come in!

INT. COOPER HOUSE - CONTINUOUS

Jim steps in.

JIM
I saw your lights on—

He stops when he sees two women at the dining table.

JIM
I'm sorry, you have company.

Jim turns to leave but Gary grabs his arm.

GARY
Stay.

ROCKY (O.C.)
Is that Jim?

Jim lets Gary haul him into the dining room. VERONICA
"ROCKY" COOPER (early 30s) stands and rushes to embrace him.

ROCKY
What a wonderful surprise!

JIM
Is it?

ROCKY
Of course! We were just about to start. Sit here. This is my friend Gloria McLean. Gloria, this is James Stewart.

Jim puts on a smile and turns to see GLORIA (early 30s). She's lovely and entirely un-starstruck.

She holds out her hand for him to shake.

GLORIA
Nice to meet you.

JIM
The pleasure's all mine.

GLORIA
Now don't be greedy.

A surprised LAUGH escapes Jim. Gloria's eyes twinkle.
Instant chemistry.

Rocky flashes excited eyes at Gary. Gloria sees it.

GLORIA (cont'd)
I can see those wheels turning,
Rocky.

ROCKY
I can't imagine what you mean.

GLORIA
(to Jim)
She's always trying to set me up.

JIM
I have an idea what that's like.

GLORIA
I'm sure you do. So before she starts
extolling my virtues, I'm very
happily divorced and busy with my two
young boys.

Gary stifles a laugh and Rocky throws up her hands.

JIM
What are their names?

Gloria is a bit thrown.

GLORIA
Ronald and Michael.

JIM
Did you have to remember?

GLORIA
I've never gotten that far. Usually
by now a man is running for the
hills.

JIM
I look awful running. It's why I went
into the Air Force.

Rocky and Gary LAUGH. Gloria looks thoughtful.

GLORIA
That must have been quite a time.

JIM
It was.

They have a hard time looking away from one another.

EXT. COOPER HOUSE - NIGHT

Gloria and Jim stand before the open door. Jim shakes Gary's
hand and kisses Rocky's cheek. Rocky and Gloria hug.

ROCKY
Good night!

Rocky shuts the door in their faces.

Gloria and Jim glance at each other.

GLORIA
My car is just there.

Jim walks Gloria to the car.

JIM
I hope my coming didn't spoil your
evening.

GLORIA
Not at all. And Rocky couldn't be
more pleased.

JIM
She's not the only one.

Gloria looks at him - is he implying what she thinks he's
implying?

EXT. COOPER HOUSE, CURB - CONTINUOUS

Jim opens the driver door for Gloria.

JIM
I don't supposed you'd like to have
dinner again? Just with me, this
time.

A conflicted emotion crosses Gloria's face.

GLORIA
You're a very nice man.

JIM
That's the most gracious 'no' I've
ever had.

GLORIA
You mean you've actually been turned
down before? I find that hard to
believe.

There's a moment where she's tempted, but shuts it down.

GLORIA (cont'd)
You really are nice, but my boys are
my priority.

JIM
I understand.

Gloria gets in the car and Jim closes the door.

GLORIA
Good night.

JIM
Good night.

Gloria drives off. Jim watches until the car is gone, then
sets off in the other direction.

INT. CAPRA HOUSE, DEN - DAY

Dozens of scripts are stacked in two piles on Frank's desk.

He takes one off the consider pile. The title reads THE
GREATEST BATTLE.

He opens it, scans the first page, flips to the last page,
and closes it again. Stacks it on the reject pile.

Looks through the rest of the consider pile.

FRANK
WILLIAM'S WAR. BULLET HOLES. A DAY OF
RECKONING.

All go on the reject pile.

The next one makes him pause. He opens it up. Sits down.
Turns the page.

We see the cover: THE GREATEST GIFT.

INT. COLUMBIA PICTURES, HARRY COHN'S LOBBY - DAY

Frank enters and crosses to the SECRETARY's (20s) desk.

FRANK
Frank Capra for Mr. Cohn.

She BRIGHTENS.

SECRETARY
Mr. Capra! I love your movies!

Frank is happily surprised.

FRANK
Thank you very much.

SECRETARY
The Battle of Britain was just
incredible. I felt like I was there.
I spent almost a whole paycheck on
War Bonds, it was so moving.

Frank's smile falters.

The secretary hits her intercom.

SECRETARY (cont'd)
Mr. Capra's here.

HARRY (O.S.)
Fine.

The secretary beams in admiration at Frank.

SECRETARY
Go right ahead, sir.

Frank crosses to the door and enters—

INT. COLUMBIA PICTURES, HARRY COHN'S OFFICE - CONTINUOUS

— Harry's office. Sprawling. Designed to intimidate.

HARRY (50s, small and mean enough to make up for it) doesn't get up.

HARRY
Welcome home.

FRANK
Home, is it?

HARRY
Of course. Where else?

Beat.

FRANK
It's good to be back.

HARRY
You got the scripts? Which one do you want to do first? William Holden is available. I like him for that one about the ace pilot.

FRANK
THE GREATEST GIFT is something special.
(off Harry's reaction)
The one about the guy who sees what the world would have been if he'd never been born.

HARRY
Oh. That shouldn't have been in the pile. We don't even have the rights to that one.

On Frank: caught off guard, and dismayed.

FRANK
Can we get it?

HARRY
Doesn't matter. The plan is war pictures.

Beat.

FRANK
The war's over.

HARRY

And people want to celebrate.

FRANK

I don't. I want to go back to what I do best. Wholesome, quality stories. I want to do The Greatest Gift.

Harry is quiet. Then—

HARRY

Just so I'm clear. I'm offering you big, guaranteed hits, and you want to go back to your, what did they used to call it? Your schmaltzy Capra-corn?

Frank BRISTLES. Collects himself. Remembers his goal.

FRANK

You know, after Bambi came out, applications for deer-hunting licenses plummeted.

HARRY

Well. Good for happy little critters everywhere.

FRANK

And after BIRTH OF A NATION came out in 1915, membership in the Ku Klux Klan soared. Before the movie it was nearly extinct.

(beat)

The stuff we put out influences people. The way they think, the way they act... we wield enormous power. We have a moral obligation to make sure we use it for the better. That's why The Greatest Gift—

HARRY

I can't believe we're having this conversation. It's a business, Frank. I sell what people want to buy, and they're buying cars, houses, and American victory. So we are making war pictures.

(beat)

Your gimmick's old. And so are you.

Frank's temper rises.

FRANK
I'm the most successful director in
Hollywood.

HARRY
You were.

Beat.

FRANK
How about one war picture, and then
The Greatest Gift.

HARRY
What is your obsession with that
shitty story?

FRANK
It's not shitty! It's...
(re-focusing)
I don't want people, like your
secretary, to hear my name and think
"Frank Capra, man was he good at
making me hate the enemy." That's my
bottom line. That's what I'm
fighting, with this amazing, heart-
wrenching story.

Harry listening. Frank presses on,

FRANK
For twenty years, you and I have
fought and you've won every time.
Twenty years of my sweat and blood to
make you millions, to win you awards,

HARRY
Don't be dramatic.

FRANK
Twenty years of my soul, Harry. I've
earned – more than earned – the right
to call this shot.

Harry considers. Finally,

HARRY
It's my studio. I will always call
the shots.

On Frank. Angry and disappointed, but not surprised. He
weighs his options, his priorities... and comes to a
conclusion that he would not have made a few years earlier.

FRANK
Then I'm out.

HARRY
Over one stupid picture that no
studio will make?

FRANK
I'll make it. Myself.

Harry scoffs, until he realizes Frank is serious.

HARRY
It'll ruin you.

Frank gets up. Already lighter. Free-er.

HARRY
Frank,

Frank does a little heel-kick as he heads to the door.

HARRY (cont'd)
Frank—

Frank is gone.

INT. CAPRA HOUSE - DAY

Later.

Frank enters, upbeat. Lu pops her head into the foyer, sees his mood.

LU
He went for it?

FRANK
Nope. So I quit.

LU
...you quit.

FRANK
I'm going to make it myself.
Independently. Full control.

Lu digests this. Anxiety rising along with her questions.

FRANK (cont'd)
It'll be great.

LU

You heard Steven the other night.
I'm... not sure it's what people
want, Frank. After all the horror
we've seen... a story about the
inherent goodness of man is a tough
sell.

Frank is surprised.

FRANK

Don't you see that's exactly why it's
needed?

LU

And without a studio to back you,
that's a huge risk for us. We have
the kids' college to think about, and
our retirement, not to mention I
think we need to bolster the savings
anyway...

She trails off, running down a mental path of what-ifs.

Not the reaction Frank expected.

FRANK

I'm not some newbie fresh off the
boat, you know. I have had some
success in this business.

LU

How are you going to pay for it? What
happens if it fails?

FRANK

It won't fail!

Beat. Both try to calm down.

FRANK (cont'd)

If I find some partners...
incorporate, get a loan from the
bank... will that make you feel
better?

LU

... Just don't put the house up as
collateral.

FRANK

Okay.

Despite the agreement they are still miles apart. Frank takes her hands. Lu won't meet his eyes.

FRANK (cont'd)
You're worried about the state of the world. I'm trying to do something about it.
(beat)
I know what I'm doing, sweetie.

Lu softens, but is still worried.

LU
What do you want me to say?

FRANK
That you believe things can get better.

It's a long moment before Lu speaks.

LU
... I believe in you.

That both hurts and comforts.

FRANK
I'll take what I can get.

EXT. LOS ANGELES, STREETS - DAY

An AMBULANCE, siren WAILING, navigates a smooth route through traffic. Weaving through lanes, tight turn.

EXT. HOSPITAL, AMBULANCE BAY - CONTINUOUS

The ambulance pulls up to a free space among all the others. The doors on the back fling open and out jump two PARAMEDICS (40s, male). They pull the gurney-strapped PATIENT out and busy themselves with him.

The driver door opens and Gloria steps out to lend a hand.

Patient secured, the paramedics roll him into the hospital. Gloria watches from the curb.

She EXHALES. Didn't realize she was holding her breath.

And notices GREGORY (30s) a few feet away.

He's trying to light a cigarette, but his hands SHAKE too badly.

Gloria crosses to him slowly. Giving him time to notice her. She SMILES when he does.

GLORIA

May I?

She takes the lighter from him and lights the cigarette in his mouth.

Gregory takes a desperate drag, then smiles at her.

GREGORY

Thanks.

Gloria quickly takes in the broken capillaries of his face. Puts it together with the still-shaking hands.

GLORIA

It's dangerous, you know. Going cold turkey.

Gregory stiffens.

GREGORY

Excuse me?

GLORIA

Easing off is better. If you set yourself a schedule—

TONY

Gloria.

TONY (60s) beckons from the door to his office.

Gloria reluctantly leaves Gregory.

INT. TONY'S OFFICE - CONTINUOUS

Gloria closes the door behind her and leans against it.

Tony is clearly uncomfortable.

TONY

You know you're my best driver, right?

Gloria is wary.

GLORIA

Thank you.

TONY
I'd keep you on forever if I could...

Gloria sighs.

TONY (cont'd)
You know what I'm getting at?

GLORIA
The boys need their jobs back.

TONY
I wanted to give you the chance to resign.

Gloria softens.

GLORIA
That's considerate.

TONY
Considerate would have been if I'd caught you before you met the replacement.

Beat.

Gloria looks out, sees Gregory still standing there.

GLORIA
Him?

TONY
Gregory. He worked here before.

GLORIA
And did he have a booze problem before?

Tony's surprised.

GLORIA (cont'd)
The red face. Shaking hands. He's in no shape to be driving.

Tony weighs that.

TONY
I'll talk to him.

GLORIA
Tony.

It dawns on her,

GLORIA (cont'd)
You're just going to pretend he's fine?

TONY
Everybody drinks—

GLORIA
He's a DRUNK.

TONY
He showed up on time, clean clothes, spotless record. Says he's ready to work. I take him at his word.

He holds out an envelope to her. Her last check.

TONY (cont'd)
It's not personal.

Gloria is livid.

GLORIA
I will pray that no one gets hurt because of his dishonesty. Or yours.

She snatches the checks, yanks the door open, and is gone.

INT. MGM ADMIN BUILDING, LOBBY - DAY

Jim waits in the foyer of the main office. He looks at the wall of GLAMOUR PHOTOS of MGM stars. His own photo, in uniform, is front and center.

He looks at it with mixed feelings. Could not feel less like that man in the picture.

LOUIS
James.

Jim turns to LOUIS B. MAYER (60's, imposing).

LOUIS (cont'd)
You came.

JIM
(jokingly)
As ordered, Mr. Mayer.

LOUIS
I'm glad you survived. You look old. How's your head?

The rudeness throws Jim off-balance.

JIM
Fine, I guess.

LOUIS
You got, what do they call it? Flak
Happy?

Jim stiffens.

LOUIS (cont'd)
Had to convalesce in England for a
while?

Anger and shame radiates off Jim.

LOUIS (cont'd)
Europe isn't so far that I can't keep
tabs on my stars. Are you fit to
work?

JIM
Yes.

LOUIS
Good. We'll find a project for you.
In the meantime, I've got a new
director I think you'll like. He's on
Stage 9 right now. Why don't you go
have a look?

Louis walks away.

Jim feels railroaded.

INT. MGM LOT, STAGE 9 - DAY

The enormous stage is full of activity, which allows Jim to
move around unnoticed.

He observes in a detached manner. His wandering takes him to
an empty

THRONE ROOM SET:

He stops. It's a feast for the senses, like someone plucked
it right out of Europe. He's drawn to it, looking up at the
tapestries, even reaching out to touch the ancient stone
wall...that crumbles under his hand.

The spell immediately breaks. This is a film set, not a real
castle.

Jim looks around for something to wipe his hand with, and comes to the backside of the stone wall: all rough wood and plaster, piles of sawdust, cables, trash.

Now he's within viewing distance of another set from the same film, this one with a scene in production.

PALACE BALLROOM SET:

NOBLEWOMAN

My father says I must marry the Duke,
or he'll send me to a nunnery.

NOBLEMAN

Then it must be tonight.

They kiss passionately.

Jim is embarrassed just watching it.

And just like that, makes a decision.

He slinks away unnoticed.

EXT. PARK - DAY

Jim wanders aimlessly along the path, and slows. He recognizes Gloria on a blanket in the grass.

He approaches. She recognizes him and freezes.

JIM

Hello.

GLORIA

Hi.

Gloria glances at the gang of boys playing tag a few yards away.

JIM

Are your boys somewhere in there?

GLORIA

Yes.

She looks uncomfortable. Jim feels it.

JIM

Well I just thought I'd say...
goodbye, actually. I'm moving back to
Indiana.

Beat.

GLORIA
No more acting?

JIM
No.

GLORIA
Why not? You're pretty good.

JIM
Kind of you to say.

Gloria can hear something urgent and unspoken in him.

GLORIA
It's good to realize you need a
change. Not many people are that
truthful with themselves.

Jim likes the compliment.

GLORIA (cont'd)
Do you have a moving date?

JIM
Not yet. I just decided today.

On Gloria, going with her gut. Before she has a chance to
stop herself,

GLORIA
Then how about lunch Thursday.
Bertolli's, at noon?

Jimmy's brows reach for his hairline.

GLORIA (cont'd)
(quickly)
Just as friends. You seem like you
need one.

JIM
Sure, friend. Bertolli's, Thursday,
noon.

GLORIA
See you there.

He tips his hat and continues on his path, leaving Gloria
wondering why she just did that.

INT. CAPRA HOUSE, NIGHT - DEN

Frank sits on a dining chair while his guests GEORGE STEVENS (40s, razor sharp) and WILLIAM WYLER (40s, soft spoken, faint French accent) occupy both ends of the sofa.

FRANK

So that's the deal. We put up 50 thousand each to get 3 million in financing from the bank. Enough for three to five pictures that RKO will distribute. And the full freedom to make whatever we want.

They process this.

GEORGE STEVENS

I'm in.

FRANK

Willie?

WILLIAM

I just don't know that it's the right time. Everything is still settling.

FRANK

That's why it's the right time. We may not get another opportunity.

William is still unsure.

FRANK (cont'd)

Studios just want money. They don't give a damn about what we have to say.

There's a strength in Frank, the unshakeable conviction that fills a room and infiltrates everything in it's path.

WILLIAM

...Goldwyn doesn't want me to cast a real disabled veteran in The Best Years of Our Lives. Doesn't see why it's important.

Frank and George sympathize.

WILLIAM (cont'd)

We should call the company Liberty Films.

Frank smiles.

WILLIAM (cont'd)
I assume you have a project in mind?

FRANK
Naturally.

WILLIAM
And a star?

INT. COCOANUT GROVE - NIGHT

The word "nightclub" was invented for this place.

Huge stage for a full dance band, polished dance floor,
intimate tables, and full grown coconut trees dotting the
perimeter.

The person next to you is either a movie star, an industry
tycoon, a future president.

Frank, dressed to be seen, waits at a small VIP table on the
side of the dance floor.

The floor show - a dozen girls in sequins and feathers -
does their routine, but Frank only has eyes for the door.

He lights up when JIM steps through it. Frank stands, waves
Jim over.

A genuine smile cracks Jim's face as he joins Frank. They
sit down.

FRANK
Did you ever think you'd see the
'grove again?

JIM
(honest)
No.

Frank misses the intonation as he flags a waiter down.

LATER

Fewer people and a break in the music make it possible to
have a conversation.

Jim still looks around himself like he can't believe it's
all real.

JIM
Do you ever feel like you just closed
your eyes and went to sleep? Like you
dreamed everything?

FRANK
Sometimes, when I look at the kids...
see how big they are...

Jim nods understandingly even as Frank abandons the train of
thought. Frank lights his pipe.

FRANK
Mind if I run an idea by you?

Jim stiffens a little.

JIM
Okay.

FRANK
It goes like this. It's modern day.
You're a regular guy—

JIM
I am?

Frank smiles, caught out.

FRANK
Well, I hope so. Anyway, you're a
regular guy and your life isn't what
you hoped. You wanted to travel, but
your dad dies and you have to run the
family business. Then you get a
chance to leave, but you fall in love
and marry the girl next door.

Jim nods unhappily as he follows along.

FRANK
So you have a couple kids, and you
make ends meet but it's not what you
want. You're so frustrated you try
to...

Frank falters,

FRANK
to kill yourself by jumping off a
bridge...

Jim gives him nothing.

FRANK (cont'd)
But there's... uh... an angel, but he
hasn't won his wings yet so he jumps
in to save you...

Frank breaks off.

FRANK
It sounds awful when I say it out
loud. But I promise it's good.

JIM
I know it will be.

Frank brightens,

JIM (cont'd)
But I wish you'd told me this was a
pitch over the phone. It's not for
me.

FRANK
Why don't you just read it—

JIM
I'm done. Going home to work in my
father's store.

Of all the things, this is the last one Frank ever expected.

FRANK
It has to be you. You're America's
Everyman.

JIM
(trying to joke)
Well then America's in trouble.

Frank doesn't laugh.

The band comes back and picks up their instruments. Overhead
LIGHTS flash.

FRANK
I'm not buttering you up. You're the
only guy for the part.

Jim is unmoved. Frank starts to feel desperate.

The band starts something LOUD and JAZZY. The floor show
runs out and starts their number.

Frank and Jim take no notice.

FRANK (cont'd)
(leaning in, louder)
I can't do it without you.

Jim can hear, and see, the urgency. And yet,

JIM
I'm sorry.

On Frank: devastated.

INT. BERTOLLI'S, LUNCH COUNTER - DAY

Gloria and Jim sit at the lunch counter. They're casual, friendly, and finishing up.

JIM
And then I left.

GLORIA
He didn't ask why?

JIM
Frank doesn't ask unnecessary questions. I said no and that was that.

GLORIA
I always liked Mr. Capra's films. They look like modern fairy tales, but there's complexity underneath.

JIM
He's a great director.

GLORIA
He certainly made you look good.

Jim smiles.

GLORIA (cont'd)
Okay I give up. Why can't you act anymore?

JIM
It just feels... Silly. Phony.

GLORIA
Well, sure.

JIM
It didn't before.

Gloria doesn't understand.

JIM (cont'd)
A good actor doesn't just say the lines and hit his marks. He has to make the audience feel something. And the only way that works is if it's real to him. If it's real to him, it's real to the audience.

GLORIA
(getting it)
Nothing feels real anymore.

JIM
Nothing good.

Outside, a TRUCK rolls by. The windows of Bertolli's RATTLE.

Jim moves automatically, one hand up to protect his face, the other reaching to turn her away from the flying glass... that never comes.

His eyes meet Gloria's - she sees fear in them for a fraction of a second.

The truck moves on, the windows quiet, and Jim's hands come down.

Before Gloria can ask,

JIM (cont'd)
Entertainment is trivial. I need to do something...
(searching for the word)
worthwhile.

Gloria processes everything he said, and did.

GLORIA
... But it's not trivial to Frank. He's your friend, and he's asking for your help. What's more worthwhile than that?

Jim hadn't considered it that way.

JIM
You want me to do it?

GLORIA
It's not for me to say.

JIM
You just did.

That spark crackles again.

The bill is laid in front of Jim. He reaches for it but Gloria is quick - she had her dollars ready and lays them down.

GLORIA
I'll say this... You can't do
anything for the ones that were lost.

She notices Jim's eyes grow somber. He listens.

GLORIA (cont'd)
But there is someone you can help,
and he seems to think you're the only
one who can.

Jim looks at her, appreciating her... Falling for her.
Gloria feels it, and puts her walls back up.

GLORIA (cont'd)
Just my two cents.

JIM
(re: the bill)
Thanks.

GLORIA
You're welcome.

Jim smiles mysteriously.

GLORIA (cont'd)
What?

JIM
Advice like that, you must be a heck
of a mother. Ronald and Michael will
grow up to be good men.

Gloria smiles but is uncomfortable.

JIM
I know. Just friends.

GLORIA
I don't want to bring anyone...
Casual, into their lives.

JIM
Like I said. Great mother.

This time the smile is genuine.

Thank you. GLORIA

INT. JIM'S APARTMENT - NIGHT

Jim sits on his bed and stares at the phone on the nightstand. He's been staring at it for some time.

He takes a breath, picks up the receiver and dials.

INT. CAPRA HOUSE, DEN - DAY.

Frank, an open and marked-up script before him, stares into middle distance.

Spiraling.

The phone rings and he answers.

FRANK
Hello.

INTERCUT LOCATIONS

JIM
Frank, it's Jim.

Jim pauses, the words stuck in his throat. He forces them out.

JIM
When do we start?

EXT. RKO MOVIE RANCH - DAY

The wonders of outdoor film production in the Golden Age. Hundreds of people transform four acres of generic storefronts and streets into Bedford Falls:

- Business signs are repainted on windows.
- Twenty-foot live oak trees are planted in a new parkway bisecting the main road.
- Gaffers perch on scaffolding to arrange massive lights.
- Fences are threaded with rose bushes and vines.
- Miles of cable are tied together and pinned to the ground.

- Industrial sized fans blow fake breezes into shrubs and trees.

Frank stands in the middle of it all, watching his Everytown come together. This is his happy place, and even as he makes adjustments, he's jovial.

FRANK

Jack,

JACK (50s), production designer, crosses to Frank.

FRANK (cont'd)

Let's add some grit and age. Maybe some street litter. Some older cars, definitely.

JACK

Where?

FRANK

Everywhere.

(off Jack's look)

I want it to be as middle class as possible. Really real.

JACK

Nobody goes to the movies for realism.

FRANK

If the audience can't recognize this place as the next town over from their own, we've lost them before we've begun.

Jack is mystified.

JACK

... We're talking about a movie, Frank. They know going into it that it isn't real.

FRANK

But they want it to be.

Jack concedes and goes back to work.

Jim crosses the set. He moves quickly, as though he doesn't want to be seen. But in his wake, the odd elbow-nudge or stage whisper. *It's Jimmy Stewart!*

Soon the attention precedes him.

MAN 1
Captain Stewart!

There's a WHISTLE, and few WHOOPS, and a smattering of applause.

Jim grins uncomfortably and waves to acknowledge it, which only makes the welcome stronger.

MAN 2
Welcome home!

MAN 3
Finally, some blue blood on this rag-tag indie!

The LAUGHS turn to CHEERS now. He's their mascot, and its the last thing he wants to be.

He escapes into the trailer—

INT. STEWART TRAILER - DAY.

—and listens to the excitement carry on. Feels sick.

He sits down to the vanity and looks himself in the eye. Absolutely does not want to be here.

INT. RKO SOUNDSTAGE, OUTDOOR SET - DAY

Jim exits his trailer, in make up, hair piece, and a too-big 1920s football uniform. He feels as stupid as he looks, and twice as old... Which, he is.

Frank speaks to DONNA REED (24, easygoing and endearing) off stage as the crew sets up a shot around the second team.

Jim approaches them.

FRANK
There you are. Donna, this is Jim Stewart. Jim, Donna Reed.

Donna flashes her megawatt smile.

DONNA
Hello.

Jim's taken aback.

JIM
How do you do.

FRANK
Take a few minutes for the
pleasantries.

Frank exits. Jim and Donna stand awkwardly together.

JIM
Where are you from, Donna?

DONNA
Denison, Iowa.

JIM
Been out here long?

DONNA
A few years.

She feels something off about him. Takes a guess.

DONNA
I'm not what you expected?

JIM
No, no... I didn't have any
expectations.

DONNA
People usually say I seem mature for
my age.

JIM
I wouldn't say that. If anything...
young, comes to mind.

DONNA
Really? Nobody's ever said that.

Before Jim can respond—

1ST AD
First Team! This is a rehearsal!

Donna and Jim get up and replace the stand-ins on the set.
Frank pops up and joins them, full of optimistic energy.

FRANK
Here we go! Jim, remember you're a
young man now, just 22 or so and
you've got big plans. Travel,
college, it's all ahead of you.
Donna, you've loved him forever but
he doesn't know that. Questions?

No questions.

FRANK (cont'd)
Let's do it.

Frank retreats behind the camera.

FRANK (cont'd)
Action.

Jim looks down at Donna, trying to connect.

JIM
What is it you want Mary? You want
the moon? Just say the word and I'll
throw a lasso 'round it and pull it
down.

His delivery is wooden.

FRANK
Cut. Jim, could you get a better
eyeline with Donna? And really paint
the picture - she's always been the
girl next door but all of a sudden
she makes your heart beat. You were
just dancing together, and it's a
beautiful night. Romance her. From
the top.

Jim nods, clears his throat and stoops a little. Donna
smiles at him. It makes him feel worse.

FRANK (cont'd)
Action.

JIM
What is it you want Mary? You want
the moon? Just say the word and I'll
throw a lasso 'round it and pull it
down.

Now he sounds like he's selling her a vacuum cleaner. Donna
stares at him adoringly.

On Frank: surprised. He glances at nearby crew,

QUICK SHOTS:

Crew reactions.

They confirm it. Jim has never been this bad before.

DONNA
I'll take it. Then what?

JIM
Well then you could swallow it. And
it would all dissolve, see? And the
moonbeams would shoot out of your
fingers—

FRANK
Cut. Jim, really make love to her.
From the top.

Everyone resets. Jim rolls his shoulders, on edge.

JIM
What...
(starting again)
What is it you want, Mary?

LATER

On Frank, watching the scene. His chin in his hand. He
glances at 1st AD's notepad. Hatch marks show this is the
20th rehearsal.

1st AD raises an EYEBROW at Frank and TAPS his watch, points
to the unused camera. *We need to start rolling.*

FRANK
Cut. Let's get one for real.

INT. STEWART TRAILER - CONTINUOUS

Later.

Jim rests in his trailer. A KNOCK on the door.

JIM
Come in.

Frank enters.

JIM (cont'd)
Time?

FRANK
A few more minutes. I just wanted to
see how you're doing.

JIM
You should know better than anybody.

FRANK
First day back is always a bit rusty.

JIM
Rusty? Frank... I don't know if I can do this.

FRANK
It's fine.

JIM
Donna's so young-

FRANK
She's twenty-four.

JIM
And I'm a few months shy of 40.

FRANK
But George isn't.

JIM
That doesn't stop me from feeling like a creep.

Beat.

FRANK
You want me to fire her?

JIM
No! No, I just... I'll try harder.

FRANK
Relax. It's just acting. Not life or death.

He CLAPS Jim on the shoulder and exits the trailer.

We hold on Jim's unconvinced face.

INT. RKO SOUNDSTAGE - CONTINUOUS

1st AD trots over to Frank.

1ST AD
We're two hours behind.

FRANK
We'll make it up. He just needs to get the hang of it again.

1st AD gives Frank a look.

FRANK (cont'd)
See if you can do something with the
schedule. He'll come through if we
give him the space.

1ST AD
We could probably move up the outdoor
B roll shoot to the end of the week.

FRANK
Great, let's do that.

EXT. GLORIA'S HOUSE - DAY

Gloria's out in her back yard, weeding her vegetable garden.
She hears the PHONE ringing from inside.

INT. GLORIA'S HOUSE, LIVING ROOM - CONTINUOUS

Gloria snatches up the phone. We only hear her side of the
conversation.

GLORIA
Hello. It's the middle of the day,
they're in school. They've been
asking when you're coming to visit...
because you're their father, Ned.
They expect that when you say you'll
do something, you will eventually do
it. Then can you at least call when
they're home? Anytime after 6. All
right, thank you. Bye.

She hangs up.

INT. GLORIA'S HOUSE, LIVING ROOM - NIGHT

Gloria, RONALD (6) and MICHAEL (9) all read in the living
room.

Gloria's eyes stray to the clock on the wall. 9:30pm. After
a moment, she picks up the phone and dials.

It rings, and rings, and rings... and disconnects. Gloria
schools her anger but the boys aren't fooled.

MICHAEL
Who were you calling?

Gloria hesitates.

MICHAEL (cont'd)
Dad?

GLORIA
Yes.

Michael's face darkens. Ronald looks upset.

RONALD
Was it about coming to visit?

Gloria digs deep for reassurance to put in her voice.

GLORIA
And a few other things. But it's
late, he must be asleep. And you
should be, too.

She gathers them up and herds them to bed.

INT. RKO SOUND STAGE, BRIDGE TOLL HOUSE SET - DAY

The middle of a take.

Jim, hunched over in his long underwear, tongue puffing out his lower lip, fake blood drawn down his jaw, looks up like a surly cow and addresses HENRY TRAVERS as "Clarence Oddbody":

JIM
What'd you say?

HENRY
You've never been born. You don't
exist. You haven't a care in the
world. No worries, no obligations, no
8,000 dollars to get, no Potter
looking for you with the sheriff,

JIM
Say something else in that ear.

HENRY
Sure, you can hear out of it.

JIM
Well it's a doggone thing... Haven't
heard anything out of that ear since
I was a kid.

The lines are right, but as before, Jim just isn't IN the scene.

Frank glances at 1st AD's clipboard again.

25 hatch marks; the 25th take.

Frank leans over, circles the 23rd hatch mark.

On Frank: starting to worry.

EXT. RKO MOVIE RANCH, BEDFORD FALLS SET - DAY

The Encino summer sun shimmers the air on set, which is blanketed in synthetic snow.

BACKGROUND ACTORS shuffle through imaginary wind, tucked into overcoats, hats, scarves and gloves.

Behind the camera, the crew is stripped down to their undershirts and dripping SWEAT.

Frank mops his forehead as he watches.

CRACK!

The bulb from a light fries out.

CRACK! CRACK!

Two more follow it.

FRANK
Cut! Damn heat. Joe,

Frank turns to his cinematographer JOE (40s). Joe actually leans on his camera.

FRANK (cont'd)
Joe?

JOE
Mm.

Joe tries to stand but his head swims and he STUMBLES. Frank steadies him.

FRANK
Easy. Sit down.

Joe doesn't protest and Frank helps him sit.

Frank surveys his crew. Their suffering is clear. He signals 1st AD.

FRANK (cont'd)
Let's take thirty. Make sure
everybody has some water.

1st AD trudges off to obey as 2nd AD appears at his elbow.

2ND AD
I just got off with the weather
service. Triple digit temperatures
for the rest of the week.

FRANK
Christ.

The LINE PRODUCER (50s), enormous bound budget in hand, hovers nearby. Clearly wants to speak to Frank.

Frank thinks a moment, lines in his face deepening.

He looks at the background actors; their clothes are soaked through. They are spent.

FRANK (cont'd)
All right. Tell the department heads
we're shutting down immediately. Have
everyone back on Monday.

2nd AD runs off, leaving the way clear for Line Producer. He scurries over.

LINE PRODUCER
You can't shut down.

FRANK
Lights are burning out and people are
dropping like flies. We don't have a
choice.

Line Producer drops his voice.

LINE PRODUCER
We're already in the red!

Frank STOPS.

FRANK
How?

LINE PRODUCER

Stewart. All his takes. I'm already pulling funds from other areas for more film. You're behind schedule, and now you're cutting three days for a shutdown.

FRANK

Keep your voice down.

(beat)

He'll get better. We'll make up the time. Find the money.

The line producer turns away.

Frank watches, stressed, as the set shuts down.

INT. CAPRA HOUSE - DAY

Frank enters. The house is quiet.

FRANK

Anybody home?

LU (O.S.)

In the kitchen!

INT. CAPRA HOUSE, KITCHEN - CONTINUOUS

Frank enters. Lu sits at the table, an open newspaper spread before her. She's engrossed.

Her women's magazines are untouched on the other side of the table.

LU

You're early.

FRANK

Too hot to work. Where are the kids?

LU

(distracted)

Lulu's next door, Tommy's napping, and Junior's at the movies. Since you're home, would you mind picking him up?

EXT. LOS ANGELES MOVIE THEATER - DAY

A group of TWEEN BOYS loiter outside the theater. Frank Jr. is among them.

Frank's car pulls up to the curb. He BEEPS the horn gently to get the boys' attention.

Frank Jr. comes to the car. Gets in.

INT. CAPRA CAR - CONTINUOUS

FRANK JR.
Where's mom?

FRANK
Reading the paper.

FRANK JR.
That's all she ever does.

Frank considers, but redirects.

FRANK
Did you have a good time? What did you see?

Frank cranes his head to see the marquee. His face goes ASHEN. Then ANGRY.

FRANK JR.
THE BODY SNATCHERS. It was great.
Boris Karloff—

FRANK
Stay here.

Frank leaves the car on and exits.

As he walks into the theater, we see the marquee:

Boris Karloff in THE BODY SNATCHERS, Gene Kelly in ANCHORS AWEIGH... Frank Capra's THE BATTLE OF CHINA.

INT. LOS ANGELES MOVIE THEATER - CONTINUOUS

Frank scans the lobby until he finds a discreet door. He opens it.

The MANAGER inside JUMPS.

FRANK
You the manager?

MANAGER
You can't be in here.

FRANK
Are you the manager?

When he doesn't answer,

FRANK (cont'd)
You have no right to show The Battle
of China. That is property of the
United States Government and all
prints were to be destroyed or
shipped back months ago.

MANAGER
Relax, all right, I just got it.

Beat.

FRANK
What do you mean you just got it?

MANAGER
Came in last week, straight from the
War Department. You have a problem
with that you can take it up with
them.

On Frank: shocked.

INT. CAPRA HOUSE, DINING ROOM - NIGHT

Lu and the kids eat. Frank's plate is getting cold. They can
hear Frank's voice, muffled by distance.

The kids are unnerved by the clear anger in it.

LU
It's all right, he's just hungry.
They're keeping him from his dinner.

She tries to smile reassuringly. None of the kids buy it.

INT. CAPRA HOUSE, DEN - CONTINUOUS

Frank, phone in hand, paces as far as the cord will let him.
Waiting.

Finally,

FRANK

Yes, I've been waiting over an hour
for General Marshall... Well it's
about time, George. Why is my local
theater showing Battle of China?

As Frank listens to the response, his anger freezes into
dread. Then fear.

INT. CAPRA HOUSE, DINING ROOM - NIGHT

Frank enters and takes his seat. Shell-shocked. Won't meet
anyone's eyes.

LU

Everything all right?

Frank's voice seems to come from far away.

FRANK

They're recirculating the Why We
Fight movies.

Beat.

LU

All of them?

Frank nods.

LU (cont'd)

Why?

FRANK

The administration thinks it will be
good for the next election. They will
play indefinitely. All over the
country.

Nobody knows what to say.

He pushes his plate away, gets up and goes out the door to
the backyard.

Lu and the children are stunned in his wake. After a moment,

LU

(to Frank Jr.)

Frank, clear the table when you're
finished, all right?

She touches each child's head as she follows Frank.

EXT. CAPRA HOUSE - NIGHT

Frank stuffs tobacco in his pipe with shaking hands; his fury spilling over.

Lu gently takes the match from him and lights the pipe.

She observes him. How deeply upset he is.

LU
Those movies did a lot of good, you know. They kept a whole country going. Kept us together.

FRANK
I'm good at what I do.

LU
...They might still be helpful?

Frank is silent for a long moment.

FRANK
He asked me if I had any interest in making a new one. About Russia. In case
(acknowledging their earlier conversation)
we fight them next.

LU
What did you say?

FRANK
I told him that to vilify a people for something they might do is the most disgusting thing I can imagine.

On Lu, taking that in.

LU
I guess you're right.

FRANK
Nice to see we can agree on something.

Lu feels the sting of that. Accepts it. Follows it to the question she's had for a while now.

LU
How do you do it?
(off his look)
How do you just ignore everything
that's happened?

FRANK
Ignore it?

LU
Well if you don't ignore it then how
do you hold on to optimism when we're
living through... all of this?

FRANK
The same way I make movies.

He waves his hand broadly before him.

FRANK (cont'd)
I see the big picture. Good, bad,
scary.

Now he makes a frame with his fingers, like a camera. Looks
at her through it.

FRANK (cont'd)
Then I decide what I want to focus
on.

He puts his hands down.

FRANK (cont'd)
That's the only thing I can control.

On Lu, understanding dawning.

LU
You make a choice.

FRANK
Every minute of every day. As best I
can.

Lu scoots closer. Wraps her arms around him. Frank doesn't
know what's expected of him in this moment. But slowly, with
her coaxing, leans into her.

EXT./INT. GLORIA'S HOUSE - DAY

Michael retrieves the mail. The standard letters and bills,
and one brightly illustrated POSTCARD. He flips it over, and
his expression darkens.

INT. GLORIA'S HOUSE, GLORIA'S BEDROOM - CONTINUOUS

Gloria pins a hat to her head while Ronald clasps a necklace at the back of her neck.

Michael enters, puts the mail on her lap. The postcard on top.

Gloria sees it. Her eyes fly to Michael.

RONALD
(re: postcard)
What's that?

MICHAEL
It's from Dad.

Ronald snatches it.

RONALD
What's it say?

Michael and Gloria have a fast, silent conversation: Gloria pleading, Michael fuming.

MICHAEL
It says...
(backing down)
he misses us. And he'll bring us
something from there when he visits.

On Gloria: relived, proud... and heartbroken.

INT. TAILOR'S SHOP - DAY

Gloria sits on a loveseat. Books of fabric swatches open all around her.

Jim stands on the pedestal in his shirt and pants while the TAILOR takes his measurements.

JIM
A postcard.

GLORIA
From his honeymoon. We had no idea he
was even serious about someone, let
alone getting married. No wonder he
kept putting off the visit.
(beat)
The look on Michael's face...

JIM
I don't know what to say.

Gloria smiles a little.

GLORIA
I've had my fill of platitudes and
shock and apologies from people who
didn't do anything, so thank you for
at least sparing me that song and
dance.

JIM
Well hang on a second, I might be
able to rustle up...

He does a bit of soft-shoe on the pedestal.

Gloria rolls her eyes, but her smile widens.

TAILOR
All done, sir.

Jim steps off the pedestal and accepts his jacket from
Gloria.

GLORIA
Speaking of, how goes it?

JIM
Fine.

Gloria can see the lie. She doesn't press, but she
withdraws.

GLORIA
Good.
(re: swatches)
I'd say two linen: cream and light
gray, and then three wool. Navy,
charcoal, and that fawn herringbone
would look well on you.

JIM
(to the tailor)
You heard the lady.

Jim feels Gloria's distance.

JIM (cont'd)
It's terrible. I'm terrible.

She searches him.

GLORIA
I believe you, now.

JIM
Because it's the truth.

GLORIA
So I believed the truth, but not the
lie. What does that tell you?

JIM
That you know me already?

Gloria can't help but smile.

INT. RKO SOUND STAGE, UNCLE BILLY'S OFFICE SET - DAY

Another scene.

Jim stands on his mark opposite THOMAS MITCHELL (50s) as
"Uncle Billy", who sits at the desk. Frank is with them,
equally tired and more pressured than ever to make this
movie work.

FRANK
Okay. On a scale of one to ten, let's
start at an 8 and see how it feels.

Jim and Thomas ready their positions as Frank retakes his
spot.

Jim crouches down, leans close to Thomas.

FRANK (cont'd)
Action.

JIM
Listen to me, do you have any secret
hiding place here in the house?
Someplace you would have hid the
money?

Jim is detached, aloof.

THOMAS
I've gone over the whole house, even
in rooms that have been locked since
I lost Laura.

Thomas starts crying.

JIM
Listen to me, listen to me. Think,
think—

Frank watches the camera rolling, just eating up expensive film.

FRANK
Cut. Jim, take it up to ten.

Frank's tone is sharp. Jim is thrown by it. Tension RISES.
The scene resets.

JIM
Listen to me, do you have any secret
hiding place here in the house?
Someplace you would have hid the
money?

Jim is more urgent now, but still off. He falters.

JIM
Sorry, let me try again.

FRANK
Still rolling.

JIM
Listen to me, do you have any secret
hiding place here in the house?
Someplace you would have hid the
money?

THOMAS
I've gone over the whole house, even
in rooms that have been locked since
I lost Laura.

Thomas cries.

JIM
Listen to me, listen to me. Think,
think—

Frank FIDGETS. Losing patience.

Jim SPRINGS UP, FLINGS his arms in exasperation.

JIM (cont'd)
Where's that money, you fool?

It's amateurish; a pantomime. Someone SNIGGERS.

FRANK

Cut.

Frank SIGHS in frustration.

The last straw of Jim's control breaks. He changes on a dime; cold. Dangerous.

JIM

What?

FRANK

Nothing.

JIM

What's the direction?

Everyone's eyes ping pong back and forth between them. Frank struggles to keep his own tempter in check.

He pulls Jim aside.

FRANK

(quietly)

Just do it like you used to.

Beat.

JIM

I can't.

FRANK

For God's sake, we're almost halfway through the shoot. It's just acting!

JIM

Stop saying that.

All the air sucks out of the room.

FRANK

I know you can do this. Why are you holding back?

Jim withdraws.

JIM

You don't know what you're talking about.

FRANK

I know you. You don't just lose talent like yours. You're holding back, and it's killing me, Jim.

Jim feels guilty.

FRANK (cont'd)
So quit farting around and for the
love of God, show me what's inside
you!

Jim abruptly turns and goes back to his mark. Wound so tight
he could pop.

Nods his readiness.

CAMERA
Camera speed.

SOUND
Sound speed.

FRANK
Action.

JIM
Listen to me, do you have any secret
hiding place here in the house?
Someplace you would have hid the
money?

This one is different. The words are unaffected; it sounds
like Jim, not a character.

THOMAS
I've gone over the whole house, even
in rooms that have been locked since
I lost Laura.

Thomas cries.

Jim GRABS Thomas by the lapel, even muscle taut.

JIM
Listen to me, listen to me. Think,
think—

THOMAS
I can't think anymore George. I can't
think anymore. It hurts.

Jim SPRINGS UP, HAULING Thomas clean off his feet. SHAKES
him like a dog with a rat.

It's so violent, so unexpected that Frank GASPS.

JIM
(shouting)
Where's that money, you silly, stupid
old fool? Where's that money? Do you
realize what this means? It means
bankruptcy and scandal and prison!

Jim THROWS Thomas back into his chair. Thomas almost misses it.

Crew reacts in ALARM.

Everyone in the room knows: Jim is not acting.

JIM
That's what it means. One of us is
going to jail. Well, it's not going
to be me.

Jim pants.

It takes Frank a second to realize the scene is over.

FRANK
Cut.

JIM
(tightly, to Thomas)
You alright, Tom?

THOMAS
(stupefied)
Yeah—

JIM
I'm sorry.

Before Frank can get to him Jim turns and lopes as fast as he can to his trailer.

Frank watches him go... all of a sudden realizing the Jim he knew is gone.

INT. RKO SOUNDSTAGE, STEWART TRAILER - CONTINUOUS

Jim is at the vanity, scrubbing the make up off his face with a wash cloth to hide the shaking of his hands.

A SOB escapes him. Terrifies him. But the sound of his door opening immediately tamps it all back down again.

Frank enters. Jim won't look at him. When he feels in control again,

JIM

Bet you wish you'd listened to me
when I turned you down.

Jim throws the wash cloth down and steps behind a partition
to tear his costume off.

Frank finds a folding chair and sits down.

FRANK

I'm sorry.

Jim continues changing.

The sounds of set infiltrate the trailer.

FRANK (cont'd)

Forget everything out there for a
second.

Jim comes out from behind the partition in his street
clothes. In control and closed off again. Still won't meet
Frank's eyes.

FRANK

We came up together. Succeeded
together. You're one of my best
friends.

Jim feels guiltier than ever.

Tell me what you need, and I'll make
it happen.

JIM

You can't.

FRANK

There has to be something.

Jim shoulders past Frank to the door.

FRANK (cont'd)

I won't let you give up on yourself.

Jim pauses with his hand on the handle.

Looks at Frank.

JIM

It isn't like that. There is no
getting better, no going back. No
silver lining or happy ending. This
is... who I am, now.

Jim exits.

Frank stands alone in the trailer. At a loss.

EXT. LOS ANGELES GROCERY STORE - DAY

Lu exits with a shopping cart full of groceries. She stops abruptly - a BEGGAR (male, 30s) is just outside the door, a CAN at his feet, addressing everyone approaching,

BEGGAR
Spare change, sir? Ma'am, could you
spare a few cents? I'm just trying to
get something to eat.

Everyone ignores him and gives as wide a berth as possible.

Lu does the same and continues to her car... but keeps looking back at him.

She pops her trunk... and hesitates.

Indecisive about something.... until she's not.

Lu takes her purse out of the cart, leaves the cart where it is, and approaches the beggar.

She looks him full in the face. Really seeing him. Smiles.

LU
Hello.

He's too surprised to speak.

Lu reaches into her wallet.

LU
I'm afraid this is all I have, but I
hope it helps.

She holds out two dollar bills. The Beggar takes them.

BEGGAR
(stumbling)
Thank you ma'am, thank you very much.

LU
You're welcome.

Lu turns back towards her car.

A WOMAN (50s) on her way into the store SCOWLS at her.

WOMAN

You shouldn't do that. He's just
going to buy liquor or drugs with it.

Lu stops, looks back at the Beggar, still addressing
everyone who goes past,

LU

That will be his choice. I've made
mine.

The Woman is mystified, but Lu is confident.

In this moment, at peace.

She loads her groceries in the trunk.

INT. JIM'S APARTMENT - DAY

Jim wraps and boxes his belongings.

The phone RINGS. He looks at it until it stops. It doesn't
ring again.

He tapes up the box... And looks at the phone again. Can't
help himself. He picks up the receiver.

JIM

Hello operator, I just missed a call,
could you connect me back?

Beat.

GLORIA (O.S.)

Hello?

JIM

Gloria?

GLORIA

Jim. I thought you weren't home.

(pause)

Would you come over?

EXT. GLORIA'S HOUSE - DAY

Jim KNOCKS, Gloria answers.

INT. GLORIA'S HOUSE - CONTINUOUS

A comfortable, small family home. Warm and inviting.

Jim enters.

Gloria's distracted. Upset. Doesn't notice or remember that she's in her house slippers and her stockings have a run.

He notices the wilting vase of peonies on the front table.

Jim's worry grows.

GLORIA
(indicating the
sofa)
Please.

Jim sits. Gloria takes the armchair opposite. Gathers herself.

GLORIA (cont'd)
It's Michael. Something happened. I don't know if he had a fight or what but he's... withdrawn. For three days now. It's not like him. And it's not like him to not confide in me.

JIM
What about...?

GLORIA
Ned. God knows where he is. And I don't think Michael would speak to him anyway, given everything.

JIM
But you think talking to a man might help.

GLORIA
I don't know what else to do.

JIM
I don't know many boys who'd confide in a stranger.
(off Gloria's face)
But I'll try.

Gloria gets up and Jim follows.

INT. GLORIA'S HOUSE, MICHAEL'S ROOM - CONTINUOUS

Michael lies on his bed, staring at the ceiling. He has the distinct look of emotional crisis: oddly blank and detached.

He doesn't react to the KNOCK on the door—

GLORIA (O.C.)
Michael?

—But upon Gloria and Jim entering, is suspicious. Guarded.

GLORIA
Sit up, sweetheart.

Michael does. Gloria perches on the edge of the bed,

GLORIA (cont'd)
This is the friend I told you about,
Mr. Stewart.

Jim gives a half-wave.

JIM
Hi Michael.

Michael's expression gives up nothing.

Gloria and Jim make eye contact. Jim silently shoos her out of the room.

GLORIA
(to Michael)
I'm going to make lunch. Entertain
him for me, will you?

Gloria exits, closing the door behind her.

Michael immediately lies back down and rolls to face the wall.

Jim looks around the room: there's a bookshelf, small desk, and all manner of boy's toys.

He sits in the small desk chair, clears his throat.

JIM
Michael. Your mother is awfully
worried about you.

Nothing from Michael.

JIM
Is it a... A boy problem? Do you have
any questions I can answer?

Still nothing.

JIM
Okay. I'll just sit here a minute
until she comes back.

And he does. Feeling lousier, more like a failure with every passing second.

He turns to the desk. Green ARMY MEN are carefully arranged by type.

Jim picks one up, tests his finger on the little plastic rifle.

JIM (cont'd)
What are you doing over here,
corpsman. You should be with your
unit.

He moves the army man to a clear space on the desk.

JIM
You need a medic. Every unit's gotta
have his medic.

He moves a medic over.

JIM
Oh and a mine sweeper, that's very
important.

He moves a mine sweeper over.

A bedspring CREAKS. Michael rolls over just enough to hear better.

Jim picks up another army man.

JIM
And what are you? Look like a comms
officer. You're an important guy, you
go right here.

He's all out of types. He glances at Michael, who hasn't moved any further. Jim clears his throat, putting on his best General voice.

JIM (cont'd)
Well men, our orders are to take the
garrison on the bookshelf. I know
you're tired, and hungry. It's a long
trek through enemy territory, but
we've got to do it.

He sounds hammy.

Michael rolls back all the way to the wall.

Jim watches him for a moment, then looks at the toys. Picturing real features on the little faces. He picks one up, turning it over in his hand. Then—

JIM
Of course you're scared. I'm scared too.
(beat)
Not all of us are gonna make it.

This is different. It sounds like something Jim has said many times, even if he's never said it out loud.

JIM (cont'd)
We're gonna hold on to that fear. Let it make our eyes sharp, and our ears big. I'm going to look out for Chris, and Chris is going to look out for Paul, and so on until everybody's back is covered. We'll say our prayers, and do what needs doing. Tomorrow we'll think about tomorrow. And the next day we'll think about that day. And so on, until, one way or another, we're not scared any more.

MICHAEL
That's not how they talk.

Jim looks up. Michael scowls at him.

JIM
How would you know?

MICHAEL
Soldiers don't get scared.

JIM
I got scared.

MICHAEL
Then you're not a soldier.

Beat.

Jim wrestles with himself. Remembers why he's here, what Gloria asked of him.

What his mission is.

JIM
You know what a munitions plant is?
(MORE)

JIM (cont'd)
It's where they made bombs and
bullets. Millions of them. I spent
hundreds of hours in the upper
atmosphere trying to find those
plants.

Jim isn't looking at Michael now, but Michael watches Jim.

JIM (cont'd)
'Course you don't keep those out in
the open. They were deep in enemy
territory. I've seen all of Germany
from a thousand feet up. I watched—

Jim stops himself.

MICHAEL
What?

Jim hesitates. Decides Michael needs to know.

JIM
I watched my men - my friends - lose
their lives. And then the next day, I
had to go up again. Knowing it could
be me, this time. So every day I was
afraid. And ashamed of being afraid.

Something in Michael's face shifts.

JIM (cont'd)
The shame is worse than the fear.

Michael looks away.

JIM (cont'd)
But it helps to talk about it.

MICHAEL
It won't change what happened.

Jim waits.

MICHAEL (cont'd)
...He was talking about... my dad.

Michael shoots Jim a dirty, questioning look. Jim nods;
knows about Michael's father.

MICHAEL
I said stop. He wouldn't.

JIM
Who?

MICHAEL

Tommy.

JIM

So what did you do?

Michael closes up.

JIM

Would you take it back, if you could?

Michael face breaks for a second as he nods.

On Jim.

JIM (cont'd)

All right. We're going to try something. You be you, and I'll be Tommy. What's he look like?

(off Michael's look)

Come on now. Is he a big kid with fists like hams?

Jim gets off the chair and onto his knees. Makes his hands into fists. They tremble a bit.

MICHAEL

No.

JIM

Is he mean-looking? Beady little eyes?

Jim scrunches his eyes up. Michael fights a smile.

MICHAEL

His hair is always messed up.

JIM

Now we're talking.

Jim takes off his jacket and tie, unbuttons the top two buttons, musses up his hair.

Michael giggles.

JIM

Don't.

The way Jim turns from cajoling to dead serious catches Michael unaware.

Which is exactly what Jim wants.

JIM (cont'd)
Now you take that feeling you've got,
the one that's like a ball of vipers
twisting in your belly, and you
really feel it. How does it feel?

MICHAEL
Bad.

JIM
Good. Hold onto it. When you look at
me, you don't see your mother's
friend. I'm Tommy. I'm the mean son
of a gun with messy hair who talks
about your dad.

Michael is skeptical, so Jim SHOVES him with enough force to
knock him off balance.

Michael is too surprised to do anything. Jim SHOVES him
again. Michael looks afraid. His eyes go to the door.

JIM
You going to call your mother like a
cry-baby? You want me to stop, make
me, cry-baby. What did you say to
Tommy?

Another SHOVE. This time Michael counters it, PUNCHING at
Jim's hand.

Jim comes in from another angle.

JIM (cont'd)
What did you say?

Again Michael blocks it. Getting mad now.

MICHAEL
I said,
He hesitates,

JIM
Say it.

MICHAEL
AT LEAST I'M NOT AN ORPHAN.

Michael's hand drops, SHAME taking the wind out of him.
Beat.

JIM
What did Tommy do when you said that?

MICHAEL
Cried.

Jim takes a moment. Works himself up. Michael is HORRIFIED watching it.

When Jim looks at him again, there's real pain, and loathing, and tears in his eyes.

JIM
(in character)
So what do you want to say to me?

Michael reacts to a grown man crying.

MICHAEL
I'm sorry. I'm sorry. I'm sorry.

Michael SOBS as the sorries pour out of him.

He curls up, hiding his face. Jim reaches out a hand. Lays it on Michael's head. A few more tears slip down his own face.

Soon enough, Michael stops shuddering. Jim takes his hand away.

Michael sits up wipes his eyes. He's exhausted, but purged.

Jim does up his buttons and smooths his hair. Giving Michael time to compose himself.

JIM
Feel better?

MICHAEL
A little. You didn't have to push me.

JIM
I had to surprise you.
(genuinely)
Sorry.

MICHAEL
It's okay.
(beat)
Please don't tell my mom.

Jim weighs that.

JIM
I don't know if I can do that.

MICHAEL
She'll look at me different.

Jim wants to refute him, but understands too well. He nods.
A KNOCK at the door precedes Gloria.

GLORIA
How are we doing in here?

JIM
Just fine.

Jim WINKS at Michael. Michael smiles briefly. But Gloria sees the tear tracks on both their faces.

INT. GLORIA'S HOUSE, FOYER, CONTINUOUS

Gloria stands with Jim by the door. She checks to make sure Michael isn't eavesdropping.

GLORIA
What happened?

JIM
I can't say.

Gloria is surprised. And pissed.

GLORIA
I'm his mother.

JIM
I promised. Don't press him about it.
(off Gloria's look)
There are some things a boy can't tell his mom. But I think he'll be all right.

GLORIA
How'd you get him to talk?

JIM
Pulled out some of the old acting tools. Me on my knees, pretending to be a kid. Funny, really.

GLORIA
There's nothing funny about how upset he was.

JIM
No, you're right. I'm sorry.

He opens the door, not looking at her.

GLORIA
Why do you always do that?

Jim pauses, confused.

JIM
What?

GLORIA
Immediately agree with me. It's...
hiding.

Jim is shocked at her uncanny insight.

JIM
I'm not hiding anything.

GLORIA
You've been hiding yourself since I
met you, and now you're hiding
something about my son.

JIM
HE made ME promise.
(getting angry)
You asked me here. You asked me to
help him, and I did my best. But
you're not entitled to know
everything or pass judgment on things
you know nothing about.

GLORIA
You're right. I shouldn't have
called.

Beat.

Both feeling wounded and regretful.

Jim turns to leave but pauses when,

GLORIA (cont'd)
For what it's worth, from someone who
knows nothing about it... you're not
who you used to be, but that doesn't
mean you're worthless. You still have
an obligation to yourself.

On Jim, stripped of all defenses.

JIM
I don't know what you want from me.

GLORIA
Stop hiding. Be truthful with
yourself, if no one else. For your
sake. Not mine.

Gloria turns. Gently closes the door in Jim's face.

EXT. GLORIA'S HOUSE - CONTINUOUS

Jim walks, dazedly, to the sidewalk.

As he ambles down the street, the words reverberate through his skull. They solidify, take root. Jim's strides get longer. His posture straightens.

He looks up, with purpose.

EXT. RKO MOVIE RANCH, BEDFORD FALLS SET - DAY

The faux winter set, this time with track laid for dolly.

The mood is tense.

Extras stand around their marks.

The COSTUMER adjusts Donna's "Old Maid Mary" costume.

Frank slouches in his chair on the dolly. Dread hangs on him.

Finally Jim emerges in his makeup and tattered winter outfit.

FRANK
(to 1st AD)
First team rehearsal.

1ST AD
First team, rehearsal!

Donna takes her mark, and Jim takes his. Frank joins them.

FRANK
All right, Donna. he's a wild,
strange man. You've never seen him
before. For all you know he could be
a killer.

DONNA

No sweat.

Frank looks at Jim. Doesn't know how to talk to him.

FRANK

Jim,

JIM

I've got it.

Jim closes his eyes, takes a steadying breath.

Frank isn't sure what's happening.

JIM

(eyes still closed)

You asked what you could do. Trust me.

Frank steps away. Jim opens his eyes and takes his mark.

FRANK

Action.

Donna comes down the library steps.

JIM

Mary.

She startles, shies away.

JIM (cont'd)

Mary!

Donna starts running. Jim GRABS her, SPINS her around. Donna fights to get free but Jim holds tight.

Extras flow around them.

JIM (cont'd)

Mary it's George. Don't you know me?
What's happened to us?

Jim is anguished, a man holding onto love by a thread.

DONNA

I don't know you. Let me go!

JIM

Mary please! Oh, don't do this to me.
Please, Mary, help me. Where's our
kids? I need you, Mary!

Frank's jaw drops.

It's real. It's good.

Donna SCREAMS, breaks free and runs with Jim on her heels as EXTRA MEN grab him. He shakes free, RUNS after her into the bar facade.

FRANK

Cut!

SILENCE on set, waiting on Frank's reaction,

FRANK (cont'd)

Shit, we should've filmed that!

The mood cracks open; relief, a small buzz of excitement.

Crew resets as Frank pulls Jim aside.

FRANK (cont'd)

That was... How did it feel to you?

JIM

Pretty good, I think.

FRANK

Pretty good? My heart broke. Can you do it again just like that?

Jim nods.

Frank turns; energy and drive restored.

FRANK

(to 1st AD)

Let's do it for real!

INT. RKO SOUNDSTAGE, STEWART TRAILER - NIGHT

The end of the day. Frank waits outside the trailer as crew packs up.

Jim exits. Is surprised to see Frank waiting for him.

FRANK

Grab a bite?

JIM

Sure. But I pick the place.

INT. MEXICAN RESTAURANT - NIGHT

An authentic little joint. Jim feels at ease here. No cameras, no rude stares.

JIM
So today was good?

FRANK
It was great.
(beat)
I owe you an apology.

JIM
You already apologized.

FRANK
Then an explanation.

Frank wrestles with his words.

FRANK (cont'd)
I imagine you saw some of my war
work. A training reel, or a cartoon?

JIM
A bunch of 'em. They were...
effective.

FRANK
Made me sick. Writing scenes,
voiceover... editing it all...
knowing that my goal - my only goal -
was to make everybody who saw it
ready to kill.

Frank's heart starts to pound.

FRANK (cont'd)
I think it's the combination... the
horror, of what we... what I was
doing, to get into the hearts of a
million men, to make them brave
enough, mad enough... and knowing
that it worked. I couldn't eat.
Sometimes for days. Lost so much
weight I had to carve holes in my
belts with a steak knife. I don't
know why I'm telling you this.

Jim looks at him with empathy.

JIM

I never thought... that must have been hell. To turn your gift to... that.

FRANK

I got through it, because I knew when it was all over, if we won, I would make up for it. I would go back to making happy stories where the little guy wins. Where right and wrong are black and white, and good always wins... because I believe in that. Still.

(beat)

Maybe that makes me a fool.

The waitress brings their orders and sets them down.

JIM

Maybe. But I can tell you the alternative is misery.

FRANK

Exactly. Which is why I wanted to ask you: what did you do differently today?

Jim takes a long moment.

JIM

I entertained the idea that maybe this,

(gestures to himself)

isn't a waste of space. Maybe instead of broken, I could find a way to fit the pieces together into something new. Not as good as the original, but still... useful.

FRANK

...You stopped acting.

JIM

Ironic, isn't it?

FRANK

Iconic. I think you might have stumbled on something that could really help... everyone.

JIM

(teasing)

With a movie?

FRANK
(dead serious)
Yes. Everyone who feels the same way
you do. Everyone who's suffering but
can't talk about it... will feel less
alone, because of you.

On Jim. Feeling the force of Frank's conviction... and
accepting it.

JIM
Because of us.

INT. RKO SOUNDSTAGE, BRIDGE SET - DAY

Camera, Frank next to it, is pointed directly at the bridge.

FRANK
Action!

Jim RUNS the length of the bridge, stops on his mark.

JIM
Clarence! Clarence! Help me Clarence.
Get me back. Get me back to my wife
and kids. Please!

FRANK
Cut! I think that's the one.

JIM
Can we try it once more?

Jim goes back to the beginning of the bridge.

FRANK
Everybody ready?

CAMERA
Speeding.

SOUND
Speeding.

FRANK
Action.

Jim runs the length of the bridge, stops on his mark.

JIM
Clarence! Clarence!

He clasps his hands together.

JIM (cont'd)
Help me Clarence. Get me back.

His voice breaks,

JIM (cont'd)
Get me back, I don't care what
happens to me. Get me back to my wife
and kids.
(more desperate)
Help me Clarence, please. Please!

With a real SOB,

JIM (cont'd)
I want to live again. I want to live
again.

He grinds his fists into his eyes. Not manly. But real.

JIM (cont'd)
I want to live again. Please God...
let me live again.

Jim holds the position, quietly weeping.

On Frank. Breathless.

FRANK
Cut.

Jim looks up. Makes eye contact with Frank. Frank is
verklemt.

Jim straightens and stands a bit taller, as though a tiny
bit of the weight on him has been lifted.

EXT. MOVIE THEATER - NIGHT

Frank and Lu, along with normal folk, hurry inside. They
push past a poster for the film they are about to see: THE
BEST YEARS OF OUR LIVES.

INT. MOVIE THEATER - NIGHT

On screen, HAROLD RUSSELL as "Homer Parish" stands in front
of a bed with CATHY O'DONNELL as "Wilma Cameron."

Homer's arm prostheses lie on the bed.

HAROLD RUSSELL AS HOMER PARISH

This is when I know I'm helpless. My hands are down there on the bed. I can't put them on again without calling somebody for help. Can't smoke a cigarette or read a book. If that door should blow shut I can't open it and get out of this room.

Frank and Lu are riveted. There are tears in Frank's eyes.

HAROLD RUSSELL AS HOMER PARISH (cont'd)

I'm as dependent as a baby that doesn't know how to get anything except cry for it. Well, now you know Wilma. Now you have an idea of what it is. I guess you don't know what to say. It's all right. Go on home. Go away like your family said.

WILMA

I know what to say, Homer. I love you, and I'm never going to leave you. Never.

Not a dry eye or nose in the house. Frank looks around, joyful.

If this works, he knows his movie will too.

INT. HOLLYWOOD MANSION - NIGHT

A swanky party. Dinner jackets and evening gowns. Frank pushes through, Lu on his arm, to the center of the party where William celebrates.

Frank grabs William's and pumps.

FRANK

You did it, Willy. Everything we're feeling but nobody's talking about. It's going to do so much good.

WILLIAM

(teasing)

Thanks for at least pretending you're not jealous.

FRANK

I won't have to be for long.

INT. CAPRA HOUSE, MASTER BEDROOM - NIGHT

Later.

Frank and Lu take off their party clothes.

FRANK
I'm so happy for him. God knows he
deserves it.

Lu is thoughtful.

LU
It was... I don't think there's a
word for it. I don't think I've ever
seen anything that was so...
important. I'll never look at a
veteran the same way again.

FRANK
That's the idea.

Frank gets into bed.

LU
So if his was about the unseen
scars... yours is about...?

FRANK
About the value of every life. Even
the ones that are frustrated, wasted,
mundane. Everyone, and every
inconsequential thing they do, is
actually very consequential.

Lu looks at him in a way she hasn't for a long time.

FRANK (cont'd)
God I can't wait for you to see it.

Lu, now in her underwear, climbs onto the bed. Straddles
Frank. He's surprised.

Lu kisses him deeply. Reaching out... connecting.

Her hand reaches for the nightstand lamp, and turns out the
light.

INT. RKO SOUNDSTAGE, MARY'S HOUSE SET - DAY

The middle of a take.

The crew collectively LEANS towards the scene.

A SOUND ASSISTANT has one hand on a running record player, ready to pick up the needle at the exact right moment.

He, too, has eyes only for...

Jim and Donna, standing toe to toe over an antique telephone. From the record player,

FRANK ALBERTSON AS "SAM WAINWRIGHT
Will you tell that guy I'm giving him
the chance of a lifetime? You hear?
The chance of a lifetime!

Needle up and dead silence as Donna looks up at Jim.

DONNA
He says it's the chance of a
lifetime.

They both PANT with emotion.

Jim DROPS the phone and GRABS her by the triceps.

JIM
Now you listen to me. I don't want
any plastics and I don't want any
ground floors.

Frustrated passion makes his voice husky,

JIM (cont'd)
And I don't want to get married ever,

He SHAKES her,

JIM (cont'd)
To anyone! You understand that?

Tears slip down Donna's face.

JIM (cont'd)
I want to do what I want to do.

DONNA
No!

JIM
And you're... And you're...

Suddenly his arms go around her and her face is in the crook of his neck. The HEAT of it fills the room.

JIM (cont'd)
Mary,

DONNA
George, George, George—

He kisses her fiercely, again and again, anywhere he can reach. It feels like he might lay her down and do more right there except,

FRANK
Cut!

Jim lets go of Donna and steps back, looks at her sheepishly.

JIM
All right?

DONNA
Don't get any ideas, but... Wow.

Jim looks to Frank.

Frank brings his hands together in a ringing CLAP CLAP CLAP.

The crew and cast join in with punctuated WHISTLES.

And Jim takes it bashfully, happily... Proudly.

Donna elbows him in the ribs.

DONNA (cont'd)
Who is she?

Jim smiles mysteriously.

EXT. GLORIA'S HOUSE - DAY

Gloria's car arrives home. She parks on the street, gets her shopping bags out of the backseat, looks up to her house and stops.

Jim stands on her front porch, a single flower — a peony — in his hand.

He comes down to her.

JIM
(re: the bags)
May I?

Gloria holds onto them.

GLORIA
What are you doing here?

JIM
I want to take you out. Get to know
you romantically. See if we're as
good a fit as I think we can be.

Gloria resists.

JIM
There are some things I can't talk
about.

GLORIA
(softening)
I know.

JIM
But the rest of it... the rest of
me... I didn't even know there was a
rest of me, until I met you.

Beat.

GLORIA
...Friday night?

JIM
How about Saturday noon.
(off her reaction)
I'm serious about this. So I want to
get to know the boys, too. And let
them get to know me. We can go as
slow as you like, but they're
important and I want to start on the
right foot.

On Gloria: Surprised. Touched. Hopeful.

GLORIA
That sounds lovely.

Jim takes his flower and tucks it into the bag.

GLORIA (cont'd)
Just the one?

JIM
For now.

INT. RKO RANCH, BEDFORD FALLS SIGN - DAY

Another day, another take.

Camera rolls on Jim, fake snow falling on him, as he sees the sign, turns around,

JIM
Yay! Hello Bedford Falls!

FRANK
Cut. Bigger, Jim. Much bigger.

JIM
I don't know how much bigger I can get without being ridiculous.

FRANK
Don't worry about it.

Jim is dubious.

FRANK (cont'd)
Think of the audience. People struggling through the new normal. They come to a movie for a two hour break from their problems.

Jim follows,

JIM
They've watched you suffer and get beat down the same way they are, and deep inside they fear they'll never know pure joy ever again. You have to give it to them.

JIM (cont'd)
(getting it)
Give it to them.

FRANK
Can you find it?

Jim retakes his mark. Reaches the deepest he's ever reached.

FRANK (cont'd)
Action.

Jim lopes into frame, turns around, and SHOOTs his fists in the air as his voice goes up 3 octaves,

JIM
YAY! HELLO BEDFORD FALLS!

It is ridiculous. Crew stifles laughs. Frank LAUGHS outright.

FRANK
Cut! That was it!

JIM
Thank God.

Jim LAUGHS along with everyone else. Surprised, and happy.

INT. RKO STUDIO, EDITING ROOM - DAY

Frank and his editor BILL (40s) hunch over a table full of film cans.

LATER

They sit back and watch the sequence they just cut together - the run on the bank.

BILL
Well?

Frank is deep in thought.

FRANK
Something's not adding up.

BILL
Another scene?

FRANK
All the scenes. Individually they work but together...

Frank pulls his battered copy of the script onto his lap. Leafs through it. Nothing stands out.

FRANK (cont'd)
What am I trying to say?

The script closes on his lap... and he focuses on the title.

FRANK (cont'd)
Pen.

Bill casts around for one. Finds it, hands it over.

Frank scratches out the title and writes something else. Bill looks over his shoulder.

EXT. MOVIE THEATER - DAY

An EMPLOYEE puts up a poster in front of the theater.
Passersby stop to take a look.

INT. BOWLING ALLEY - DAY

Jim helps Michael to bowl. They go too far down the lane,
SLIP and FALL. Jim avoids landing on Michael by
somersaulting over him, landing flat on his back.

Gloria, with Ronald on her lap, LEAPS up.

Michael leans over Jim, worried.

Jim LAUGHS. Which makes Michael LAUGH, which makes Gloria
relax.

Jim catches her eye, holds it. Both realizing something
special is happening.

INT. MOVIE THEATER - DAY

Ushers sweep the aisles and brush lint off the velvet chair
upholstery.

INT. MOVIE THEATER, PROJECTION ROOM - DAY

The projectionist opens up the travel film canister, hefts
the huge reel out and onto the projector. He feeds the free
end of film into projector, locks it in place.

EXT. MOVIE THEATER - DAY

The MANAGER fits the last letter onto the marquee, climbs
down the ladder and checks his work.

FRANK CAPRA'S IT'S A WONDERFUL LIFE proclaims itself to the
world.

EXT. HOLLYWOOD ALLEY - NIGHT

A car is parked just steps away from the bright lights and
traffic of Hollywood Boulevard.

INT. CAPRA CAR - CONTINUOUS

Frank and Lu, in tux and evening gown, touch themselves up. Frank smooths his hair, Lu makes sure there's no lipstick on her teeth.

LU

Ready?

FRANK

My heart's racing.

Lu takes his hand. Squeezes it.

LU

I'm sure it's a hit. It has all the ingredients.

EXT. HOLLYWOOD ALLEY, CONTINUOUS

They get out of the car. Frank comes around, tucks Lu's hand into his elbow, and they step out onto –

EXT. HOLLYWOOD BOULEVARD

The famed street, with its star-inlaid sidewalk, its flashing neon lights, and its movie stars.

The theater marquee is the centerpiece of the street; a beacon.

The sea of FANS, JOURNALISTS and PAPARAZZI part for Frank and Lu. They join Jim and Gloria, and Donna and her husband TONY (30s).

They all pose for pictures.

On Frank: basking in his redemption.

SLOW FADE TO
BLACK:

EXT. CAPRA HOUSE - DAY.

Early morning.

Frank Jr. sits on the stoop. Bored. He LEAPS up when the PAPER TRUCK stops.

Frank Jr. goes to the truck, takes the newspapers and magazines directly from the DRIVER and dashes inside.

INT. CAPRA HOUSE, KITCHEN - CONTINUOUS

He heads straight into the kitchen where Lulu and Tom eat breakfast, and puts the papers into Lu's waiting hands.

Lu finds the first one she wants: The Daily Variety.

Right there on the cover,

"It's A Wonderful Flop"

She takes the magazine and stuffs it behind the oven. Next, the LA Times. As she thumbs through to the Arts and Entertainment section,

FRANK JR.

He's going to find out anyway.

LU

He already knows.

FRANK JR.

Then why hide the papers?

She finds the section, lights it on the stove and lets it burn in the kitchen sink.

LU

They'll just make it worse.

INT. CAPRA HOUSE, DEN - DAY

Frank, still in his pajamas, slouches over the phone. His pencil drums a notepad with tallied numbers - box office grosses from every region in the country.

FRANK

(into phone)

And that's the East Coast final tally? All right. Thanks.

He hangs up, sits back.

Utterly defeated.

INT. CAPRA HOUSE, KITCHEN - CONTINUOUS

Frank shuffles into the kitchen. Touches Lulu's and Tommy's heads. Gives Frank Jr. a pat on the back. Crosses to Lu.

FRANK

Papers?

LU
Have some breakfast.

She pushes Frank into a chair and puts a loaded plate in front of him.

He doesn't touch it.

Lu reads him. Pulls him, still seated, to her. Frank's arms go around her waist.

The kids trade looks; unsure what happening.

FRANK JR.
It's just one movie, Dad. You'll make more.

Frank looks around his family with gratitude.

FRANK
Thanks, Frank.
(to Lu)
Where are the papers?

LU
I cancelled them.
(off his shocked look)
Nothing good comes from the papers.

Frank, overcome with disappointment, buries his face in her chest.

INT. MCA WAITING ROOM - DAY

A small, spartan space. Completely different from those of the powerful movie studios.

Over the reception desk reads MUSIC CORPORATION OF AMERICA.

Jim reads the same newspaper that Lu had earlier. He folds it up and sets it aside. Brushes off the review like a fly.

He sees the receptionist, clearly starstruck, peeking at him.

Jim smiles at her.

She blushes. Her intercom BUZZES.

RECEPTIONIST
Mr. Stewart, he'll see you now.

INT. LEW WASSERMAN'S OFFICE - CONTINUOUS

Jim enters the office. LEW WASSERMAN (30s, energetic, likable) gets up from behind the desk and meets Jim halfway. He shakes Jim's hand vigorously.

LEW
Mr. Stewart, how are you?

JIM
Just fine, Mr. Wasserman.

LEW
Lew, please.

JIM
And I'm Jim.

They sit down in a pair of easy chairs.

LEW
I couldn't believe it when Laura said you wanted to meet. You realize we're in the music business, right?

JIM
I heard you're in the representation business.

Lew pauses. Reassesses Jim.

LEW
I've considered... Expanding. But my understanding was you were leaving the business.

JIM
Word gets around.

LEW
Change of heart?

JIM
More like regained my center.

Lew is impressed as how Jim is navigating this conversation.

LEW
So what can I do for you?

JIM

I'm starting over. I need an agent who isn't going to try to get me into the next HARVEY, or the next YOU CAN'T TAKE IT WITH YOU, or any of the things I've already done.

LEW

Or the next WONDERFUL LIFE?

Jim smiles mysteriously.

JIM

I'm ready to move forward.

LEW

I may have a few ideas.

EXT. LAKE - DAY

Jim and Gloria are knee deep in the calm waters, each with a fishing rod in hand.

Jim keeps sneaking looks over his shoulder at Gloria; she's entirely comfortable in her hat, fisherman's vest and loose trousers rolled up.

GLORIA

Keep looking at me and something'll pull you right in.

JIM

The view is worth the risk.

She makes a ridiculous pose, which only heightens Jim's enjoyment.

GLORIA

Are you sure there's fish in here?

JIM

Used to be.

GLORIA

It's not going to be much of a birthday dinner if there's nothing to eat.

Suddenly her line goes taut.

GLORIA (cont'd)

Oh!

She works the reel, pulling and winding in a rhythm that shows she's no novice.

The rod bows at the tip.

JIM
Got a big one.

He shuffles over to her as Gloria starts edging backwards towards shore.

GLORIA
Heavy thing, must be a catfish or—

The line SNAPS, the bow WHIPS back and Gloria stumbles. Jim catches her.

GLORIA (cont'd)
Dang it!

Jim stays quiet but his face betrays him.

GLORIA
Do I amuse you?

JIM
You're awfully cute when you're angry.

GLORIA
Of all the obnoxious things—

JIM
Getting cuter.

Gloria gives up. Laughs.

EXT. LAKE SHORE - DAY

The sun is just setting.

Gloria and Jim watch it from a picnic blanket, a few small containers from home between them.

JIM
And thus ends another birthday.

GLORIA
It doesn't have to. We can get cleaned up, head into town.

JIM
I like this just fine.

GLORIA
An empty belly and wet feet?

JIM
And the best company.

Gloria smiles.

GLORIA
I wish you'd let me give you something.

JIM
There's nothing I need.

GLORIA
What about something you want?

Jim pauses. A sudden urge overtakes him.

JIM
Marry me.

On Gloria. Not surprised, but also not prepared.

JIM
That is, if you think you can stand being married to an actor.

GLORIA
(teasing)
I'm not sure how I feel about a life in phony Hollywood.

Beat.

JIM
You know that's the moment I started falling in love with you? When you told me it wasn't all trivial.

GLORIA
Did I say that?

JIM
And then Frank said there are worse ways to make a living than giving folks a two hour break from their problems. He's right, wouldn't you say?

GLORIA
I say... yes.

INT. HOLLYWOOD CAFE - DAY

Frank, George and William sit at a window booth. None of them has much appetite.

Against the happy bustle of the cafe, they are especially bleak.

Frank can barely look at them.

FRANK
They're pulling it out of theaters.
All in, it's a loss of about half a
million.

GEORGE STEVENS
So, foreclosure?

FRANK
Not necessarily. I, uh,

He's even more uncomfortable,

FRANK (cont'd)
I took a meeting. Across the street.

ANGLE: From the window, we see the gates of the PARAMOUNT LOT.

Beat.

GEORGE STEVENS
You didn't.

FRANK
It's a generous offer. We'll get all
our money back.

WILLIAM
But?

FRANK
The contract includes Liberty... And
us. Five picture deal, each.

GEORGE
I prefer foreclosure.

FRANK
They'll distribute the rest of our
slate. You'll be able to finish I
REMEMBER MAMA.

GEORGE
Just so they can slice and dice it.
(to William)
You're awfully quiet.

WILLIAM
We always knew it was a risk.

George grows angrier.

FRANK
The deal is all of us or none of us.

George gets up, throws a few cents on the table and stomps out.

WILLIAM
He hates not having a choice.

FRANK
I wish I had something better to say
than I'm sorry.

WILLIAM
It was a good film, Frank. Sometimes,
things just don't work out. The
audience is fickle. The only thing to
do is to keep making movies.

Frank keeps his thoughts to himself.

INT. CAPRA HOUSE, DEN - DAY

Frank sits in his easy chair. There are piles of scripts all around, each with a Paramount cover.

He doesn't see Lu, dressed for errands, watching him from the door. After a moment she enters.

LU
Could you spare an hour? I need
garden soil.

Frank puts down the script.

FRANK
Anything to distract me from this.

EXT. LOS ANGELES STREET - DAY

The Capra car stops at an intersection.

It's just outside a movie theater. IT'S A WONDERFUL LIFE up on the marquee.

Frank looks at the theater.

LU
Want to go see it?

FRANK
I've seen it a hundred times.

LU
Not like this. With regular people.

Frank is pulled, but hesitates.

LU (cont'd)
Go. I'll pick you up after.

EXT. MOVIE THEATER - CONTINUOUS

Frank exits the car. Lu leans out the window.

LU
Frank. Watch the movie. Not the audience.

INT. THEATER - CONTINUOUS

Frank walks in just as the swell of the opening score starts; bright, cheery, sweeping.

In the entire theater, only one seat is occupied. It's a young man, ARTHUR (20s).

Frank's heart falls into his shoes at the emptiness. He takes a seat in front of Arthur.

Two hours and ten minutes pass, and Frank watches his movie. He doesn't enjoy it. All he can see is failure.

As the film comes to it's conclusion,

TODD KARNAS AS "HARRY BAILEY"
A toast! To my big brother George,
the richest man in town.

Frank hightails it out of the theater.

EXT. MOVIE THEATER LOBBY - DAY

Minutes later.

Frank lingers by the theater entrance, waiting for Lu.

Arthur comes out and waits by the bus stop.

After a moment,

ARTHUR
Didn't like the movie?
(off Frank's look)
You didn't even laugh at the jokes.

FRANK
I've seen it before.

ARTHUR
Me too. Three times now.

On Frank. Startled.

The bus arrives.

ARTHUR
(quoting)
No man is a failure.

FRANK
...who has friends.

Arthur shrugs.

ARTHUR
It's the first part that sticks with
you.

Arthur steps onto the bus.

Frank steps back from the curb and the bus drives away.

The entire experience – making the movie, the flop, this
chance encounter – resonates in Frank.

Emotions - vindication, irony, and release - churn within
him... until they settle.

The Capra car pulls up.

INT. CAPRA CAR - CONTINUOUS

Frank gets in.

LU

Well?

FRANK

What do you call the guy who finally learns the lesson he's been trying to teach?

Lu smiles.

FRANK (cont'd)

An idiot. Named Frank Capra.

LU

Title of your autobiography.

Frank LAUGHS and looks at Lu with new appreciation.

He looks out the window at the marquee one more time. Saying goodbye.

FRANK

Let's go home.

INTO. RKO STUDIO - FILM VAULT

FLORESCENT ceiling lights wink on, illuminating an enormous warehouse of nothing but floor-to-ceiling shelves.

The footsteps of a COURIER (20s) echo as he walks a film canister into the vault.

Hundreds of identical canisters, each holding the original negative print of a film, sit on shelves that go back as far as the eye can see. Most of them covered in thick dust.

The courier navigates the place like a maze. He gets to the shelf marked "I", finds the appropriate alphabetical spot, and slides in his canister.

He goes back the way he came. Turns off the light, and closes the door on hundreds of forgotten films.

INT. BRENTWOOD PRESBYTERIAN CHURCH - DAY

A modest house of worship in Spanish mission style.

Jim and Gloria, in understated wedding clothes, stand at the altar in front of the MINISTER (60s). Michael and Ronald sit in the front pew.

In Gloria's arms, and flanking the altar, are simple bouquets of peonies.

MINISTER

It is my great pleasure to pronounce
you Mr. And Mrs. Stewart.

Jim and Gloria kiss.

The congregation of about 40 guests APPLAUDS.

Jim and Gloria come back down the aisle, pausing briefly for
a hug here, a handshake there.

In the last row are Frank and Lu.

Jim spots Frank and slows down. Frank pumps Jim's hand
vigorously as Lu embraces Gloria.

FRANK

Never thought I'd see the day.

JIM

Well it's all your fault. If you
hadn't made me stay I'd never have
had the chance to sweep her off her
feet.

FRANK

I'm awful sorry, Gloria.

All laugh.

LU

We're thrilled for you.

JIM

Thank you.

He looks at Frank.

JIM (cont'd)

I mean it. Thank you.

Frank gets the deeper meaning.

FRANK

I didn't do a thing.

JIM

I believe that's the first time
you've ever ducked credit.

FRANK

Probably the last, too.

Jim and Gloria continue to the church doors.

JIM
Ready?

GLORIA
Charge.

The doors open to the POP! of FLASHBULBS and dozens of photographers,

PHOTOGRAPHERS
Mrs. Stewart!/ Jim!/ Look here, now/
Beautiful!

FADE TO:

INT. CAPRA HOUSE, DEN - DAY

Despite the bright California sunshine filling the room, the evergreen wreaths with plaid bows on the windows tell us it's Christmas.

SUPER: Thirty years later

From beyond the room come the sounds of LAUGHTER and many people TALKING over each other - a happy family holiday.

But here in the den, little CHRISTINA CAPRA (8) sits cross-legged on the floor, eyes glued to the TV.

She's watching cartoons.

FRANK (O.S.)
Where's Tina?

Frank (79) enters.

FRANK
Tina, it's time to eat. Come on,
everybody's waiting.

TINA
But I was watching—

FRANK
It'll be here when we're done.

He coaxes Tina up and out of the room, leaving the TV on. As he closes the door, a swooping, unmistakable score pours tinnily out of the TV's speakers.

Frank STOPS.

Opens the door wider. Sees the screen.

On Frank's face. At first confused. Then overtaken by another emotion. Joy.

And wonder.

And hope.

INSERT CARD:

Jim and Gloria were married for the rest of their lives. He acted for another 40 years.

Frank Capra made only a few more films before retiring. None of them were successful.

Decades after it flopped, IT'S A WONDERFUL LIFE finally found its audience ... via television.

It has been one of the most beloved films in cinema history.

"We do have villainy, but we also have great compassion among ourselves. That's all I'm here for, really, to try to tell you that there's good in the world. And that it's wonderful."

- Frank Capra