

FOR YOUR CONSIDERATION

CAROL

BEST ADAPTED SCREENPLAY

Phyllis Nagy



THE WEINSTEIN COMPANY

CAROL

By PHYLLIS NAGY

Based on the novel *THE PRICE OF SALT* by PATRICIA HIGHSMITH

EXT. NYC SUBWAY STATION. APRIL 1953. NIGHT.

Out of the darkness, the screeching moan of an arriving train. A dark swarm of bodies file out of the LEXINGTON and 59TH ST STATION. We descend upon the crowd, singling out a young man in coat and hat, JACK TAFT, late 20s, who weaves through the line of COMMUTERS, some opening umbrellas to the patchy skies. JACK buys an evening paper at a newsstand and makes his way across 59th.

EXT./INT. RITZ TOWER HOTEL. NIGHT.

JACK enters the hotel and we follow him as he walks through the lobby to the bar. JACK easily finds a stool, nods to the BARTENDER and tosses him the newspaper. The BARTENDER points to a bottle of Dewars and JACK gives him a thumbs up. He scans the cocktail lounge adjacent to the bar - not much activity in there, either: a FEW TABLES OF BUSINESSMEN getting drunk, an ELDERLY COUPLE, TWO WOMEN tucked away in a corner table. JACK checks his watch and the BARTENDER sets down his drink.

JACK

Not much going on for a Friday.

BARTENDER

It's early yet.

JACK downs his scotch, slides his empty glass over to the BARTENDER, taps out a rhythm along the edge of the bar.

JACK

Say Cal, make it a double, would you? And one for yourself. I gotta make a call.

JACK gets up.

INT. RITZ TOWER HOTEL. BAR/LOUNGE. NIGHT.

JACK makes his way through the lounge on his way to a telephone booth. He takes another look at the TWO WOMEN tucked away in the corner, deep in conversation, and thinks he recognizes one of them. He begins approaching them.

JACK

There's? Is that you?

THERESE, the younger of the women, turns to look at JACK.

JACK (CONT'D)

What do you know!

(he starts over)

I'm saying to myself, I know that girl.

It seems to take her a split second to react, to stand and greet JACK with a short hug.

THERESE

Jack.

JACK

Gee it's great to see you, Therese.
It's been, well, months.

THERESE

Months.

The OTHER WOMAN at the table lights a cigarette. THERESE glances at her, and they hold a brief, tense look before THERESE remembers her manners.

THERESE (CONT'D)

Jack, this is Carol Aird.

JACK holds out his hand. CAROL shakes it.

JACK

Pleased to meet you.

CAROL

Likewise.

CAROL retreats back to her own thoughts, smokes.

JACK

Hey, Ted Gray's meeting me here and a bunch of us are heading down to Phil's party. You're going aren't you?

THERESE

Well - yes. I just planned to get there a little...*(looking to Carol)*

CAROL

You should go ahead.

JACK

You coming along?

CAROL

No, no. *(to THERESE)* I should make a few calls before dinner, anyway. I should really run.

THERESE

You sure?

CAROL

Of course.

THERESE

(to JACK)

Well... it would be great to catch a ride.

CAROL takes a step towards THERESE, but no more.

CAROL

You two have a wonderful night.
Nice meeting you, Jack.

JACK

Nice meeting you.

And she's gone. THERESE doesn't move, doesn't turn around to watch CAROL leave.

JACK (CONT'D)

Alright, well let me go make sure the loaf is on his way. Back in a flash.

JACK takes off. A beat before THERESE turns and scans the bar and beyond for CAROL. But she's gone.

INT. RITZ TOWER HOTEL. BAR/LOUNGE. MOMENTS LATER

JACK, through the glass of the phone-booth door, is finishing his call. He emerges from the booth, passing the bar on the way, where the bartender spots him, and holds up the paper.

JACK

Keep it!

JACK returns to where he left THERESE but stops when he doesn't see her, glancing around. He's about to ask a WAITER if he's seen her when he spots THERESE emerging from the ladies lounge. She looks pallid.

JACK (CONT'D)

There you are! Thought you ditched me. You alright? He said he'd meet us out front.

INT./EXT. NYC TAXI CAB. NIGHT.

THERESE sits against the window in the back of a taxi, crowded with JACK and OTHER 20-somethings, MALE AND FEMALE, all involved in animated conversation we can't hear. The taxi stops for a light and THERESE catches sight of an ELEGANT COUPLE, arm-in-arm at the corner, crossing the avenue as the light changes. A strong gust of wind gives the woman some difficulty as she tries to knot a green silk scarf around her head.

As they reach the sidewalk, she turns back to face the avenue, and then recedes, swallowed by swirling lights and reflections.

CUT TO:

FLASHBACK: DECEMBER, 1952

BRIEF SHOTS (INT. TOY DEPARTMENT - FRANKENBERG'S)

A toy train whizzes by the faces of miniature pedestrians on a department store display. CAROL AIRD, seen from a distance, in winter coat, stands watching. She wears a green silk scarf over her head, loosely tied.

She turns, smiles.

INT. THERESE'S APARTMENT. EAST 50'S. DECEMBER 1952. MORNING.

An alarm blares over the sleeping face of THERESE BELIVET, huddled under covers. THERESE doesn't stir though the alarm continues. Finally, THERESE, in one skilled manoeuvre, pushes herself up and out of bed, still cocooned within the blankets. She finds the alarm clock and shuts it off. She looks at the alarm clock. It reads 7.00 A.M.

THERESE moves through her morning rituals: she throws open her window shades, moves on to a small gas stove, strikes a match and lights the stove to take the chill off, moves on to the kitchen sink set in one corner of the room, which doubles as a partial home darkroom - developer and fixer trays stacked to the side of the sink, an Argus C3 camera from the late 1930s set on a shelf above the sink, along with a collection of red or amber light bulbs and photo paper.

The room is sparsely furnished, and much of the wall space is taken up with THERESE'S B&W photos, mostly NY CITY STREET SCENES and URBAN LANDSCAPES. THERESE is brushing her teeth when the doorbell rings. Once. Twice. Three times. She sheds her blankets and goes to the window, opens it, leans out.

EXT. THERESE'S APARTMENT BUILDING. CONTINUOUS.

THERESE'S boyfriend, RICHARD SEMCO, looks up at her from the street, striding his bicycle. He's well-bundled in scarf and hat.

THERESE

I like your scribbles.

RICHARD looks around to the street behind him covered in children's chalk scribbings.

RICHARD

Yeah - I've been busy! (*grinning at her*): I don't know how you look a million bucks first thing in the morning.

THERESE

I won't be a minute.

EXT. CENTRAL PARK. NY CITY. MORNING.

RICHARD rides THERESE to work through the park. She sits with her arms wrapped around his hips while he stands pumping away at the pedals.

RICHARD

So I got the schedules. In the mail. You listening to me?

THERESE

I'm listening! You got the schedules.

RICHARD

And there are two sailings to France in June, one in July.

THERESE

Wow.

RICHARD

So whaddya think?

THERESE

I think... I think it's so cold I can't think straight.

RICHARD

Oh yeah? Well let's get you warmed up.

RICHARD accelerates. THERESE laughs, holds on tighter. RICHARD begins to sing: "*I love Paris in the... summer-time!*" as they speed away.

EXT. FRANKENBERG'S DEPARTMENT STORE. MORNING.

Outside the employee's entrance, RICHARD and THERESE stand in a longish line of MOSTLY YOUNG STAFF waiting to begin their work day. Everyone looks exactly the same: a lot cold, a little Soviet-factory-worker glum.

RICHARD

Anyway she wants to make it for you
so there's no use fighting it, once
she gets an idea in her head...
She's just going crazy with no
girls in the family but Esther-

A SECURITY GUARD has opened the door and the line has begun to move.

Upon entering, each employee is handed a Santa Cap, which they dutifully put on. RICHARD reaches the door, takes his cap, wordlessly puts it on, moves inside. He holds out a cap to THERESE.

SECURITY GUARD

Compliments of the season from the management.

THERESE takes her cap, doesn't put it on, moves inside.

RICHARD

I gotta open the floor.

INT. FRANKENBERG'S. EMPLOYEE CAFETERIA. MORNING.

From a table in the corner, THERESE sips at a cup of coffee and watches a sea of Santa-capped and uniform-smocked STAFF move wordlessly along the breakfast line, accepting gooey eggs and cups of coffee. THERESE looks down at a Frankenberg's employee handbook. We glimpse bits and pieces of information: *...2 weeks vacation after 5 years, 4 weeks vacation after 15 years... full pension, benefits...* She turns a page: *"Are YOU Frankenberg Material?"*

It's too depressing to take in. THERESE slips the handbook back into her purse and removes a copy of Joyce's *"Portrait of the Artist as a Young Man."* But just as she settles in ROBERTA WALLS, an officious supervisor in bright red harlequin glasses, swoops by THERESE planting a Santa cap firmly onto her head.

ROBERTA WALLS

You're needed upstairs, Miss Belivet. Make it snappy.

INT. FRANKENBERG'S. DOLL STOCK ROOM. MORNING.

THERESE, surrounded by rows of identical Christmas dolls, counts stock. THERESE watches a very middle-aged, wheezing employee, RUBY ROBICHEK, struggle with carrying seven or eight large boxes across the stock room floor. RUBY can't see in front of her, and as she attempts to peer around the edge of the boxes, most of the boxes tumble out of RUBY'S arms and onto the floor.

THERESE quickly determines she's the only help on the floor, and goes to assist RUBY, who has great difficulty in kneeling to pick up the boxes.

THERESE

(kneels to help RUBY)

Please- let me help.

RUBY is grateful to avoid kneeling, and places each box THERESE hands to her on the display counter.

RUBY ROBICHEK

Thanks an awful lot, honey. I keep telling them upstairs we need more stock boys come the holidays, but they haven't listened in 18 years.

THERESE

You've been here 18 years?

RUBY ROBICHEK

Oh, sure. And when you're here long enough, you'll get inventive with juggling boxes, like me.

THERESE

I'm just a temporary. For the holiday.

RUBY ROBICHEK

(shrugs)

I said that once.

INT. FRANKENBERG'S. TOY DEPARTMENT. MORNING.

Just before opening: a surreal calm and silence. THERESE, in Santa cap, and makeshift bandage, stands beside an elaborate model train set. She flips a switch and the train set comes to life - the tiny lights, the tinny whir of the engine as the train chugs its way along the track. A LOUD BUZZER sounds. Behind THERESE, we can see the analogue lift indicator start to move: 5th floor, 4th floor, 3rd floor... as the lift descends to accept its first load of daily customers and a voice bellows from the intercom:

STORE ANNOUNCER (V.O.)

Good morning, Happy Holidays and welcome, shoppers, to Frankenberg's. Be sure to take advantage of our Congratulations Ike and Mamie Inaugural Early Bird special in our Beds and Bedding Department on the second floor.

(MORE)

STORE ANNOUNCER (V.O.) (CONT'D)

And on your way there, you won't
want to miss our brand new General
Electric television and
stereophonic display on the first
floor, just past the haberdashery.

Behind THERESE, the lift doors open and all at once THERESE
is swallowed up by the rush of MANAGERS, STAFF and CUSTOMERS.

INT. FRANKENBERG'S. DOLL DEPARTMENT. LATER

THERESE sits behind a display case full of dolls. She tries
to make herself invisible while she surreptitiously reads her
book. The department is full of MOTHERS buying Christmas
gifts for their children. THERESE'S reading is interrupted by
a SHARP WAILING. She looks up to see a TODDLER throwing a
tantrum and an EMBARRASSED MOM trying to get the situation
under control. Just then, ROBERTA WALLS bustles through the
department, sees THERESE, points to THERESE'S head - where's
the Santa cap? ROBERTA WALLS seems to say without saying it.
THERESE hurriedly stashes her book into her handbag and pulls
out the cap. She tries to hide the bloodstains. ROBERTA WALLS
nods to THERESE and moves on.

THERESE settles back down, bored. A CUSTOMER looks
expectantly to THERESE; THERESE pretends she doesn't see the
CUSTOMER and ducks down to her handbag to retrieve her book.
She looks up above the desk to see where the CUSTOMER went
and instead spies a glance of another woman - a woman whose
green silk scarf tied loosely around her neck and head
catches THERESE'S attention. This WOMAN appears to be the
only customer surrounded by no one else. This is CAROL AIRD.
CAROL bends down to examine the train set, and inadvertently
toggles the on/off switch - the train shuts down. CAROL
stands up, turns around towards the doll department, smiling,
as if asking for help.

THERESE meets CAROL'S eyes for a strange split second - until
the EMBARRASSED MOM and the screaming TODDLER appear in front
of THERESE, blocking her view of anything else.

EMBARRASSED MOM

Where's the ladies room, honey?

THERESE

To the left, past men's shoes, then
right at the tie racks.

EMBARRASSED MOM nods her thanks and hoists TODDLER away.
THERESE looks for CAROL, but she's no longer there. The train
set is back on, and being admired by several sets of FATHERS
and SONS.

INT. FRANKENBERG'S. DOLL DEPARTMENT. MOMENTS LATER

Behind and below the desk, THERESE contemplates sneaking a read of her book, but decides against it. She glances back up and sees a pair of black leather gloves tossed onto the desk. THERESE looks and sees CAROL standing before her.

CAROL

I'm looking for a doll. She's about-
(*she gestures*)- this high and this
wide and... (*rethinking*): Let's
begin again, shall we?

As CAROL steps away from the desk a moment to rummage through her purse, THERESE can't stop staring - at her well-tailored suit, her blonde hair, her green silk scarf. CAROL produces a crumpled slip of paper, steps back up to the desk, gives THERESE a big smile as she hands it to her.

CAROL (CONT'D)

I wonder if you might help me find
this doll for my daughter.

THERESE reads the slip of paper.

THERESE

Bright Betsy. She cries.

CAROL

Oh she does?

THERESE

And wets herself. But we're out of
stock.

CAROL

I've left it too long.

She begins to rummage through her purse.

THERESE

We have plenty of other dolls. All
kinds, umm...

THERESE, suddenly tongue-tied, turns toward the doll display, which CAROL turns to as well.

CAROL

Right. What was your favorite doll
when you were four? Do you
remember?

THERESE

Me? I never... Not many, to be
honest.

CAROL raises a cigarette to her lips, begins to light it, THERESE interrupts.

THERESE (CONT'D)

Sorry. No smoking on the sales floor.

CAROL

Oh, of all the - forgive me. *(beat)*
Shopping makes me nervous.

THERESE

That's okay. Working here makes me nervous.

CAROL laughs, appreciating THERESE'S commiseration.

CAROL

You're very kind.

Their eyes meet for a moment, before CAROL rummages inside her purse again. She produces a billfold, opens it, shows it to THERESE. It's a photo of RINDY, CAROL'S 4-YEAR-OLD DAUGHTER.

THERESE

She looks like you. Around the mouth. The eyes.

CAROL

(glancing at THERESE)

You think so?

THERESE looks up, clocks CAROL watching her, looks down. A bit of an awkward moment that CAROL rescues:

CAROL (CONT'D)

So what did you want? When you were that age?

THERESE

(no hesitation)

A train set.

CAROL

Really. That's a surprise. *(beat)*
Do you know much about train sets?

THERESE

I do actually. And there's a new model, just in last week. Hand-built with hand-painted cars - it's a limited edition of five thousand, with the most sophisticated electric switching system - it's quite...

THERESE checks her own enthusiasm, noticing CAROL'S eyes on her.

THERESE (CONT'D)

You may have seen it. Over by the elevators? Just there-

THERESE points towards the train set and CAROL turns to look, mulling it over. THERESE watches her every move.

CAROL

(turns back to THERESE)

Do you ship?

THERESE

Special delivery. Or courier.

(beat) You'll have it in two, three days. Two days. We'll even assemble it.

CAROL

Well. That's... that. Sold.

They stand there, nodding at each other for a moment.

CAROL (CONT'D)

Shall I pay now?

THERESE

Oh - yes, of course.

THERESE begins writing out a sales slip, then slides it over to CAROL with a pen, glancing up at her. CAROL snaps out of a brief moment of thought, a distance.

THERESE (CONT'D)

We'll need your account details, your shipping address.

CAROL

Of course. *(she begins writing)* I love Christmas. At least I love the preparation. Wrapping gifts, all that. And then... you somehow wind up overcooking the turkey anyway.

She finishes, flashing a bright smile. THERESE doesn't quite follow her, but she doesn't want CAROL to stop talking.

CAROL (CONT'D)

Done.

CAROL hands the pen and sales slip back to THERESE.

CAROL (CONT'D)

Where'd you learn so much about train sets, anyway?

THERESE

I - read... Too much, probably.

CAROL

It's refreshing. Thank you. *(beat)*
And Merry Christmas.

THERESE

Merry Christmas.

CAROL walks away. THERESE watches her, takes her all in - her manner, her style, her walk. CAROL turns back for a moment, and points to THERESE'S cap.

CAROL

I like your hat.

THERESE watches her go off past the train set and elevators. For a moment she watches as the empty spaces left behind are filled by shoppers and staff. She cranes her neck for one last look but it's no good. She's gone. THERESE sighs. She looks down at the doll desk and sees that CAROL has left her gloves behind.

CUT BACK TO:

INT./EXT. TAXI. NEW YORK CITY. NIGHT. (APRIL 1953)

THERESE stares out the window, still wrapped up in thoughts. Up front, JACK is pointing out the West Village apartment building ("Here-here-here!") and the taxi screeches to a halt. Everyone tumbles out as JACK pays the driver. Before she knows it, THERESE is climbing the stairs to PHIL McELROY'S building. A window is thrown open above them and PHIL McELROY, with typically unkempt hair, leans out.

PHIL

It's about time, Belivet. Say hello
at least - It hasn't been that
long!

THERESE

Hello - Phil - sorry, I was...

DANNIE, PHIL'S brother, leans out of the window next to PHIL.

DANNIE

There she is! Get up here! (picking
up on her state): What?

THERESE

Nothing! There better be beer. Or
wine.

OTHERS

Or beer!

Someone rings THERESE and the others in. It makes an annoying sound - a buzzing sound that makes THERESE frown, and as she moves up the stairs and into the building we

RETURN TO:

FLASHBACK: DECEMBER, 1952

INT. FRANKENBERG'S. EMPLOYEE LOCKER ROOM. EVENING.

THERESE stands at her open locker, as the BUZZER indicating that the store is closed blares incessantly. She takes off her Frankenberg's smock and puts on a pair of dark tights that she's just bought, to cover up her bandage. It does the trick. She puts on her coat, scarf, etc. The inside of her locker door is decorated with photographs THERESE has taken, shots of THERESE and RICHARD in Coney Island. As THERESE puts CAROL'S gloves into her handbag, the BUZZING finally stops. She can see RUBY ROBICHEK at her locker across the room, pulling on some winter boots with great difficulty. THERESE quickly dabs on some powder and shuts her locker.

INT. CINEMA PROJECTION ROOM. NIGHT.

THERESE, RICHARD, PHIL and DANNIE McELROY sit crowded together in the small dark space, watching a movie through the modest glass panel, smoking cigarettes. THERESE sits on RICHARD'S lap, but RICHARD is more content kissing the back of her neck than watching the film. PHIL McELROY, the film projectionist and host, sits near the gears while his brother, DANNIE, sits as close as he can to the movie, jotting down occasional notes in a small notebook. The film is *Sunset Boulevard*, and the scene is Norma Desmond's New Year's Eve party for two when she dances with Joe Gillis on the marble ballroom floor. THERESE is fascinated by DANNIE, but PHIL slaps him on the back of his head.

PHIL

Move over. Nobody else can see the screen.

RICHARD

*(through his nuzzling of
THERESE)*

Nobody else is watching.

THERESE

(laughs)

I'm watching.

DANNIE

(to THERESE)

I've seen it six times. I'm charting the correlation between what the characters say and how they really feel.

PHIL

My kid brother, the movie jerk.

DANNIE, embarrassed, moves slightly away from the glass. But he still watches, still jots notes. THERESE watches him.

INT. GREENWICH VILLAGE BAR. NIGHT.

RICHARD and PHIL have been drinking quite a bit. A row of empty beer bottles is lined up on the table in front of them. DANNIE sips at a glass of Coca-Cola. THERESE nurses a glass of wine.

DANNIE

I'm strictly a beer man. Everything else makes me want to vomit.

THERESE

Wine makes me feel naughty. In a good way.

PHIL

Is there any other way to feel naughty?

RICHARD

I drink to forget I gotta get up for work in the morning.

PHIL

That's your problem, Semco. You really ought to drink because you remember you have a job. Employment's a curse.

THERESE

You have a job, Phil.

PHIL

You call that a job? I call it an illusion.

DANNIE

You get paid. Is money an illusion?

PHIL

My kid brother, the jerk philosopher.

THERESE

(to Dannie)
Where do you work?

RICHARD
(mock respect)
 Didn't you know - Dannie works at
 the New York Times.

RICHARD and PHIL feign awe.

THERESE
(she's impressed)
 No kidding.

PHIL
 Yeah, 'cept printers don't win
 Pulitzer Prizes.

DANNIE
(he shrugs)
 It's a job. *(to THERESE)* What I
 want to do is write. That's why I
 watch movies.

PHIL
(rolling his eyes)
 Everybody's a writer....

DANNIE tries to blend into the woodwork. He catches THERESE'S
 eye. She smiles at him. He appreciates it.

PHIL (CONT'D)
 Say, Therese - before I get too
 drunk to remember....

PHIL digs into a large messenger bag, pulls out a camera, an
 old Kodak, and hands it to THERESE.

THERESE
 You did it? It's fixed?

PHIL
 He said it was a cinch. No sweat.

THERESE
 Thank you, Phil! I was missing it!

DANNIE
 So, you take pictures?

THERESE
 Well.

RICHARD
 She's more excited by some chintzy
 camera than she is about sailing
 with me to Europe!

PHIL
 Women!

RICHARD

You said it, pal!

RICHARD and PHIL laugh, toast, drink. THERESE isn't amused. DANNIE clocks this.

EXT. THIRD AVENUE. NIGHT.

THERESE walks with DANNIE. RICHARD and PHIL, now very drunk and rowdy, walk slightly ahead of them, with RICHARD guiding his bicycle unsteadily along the pavement.

PHIL

What you oughta do is hit Spain...
whatsitcalled - Pamplona. Catch a
bullfight!

Up ahead a couple is approaching who everyone knows: JACK TAFT and his girlfriend, DOROTHY. The men all speak to each other as DOROTHY speaks to THERESE.

JACK

Holy smoke, look who's
coming. Watch out, baby, it's
a pack of commies!

PHIL (CONT'D)

I don't believe it! Does the
House Un-American Activities
know you're back on the
streets?

DOROTHY

Terry, honey, it's been ages.
Call me, would you?

THERESE

Hey Dottie. Hasn't it? I
will, I promise!

RICHARD turns around as they pass, walking unsteadily backwards with his bicycle.

RICHARD

That son of a bitch... You still
owe me for that poker game!

THERESE

Richard, watch out, you're-!

But she's too late to save RICHARD from backing into a lamppost. He falls down, the bicycle topples down on top of him. PHIL attempts to help but tumbles onto RICHARD, and they both dissolve into a fit of drunken laughter.

DANNIE

(to THERESE)

Europe. Wow. You're lucky.

THERESE

Am I?

A beat as they watch PHIL and RICHARD make a meal of getting up.

THERESE (CONT'D)

We should help them.

DANNIE

(after a beat)

You should come to the Times for dinner some time. I work at night, so... I've got a good pal who's a junior photo editor. He loves to pontificate. I'll introduce you.

THERESE

Really? That - I would - I'd like that.

DANNIE

(pleased)

Yeah? Okay, then.

And they've forgotten all about RICHARD and PHIL.

INT. THERESE'S APARTMENT. LATE NIGHT.

THERESE and RICHARD lie together side by side in bed. THERESE is fully clothed. RICHARD wears a tank-top undershirt and boxers. They are engaged in a pretty passionate embrace. RICHARD starts to unbutton THERESE'S blouse. She stops him, gently. He rolls on top of her. Again, she stops him. RICHARD rolls off THERESE, sits up. He takes her into his arms, kisses her nose.

RICHARD

Let me touch you.

THERESE

Let me.

RICHARD

You sure?

THERESE nods her head. RICHARD takes THERESE'S hand and places it on his boxer shorts, over his cock.

RICHARD (CONT'D)

This okay?

She nods. RICHARD moves her hand inside his boxer shorts. He puts his hand over hers and begins to guide her into a hand job, slow and steady.

THERESE

Like that?

RICHARD lets go of THERESE'S hand and leans back, closes his eyes. He lets out a low moan.

THERESE watches RICHARD intently the whole time, as if she's more an observer than a full participant. RICHARD'S breathing rapidly quickens.

RICHARD
(as he comes)
I love you, Terry.

RICHARD relaxes. THERESE pulls her hand out of RICHARD'S shorts. She looks down at the semen on her hand. RICHARD sits up, takes off his vest, switches off the light.

RICHARD (CONT'D)
Jesus, Terry, you shouldn't look at it.

RICHARD laughs, wipes THERESE'S hand with his undershirt and throws it onto the floor. THERESE laughs, too. RICHARD leans forward, kisses THERESE deeply, tenderly. THERESE pulls away suddenly.

THERESE
Shit, I forgot your aspirin.

THERESE jumps out of bed and runs to the bathroom. RICHARD, exhausted and happy, falls back onto the bed.

INT. THERESE'S APARTMENT. LATE NIGHT.

RICHARD is asleep. THERESE sits at her small kitchen table. THERESE holds CAROL'S gloves and the sales slip from Frankenberg's with CAROL'S name, address and signature neatly written on it. She considers the slip for a moment before propping it up against a salt shaker with the gloves. She draws her knees into her chest and rocks herself to and fro. She watches RICHARD sleep.

EXT. THERESE'S APARTMENT. LATE NIGHT.

THERESE stands in front of a postbox, wearing a coat over her night clothes. There's not a soul in sight in the cold night. She looks at a small package addressed to "**Mrs. H. Aird**" for a moment before dropping it into the postbox. She looks up at her window a moment before being seized by a chill and running up the stoop to her building.

EXT. SUBURBAN NEW JERSEY STREET. LATE MORNING.

A MAILMAN pulls up to a large stone house with a gabled roof, along the stately residential street. He grabs a handful of mail, jumps down and begins walking up the driveway.

INT. CAROL'S HOUSE. ENTRANCE. LATE MORNING.

Mail is dropped through the letter slot, including THERESE'S package to CAROL. FLORENCE, CAROL'S housekeeper, glances over to the entry while mopping the floor.

INT. CAROL'S HOUSE. CAROL'S BEDROOM. LATE MORNING.

CAROL sits with her daughter RINDY, age 4, at CAROL'S vanity. CAROL is brushing RINDY'S hair, as RINDY counts along, pretending to powder her face with a powder puff.

RINDY

Fifty-three, fifty-four, fifty-five...*(she looks up at her mother)*
sixty?

CAROL

(kisses her forehead)
Fifty-six.

RINDY

Fifty-six. Fifty-seven...

CAROL hears the sound of her husband's arrival downstairs.

CAROL

That must be your daddy. We'd better finish up. Fifty-eight, fifty-nine-

RINDY

Come skating with Daddy and me!

CAROL

Oh, I wish I could, sweet pea.

RINDY

Why not, mommy? Pretty please!

HARGE, CAROL'S husband, appears in the bedroom doorway. He carries the pile of mail.

HARGE

(to RINDY)
Hiya, sunshine.

CAROL looks up. She sees HARGE reflected in the vanity mirror. RINDY turns, sees him, jumps down from her mother's lap and runs to him.

CAROL

You're early.

HARGE

Mail came.

HARGE waves it vaguely before setting it down on an end-table.

RINDY

Daddy! I want Mommy to come skating too!

She leaps into his arms. He spins her around. CAROL hasn't moved from the vanity.

HARGE

Okeydokey, smokey, one thing at a time.

He puts RINDY down. Catches sight of CAROL staring at him. He puts the mail down onto the vanity.

INT. CAROL'S HOUSE. KITCHEN. LATE MORNING.

CAROL, HARGE and RINDY in the kitchen. RINDY sits on HARGE'S lap. She's using crayons to draw a picture. FLORENCE prepares a hot meal in the background.

HARGE

How 'bout some green for the trees?

CAROL

She loves to color in the sky first.

HARGE

And Cy's wife asked if you were coming-

CAROL

(he does this every time)
-Jeanette.

HARGE

-Jeaneatte. (beat) I know she'd love to see you.

CAROL

Give her my best. I've always liked Jeanette.

CAROL checks RINDY'S drawing, slides another color over to her. As she does, HARGE slides a hand over CAROL'S.

HARGE

I'd like you to be there.

CAROL looks at HARGE'S hand on hers. She looks up at him.

CAROL

I'm sorry, Harge. I have plans.

RINDY

Mommy and Aunt Abby are exchanging presents.

HARGE smiles, nods, pats CAROL'S hand, withdraws his hand, turns his daughter around in his lap to face him.

HARGE

You been seeing a lot of Aunt Abby lately, sunshine? With mommy?

CAROL shoots HARGE a look. He holds her gaze, not giving in. CAROL looks away, uncomfortable in FLORENCE'S presence.

CAROL

I'll - try and re-arrange with Abby.

HARGE

Thank you.

INT. FRANKENBERG'S DEPARTMENT STORE. SHIPPING DEPT. DAY.

A SHIPPING CLERK sorts through his file of carbon shipping receipts while THERESE stands at the window.

THERESE (CONT'D)

I told the customer it would get to her by Christmas Eve. Based on what we've been told. Three business days from the-

SHIPPING CLERK

(looks up at her)

Should have been delivered this afternoon.

THERESE

Oh. Right. So... It arrived? She signed for it?

SHIPPING CLERK

(all curt business here)

It arrived.

THERESE

Great. Thanks - thank you.

INT. CAROL'S HOUSE. CAROL'S BEDROOM. NIGHT.

CAROL sits before her dressing table brushing out her hair. A lit cigarette burns down in an ashtray on the dressing table. A tumbler of scotch on the rocks rests beside the ashtray. CAROL puts down the brush, and glances down at her lap. There she holds the gloves she'd left at Frankenberg's and a note from THERESE. She takes a drag of the cigarette and reads the note again:

***Salutations from Frankenberg's
Department Store. Employee 645-A.***

She crumples up the letter and tosses it into a small waste basket. She takes another drag on her cigarette, then glances back at the waste basket.

INT. FRANKENBERG'S. DOLL DESK. THE NEXT DAY. LATE AFTERNOON.

THERESE at her desk is being exhausted by a PICKY FEMALE CUSTOMER. A score of open doll boxes and dolls are sprawled across the desk.

ROBERTA WALLS (O.S.)

Belivet? Miss Belivet?

THERESE looks up. ROBERTA WALLS stands at a desk nearby, crooking a finger at THERESE and holding a telephone receiver up.

ROBERTA WALLS (CONT'D)

Over here please. Now?

She snaps her fingers for another SALES CLERK to take over from THERESE.

THERESE

(to CUSTOMER)

Sorry - I'm - excuse me.

THERESE hurries over to ROBERTA WALLS as the SALES CLERK takes over the PICKY FEMALE CUSTOMER. ROBERTA WALLS hands the receiver to THERESE and shoots her a withering look. THERESE takes the phone.

THERESE (CONT'D)

Hello?

OPERATOR (O.S.)

Is this employee 645-A, Tereeza Belivet?

THERESE

Yes.

OPERATOR (O.S)

We're patching you though, ma'am.

INT. CAROL'S HOUSE. KITCHEN. LATE AFTERNOON.

CAROL cooks dinner as she makes her call, which helps her combat some of her residual shyness. A radio is tuned in to some BIG BAND MUSIC.

CAROL

So it was you.

INT. FRANKENBERG'S. DOLL DESK. LATE AFTERNOON.

THERESE on the phone. WALLS, stony-faced and staring.

THERESE

Oh - hello. Mrs. Aird? Did you - receive the train set alright?

INT. CAROL'S HOUSE. KITCHEN. LATE AFTERNOON.

CAROL

I did. And the gloves. Thank you so much. You're a star for sending them. I just called to say - thank you, really.

THERESE (O.S.)

Of course.

CAROL picks up a saucepan lid but it's too hot and she drops it. It clatters on the floor.

CAROL (CONT'D)

Oh, shit - sorry. What I mean to say - Do you get a lunch hour there? - Let me take you to lunch. It's the least I can do.

INT. FRANKENBERG'S. DOLL DESK. LATE AFTERNOON.

THERESE blinks. Hard. She holds a long breath before replying, mindful of ROBERTA WALLS attuned to her every word.

THERESE

I - well. Yes, of course. But you really don't- *(pause)* Tomorrow? *(pause)* No, I don't know it. Hold on. *(sheepishly to ROBERTA)* I'm sorry. Can I borrow a paper and a pencil?

ROBERTA WALLS isn't happy as she slides a paper and pencil over to THERESE. THERESE quickly scribbles down an address.

INT. MIDTOWN RESTAURANT. DAY.

THERESE stands at the front of a small midtown restaurant, with white tablecloths and wooden rafters. She glances up at the clock which reads 1:12 and checks it against her wristwatch. She glances out the window. There, through beveled glass, she spots CAROL hurrying across the street.

INT. MIDTOWN RESTAURANT. DAY. MOMENTS LATER

CAROL and THERESE are seated at a quiet table. CAROL is removing her hat, glancing at her menu as a WAITER hovers. THERESE sits transfixed, her eyes quick and alert, taking in everything about CAROL from the way a delicate gold bracelet falls against her wrist as she peruses her menu to the way CAROL'S fingers grip her water glass.

CAROL

I'm so sorry to keep you waiting.
(to the WAITER) I'll have the
 creamed spinach over poached eggs.
 And a dry martini. With an olive.

CAROL and the WAITER look to THERESE, who realizes she hasn't even opened her menu. A beat, then:

THERESE

I'll have the same.

WAITER

The meal or the drink?

THERESE

Uhh - All of it. Thank you.

The WAITER nods, starting off, as CAROL clocks THERESE'S uncertainty. THERESE not wanting to stare at CAROL, now picks up her menu and thumbs through it.

CAROL

Cigarette?

CAROL offers THERESE a cigarette from her exquisite silver case. THERESE notices that CAROL'S hands are lovely and smooth, salon manicured, in contrast to THERESE'S own. THERESE takes a cigarette from the case. CAROL lights THERESE'S cigarette and THERESE proceeds to smoke it, though not without some effort.

CAROL (CONT'D)

So what kind of a name is Belivet?

THERESE

It's Czech. It's changed.
Originally-

CAROL

It's very original.

THERESE

(she feels herself blush)

Well.

CAROL

And your first name?

THERESE

Therese.

CAROL

Therese. Not Ter-eeza.

THERESE

No.

CAROL

Therese Belivet. That's lovely.

THERESE

And yours?

CAROL

Carol.

THERESE

Carol.

The WAITER reappears with their drinks and CAROL picks up her glass and toasts.

CAROL

Cheers.

THERESE

(clinking glasses)

Cheers.

CAROL sips at her martini. THERESE watches her for a moment, then samples hers. She tries to hide the surprise of its strength. CAROL smiles.

THERESE (CONT'D)

(beat) So, you - I'm sure you
thought it was a man who sent back
your gloves.

CAROL

I did. I thought it might be a man
in the ski department.

THERESE

I'm sorry.

CAROL

No, I'm delighted. I doubt very
much if I'd have gone to lunch with
him.

THERESE watches as CAROL massages the back of her neck for a
moment.

THERESE

Your perfume -

CAROL

Yes?

THERESE

It's nice.

CAROL

Thank you. Harge bought me a bottle
years ago, before we were married.
I've been wearing it ever since.

THERESE

Harge is your husband?

CAROL

Yes. Well. Technically we - We're
divorcing.

THERESE

(after a beat)

I'm sorry.

CAROL

(stubs out her cigarette)

Don't be.

THERESE doesn't know what to say. CAROL smiles, changes the
subject.

CAROL (CONT'D)

And do you live alone, Therese
Belivet?

THERESE

I do. *(beat)* Well, there's Richard.
He wants to live with me.

CAROL looks up at THERESE, raised eyebrow smile.

THERESE (CONT'D)

No, it's nothing like that. It's -
he'd like to marry me.

CAROL

I see. Would you like to marry him?

A pause.

THERESE

(she makes light of it)

I... barely know what to order for
lunch.

CAROL nods, almost looks past THERESE - what is she thinking about? Suddenly it seems to THERESE that CAROL'S mood has somehow darkened.

The WAITER appears with their food. He sets their plates down. CAROL picks up her silverware, the cloud seemingly past.

CAROL

I'm starved. Bon appetit.

CAROL eats and THERESE watches, almost having to force herself to pick up her fork and knife and join her. But she does. CAROL looks up at her for a moment:

CAROL (CONT'D)

And what do you do on Sundays?

THERESE

Nothing in particular. What do you do?

CAROL

Nothing - lately. If you'd like to visit me some time, you're welcome to. At least there's some pretty country around where I live. Would you like to come out this Sunday?

CAROL waits for THERESE'S answer.

THERESE

Yes.

CAROL

What a strange girl you are.

THERESE

Why?

CAROL

Flung out of space.

THERESE feels herself blush, and looks away from CAROL. She tries to attend to her lunch and martini.

EXT. RESTAURANT. DAY.

Through passing CROWDS, THERESE watches from just outside the restaurant entrance as CAROL climbs into a convertible across the street. CAROL'S best friend, ABBY, drives. She and CAROL greet each other with European-style kisses. Then CAROL turns around and waves to THERESE. THERESE waves back as the car takes off, disappearing into traffic.

INT. ABBY'S CAR. DAY.

ABBY snakes along Sixth Avenue.

CAROL

I can just see Harge's mother's face when she sees me in this. Maybe I should stop home and change.

ABBY

Don't be a stupe.

CAROL

Why don't I just not show up?

ABBY

Because I'll be blamed. So you'd better just grin and bear it.
(*beat*) You want to tell me about her?

CAROL and ABBY exchange a brief glance.

CAROL

There? (*shrugs*) She returned my gloves.

ABBY

And?

CAROL

And... if you don't get us out of this traffic soon, I won't have to worry about any damned party.
(*bundling up*): Do you ever put the top up?

INT. FRANKENBERG'S. EMPLOYEE LOCKER ROOM. DAY.

THERESE sits opposite her open locker, now wearing her employee smock. She writes inside an appointment diary, on an otherwise empty page, slowly and carefully in fountain pen:

Mrs. Carol Aird. Seventh Avenue entrance. 2:00 PM Sunday.

She considers what she's written, blows on the ink so it dries.

EXT. NEW JERSEY. WEALTHY SUBURBS. EARLY EVENING.

A well-kept road full of wealthy homes, green, sweeping lots, old wealth. ABBY'S car pulls into the circular drive of a large modern home, set back against a cloak of trees - the residence of HARGE'S boss, CY HARRISON. There's clearly a party going on: music, laughter, well-dressed GUESTS arriving, valets opening doors, taking keys, etc. ABBY shuts off the engine and turns to CAROL, who begins rummaging through her purse in sudden agitation.

CAROL

Where on earth is my compact. God damn it.

ABBY leans over towards CAROL, touches her arm.

ABBY

You look fine.

CAROL looks at ABBY.

CAROL

Come in with me. Just for a minute.

ABBY

Don't even start. You're the one who cancelled on us - you nitwit!

CAROL

I know. I know. I'm sorry - I'm going!

CAROL looks towards the house again, gathering herself.

ABBY

Call me later.

INT. CY HARRISON'S HOUSE. DEN/LIVING ROOM - EARLY EVENING.

A large room for entertaining right off the foyer. Big, open fireplace. WAITERS circulate with food and drink. HARGE stands in a group with his parents, JOHN and JENNIFER, his boss CY and CY'S wife, JEANETTE.

JOHN

(to CY)

I've tried to talk sense to the boy, Cy. I told him, son, Tri-State Capital's not going to buy that Murray Hill parcel unless you improve your golf handicap.

HARGE

(to his father, slight edge)

I've got a few other things on my mind, Dad.

A reserved silence, as they all know to what he's referring. HARGE looks off, sees CAROL in the foyer, handing her coat to a VALET.

HARGE (CONT'D)

Excuse me.

And he makes his way through the GUESTS to join CAROL.

INT. CY HARRISON'S HOUSE. LIVING ROOM - NIGHT

The party in full-swing. A DANCE BAND plays "*Harbour Lights*", and HARGE and CAROL dance a slow fox-trot. CAROL notices the other women, dressed much more formally than she. HARGE clocks this and draws her closer to him.

HARGE

You're always the most beautiful woman in any room.

CAROL

Tell your mother that.

They look across the room to see JENNIFER watching them, and indeed, looking as if she'd just swallowed a clove of garlic.

INT. CY HARRISON'S HOUSE. BUFFET/DINING ROOM - LATER

Carol and Harge, and Cy and Jennifer are moving through the dinner buffet with their plates.

JENNIFER hovers, tidying the display, and handing stray glasses and napkins to members of the staff.

JENNIFER

We might hire a local boy to appear as Santa for Rindy, Christmas morning. If only we could find a way to get him down the chimney!
(beat; to CAROL) How've you arranged it in the past, Carol?

CAROL

What's that?

JENNIFER

Christmas morning. With Rindy.

CAROL exchanges a brief look with HARGE before answering.

CAROL

Oh, we... usually get up at dawn,
Harge and I, and we - we wrap
Rindy's gifts together. Arrange
them under the tree and wait for
Rindy to wake. Which is - she
normally-

HARGE

(helps CAROL out)

Usually, she's down the stairs in a
shot and barely notices us before
she's ripped through all the
wrapping.

CAROL

*(smiles, grateful to
HARGE)*

Yes. That's right.

JENNIFER

But no Santa Claus.

CAROL

No.

JENNIFER

Oh. Well. It is a production - May
I serve you?

JEANETTE offers CAROL a commiserating look: oh-brother.

EXT. CY HARRISON'S HOUSE. LATER.

CAROL and JEANETTE in the gardens. The party can be seen
going on through a row of French doors. They smoke
cigarettes. CAROL takes off her shoes, rubs her feet.

JEANETTE

*(takes a long deep drag on
her cigarette)*

Keep an eye out, will you? Cy'll
scream if he catches me with this.

CAROL

(laughs)

What'll he do? Dock your allowance?

JEANETTE
(very matter of fact)
 He doesn't like me to smoke.

CAROL
 So? You like it.

But they both know that it's simply the way it is: wives defer to their husband's wishes.

JEANETTE
 Carol, I - it's really not my business, but if you're going to be alone on Christmas, Cy and I would love to have you.

CAROL
(she's really touched by the offer)
 Thank you, Jeanette.

CAROL takes another look inside the party: couples dancing through the tented plastic.

CAROL (CONT'D)
(watching the dancing)
 I don't know. I might get away by myself. At least for a few days.

INT. NEW YORK TIMES. PHOTO DEPT. OFFICE. NIGHT.

DANNIE ushers THERESE into the alluring world of a junior photo editor's office: the contact sheets dangling from light boards, the professional equipment, trays and lenses - but mostly it's the photos themselves that she's in awe of. Candid, crime scenes, sports photos, everything that makes up the visual narrative of a newspaper. DANNIE sits at a desk and sets up dinner, a makeshift array brought from home - wrapped sandwiches, bottles of beer. THERESE breathes it all in, not daring to touch anything.

DANNIE
 Don't worry, nothing's gonna break if you pick it up. You want a sandwich?

THERESE shakes her head, picks up a contact sheet and a magnifier and glances at the pictures. DANNIE watches her.

DANNIE (CONT'D)
 What are your pictures like?

THERESE
 They're - probably not very good. I don't know.

DANNIE

I mean, what are they? What are they of?

THERESE

Trees. Birds. Windows. Anything, really. *(beat)* What do you write about?

DANNIE

People.

A pause. THERESE looks through a camera lens at DANNIE. He looks up at her, she lowers the lens.

THERESE

I feel strange, I think... taking pictures of people. It feels like - an intrusion or a-

DANNIE

Invasion of privacy?

THERESE

Yes.

DANNIE opens a beer, holds it out to THERESE. She takes it.

DANNIE

Yeah but, all of us, we have, you know - affinities for people, right?

THERESE doesn't answer.

DANNIE (CONT'D)

Or certain people. There are certain people you like...

THERESE

Sometimes.

DANNIE

And others you don't. And you don't really know why you're attracted to some people and not others, the only thing you know is - you either are attracted or you're not. It's like physics - bouncing off each other like pin balls.

THERESE

(smiles)

So now you're a scientist?

DANNIE

Just trying to explain why I write
about people rather than trees.

THERESE

Sounds more like psychology.

DANNIE

Physics is more comforting.

THERESE grabs a sandwich.

THERESE

Yeah, but... Not everything's as
simple as a bunch of pin balls
reacting, or...

DANNIE

Some things don't even react. But
everything's alive.

A beat. DANNIE moves to THERESE, takes the beer bottle away
from her, puts it down. He puts his hand on THERESE'S
shoulders.

THERESE

It's late. I should go.

He kisses her, and she lets him, remaining very still. Then
DANNIE steps back and THERESE looks down.

THERESE (CONT'D)

You shouldn't...

DANNIE

Why? Did you mind?

THERESE

No.

DANNIE

Would Richard mind?

THERESE

Probably. *(beat)* I have to go.

THERESE gathers her things together, goes to the door.

DANNIE

Come back tomorrow? Or Wednesday?

THERESE

Maybe. I don't know.

THERESE leaves.

EXT. CAROL'S HOUSE. LATE NIGHT.

HARGE has brought CAROL home from the party. They stand together outside the door while CAROL fishes for her keys. HARGE reaches into his pocket and produces his, opens door.

HARGE

Here.

CAROL

Thanks. And thanks for staying sober and driving me home.

(kissing his cheek)

Goodnight, Harge.

She starts to go inside the house. HARGE stops her gently.

HARGE

Come to my parents for Christmas.
We had a nice time tonight.

CAROL

(*not unkindly*)

It was one night.

HARGE

I don't like to think of you.
Alone.

CAROL

I'm not alone. There's Rindy,
there's-

She stops herself. HARGE knows what she was about to say.

HARGE

Abby. There's always Abby.

CAROL

(*after a pause*)

Abby and I were over long before
you and I were over, Harge. (*beat*)
I'll have Rindy packed and ready
for you at four on Christmas Eve.

She starts to step inside the house.

HARGE

It shouldn't be like this.

CAROL

I know.

And she quietly shuts the door on HARGE.

INT. CAROL'S HOUSE. LIVING ROOM. NIGHT.

The living room is dark and quiet. RINDY has fallen asleep on the sofa; FLORENCE, on a chair opposite. CAROL gives FLORENCE a pat on her shoulder and squats down beside RINDY.

FLORENCE

She wanted to wait up for you.

CAROL

Ah, mama's special girl.

CAROL brushes a strand of hair away from her eyes. She gently picks her up and carries her out of the room and up the stairs.

CAROL (CONT'D)

Goodnight, Florence.

INT. CAROL'S HOUSE. LIVING ROOM. LATER

CAROL lifts a holiday blanket from a small platform, revealing the assembled train set, set up behind a couch. She switches on the train and watches it begin its slow route along the tracks. She sips at a nightcap.

EXT. FRANKENBERG'S. SEVENTH AVENUE ENTRANCE. EARLY SUNDAY AFTERNOON.

THERESE, in coat, scarf and gloves, waits for CAROL'S car to pull up outside. RICHARD waits with her.

RICHARD

Where's this place in Jersey?

THERESE

The country, I think. I don't really know.

RICHARD

My uncle Sal lives in Union City and he claims it's pretty dangerous out there at night-

THERESE

It's not Union City.

RICHARD

Okay, okay.

CAROL pulls up to the curb.

THERESE

There's my ride.

RICHARD accompanies THERESE to the car. He opens the door for her, she gets in, shuts the door, rolls down the window. He leans down to kiss her.

RICHARD
Eight o'clock?

THERESE
Eight o'clock.

RICHARD looks into the car, holds up a hand in greeting to CAROL.

RICHARD
Hi.

CAROL
Hello. Carol Aird.

RICHARD
(leans across THERESE to shake CAROL'S hand)
Richard Semco. Glad to meet you.

CAROL
Likewise.

THERESE
(to RICHARD)
She wanted to meet you.

CAROL
Therese speaks very highly of you.

RICHARD
(pleased to hear it)
Well, that's - swell. So you'll...
get her back safe and sound?

CAROL smiles, salutes her assent. THERESE is slightly embarrassed.

RICHARD leans into the car and touches THERESE'S chin lightly.

RICHARD (CONT'D)
Love you.

But THERESE has already rolled up the window, the car has started to go. RICHARD diminishes through the rear window.

INT. CAROL'S CAR. APPROACHING LINCOLN TUNNEL. DAY.

CAROL and THERESE make their way cross town, as a cool winter sun combs through the car windows. CAROL appears at home behind the wheel - relaxed, confident.

To THERESE, the world inside CAROL'S car is a revelation, from the tan leather upholstery and mahogany dashboard to the effortless style and elegance of its driver. The sounds of the world - even CAROL'S occasional chatter - have been replaced with the stillest MUSIC, the sound of air and light. The presence of this older, sophisticated woman, who wears silk stockings and expensive perfume, is intoxicating and unnerving in equal measure. Even Carol's purse, which rests beside THERESE on the seat, is quite unlike anything she has seen or examined so closely, full of mystery and make-up and fragrances. From there her eyes wander down to CAROL'S legs, clad in smoky silk stockings. Glancing down at her own legs, wrapped in sensible wool tights, THERESE wonders if she will ever be the kind of woman who owns such a car and wears such clothes.

The MUSIC broods slightly as THERESE looks straight ahead and the car enters the Lincoln Tunnel. The car plunges into the semi-darkness as if entering a cocoon, a delirious descent, which binds them together. She watches CAROL'S fingers grip the wheel, how CAROL squints slightly when she concentrates.

THERESE can barely suppress a tiny smile. But glancing back, CAROL suddenly appears to be miles away. CAROL switches on the car radio and Jo Stafford's *"You Belong to Me"* comes on.

THERESE leans back in her seat as they continue, speeding through the dark tunnel.

AS WE RETURN TO:

INT. PHIL'S APARTMENT. NIGHT. (APRIL 1953)

"You Belong To Me" also plays as several COUPLES DANCE, among them RICHARD and a PRETTY YOUNG WOMAN who he clutches tightly. THERESE, drinking a beer, watches them from a hallway just outside the living room.

RICHARD catches sight of THERESE, tensing slightly, before spinning his partner up and away from THERESE'S view. THERESE looks down, pulling out a cigarette from her purse and lighting it. She spots an attractive dark-haired woman on the opposite side of the living room whose eyes are clearly on her. THERESE holds her gaze for a few seconds, but she can feel herself blush, and she looks down. When she looks back up, the WOMAN has disappeared. THERESE saunters a bit, glancing into the next room where she spots DANNIE and his girlfriend LOUISE slow-dancing. They barely move, holding on to each other the way people do when they're newly in love.

CUT BACK TO:

FLASHBACK: DECEMBER, 1952.

INT./EXT. CAROL'S CAR. XMAS TREE LOT. NEW JERSEY. DAY.

At a Christmas tree lot, THERESE sits in the car loading her camera with film. When she's done, she spots CAROL outside as a TEENAGED BOY ties up their tree, a large Doug Fir. The TEENAGED BOY has a bad cold and CAROL offers him tissues. THERESE steps out of the car, aims her camera and takes a few shots.

INT. CAROL'S CAR. RIDGEWOOD, NEW JERSEY. DAY.

The car makes its way to Carol's house, with the Douglas Fir laid across the front and back seats between THERESE and CAROL.

THERESE loves the feeling of the needles against her skin, the way it smells, the way she knows that CAROL is beside her, though she can't see her. The car comes to a halt in front of CAROL'S house. It's a big house, a bigger house than THERESE has ever been inside. CAROL turns off the engine.

CAROL

You still with me?

THERESE

Yes.

CAROL opens her door, pops out of the car. THERESE is about to get out of the car when she sees the front door of the house open and RINDY come tearing out to greet her mother. FLORENCE stands in the doorway, ready to escort mother and daughter inside.

RINDY

Mommyyyy!!

CAROL

Hello, my darling! Guess what I brought you? I bet you'll never guess...

THERESE watches as mother and daughter proceed inside, chattering away.

INT. CAROL'S HOUSE. KITCHEN. DAY. LATER.

THERESE prepares a tray of tea and cookies. Through the open door we can see CAROL and RINDY in the living room, decorating the tree. Almost finished, CAROL is setting up a ladder beside the tree.

CAROL

Where's the star?

RINDY roots around in the pile of ornaments, finds it.

RINDY
This one, Mommy.

CAROL
That's my girl.

THERESE watches as CAROL ascends the ladder and places the star at the top of the tree.

CAROL (CONT'D)
Look how beautiful!

CAROL descends the step ladder and joins Rindy, taking her into her lap.

CAROL (CONT'D)
Have you ever seen a more beautiful tree? And now... what comes after the star is placed?

RINDY
More stars!

CAROL
(tickling RINDY)
I don't... think... so!

O/S FLORENCE
You find everything you need, miss?

THERESE, startled, turns to see FLORENCE standing at the rear of the kitchen, near a back door.

THERESE
Gosh, you scared me. How silly.

FLORENCE
(she's not sorry)
I'm sorry, miss. *(beat)* I'll take that through for Mrs. Aird.

FLORENCE picks up the tray, walks through to the living room.

INT. CAROL'S HOUSE. LIVING ROOM. NIGHT.

A fire crackles in the fireplace as CAROL, seated under the tree, struggles to wrap the train set. THERESE sits at the piano, improvising, jumping from one bit of a tune to another. A half-empty bottle of white wine and a couple of glasses stand nearby.

CAROL

Were those pictures of me you were taking? At the tree lot?

THERESE stops playing. A silence.

THERESE

I'm sorry. I should have asked.

CAROL

Don't apologize.

THERESE

I've been trying to... A friend of mine told me I should be more interested. In humans.

CAROL

And how's that going?

THERESE

(after a small beat)

Well... actually.

CAROL

I'm glad.

THERESE begins to play "*Easy Living*." CAROL listens for a moment, rises, walks over to Therese.

CAROL (CONT'D)

That's beautiful.

She grazes her hand on Therese's shoulder. THERESE freezes, and CAROL tries to lighten the moment with two quick strokes to her cheek. THERESE continues to play and CAROL listens.

CAROL (CONT'D)

Is that what you want to be? A photographer?

THERESE

I think so. If I have any talent for it.

CAROL

Isn't that something other people let you know you have? All you can do is - keep working. Use what feels right. Throw away the rest.

THERESE finishes the song. CAROL starts over to a table by the couch, opens a cigarette box, takes one out, lights it.

CAROL (CONT'D)

Will you show me your work?
(she sits on the couch)

THERESE

Sure. I mean, I haven't sold anything. Or even shown a picture to anyone who could buy one. I don't even have a decent camera. But... they're all at my place. Under the sink, mostly.

CAROL

Invite me round.

From outside, the sound of a car pulling into the driveway. Car door opens and slams. The moment broken, CAROL rises quickly, and marches toward the front door.

CAROL comes out of the living room and finds HARGE in the entry, restringing the mistletoe.

CAROL (CONT'D)

Harge. What's wrong?

HARGE

Nothing. Does there have to be a problem for me to visit my wife?

HARGE approaches CAROL, reaching out to greet her, but stops, spotting THERESE at the piano in the living room. He looks to CAROL and CAROL looks away. Then HARGE moves past CAROL down the hall and into the kitchen. THERESE clocks it all.

INT. CAROL'S HOUSE. LIVING ROOM. LATER.

THERESE browses through a book, alone in the living room, as she hears CAROL and HARGE conversing in the kitchen. Through the cracked door she catches glimpses of CAROL pacing to and fro, anxiously smoking, and hears the sounds of HARGE repairing a pipe under the kitchen sink. She tries occupying herself, perusing titles of books from the bookshelf.

CAROL

... that's not fair, Harge. We agreed that Rindy would stay with me until Christmas Eve.

HARGE

What do you suggest I do? - You think I prefer traipsing off to West Palm Beach for the holiday? It was all mother's doing-

CAROL

But I'm not - ready - She's not packed - she's asleep in bed! What about my Christmas with my daughter-
?

HARGE

I'm sorry, Carol, but it can't be helped. The flight's in the morning - You think I've packed?... (*the sound of dropped tools*)-Goddamnit!

INT. CAROL'S HOUSE. KITCHEN. CONTINUOUS.

HARGE emerges from beneath the sink, having hurt his hand. CAROL goes to help him up. But as he does he spots THERESE through the door. He marches over and opens it fully. THERESE looks caught, startled. A silence.

HARGE

How do you know my wife?

CAROL

Harge, please...

THERESE

I - work at Frankenberg's. The department store.

CAROL

I ordered a gift from her desk. I forgot my gloves. She returned them. I thanked her.

HARGE

(*to CAROL*)

That's bold.

HARGE sizes THERESE up for a moment before he turns back into the kitchen. He walks past CAROL and exits into a cloakroom at the back of the house where we hear sounds of his cleaning up. CAROL, exasperated, approaches the living room doorway.

THERESE

Can I - do-

CAROL

Just... leave it be.

CAROL gently shuts the door. THERESE is left standing there, shut out.

EXT. CAROL'S HOUSE. NIGHT.

A UNIFORMED CHAUFFEUR sits at the wheel of Harge's car, alert and silent, as CAROL bundles RINDY into the back seat. FLORENCE puts her bags in the trunk as HARGE waits with a cigarette and drink outside the front door.

CAROL

Remember: in bed by seven. I know how you take advantage of Grandma Jennifer. *(beat)* Okay, snow flake. Gimme a big one.

(she hugs RINDY tightly and kisses her)

You're going to have the most wonderful Christmas, I promise.

RINDY pulls back from the hug. She has an idea.

RINDY

There's room for you in the car, Mommy. You can come with us!

CAROL

Oh, darling, I - wish I could... but sometimes... Mommies and Daddies decide there isn't enough room for them both in the same place at the same time- *(unable to go further)* And Mommy has to be here to make sure Santa's elf doesn't give your presents to another little girl. You wouldn't want that, would you?

RINDY gives her a bright smile and CAROL hugs her, and kisses her eyelids. CAROL clocks the CHAUFFEUR watching her through the rear view mirror, and quickly looks away.

INT. CAROL'S HOUSE. LIVING ROOM. CONTINUOUS

MUSIC PLAYS softly from the phonograph ("*El Americano*" by *Xavier Cugat and his Orchestra*) as THERESE tidies up, trying to make herself useful. She can see CAROL through the bay window, shutting the car door and starting back toward the house, wearing only a thin sweater around her shoulders.

She sees HARGE step off of the front porch, stub out his cigarette, and walk towards CAROL.

EXT. CAROL'S HOUSE. CONTINUOUS.

CAROL heads to the front door, but HARGE pulls her back towards him. A silence, as he takes her hand in one of his. He can hear the MUSIC from inside the house. He sways a little.

HARGE

You smell good.

CAROL

You're drunk.

He pulls her closer to him, he closes his eyes, tries to dance with her.

CAROL (CONT'D)
Harge, I'm cold.

INT. CAROL'S HOUSE. LIVING ROOM. CONTINUOUS.

Through the open front door THERESE can see HARGE stumble back slightly, away from CAROL and CAROL grabbing his arm to right him.

CAROL
Let me get you some coffee.

HARGE
(a bit drunk)
I'm not drunk.

HARGE takes a step towards CAROL. THERESE ducks back into the living room, not wishing to overhear any more.

HARGE (CONT'D)
You can still come with us. Go pack a bag.

CAROL
I can't do that.

HARGE
Sure, you can. It's easy. We can buy you a ticket in the morning.

EXT. CAROL'S HOUSE. CONTINUOUS.

HARGE tries to take her hand, she backs away.

HARGE
What? You're going to spend Christmas with Abby? Is that it? Or with your - shop girl?

CAROL
Stop it, Harge.

HARGE
I put nothing past women like you.

CAROL
You married a woman like me.

INT. CAROL'S HOUSE. LIVING ROOM. CONTINUOUS.

THERESE goes to the phonograph, increases the volume slightly, so that she can hear only the rising and falling of the voices outside.

EXT. CAROL'S HOUSE. CONTINUOUS.

HARGE reaches out to grab CAROL, she backs away. He stumbles, falls onto his knees. A silence, as he catches his breath.

HARGE

Come with me now. If you don't - if
you - let me - open that car door -
if you won't come-

CAROL

(she interrupts him)

Then what? Then it's over?

HARGE is about to respond, but he suddenly realizes he's on his hands and knees, drunk, before CAROL, who is very still and very silent.

HARGE

Goddamn you - You were never...
cruel.

CAROL

Harge...

CAROL takes a step towards HARGE. She cannot bear to see him in this state. But HARGE won't accept her help now. He rises, and takes a quick look at his waiting car, RINDY in the back seat. HARGE takes a few deep breaths, smooths his clothes, wipes his face with the palm of his hand. CAROL takes another step towards him.

CAROL (CONT'D)

I'm sorry.

HARGE stiffens, recoils, digs his hands deep into his coat pocket and turns away, striding briskly to his car. CAROL watches as he piles in and shuts the door. The car drives off. CAROL hugs herself tight against the cold.

INT. CAROL'S HOUSE. EVENING. CONTINUOUS.

THERESE hears the front door quietly shut, standing at the phonograph - still, silent. She looks up and CAROL is there, watching her, but it's almost as if CAROL is looking through her. Then CAROL goes to switch off the phonograph and moves off to pour herself a drink. She opens the cigarette case.

THERESE

I should call a cab.

CAROL

And just when you think it can't get any worse, you run out of cigarettes.

THERESE

Oh - I - tell me where to go. I'll buy some for you. Really, I don't mind-

CAROL

(snaps)

You don't have to run out in the middle of nowhere to buy cigarettes. Not for me. I'm fine.

A pause. CAROL drinks. THERESE covers her upset.

CAROL (CONT'D)

The next train's at 6.50. I'll drive you to the station.

INT. CAROL'S CAR. NIGHT.

CAROL drives THERESE to the station. There's no one else on the road; it's utterly noiseless. At this moment there couldn't be more distance between them.

INT. TRAIN CAR. NIGHT.

THERESE sits against a window as the train speeds its way back to Manhattan. A couple of HOLIDAY REVELERS, laughing and tipsy, bump against THERESE'S seat as they make their way through the car. THERESE turns to watch them as they make their way to the end of the car. Their joyfulness is unbearable to THERESE. She makes herself as small as she can against the window. She is crying.

INT. SEMCO APARTMENT. NIGHT.

It's a warm, ramshackle apartment full of overstuffed, mismatched furniture and bowling trophies. In the kitchen, RICHARD washes up a pile of dinner plates while MRS. SEMCO sits at the table with THERESE. She takes a thermometer out of THERESE'S mouth and holds it up to the light to read it.

MRS. SEMCO

(refers to the thermometer)

What is this number? I can't read it. My eyes!

THERESE reads the thermometer for MRS. SEMCO.

THERESE

Ninety-eight point six. Perfectly normal. No fever.

RICHARD

You hear that ma, no fever.

MRS. SEMCO

My eyes is no good, not my ears.
You wanna plate of noodles, Terry?
We saved you a big plate.

THERESE

I'm really not that hungry.

MRS. SEMCO

(she's kidding, but she's not)

I thought you was a smart cookie.
You know that's not the way to a
mother-in-law's heart.

RICHARD and THERESE exchange a look. RICHARD'S mother has embarrassed him.

RICHARD

Ma - cut it out.

MRS. SEMCO

What? Cut it out what?

MR. SEMCO appears in the kitchen doorway. He wears a bowling shirt and carries a bowling bag.

MR. SEMCO

(to THERESE)

You showed up. Good. I was tired of
hearing him moan. Do me a favour,
Therese. Settle down with him
already.

RICHARD'S even more embarrassed.

RICHARD

Come on, what is this? The
Inquisition?

THERESE

(defusing the situation)

Okay - I'll eat.

MRS SEMCO beams, pinches THERESE'S cheek.

MRS. SEMCO

That's my girl!

She prepares THERESE a plate. RICHARD and THERESE exchange a look. He appreciates her assist.

INT. SEMCO APARTMENT. NIGHT.

RICHARD'S ROOM. THERESE and RICHARD sit on his bed. THERESE holds a wrapped box on her lap.

THERESE

I can't open this now. It's days
before Christmas.

RICHARD

But I want you to. (*he shrugs*) I'm
impatient.

THERESE unwraps and opens the box. Inside are brochures of France- and two tickets for passage on a ship. The date of departure: March 1, 1953. A pause.

THERESE

Richard... what is this?

RICHARD beams, takes one of the tickets from THERESE.

RICHARD

Well, that one's mine. I thought it
was more romantic to wrap 'em up
together.

THERESE stares at the ticket in her hand, picks up one of the brochures full of pictures of Paris landmarks...

RICHARD (CONT'D)

Jeez, Terry, you could cheer up a
little. It's not every day you get
a trip to Europe for Christmas.

THERESE looks up at RICHARD.

THERESE

We're supposed to go in July.

RICHARD

I know, but - look, I was gonna
tell you on Christmas day.
Frankenberg's offered me a
promotion. Assistant manager, beds
and bedding.

THERESE just stares at him, unable to say a word.

RICHARD (CONT'D)

It's a big raise. And they're letting me take a month off in March, two weeks of it paid. The summer's a busy time there and-

THERESE

I can't go in March.

RICHARD

Why not? You get laid off next week. It's not like you have any big plans.

But this stings THERESE, and RICHARD regrets saying it.

RICHARD (CONT'D)

I didn't mean - Terry, you know I think the world of you and - well, I thought you wanted to go to France. With me. And I figured... what the hell, the sooner the better...

THERESE

I do want to go. I did. *(beat)* It's just - soon. March.

A silence. THERESE puts the ticket and brochure back into the box, puts the lid back on to the box.

INT. THERESE'S APARTMENT BLDG. LATE NIGHT.

THERESE can be seen through a window getting out of a cab, entering the dark building and wearily climbing the stairs. As she gets to her apartment door the hall telephone STARTS TO RING. THERESE turns, sighs, goes to answer it.

THERESE

Hello?

A door down the hall cracks opens - THERESE'S LANDLADY peers out towards THERESE.

LANDLADY

Do you know what time it is, Miss Belivet?

THERESE

I'm sorry - it just rang...

None too pleased, THE LANDLADY shuts her door. THERESE returns her attention to the phone.

THERESE (CONT'D)

Hello?

No one answers.

INT. CAROL'S HOUSE. BEDROOM. CONTINUOUS.

CAROL, on the other line, smokes a cigarette, exhales.

INT. THERESE'S APARTMENT BLDG. CONTINUOUS.

Suddenly, THERESE knows who's on the other end of the line. She closes her eyes.

THERESE

Carol.

CAROL (O.S.)

(after a beat)

I was - horrible. Before. Will you forgive me?

THERESE

Yes... I mean... It's not-

CAROL (O.S.)

Then will you - would you - let me come see you... tomorrow evening?

THERESE

Yes... Yes. *(beat)* I want to - know. I think. I mean, to ask you... things. But I'm not sure you want that.

INT. CAROL'S HOUSE. BEDROOM. CONTINUOUS.

CAROL

(after a beat)

Ask me. Things. Please.

INT. THERESE'S APARTMENT BLDG. CONTINUOUS.

THERESE closes her eyes. Silence. Which is suddenly pierced by A GROUP OF YOUNG PEOPLE entering THERESE'S building, giddy and intoxicated. THERESE is startled, watching them from above, stumbling into the building. By the time she puts the phone back to her ear, she knows CAROL'S hung up.

CUT BACK TO:

INT. PHIL'S APARTMENT. NIGHT. (APRIL 1953)

The party is in full swing - more of a crowd, more LAUGHTER, boozing.

THERESE stands at a window near a SMALL GROUP OF PEOPLE, including GENEVIEVE CANTRELL, the woman she spotted earlier. THERESE tries to watch GENEVIEVE without being seen as a MALE PARTY GUEST dominates.

MALE PARTY GUEST

I don't know, man. You can have her. She's one of these real Greenwich Village phonies, if you ask me. **(to someone else)**: Where you goin' Dave? Stick around a minute.

GENEVIEVE

You're Phil's friend, aren't you?

THERESE

I am, yes. And Dannie's.

GENEVIEVE

Aren't you going to ask me how I knew that?

THERESE

Aren't most people here Phil's friends?

GENEVIEVE smiles - touche. THERESE smiles, too, loosening up, enjoying the flirting.

GENEVIEVE

I can see why Phil speaks so highly of you.

THERESE

Can you?

GENEVIEVE

Oh, definitely. I can see a lot.

THERESE

Really? What do you see?

GENEVIEVE

(gives her a good long look)

Great - potential.

GENEVIEVE hands THERESE a beer, and they clink in a toast. THERESE smiles, she enjoys GENEVIEVE'S attention, but she can't hold GENEVIEVE'S gaze, something about its boldness draws her away from the moment, from the party...

RETURN TO:

FLASHBACK: DECEMBER 1952

INT. FRANKENBERG'S. EMPLOYEE CAFETERIA. DAY.

The employee Christmas party is in progress, which consists of the same old lunch plus Christmas cookies, holiday music and decorations. THERESE stands next to RUBY ROBICHEK in a long line of staff. When it's RUBY'S turn, the SERVER gives RUBY double of everything in a food box. THERESE notices this, and RUBY sees her notice.

RUBY ROBICHEK

When you live alone, every penny counts. You economize. You'll learn.

THERESE

How do you know I live alone?

RUBY ROBICHEK

(very matter of fact)

You got that look.

THERESE and RUBY sit at a table. RUBY digs into her purse, finds a slip of paper and pen, scribbles down her address and telephone number and gives it to THERESE.

RUBY ROBICHEK (CONT'D)

I know everything there is to know about this place. I'll fill you in.

THERESE

I'm only here a few more days.

RUBY ROBICHEK

Yeah? Where you going? Macy's? I knew it! You look like the type who can go swanky.

This pleases RUBY and she digs into her lunch with gusto. A silence. THERESE watches her eat. She watches everybody eat, seemingly in unison. THERESE slides her tray over to RUBY.

THERESE

You take it. I don't feel like eating.

RUBY ROBICHEK

You sure? This is good brisket.

THERESE nods. RUBY takes THERESE'S meal and shovels it into her food box.

RUBY ROBICHEK (CONT'D)

You're a good kid. I can get through two, three days with this.

THERESE summons a smile in reply, at a loss for words.

EXT. MIDTOWN MANHATTAN. SAME DAY.

From a distance, we see CAROL'S car pull swiftly into a parking space near FRED HAYMES' law offices. CAROL gets out of the car and walks briskly down the busy street into the building.

INT. HAYMES LAW OFFICES. MOMENTS LATER.

FRED HAYMES, CAROL'S lawyer, is just returning to his office when he catches CAROL delivering a small Christmas present to his SECRETARY.

CAROL Merry Christmas, Katherine. **SECRETARY** Ohhh...

CAROL
It's nothing, I assure you. (*looks up*) Well, there he is. Now will you talk to me?

FRED HAYMES
I didn't want you to come all the way down here-

CAROL
Just - give it to me, straight, Fred. What am I not to worry about until after the holiday?

They settle inside FRED'S office and FRED closes the door.

FRED HAYMES
(*after a beat*)
Look, Jerry Rix served some papers this morning. To my complete surprise. Why don't you sit down?

CAROL
Why is it people think you're going to take bad news better if you're sitting down?

An awkward silence. FRED clears his throat.

FRED HAYMES
Harge has sought an injunction which denies you any access to Rindy until the custody hearing. And I'm afraid Harge has changed his mind about joint custody. He wants sole custody of Rindy.

CAROL
What?

CAROL is stunned. She sits.

CAROL (CONT'D)

We've already reached an agreement on custody. What is this all about?

FRED HAYMES

They'll be filing papers on the twenty-ninth in District Family Court for the, uh, permanent custody petition.

CAROL

Can he do this? Is it - right?

FRED HAYMES

I don't know if it's right, but it's legal.

CAROL

On what grounds.

FRED HAYMES

(stalling)

Listen. Let's - deal with this after Christmas. You'll have a chance to-

CAROL

(she interrupts him)

On. What. Grounds.

FRED HAYMES

They're petitioning the judge to consider a morality clause.

CAROL

A morality - what the hell does that mean?

FRED HAYMES

(after a moment)

Okay. I won't mince words with you. Abby Gerhard.

CAROL

Abby is Rindy's godmother. Abby is... *(to herself, really)* He's... If he can't have me, I can't have Rindy - That's...

A silence.

FRED HAYMES

I'm sorry. But they seem serious.

CAROL looks up to FRED, nods.

CAROL

When's the custody hearing?

FRED HAYMES

It's hard to say. With the holidays and a backlog of cases...

CAROL

Your best guess, Fred.

FRED HAYMES

Not before the middle of March. Could be April.

A silence.

CAROL

Can I see her?

FRED HAYMES

(not unkindly)

Not - let me put it this way - It would not be advisable under the-

CAROL

At school? In an office with a-?

FRED HAYNES

The issue is not-

CAROL

Surely a visit supervised by a teacher or a-

FRED HAYNES

Carol, these are serious allegations. Forcing contact before the hearing you simply invite further scrutiny concerning your conduct.

CAROL

My conduct! Jesus Christ. I'm her mother for God's sake. (beat) Morality clause. I see.

FRED HAYNES

Do you.

CAROL

No. There's nothing moral about taking Rindy away from me.

CAROL looks back at him in a state of frozen disbelief.

EXT. FIFTH AVENUE. SAME AFTERNOON.

CAROL reenters the street in a numbing daze. She passes crowds of Christmas SHOPPERS with places to go and things to do. She's not one of those people. She finds herself walking back in the direction of her car through the glare of winter light. She puts a cigarette to her lips and begins searching through her purse, struggling to find a light. Finally glancing up she is struck by the sight of truck backing out of the lot, and collides with a PEDESTRIAN clearing way.

A VOICE

Watchit, lady!

CAROL

Pardon me.

CAROL turns into a shop window where she finally manages to light her cigarette, taking several deep drags. Looking up she focuses a moment on the display. It's a vacation theme: sunglasses on mannequins, cameras slung around their necks, luggage stacked in artful piles. She lets her gaze fall on a large two-tone brown leather suitcase.

INT. RECORD SHOP. EAST 50'S. SAME LATE AFTERNOON.

THERESE waits for a requested title at the front counter of a midtown record store. The STORE CLERK returns with her request: A Billie Holiday album, with "*Easy Living*" prominently displayed on its cover.

THERESE

Yes, that's it, thank you.

She hands him a five-dollar bill and he begins ringing her up. As she waits for her change, she spots two SHORT-HAIRED WOMEN at the listening station, sharing a single pair of headphones. The more mannish of the two, in horn-rim glasses, leans against the railing dressed in tailored trousers and jacket over a button-down shirt. The other wears a sleekly tailored woman's suit, very professional. They are obviously a couple of some kind: New York lesbians. THERESE observes them for a moment, until the woman in slacks looks over - and THERESE quickly looks down.

EXT. RECORD SHOP. EAST 50'S.

RICHARD, waiting outside with his bike, turns to find THERESE walking briskly out of the record shop.

THERESE

Let's walk. I want to drop this at home.

RICHARD

Your wish is my command.

They start down the block toward THERESE's apartment.

RICHARD (CONT'D)

Find what you wanted?

THERESE

(no big deal)

Yeah... Something for someone at the store.

RICHARD

You up for the jazz club later on?

THERESE

Ohh, I don't know.

RICHARD

S'fine. *(beat)* But you should stop by on Christmas sometime. My Mom's sort of planning on it.

THERESE

Christmas... that's for families. I'd feel - I don't know...

RICHARD

You are family, Terry.

They turn down a small driveway, cutting through an empty lot. THERESE tries to change the subject.

THERESE

I'm thinking of putting together a portfolio, you know, of my pictures. Start taking portraits, even. Apply for jobs. Maybe at a newspaper. Maybe at the Times. Dannie knows someone--

RICHARD

Have you been thinking any more about Europe? *(no answer)* Terry?

THERESE stops, brooding, and RICHARD stops and turns to her.

RICHARD (CONT'D)

What?

THERESE

How many times have you been in love?

RICHARD

*(laughs, not sure where
this came from)*

Whoa. Never. Until You.

THERESE

Don't lie. You told me about those two other girls.

RICHARD

Come on. They were - I had sex with them. That's not the same thing.

THERESE

Meaning... I'm different because we haven't...*(quietly)* gone all the way?

RICHARD

No, no - that's not what I - hey, what's this all about? I love you. That's what's different.

THERESE nods. They resume walking.

THERESE

Have you ever been in love with a boy?

RICHARD

(after a long beat)

No.

THERESE

But you've heard of it?

RICHARD

Of course. I mean, have I heard of people like that? Sure.

THERESE

I don't mean people like that. I mean two people who just... fall in love. With each other. Say, a boy and a boy. Out of the blue.

RICHARD

I don't know anyone like that. But I'll tell you this - there's always some reason for it. In the background.

THERESE

So you don't think it could just - happen to somebody, just - anybody?

RICHARD

No. I don't. What are you saying?
Are you in love with a girl?

THERESE

No.

They reach THERESE'S building. RICHARD leans his bike against a railing, takes THERESE'S hands in his.

RICHARD

Don't you know I want to spend my
life with you, Terry? Come to
France with me. Let's get married.

THERESE

Richard, I'm not - ready. For that.
I can't make myself-

RICHARD

What? Tell me.

THERESE

I just... I have to go.

RICHARD

Terry.

THERESE

I'm sorry.

THERESE runs up the stairs to her building's front door, and is in before RICHARD can say another word.

INT. COCKTAIL BAR. SAME LATE AFTERNOON/EARLY EVENING.

ABBY and CAROL sip martinis in silence at a favorite joint. The brown two-tone suitcase CAROL saw in the shop rests against the table.

CAROL

I found Rindy's hair brush
underneath my pillow this morning.
Full of her hair. She does that,
you know, to let me know she's been
a good girl and brushed properly. I
usually clean it out but - today,
for some reason...

Beat.

ABBY

How could he. How dare he... A
morality what?

CAROL

Clause, he said.

ABBY

Carol - If I'm responsible in any way-

CAROL

Don't you dare - don't you ever.

CAROL downs her drink. She pushes it towards ABBY for a refill. ABBY refills for them both.

ABBY

Hey. You know that tailor's shop that went bust in Hoboken?

CAROL

Sure. The one with the - the - glass thingy on the-

ABBY

Exactly. The glass thingy. That one.

CAROL laughs.

CAROL

Bullshit. You have no idea what I'm talking about.

ABBY

You're right. But it's good to hear you laugh.

ABBY offers CAROL a cigarette, she takes it, ABBY lights it. CAROL leans back in her chair, relaxes.

ABBY (CONT'D)

Anyway, the landlord offered me a lease. I was thinking - another furniture shop? I'll need some help with restorations every once in a while, and you're the varnish master, so...

CAROL

You're serious.

ABBY

I'm serious. *(beat)* Couldn't be any more of a disaster than the shop we had.

A silence. ABBY looks away from CAROL. CAROL leans in towards her.

CAROL

Hey. We weren't a disaster. It just...

CAROL doesn't have the words.

ABBY

I know. Timing. Never had it. Anyway, I've got my eye on this redhead who owns a steak house in Paramus. I'm talking - serious Rita Hayworth redhead.

CAROL

Really? You think you have what it takes to handle a redhead?

They share a naughty smile, thinking about serious redheads. They toast. ABBY gestures to the suitcase.

ABBY

You going somewhere?

CAROL

West, I was thinking... For a few weeks. Until the hearing. What else am I going to do?

A silence.

ABBY

Well I know you don't like driving alone. So. *(beat; ABBY takes a deep breath, exhales)* She's young.

CAROL nods her agreement: there's no denying it.

ABBY (CONT'D)

Tell me you know what you're doing.

CAROL

I don't. (silence) I never did.

INT. THERESE'S APARTMENT. SAME NIGHT.

Someone is knocking at Therese's door.

THERESE sticks her head out of her bathroom and looks quickly around the room. She hurries out, still brushing her hair and fixing her blouse. As she walks to the door she quickly stashes the Billy Holiday record under a pillow, and flips on the phonograph ("*Smoke Rings*," Les Paul & Mary Ford begins to play). She takes a last look at her freshly tidied apartment and pulls opens the door.

It's CAROL, the suitcase on the floor beside her.

CAROL

Your landlady let me in.

CAROL lights a cigarette. THERESE can do nothing for a moment but stare. Then THERESE catches sight of the suitcase, which CAROL pushes across the threshold with her foot.

CAROL (CONT'D)

Merry Christmas. (beat) Open it.

THERESE bends down to open the suitcase. Inside is a brand new camera and plenty of rolls of film.

INT. THERESE'S APARTMENT. LATER.

CAROL looks at THERESE'S photographs. She takes her time, really examining them. THERESE watches without crowding her - eager for her good opinion. CAROL comes to the photograph THERESE took of her at the tree lot, hung on the wall. She's moved by it, by the primacy of place THERESE has given.

THERESE

It's not that good. I was rushed, I mean... I can do better.

CAROL

It's perfect.

Leaning against the end-table, CAROL picks up a small photo in its original cardboard frame: THERESE, aged 5, at a convent school.

CAROL (CONT'D)

Is this you?

THERESE

Yes.

CAROL puts it down, a bit abruptly, and steps into THERESE'S kitchen sink/dark room.

CAROL

Do you keep anything in the icebox besides photo chemicals? I'm feeling-

THERESE

Sure.

THERESE heads to the icebox, where she fishes out a couple of beers. She turns back to find CAROL another step away, fighting back tears.

THERESE is frozen for a moment, not knowing exactly what to do. She approaches CAROL but hesitates, looking down at the beers in her hand before setting them down on the counter.

She proceeds gingerly, putting a tentative hand on CAROL's shoulder, squeezing it. Very quietly, still turned away, CAROL breaks. She lowers her head as THERESE steps closer.

EXT. THERESE'S ROOF. NIGHT.

Sipping coffee from mugs, CAROL saunters along the perimeter of the roof while THERESE sits on a perch, watching. It's not much of a view, but they can see the tips of the impressive buildings, the lights, the cloudy night sky.

THERESE

Is there any point in, I don't know... fighting it?

CAROL

The injunction? *(beat)* No.

THERESE

Three months. I feel - useless. Like I can't help you or offer anything-

CAROL

It has nothing to do with you.

A pause. The remark stings THERESE, but she tries to conceal it.

CAROL (CONT'D)

I'm going away for a while.

THERESE

When? Where?

CAROL

Wherever my car will take me. West. Soon.

THERESE can't hide her dismay.

CAROL (CONT'D)

And I thought... perhaps you'd like to come with me.

A beat. CAROL looks directly at THERESE.

CAROL (CONT'D)

Would you?

A long, held moment before THERESE makes a decision.

THERESE

Yes. Yes, I would.

A few flurries of snow have begun to fall.

INT. FRANKENBERG'S. EMPLOYEE LOCKER ROOM. CHRISTMAS EVE. DAY.

THERESE is removing her personal belongings from her locker (some stockings, scarves, books) and putting them in her bag. She separates her Frankenberg's Employee Handbook and her slightly bloody Santa cap and places them in the locker shelf. Down at the other end of the locker room she hears some girls approaching. Beyond them she spots RUBY ROBICHEK seated on a bench, rolling up her calf-length stockings, looking more weary and alone than ever. THERESE carefully shuts her locker.

EXT. FRANKENBERG'S. MOMENTS LATER

Through the Christmas display windows we see THERESE exit the store with her belongings and hail a cab from the street. As the taxi whisks her off we see her glance back one last time.

INT. THERESE'S APARTMENT. CHRISTMAS EVE. DAY.

THERESE and RICHARD at the kitchen table. THERESE'S clothes and suitcase are spread out on the bed.

RICHARD

I don't get it. I don't get it,
Therese. Who is this woman to you?

THERESE

She's a friend.

RICHARD

I'm your friend, Terry. Phil is
your friend - Dannie. This woman -
you don't even know her.

THERESE

(after a pause)

You can forward any mail to
Chicago, General Post, but I just
paid rent through February. I had a
little money saved up for the -
for...

RICHARD looks up at her sharply. THERESE looks away from him.

RICHARD

For our trip. Our trip, Terry. And
now you're - I don't believe this
is happening!

THERESE

I can't explain it. I just -

RICHARD

What? You've got one hell of a crush on this woman is what... You're like a schoolgirl!

THERESE

I do not - I just like her is all. I like talking with her. I'm fond of anybody I can really talk to.

This stings him, and they exchange a sharp look.

RICHARD

Nice. You know what I think? I think two weeks from now you'll be wishing you... She'll get tired of you and you'll wish you never-

THERESE

-You don't understand-!

RICHARD

I do - I understand completely. You're in a trance!

THERESE

I'm wide awake. I've never felt more awake. *(beat)* Why don't you leave me alone?

THERESE has surprised herself with her boldness.

RICHARD

Are we over? Is that what this is?

THERESE

I didn't say that. But why should I want to be with you if all you do is argue about this?

RICHARD

To say - to say for a minute you practically want to say goodbye because of some silly crush!

THERESE

I didn't say that. You said it.

RICHARD grabs his jacket and starts out the front door.

RICHARD

You made me buy boat tickets, I got a better job for you... I asked you to marry me, for Chrissakes...

INT. THERESE'S APARTMENT BUILDING. HALLWAY. DAY.

THERESE

I never made you - I never asked you for - anything. Maybe that's the problem.

As he storms down the stairs, the LANDLADY sticks her head out of her door, observing the row.

RICHARD

I swear to you, two weeks from now you'll be begging me to forget this ever-!

THERESE

Richard... Richard!

RICHARD

Have a great trip, Terry!

He storms out of the building as THERESE starts back to her apartment, receiving the LANDLADY's glares.

INT. THERESE'S APARTMENT. LATER.

BRIEF CLOSE-UPS: THERESE places clothes in her new suitcase. She wraps CAROL's gift. She composes CAROL's gift card.

INT. CAROL'S HOUSE. GUEST ROOM. EARLY CHRISTMAS MORNING.

THERESE is roused from sleep with the sound of an approaching car. She opens her eyes, taking in her surroundings - the comfortable guest room at CAROL'S. She hears voices from outside and turns to look out her window.

A fresh layer of snow has fallen and ABBY'S car has pulled up the drive, top-down as usual. CAROL can be seen outside, with a coat thrown over her robe.

CAROL

Are you on your way to bed or just getting up?

ABBY

Both.

ABBY tries to stifle a laugh, doesn't quite. CAROL puts a finger to her lips: "shhh."

ABBY (CONT'D)

Go for a ride?

CAROL

You nitwit.

ABBY

Well, I had to come see you off,
didn't I?

CAROL

I'm not alone.

ABBY

Uh-oh...

CAROL

(laughs, then)
Come in. There's coffee.

ABBY hops out of the car.

INT. CAROL'S HOUSE. HALLWAY. MOMENTS LATER.

ABBY and CAROL enter the house.

ABBY

This place is gloomy as a coal pit
in the mornings.

They see THERESE sitting at the top of the stairs in her
pajamas.

CAROL

We woke you. Go back to sleep, it's
early...

THERESE

That's okay. Can I - come down?

ABBY stifles a snort. CAROL ribs her, good-naturedly. THERESE
guardedly watches the way the two interact.

CAROL

Of course. There's a robe in the
closet.

THERESE stands, and ABBY sizes her up.

CAROL (CONT'D)

This is Abby Gerhard.

ABBY

I have no manners.

CAROL

Absolutely none.

ABBY

But it's nice to meet you, Therese,
all the same.

THERESE nods, smiling, then slips back down the hall.

INT. CAROL'S HOUSE. KITCHEN. LATER. DAY

ABBY is finishing preparing sandwiches which THERESE is wrapping up.

THERESE

Have you known Carol for a long time?

ABBY

Uh-huh.

A pause while they work.

THERESE

Did you ever take a trip? With Carol, I mean?

ABBY

Two or three.

THERESE can't quite cover her slight frown. ABBY clocks this.

ABBY (CONT'D)

We had a furniture shop for a couple years, outside Elizabeth. So we were always on the prowl for antiques or second-hand stuff.

She grabs a pack of cigarettes from the counter, lights one. THERESE watches her. ABBY offers her a cigarette and a light.

ABBY (CONT'D)

You old enough to smoke?

A beat, before ABBY breaks a smile, and THERESE decides to smile along.

THERESE

Okay...

A beat, then:

ABBY

You know she's got a lot of worries right now... You know that, don't you?

THERESE

I know.

ABBY

And she's lonely.

THERESE

Is that why she wants me to go with her?

ABBY

No...

ABBY looks out a kitchen window, smokes.

ABBY (CONT'D)

Just - don't want to see her getting hurt. That's it.

THERESE

I'd never hurt Carol. You think I would?

ABBY

No. (she looks frankly at THERESE) I don't.

THERESE starts putting the food and drinks into a large picnic basket.

THERESE

What happened to the furniture store?

ABBY sighs. She suddenly looks a little sad to THERESE.

ABBY

It was... (*resuming her chores*):
Some things don't work out, no matter how much you want them to.

EXT. CAROL'S HOUSE. LATER. DAY.

THERESE and CAROL finish loading up the trunk and wiping the last of the snow from the windshield. CAROL slams the trunk lid shut, strides to the driver's side, opens the door, gets in. THERESE hurriedly removes the last of the snow from the back windshield as CAROL starts up the car, revving the engine. The hot exhaust creates a swirl of steam as a soft spell of MUSIC rises. THERESE trots up to the passenger side door, taking a last look around before jumping into the car.

INT CAROL'S CAR / EXT ROAD TO PENNSYLVANIA. LATER. DAY.

MUSIC continues over shots inside the car: THERESE pouring coffee for CAROL from the thermos - piping hot and pre-creamed. THERESE lighting two cigarettes and handing one to CAROL, as they drive through the black and white of the snowy thruway towards Philadelphia.

INT. PHILLY DINER . LATER.

CAROL and THERESE eat tomato soup and crackers, virtually alone in the dreary city diner. A few dismal strands of tinsel and garland, strewn about for holiday effect, surround a green and red cardboard banner which reads: **MER Y CH TMAS.** THERESE puts aside her meal, gazes out of the window at the largely deserted city streets.

THERESE

I could get used to having a whole city to myself.

THERESE turns to CAROL, who smiles in approval at THERESE'S plan. THERESE can't wait any longer, reaching under her seat and producing her nicely wrapped gift for CAROL.

THERESE (CONT'D)

For you. Merry Christmas.

CAROL

No - You shouldn't have.

But CAROL is pleased, and THERESE is pleased that she's pleased.

THERESE

Open it.

She watches CAROL unwrap the package. It's the Billie Holiday record with "**Easy Living**" on it.

THERESE (CONT'D)

I played it for you. At your house.

CAROL

I remember. *(beat; she looks up at THERESE)* Thank you.

THERESE picks up her camera, focuses on CAROL, and snaps a picture. CAROL brings her hands up to her face.

CAROL (CONT'D)

Oh God, I look a fright - don't -

THERESE

You do not, you look... *(she leans over and takes them back down)* wonderful... Just - stay like that.

THERESE realizes she's holding CAROL'S hands in her own. She quickly looks around the diner, feeling slightly embarrassed, but no one else is looking. CAROL clocks this, squeezing THERESE'S hands and gently extricating herself.

CAROL

Do you miss Richard?

THERESE

(she thinks about it)

No. I haven't thought about him all day. Or of home.

CAROL

Home.

THERESE regrets using the word, watching CAROL's mood darken, slightly.

INT/EXT. PHILLY DINER. INNER PHILADELPHIA. LATER.

THERESE returns from the ladies room at the rear of the diner, walking past a WOMAN IN HER THIRTIES gathering her THREE YOUNG CHILDREN. At first THERESE doesn't see CAROL, then spots her through the window, at a pay telephone. She sees her inserting her change and quickly dialing a number.

HEAR THE RINGS: Once. Twice. Three times. CAROL glances toward the diner window. Through the glass one of the WOMAN's CHILDREN is making faces through the precipitation. Just beyond is THERESE, paying the bill at the counter. CAROL replaces the receiver in its cradle before the call can be answered. THERESE turns to exit the diner and spots CAROL smoking a cigarette.

INT/EXT. CAROL'S CAR. NIGHT.

CAROL drives. THERESE is sleeping, huddled up against the passenger side window. A blanket partly covers her.

RADIO V.O.

...and that concludes our Holiday
Greetings from President-elect and
Mrs. Eisenhower. This is WOR-
Pittsburgh wishing you and yours-

CAROL takes one hand off the steering wheel and pulls up the blanket so THERESE is covered.

EXT. TWO-LANE HIGHWAY OUTSIDE OF PITTSBURGH. NIGHT

CAROL'S car glides along the empty road, behind it, the eerie glow of the Pittsburgh industrial skyline, ahead of it: pitch darkness.

EXT. ABBY'S HOUSE. NIGHT.

We see HARGE rushing out of the rear door of his car, his CHAUFFEUR idling, and rushing up the walk of a dark, brickfront bungalow.

INT. ABBY'S HOUSE.

Ferocious banging on the front door as ABBY rushes down stairs, tying up a robe as she goes. She opens the door. It's HARGE, in a state, breathing hard.

HARGE

I have to speak to her.

ABBY

What are you doing? - You're supposed to be in Florida.

HARGE

(after a beat)

I couldn't do it. I had to - Rindy - she wanted to see her mother on Christmas. Not that it's any of your business. Just go get her. I know she's here.

ABBY

You've got some fucking nerve ordering me around. And, no. She's not here.

HARGE

That's impossible. She's not home. She's not with me. She must be with you.

ABBY

(after a moment)

Yeah, you know, Harge, you have a point. You've spent ten years making damned sure her only point of reference is you, her only focus in life is you, your job, your friends, your family, your-

HARGE

WHERE IS SHE. *(beat; he composes himself)* She's still my wife, Abby. I'm responsible for her.

ABBY

Well, you know, that's some way of showing it, Harge - slapping her with an injunction. I'm closing the door.

ABBY starts to close it but HARGE intercepts.

HARGE

I love her.

ABBY

I can't help you with that.

ABBY quietly shuts the door. But each remains unmoving a moment, in the dark.

EXT. MOTEL. OUTSIDE PITTSBURGH. DAY

THERESE is stepping out of her room with her suitcase, dressed for the day. She walks over to the next room and quietly knocks on the door.

THERESE

Carol?

When there's no answer, she tries the door. It's open.

INT. MOTEL ROOM. OUTSIDE PITTSBURGH. DAY

THERESE peeks her head into the room, to the sound of running water from the bathroom. She sees CAROL's overnight case is open on her bed, her things spread about the room.

CAROL (O.S.)

Therese, is that you?

THERESE

Yes!

CAROL (O.S.)

Would you be a sweetie and fetch my red knit sweater? It's in the small suitcase. Upper left hand side.

THERESE

Okay.

THERESE finds the case, opens it. She takes a moment to look at CAROL'S clothes in the case before she actually touches them, feeling the fabrics, the silks and cashmeres, taking in their powdery smells. Something at the bottom of the case catches her eye. A glint of metal beneath some stockings. She removes the stockings, revealing a small, pearl-handled pistol. She reaches out, tentatively, to touch it, just as CAROL calls out from the bathroom.

O/S CAROL

Hey, slowpoke...

THERESE quickly withdraws her hand and hurriedly replaces CAROL'S clothing. She grabs the red sweater.

THERESE

Found it.

THERESE takes the sweater to the bathroom door and knocks lightly. The door opens, revealing CAROL standing there with a towel wrapped around her. Steam filters out of the bathroom. THERESE hesitates a moment, then hands her the sweater.

CAROL

Everything all right?

THERESE

Yeah - I'm just - suddenly starving.

CAROL

(closing the door): I won't be a minute.

INT. CAROL'S CAR. ON THE ROAD. DAY.

CAROL drives, looking out on the increasingly frozen landscape. THERESE is grabbing a sandwich from a basket on the back seat. CAROL'S packed suitcase rests beside it. THERESE settles back into her seat.

THERESE

Do you feel safe? With me, I mean?

CAROL

(laughs)

You're full of surprises.

THERESE continues thinking, eating her sandwich.

THERESE

But - Do you?

CAROL glances at her. THERESE holds her gaze. CAROL turns her attention back to the road.

CAROL

It's the wrong question.

THERESE

But you'd tell me. If something scared you. And I could help.

CAROL shakes her head, smiles.

CAROL

I'm not frightened, Therese.

THERESE considers this, then glances back at CAROL, who peers out at the open road, the cool winter sun skating across her face.

EXT. MCKINLEY MOTEL. CANTON, OHIO. DUSK.

CAROL'S car pulls into the drive of a small motel with an elaborate and large painted likeness of William McKinley on wood billboard.

INT. MCKINLEY MOTEL. CANTON, OHIO. DUSK.

The front desk of the blonde-wood hotel office. A very prim HOTEL MANAGER assists CAROL, checking in.

HOTEL MANAGER

Our standard rooms come equipped with stereophonic console radios, or if you prefer, the Presidential Suite is available. At a very attractive rate.

CAROL

(thinks a moment, then)
Two standard rooms should be fine.

THERESE

Why not take the Presidential Suite?

CAROL and THERESE exchange a look.

THERESE (CONT'D)

If the rate's attractive...

EXT. MCKINLEY MOTEL. CANTON, OHIO. NIGHT.

THERESE at the ice dispenser. She's bundled up in scarf, gloves, overcoat - but wearing bunny slippers. She struggles to fill an ice bucket, shivering.

YOUNG MAN

Can I - hold that for you?

THERESE looks up. A tall, affable looking young man with spectacles appears beside her, holding up the lid of the dispenser while she fills her bucket.

THERESE

Thank you. It's cold.

YOUNG MAN

So cold my glasses've fogged clear over.

THERESE

Thanks again. G'night.

YOUNG MAN

Night.

He tips his hat to her and THERESE heads back to her room.

INT. MCKINLEY MOTEL ROOM. NIGHT.

True to its name, framed photographs of William McKinley and his wife hang over the twin beds. Also adorning the suite, a dressing table with a fan-shaped mirror, bedside cabinets, gold-specked table lamps, striped wall paper. A record plays on THERESE's portable turntable, ("*Easy Living* (1933 version)" by *Billie Holiday*). THERESE sits beside CAROL at the dressing table as CAROL carefully applies mascara to THERESE'S lashes.

CAROL

Don't blink. (*beat*) Now look at you.

CAROL turns THERESE around to the mirror.

THERESE

I need lipstick.

CAROL chooses a lipstick, gives it to THERESE and watches as THERESE applies it. CAROL hands THERESE a tissue. THERESE blots, hands CAROL the tissue.

THERESE (CONT'D)

Next?

CAROL picks up a perfume bottle, hands it to THERESE.

CAROL

Would mademoiselle be so kind as to apply at the pulse points only?

THERESE applies perfume to the inside of her wrists, the crook of her arms, and her neck. She turns to CAROL. CAROL holds out her wrists to THERESE.

CAROL (CONT'D)

Me, too.

THERESE applies perfume to the same spots on CAROL. CAROL closes her eyes, arches her neck back slightly.

CAROL (CONT'D)

That's divine. Smell that.

A beat, and THERESE leans forward to smell CAROL'S perfume.

INT. MCKINLEY MOTEL ROOM. LATE NIGHT.

From her neighboring twin bed, THERESE watches CAROL sleep. Very gently, she slips out of her bed and sits down silently on the edge of CAROL'S bed, and watches her breath. She quietly lifts a finger and lightly runs it along CAROL'S cheek. CAROL turns over in her sleep. THERESE waits to be sure CAROL won't wake, then returns to her own bed.

INT. MCKINLEY MOTEL OFFICE. MORNING.

THERESE is seated in the improvised breakfast room, made up of a few mismatched tables and chairs, and a paltry spread of coffee, juice and rolls. She spots the YOUNG MAN from the ice dispenser pouring himself a cup of coffee, carrying a large black case. He spots THERESE and smiles broadly.

YOUNG MAN

Good morning. Glad to see you didn't freeze over or nothing.

THERESE

You too.

Before she can even respond he's setting down his cup and pulling up a chair. THERESE spots CAROL arriving with a road-map, making a beeline to the coffee.

THERESE (CONT'D)

Not the best coffee I'm afraid.

YOUNG MAN

Long as it's hot.

THERESE

What's in the case?

YOUNG MAN

Oh. Notions. I'm a - I sell them. Or try to.

CAROL arrives opposite Therese and plops down.

CAROL

Lousy coffee.

YOUNG MAN

(surprised by her arrival)
Sorry- *(he attempts to stand)*

CAROL

Excuse me?

THERESE

We were just chatting.

YOUNG MAN

Name's Tucker... Tommy.

THERESE

(extending her hand)

Therese Belivet. Carol Aird.

TOMMY TUCKER

(shaking hands)

Pleased to meet you.

THERESE

Mr. Tucker sells notions.

THERESE makes a gesture to his case, which CAROL regards.

CAROL

I see.

TOMMY TUCKER

(brief silence)

Don't really know what notions are, exactly. But they do instruct us to use the word. Says it appeals to women. So... *(beat)* I did sell a shoe-horn yesterday to a feller in Wheeling.

THERESE

(trying to help him out)

Do you sell lipstick?

TOMMY TUCKER

No. But I have a sewing kit. *(beat)* You don't need a sewing kit. I can tell.

CAROL smiles politely, but returns her attention to the map.

CAROL

(to THERESE)

We should make Chicago by five or six, if we get an early start.

TOMMY TUCKER

That's where I'm headed. There's a short cut across the interstates, knocks two hours off the drive.

CAROL

Two hours, that's... That would be great-

THERESE

Can we stop to buy some magazines?

TOMMY TUCKER
(reaching for his case)
I got Field and Stream... National
Geographic?

THERESE
Popular Photography?

TOMMY TUCKER
(a beat as he smiles)
Nope. Course not. I am doomed to
remain without a sale.

THERESE throws a little smile to CAROL, as TOMMY shakes his head. MUSIC picks up, carrying over the following scenes.

EXT. OPEN ROAD. LATER. DAY

The wide open road stretches out before us as CAROL'S car comes gliding by.

INT. CAROL'S CAR. LATER. DAY

Inside, THERESE enjoys the sweet boredom of nothing but time in CAROL'S company. She scans the radio dial.

[EXT. ROADSIDE. LATER. DAY

CAROL and THERESE, bundled in coats and scarves, sit on the low branch of a tree, just off the road, sharing sandwiches and thermos coffee.]

EXT. DRAKE HOTEL. CHICAGO. NIGHT

The shimmering entrance to Chicago's Drake Hotel is a swarm of taxis, GUESTS and BELL-HOPS. CAROL and THERESE, bleary from the road, come to a stop and begin quickly gathering their things from the car.

INT. DRAKE HOTEL ROOM. LATER.

A BELLBOY carries CAROL and THERESE'S bags into an opulent room. We hear CAROL tip and thank him as we follow THERESE into her first encounter with hotel luxury. CAROL collapses onto one of the beds.

CAROL
Finally. A real bed. Heaven.

THERESE inspects the room like a detective. She bends to run her hand through the carpet.

THERESE

This carpet - it feels like woven silk! Like we shouldn't be stepping on it. And the furniture!

She turns to look at CAROL... fast asleep on the bed.

INT. DRAKE HOTEL. RESTAURANT. LATER.

Carol speaks to the hostess as Therese observes the busy hotel restaurant, with WAITERS moving briskly and efficiently through the room.

CAROL

Table for two, please, for dinner.

HOSTESS

Are you staying here at the hotel?

CAROL

Yes, it's room... *(she searches for her key)*

THERESE

623. Mrs. Aird.

HOSTESS

That'll be just a moment, Mrs. Aird.

CAROL

Thank you.

Therese eyes the gifts and souvenirs at the counter: fancy boxes of candy, souvenir key rings, pens. She lifts a can of specialty Virginia ham.

THERESE

Do you think something like this would appeal to an older woman?

CAROL

I suppose. Depends on the woman.

THERESE

I worked with a woman at Frankenberg's - Ruby. But she depressed me.

CAROL

Why?

THERESE

She's old. Alone. No money. It's - silly, I know.

CAROL

I think it's a lovely gesture. Send it. Here.

CAROL picks up the order form and pencil and hands it to THERESE.

HOSTESS

Mrs. Aird, your table is ready.

CAROL

Thank you.

Therese takes the form and pencil with her as they are led to their table.

INT. CENTRAL POST OFFICE. PHONE BOOTH. CHICAGO. DAY.

CAROL in a phone booth placing a call. She can see THERESE from the booth, who stands in line to collect general delivery mail.

INT. CENTRAL POST OFFICE. CHICAGO. DAY. CONTINUOUS.

THERESE on line to pick up her mail. She looks around for CAROL, spots her dialing in the phone booth...

INT. HARGE'S OFFICE. NEW YORK. DAY.

His private phone rings. He picks up.

HARGE

Hargess Aird. Hello.

Nothing from the other end.

HARGE (CONT'D)

All right, Carol. Enough is enough.
Now where are you, goddamnit?...
Hello?

INT. CENTRAL POST OFFICE PHONE BOOTH. CHICAGO. DAY.

CAROL, suddenly unable to respond, leans her head against the phone box a moment, then quietly hangs up the phone.

INT. CENTRAL POST OFFICE. CHICAGO. DAY.

CAROL joins THERESE at the post desk. THERESE has picked up a few letters.

CAROL
(refers to the letters)
 Someone's popular.

THERESE
 All from Richard. *(she puts the letters in her bag)* Aren't you going to check your mail?

CAROL
 Nobody knows I'm here.

THERESE
 Were you... making a call?

CAROL
 What? No - Ladies room.

Carol throws her scarf over her head and starts out. Therese watches her a moment as she goes, then follows.

EXT. LAKE SHORE DRIVE. CHICAGO. NEW YEAR'S EVE. DAY.

CAROL and THERESE stand at the side of the frozen road, considering a flat tire. CAROL starts rummaging through her purse when she looks up and hears a car coming.

CAROL
 Here's one.

THERESE tries to flag down the approaching motorist for help. A dark-colored '42 Chrysler Sedan slows to a stop and pulls over ahead of them. The driver backs up, revealing it to be TOMMY TUCKER, the notions salesman.

THERESE
 Well - what in the world. (to Carol): Look who just...

TOMMY TUCKER
 What do you know? I thought that might be the two of you.

TOMMY hops out of his car and approaches the women. He inspects the tire.

TOMMY TUCKER (CONT'D)
 Yep, that's a flat alright. Just hope you didn't dent that rim.

CAROL
 I felt something pulling, and then a grinding-

TOMMY TUCKER

Right. Well. Can I jack her up for you?

THERESE

We - don't think there is one.

TOMMY TUCKER

No jack?

THERESE

(glancing at CAROL)
We think it might have been left at home.

CAROL

Long story.

THERESE

Bigger problem is, we think it might be flat. The spare.

TOMMY TUCKER

Gotcha. Well... I got a jack. I can jack her up for you. We just use my spare.

THERESE

But what about you?

TOMMY TUCKER

Me I'm heading home from here - I got plenty of spares back home.

(*inspecting the flat*)

Don't think there's rim damage. Shouldn't take too long I don't expect.

THERESE

There's just... one other thing...

TOMMY TUCKER

What's that, ma'am?

INT/EXT. TOMMY'S CAR. LAKE SHORE DRIVE. LATER. DAY.

In the front seat, THERESE offers CAROL some coffee from a thermos. Radio softly plays. Up ahead, TOMMY leans over the hood, his hands black from a lengthy operation.

CAROL

I'm ravenous.

THERESE

So am I.

CAROL

(watching him work)

We're lucky we found him.

THERESE

I'll say.

Silence.

THERESE (CONT'D)

Are you sorry we came?

CAROL

On the trip? No. Are you?

THERESE

No.

They look up to the sound of CAROL's car starting up again. TOMMY climbs out of the drivers seat and approaches, dusting himself off. CAROL and THERESE get out to meet him.

CAROL

Wonderful!

TOMMY TUCKER

Well... It'll get you to your next stop, but you best get it checked at a garage. New hose. They'll tell ya the same.

THERESE

Thank you so much.

CAROL

Tommy, what do we owe you.

TOMMY TUCKER

Oh, please - nothing at all, ma'am.

CAROL

Well for the tire at least.

TOMMY TUCKER

No need. Like I said, I've got a collection. Occupational hazard.

CAROL

Well. Thank you. Again. For everything.

TOMMY TUCKER

You are surely welcome, ma'am.

CAROL starts off to the car, leaving an uncertain beat between TOMMY and THERESE.

TOMMY TUCKER (CONT'D)

And Happy New Year.

THERESE

Yes, that's right. Happy New Year to you.

TOMMY TUCKER

Yep, well, I'm counting on a big night for sales. Stocking up on hats and sparklers. I'm hopeful.

THERESE smiles as he back-steps, tips his hat and gets into his car. She glances at CAROL, climbing into the car - and feels a sudden surge of longing.

EXT. WATERLOO, IOWA. EARLY EVENING.

On the road leading into Waterloo, CAROL'S car speeds by a billboard sign with a cartoon of Napoleon being strangled by Nelson. In fancy script below the cartoon is written: **WATERLOO BECKONS. POP. 12,070.** The sky is a deep red.

INT. CABIN. JOSEPHINE MOTOR LODGE. NIGHT.

Twin beds, quilted headboards, the usual. Radio tuned into Guy Lombardo's New Year's Eve broadcast from the Waldorf Astoria. It's almost midnight. A couple of chipped plastic trays carrying the remnants of some ham and cheese sandwiches are set on one of the beds. CAROL sits sipping beer from a Champagne flute, her hair wrapped in a towel. Each dressed in robes, CAROL watches THERESE brush out her hair at a dressing table. The countdown to the New Year begins on the radio. Five. Four. Three. Two. One: HAPPY NEW YEAR! And the familiar Lombardo signature "*Auld Lang Syne*" begins, but neither woman takes notice. Instead CAROL gets up from the bed, takes the brush from THERESE and begins to brush THERESE'S hair, slowly, carefully. When she's done, she puts the brush down and turns THERESE around to face her.

CAROL

Happy New Year.

THERESE

Happy New Year.

They face each other in silence, listening to the faraway radio broadcast - a moment when anything could happen.

THERESE, for the first time, reaches out ever so slightly to brush her fingers against CAROL'S. CAROL looks down at their fingertips touching.

CAROL

Harge and I never spend New Year's Eve together. There's always a business function, always clients to entertain.

THERESE

I've always spent it alone. In crowds. *(beat)* I'm not alone this year.

THERESE squeezes CAROL'S hand ever so slightly. The Guy Lombardo band strikes up a bright New Year's tune.

CAROL unties her robe and lets it fall open, revealing her nakedness to THERESE. It's so still, it's as if all breath in the room were suspended. THERESE stands up to join her, and CAROL takes her face gently in both her hands. She kisses THERESE'S lips. It's a wondrous kiss for them both, slow and unhurried. Afterwards, CAROL removes her hands from THERESE'S face and eases off the towel from her head.

CAROL

I'm sorry.

THERESE

For what?

CAROL

For everything that might happen. Later.

THERESE

(after a moment)

Take me to bed.

CAROL moves towards THERESE, takes her in her arms, leads her to the bed.

CAROL

Lie down.

THERESE does. CAROL lets her own robe drop to the floor then opens THERESE's robe on the bed, taking in her youthful beauty.

CAROL (CONT'D)

I never looked like that.

She climbs onto the bed and straddles THERESE. She strokes her face, her hair. THERESE closes her eyes, but begins to tremble involuntarily.

CAROL (CONT'D)

You're trembling.

CAROL leans down to kiss her lightly on the forehead, then reaches across the bed to shut off the light. THERESE stops her.

THERESE

Don't. I want to see you.

CAROL nods, then slides down THERESE'S body and stops just below THERESE'S navel. She kisses her belly, moves down THERESE'S body with her mouth. THERESE looks up at the ceiling, trying to quell her body's shuddering of nerves. She closes her eyes. CAROL slides up THERESE'S body and plays with one of THERESE'S nipples with the tip of her tongue. THERESE moans softly. She pulls CAROL up to her mouth and they kiss eagerly, passionately. THERESE opens her eyes and regards CAROL'S face, so close to hers, and smiles.

CAROL

(a whisper)

My angel. Flung out of space.

They begin to make love for the very first time.

FADE TO BLACK

INT. CABIN. JOSEPHINE MOTOR LODGE. DAY

Morning light filters through the drawn curtains as THERESE, still in bed, watches CAROL packing up for the day ahead. But suddenly, this day, everything in the world is different.

THERESE

What town are we in?

CAROL

This? Waterloo. Isn't that awful?

INT. OFFICE. JOSEPHINE MOTOR LODGE. LATER.

The deserted office is strewn with empty beer bottles and cheap New Year's decoration. CAROL looks around for a clerk, rings the desk bell. An ANCIENT WOMAN shuffles on out of the back room. She wears a party hat.

ANCIENT WOMAN

You the folks in thirteen?

CAROL

We're checking out.

ANCIENT WOMAN

Telegram come for you last night.

The ANCIENT WOMAN shuffles on out of the room and comes back with a telegram. She gives it to CAROL. CAROL opens the telegram. Reads it. It's not good news.

CAROL

When did this arrive?

ANCIENT WOMAN

I ain't a clock, lady. Early.
Seven. Nine.

EXT. JOSEPHINE MOTOR LODGE. MORNING.

CAROL storms out of the office, tearing past the patchy remains of snow, where THERESE is loading the car with their belongings. CAROL pulls open the driver's side door, searching for something she doesn't see, and slams the door shut. She runs up to the cabin they just vacated and tears open the door, almost immediately comes out again, slamming shut the door. She's furious.

THERESE

Carol! What the hell-

CAROL

(focusing on THERESE)

Where's my suitcase?

THERESE

Carol - wait a minute - what's going on?

CAROL

(she snaps)

I want my fucking suitcase.

CAROL storms over to the trunk, brushing past THERESE on the way. She finds her suitcase, flings it open and starts rifling through it. She finds the pistol. THERESE tries to block her way.

THERESE

What are you doing with that? Carol
- what happened?!

CAROL pushes past THERESE.

EXT./INT. CABIN. JOSEPHINE MOTOR LODGE. MORNING.

CAROL kicks at the door of the cabin next to their's.

CAROL

Open up in there! You hear me?
Right now!

THERESE runs up to the door to join CAROL.

THERESE

Carol, you're scaring me, you can't-

CAROL

Stand out of the way, Therese.

Carol reaches for the door and finds it unlocked. She kicks the door open and takes aim. TOMMY TUCKER stands inside getting dressed, trousers half on, half off. He wears his hat. He grabs his spectacles off a table and slips them onto the end of his nose. On the unmade bed before him is his big black case, opened to reveal an elaborate reel-to-reel tape recorder and sophisticated microphones. THERESE stares at the equipment, uncomprehending. CAROL cocks her pistol and assumes the shooting stance, aiming directly at TOMMY'S head.

CAROL (CONT'D)

(CONT'D) *(to TOMMY)*

Where's the tape, you sonofabitch.

She enters the room, starts pulling apart the case, the equipment, all the while keeping the pistol aimed at TOMMY. TOMMY continues to dress himself, rather calmly.

CAROL (CONT'D) (CONT'D)

How much is Harge paying you for this? I'll give you double, triple. Anything you want.

TOMMY TUCKER

I wish I could oblige you, ma'am. But the tape is already on its way to your husband.

CAROL

That can't be right.

TOMMY TUCKER

(shrugs)

My reputation rests on my efficiency, Mrs. Aird.

A tense pause. CAROL moves towards TOMMY. He remains quite calm, still. But he keeps his eye on her all the while. CAROL advances closer, aiming the pistol at his head.

CAROL

How do I know you're not lying?

TOMMY TUCKER

(a beat)

You don't, ma'am.

CAROL tenses up, putting her index finger on the trigger. All at once she whirls around to the recording equipment, points the gun to it, and pulls the trigger - but the gun just clicks. She tries again, but the trigger jams. In utter frustration she hurls the gun at the recording equipment. THERESE, who's been hovering by the door, moves towards CAROL.

THERESE

Carol...

CAROL, exhausted and distraught, gives THERESE the telegram and moves outside of the cabin. She slumps against the railing.

THERESE exchanges a look with TOMMY, who's still cool as a cucumber. THERESE retrieves the gun, joins CAROL outside. CAROL lights a cigarette, looks out towards the highway. THERESE reads the telegram, then looks up through the door to TOMMY, still standing half dressed in his cabin.

THERESE (CONT'D)

(to TOMMY)

How could you.

TOMMY TUCKER

I am a professional, Miss Belivet.
It's nothing personal.

A silence. CAROL smokes, THERESE shakes her head at TOMMY, disgusted, not wanting to believe this is happening. TOMMY tips his hat to THERESE.

CAROL

Let's get out of here.

EXT. ALLEY. WATERLOO. LATER.

THERESE, carrying pistol and telegram, finds some trash bins in an alley. She lifts the lid on one and tosses the pistol into it, but it lodges on top. She buries it with one hand, and does her best to clean it off with the telegram. She tosses back the lid and hurries back to the street, rounding the corner. There she finds CAROL at a pay phone. She steps back instinctively, but overhears the end of CAROL'S call to ABBY.

CAROL

... earliest flight into LaGuardia
is tomorrow afternoon... Oh Abby, I
don't know how to fix this - I
haven't the strength...

THERESE wishes she could hold CAROL in her arms at this moment. But she knows she can't.

INT. CAROL'S CAR. EARLY EVENING.

CAROL drives in silence as they approach Chicago. THERESE smokes a cigarette. You could cut the tension with a knife.

CAROL

You shouldn't smoke. You'll get a cough. **(silence)** What are you thinking?... You know how many times a day I ask you that?

THERESE

I'm sorry. What am I thinking? I'm thinking that I am utterly selfish. And I-

CAROL

Don't do this. You had no idea. How could you have known?

THERESE

I - I should have said no to you. But I never say no. And it's selfish because I take - everything. Because I don't know - anything. I don't - know what I want. How could I if I just say yes to everything?

THERESE begins to cry, softly. CAROL pulls over to the side of the road, against a frozen bank of snow. She turns THERESE towards her. She dries her tears. CAROL and THERESE regard each other, calmly, steadily.

CAROL

I took what you gave willingly.

A pause. CAROL runs a finger along THERESE'S cheek. She turns back to the wheel. Restarts the car.

CAROL (CONT'D)

It's not your fault, Therese -
Alright?

More silence. CAROL, at a loss to make the situation better, accelerates quickly onto the highway.

INT. DRAKE HOTEL. CHICAGO. NIGHT.

CAROL is finishing a call with ABBY, sitting on one of the twin beds, smoking. THERESE emerges from the bathroom, switching off the light. She stands for a moment in the dark before she climbs into the other bed.

CAROL

Thank you, pet... Oh, you know.
 Shattered. Sickened... I hope so...
 No... Talk tomorrow... And thank
 you... I will. Night.

She hangs up the phone and looks down a moment. Then she turns to THERESE with a sad tenderness.

CAROL (CONT'D)

You don't have to sleep over there.

Silence. THERESE gets up, joins CAROL in the other bed. CAROL wraps her arms and legs around THERESE, kissing her gently on the eyes, the lips. THERESE looks at her deeply and then kisses her back, a long, lingering, searching kiss.

INT. DRAKE HOTEL. CHICAGO. MORNING.

A ribbon of daylight over THERESE's face. Eyes still shut, she reaches out for CAROL, but CAROL'S not there. No sound coming from the bathroom. She lifts her head and checks the clock: 8 AM. THERESE sits up in the bed. There, seated in an armchair in the semi-darkness, is ABBY. She smokes a cigarette. And all at once THERESE understands what CAROL'S absence means. Silence.

THERESE

She's gone?

ABBY

Early this morning.

THERESE

Is she coming back?

ABBY

No.

Piercing silence.

THERESE

This is all my fault.

ABBY

Nonsense.

ABBY puts out her cigarette, gets up and pulls open the curtains. Cold, bright sunlight streams into the room.

ABBY (CONT'D)

We should get going.

INT. ROADSIDE DINER OUTSIDE OF CHICAGO. DAY.

THERESE stares out the window; she hasn't touched her meal.

ABBY

Eat something. *(no response)* Suit yourself.

ABBY slides THERESE'S plate to her side of the table and starts finishing it. THERESE turns to her.

THERESE

Why don't you like me? I've never done anything to you.

A pause. ABBY starts to say something, thinks better of it. She leans in towards THERESE.

ABBY

You really think I've flown halfway across the country to drive you back East because I hate you and want to see you suffer?

THERESE

It's for Carol. Not for me.

ABBY

(after a beat)

That's - If you really believe that then you're not as smart as I thought you were.

Therese takes this in, then looks up at Abby. Silence.

THERESE

With you and Carol... what happened?

ABBY

It's completely different - I've known Carol since I was 10 years old...

(after a long beat)

It was... back when we had the furniture store. Late one night. My Ford broke down near my Mother's house and... We tried to stay up, but... curled up together in my old twin bed. And that was it... For a while. And then it changed. It changes. Nobody's fault. *(beat)* So...

She opens her purse and searches inside. She produces an envelope.

ABBY (CONT'D)

Here - she...

THERESE

What?

ABBY hands her a letter.

EXT. ROADSIDE DINER. MOMENTS LATER.

In a WIDE lonely frame we see THERESE has stepped outside the diner to tear open the letter. As she reads, we hear CAROL'S voice:

CAROL (V.O.)

Dearest. There are no accidents and he would have found us one way or another. Everything comes full circle. Be grateful it was sooner rather than later. You'll think it harsh of me to say so, but no explanation I offer will satisfy you.

We see ABBY leave the diner as THERESE continues reading. She climbs in the car and starts the engine. A soft undertone of MUSIC has emerged.

INT. ANOTHER MOTEL. NIGHT.

ABBY in the bathroom, washing out some clothes. Through a crack in the door, she spots THERESE, seated on the bed, drained by tears, expressionless.

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

Please don't be angry when I tell you that you seek resolutions and explanations because you're young. But you will understand this one day.

INT./EXT. COUNTRY ROAD. DAY.

ABBY pulls the car off the road near a small grove of trees and fading clumps of snow. THERESE jumps out, makes for the trees and tries to hide herself before she throws up. ABBY lights a cigarette and remains in the car, watching THERESE from a distance.

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

And when it happens, I want you to imagine me there to greet you like the morning sky, our lives stretched out ahead of us, a perpetual sunrise.

INT. CAROL'S CAR. NIGHT.

ABBY, at the wheel, glances in the rear-view-mirror at THERESE, stretched out asleep on the back seat of the car. Distant passing lights comb over her repose.

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

But until then, there must be no contact between us. I have much to do, and you, my darling, even more. Please believe that I would do anything to see you happy and so I do the only thing I can - I release you.

INT. THERESE'S APARTMENT. NEW YORK. DAY.

THERESE, in her overcoat, suitcase beside her, stands in the middle of her apartment. It's full of her things, but it looks like a foreign land. All the photographs on the wall seem as if they were taken by someone else.

INT. THERESE'S APARTMENT. THAT SAME NIGHT.

THERESE hunches over her sink, bathed in red light. She takes a quick deep drag of a cigarette, burning in an ashtray. Rows of negatives hang from hooks underneath the kitchen cupboards, over the trays of chemicals. She finds a certain shot on the enlarger, marks it, and focuses. She begins the process of developing the print.

Finally, she watches the photo in its bath slowly appear - a shadow here and there, a shape forming - and it's CAROL, asleep on her back, her body akimbo in a tumble of sheets, one hand resting delicately.

INT. THERESE'S APARTMENT BUILDING. HALLWAY. LATE NIGHT.

THERESE is creeping down the half-lit stairway. She picks up the phone without making a sound and stares at the dial. She hangs up. Then in one continuous gesture she picks it up again and dials the number. She stands frozen. One long ring. Silence. Another long ring. Then someone picks up the line. But there's silence on the other end.

Nothing. THERESE is frozen.

THERESE

Hello? (beat) Carol?

The silence that follows is like an answer. THERESE holds the receiver close: a precious thing.

INT. CAROL'S HOUSE. KITCHEN. NIGHT.

CAROL in the dark, on the other end, still. She makes a movement as if to say something, but doesn't. We see her finger softly graze the receiver button before pressing it down.

INT. THERESE'S APARTMENT BUILDING. HALLWAY PHONE. NIGHT.

Extremely CLOSE on THERESE hearing CAROL disconnect, but holding on in the void.

THERESE

(prayerful)

I miss you. I miss you.

INT. HARGE'S PARENTS HOUSE. NEW JERSEY. DAY.

HARGE, CAROL, JENNIFER and JOHN are seated together for a weekday lunch, with everything distinctly in its place. Eisenhower's inauguration proceedings can be heard and glimpsed on the living room television set.

JENNIFER

More mashed potatoes, Carol?

CAROL

Yes - Thanks. They're delicious.

CAROL reaches over to take the bowl of mashed potatoes, but HARGE gets to it first, spoons some out for CAROL. The atmosphere is polite, but far from relaxed.

CAROL (CONT'D)

Thank you. *(beat)* I thought... perhaps... Chester and Marge would be here by now. With Rindy...

JENNIFER

Marge said to go ahead, not to wait.

HARGE

(to CAROL)

I'm sure they'll be here soon.

CAROL appreciates HARGE'S small kindness.

JOHN

Harge tells us you've been getting along quite well with your doctor, Carol.

JENNIFER

And why shouldn't she be getting on well. He's a very expensive doctor.

CAROL

He's actually not a doctor but a psychotherapist.

JENNIFER

Well he comes very well regarded.

JOHN

(to HARGE)

A Yale man, like your uncle.

CAROL

(*ever so slightly edgy*)

But that doesn't make him a doctor.

HARGE throws her a little look.

CAROL (CONT'D)

I do like him. Very much. He's been a great help.

JENNIFER and JOHN continue eating in silence.

INT. HARGE'S PARENTS HOUSE. LATER.

CAROL sits alone near the living room window, caught in a stare. She's jolted out of it by the sound of JENNIFER, approaching with a cup of tea. CAROL turns.

CAROL

Thank you Jennifer, but I'm fine, really-

JENNIFER

It'll calm your nerves.

JENNIFER sets it down on a small end table, and places a hand on CAROL's shoulder. Just then we hear the sound of a car coming up the drive.

CAROL

They're here.

CAROL rises, gives her hair a quick pat and starts off toward the door.

JENNIFER

Just a moment, dear.

CAROL stops, turns. JENNIFER walks over to where CAROL stands her and adjusts her collar.

CAROL manages to maintain composure, then turn from JENNIFER and continues on to the door.

**EXT. HARGE'S PARENTS HOUSE. LATE AFTERNOON/EARLY EVENING.
CONTINUOUS.**

CAROL runs to greet RINDY, who walks hand-in-hand with a MIDDLE AGED COUPLE, RINDY'S AUNT AND UNCLE. When she sees her Mother, RINDY lets go of their hands and runs towards CAROL. They meet. CAROL kneels down and sweeps RINDY into her arms. She hugs her tightly, holding on for dear life.

CAROL

Oh baby... my baby girl...

INT. THERESE'S APARTMENT. AFTERNOON.

DANNIE is over, helping THERESE repaint her apartment. THERESE is on a ladder, painting some molding near the ceiling and DANNIE is below. As the RADIO plays ("*Lullaby of Birdland*" by Georges Shearing), DANNIE spots THERESE wiping sweat from her brow. They've clearly been at it a while.

DANNIE

I think it's break time. Let me fetch some brews.

THERESE

Sounds good.

DANNIE goes to the kitchen to grab some beers and an opener. THERESE has been developing more photos - almost all of them pictures of CAROL from their trip. DANNIE can't help but take a look.

He hears something behind him and turns. It's THERESE.

DANNIE

These are seriously good. I mean, they really capture - whoever this is.

THERESE

They're just practice.

THERESE crosses the room and begins picking up the pictures, tidying the area.

DANNIE

You really should put together a portfolio. Say the word, I'll introduce you to my pal at the Times. There's always a clerk job going.

THERESE shakes her head, takes the pictures into the other room and she pulls open a drawer to stash them in.

DANNIE (CONT'D)

You went away with her, right?

THERESE

Yes.

DANNIE

So what happened?

THERESE

Ohh. Nothing. It's - hard to...

DANNIE

(after a beat)

Is it because I tried to kiss you that day? Because if it is, don't even think about that, I mean, don't be afraid of-

THERESE

I'm not afraid.

THERESE is stopped a moment by her own words, reminding her of another time and place. She looks back at him.

THERESE (CONT'D)

Let's finish while we still have light, okay?

DANNIE shrugs and they get back to work.

DANNIE

I still think you should put together that portfolio.

INT. THERESE'S APARTMENT. LATE NIGHT.

THERESE sits on her kitchen floor sorting photographs, a cigarette burning in an ashtray beside her. She's busy placing them into neat piles. We see her older work - LANDSCAPES, STILL LIFE'S, ARCHITECTURAL DETAILS - and all her newer work - PHOTOS OF KIDS PLAYING IN THE STREET, OLD WOMEN DRAGGING SHOPPING CARTS, CITY FACES - virtually all of them depicting people. At the bottom of one pile she discovers the picture of CAROL BUYING THE XMAS TREE. She considers it a moment before pulling it out of the stack.

EXT. CENTRAL PARK. A FEW DAYS LATER. AFTERNOON.

It's a gray, rainy day at the park. Walkers with umbrellas. RICHARD has brought THERESE a box of her belongings.

RICHARD

Everything's there. *(beat)* My mother washed and ironed your blouses.

THERESE

Thank her for me?

RICHARD

You can thank her yourself.

THERESE

Richard...

RICHARD

What do you expect me to say? I mean... You never even wrote-

THERESE looks away.

THERESE

I tried, I just... I couldn't find the words.

She tries to touch his shoulder, he moves away from her.

RICHARD

Please don't touch me. *(he shakes his head)*. After what we had - after what you did... Throwing it all away.

THERESE

What did we have?

RICHARD

Thanks, that's...

THERESE

No - tell me!

RICHARD

You tell me, Terry. Did you - did you love me even a little?

They hold a look, but THERESE can't hurt him like this. She turns away.

THERESE

Please, please don't hate me. I'm still... me. Still the same person I always was.

RICHARD

No. You're not, alright? You're someone else now. And I can't. I can't forgive you. *(beat)* So long, Terry.

A beat, before RICHARD leaves. THERESE doesn't move.

INT. CAROL'S HOUSE. DUSK.

CAROL sits in the lantern seat off her stairway, looking out at the night. From down below she hears the RADIO REPORT blaring on, announcing the death of Stalin.

The radio is lowered and CAROL looks down. She sees Abby starting up the stairs with two cups of coffee. CAROL starts down to meet her.

ABBY

Stay. Stay.

CAROL

Don't be silly.

She takes her cup from ABBY and starts back up to her seat. CAROL returns to where she was sitting and ABBY sits on the stairs below her. ABBY can read CAROL's despondency from a mile away.

CAROL (CONT'D)

I don't know if I can do it, Abby. What more can I do? How many more - tomato aspic lunches... just to come home every night without her. To this!

ABBY

And... Therese?

CAROL

What about her?

ABBY

Have you - heard anything?

CAROL

Oh no. No. It's been over a month since she tried to call. Nothing since then. I wish I...

(but she stops, then):

Have you? Heard anything?

ABBY

From Therese? No. *(beat)* She must have started her job at the Times, though. That's something.

CAROL

I should have said: Therese. Wait.

ABBY reaches out, puts a hand on CAROL'S foot. All at once a pair of headlights swing by, lighting up the windows, and they are jolted. CAROL turns and ABBY stands, startled. A look between them: is someone here? Is this trouble? And then the headlights disappear.

CAROL (CONT'D)

Who the hell is turning around in my drive?

ABBY

I should go.

CAROL

You don't have to-

ABBY

-I do.

ABBY squeezes CAROL'S hand - courage. And they start down the stairs together.

EXT. HUDSON RIVER PIER. NEW YORK. NIGHT.

DANNIE and THERESE sit together on the pier, looking across the river to New Jersey.

DANNIE

I'm glad you called... I never see you no more! Now that you've got the fancy job with the smooth hours. You punch out, I punch in.

THERESE

It doesn't feel fancy, hauling gallon jugs of developer all day. But I kind of love it, you know?

DANNIE

Sure. *(beat)* Hey - guess what happened to me? No? Can't think of it?

THERESE smiles, shakes her head.

DANNIE (CONT'D)

I met a girl. Louise. She's got green eyes, she's a movie encyclopedia, and the most amazing thing? She thinks I'm boss.

THERESE

(she's pleased for DANNIE)

Go figure.

DANNIE

(he's pleased she's pleased)

Yeah. *(beat)* If you want, we can all hang out some night. Go to a movie.

THERESE

That sounds swell. I'd love to meet her. *(pause)* Did, uh - Have you seen Richard?

DANNIE

I seen him. *(beat)* Think he wanted to talk, maybe. But I, uh... I don't know. I feel bad for him. But I don't wanna get-

He stops, glancing up at THERESE, then looking away. THERESE's thoughts seem to harden and a brief darkness falls over her.

THERESE

Use what feels right. Throw away the rest.

DANNIE

(laughs)

Where'd that come from?

THERESE

Something Carol once said to me.

DANNIE

(a beat, then:)

Did she... do that? To you?

THERESE struggles for this...

THERESE

I can't - go. Back. To that place. Where you keep it all locked up... the sadness, shame... You let people down. You let yourself - down. So you cry and you... hide and think - things, constantly, crazy things, like...

(MORE)

THERESE (CONT'D)
 if you stare at the phone long
 enough or - take a train and
 just... lurk... it could all...
 return. **(silence)** And then one day
 the phone is just a phone. A train
 going to Jersey is just a train to
 Jersey. You stop - crying and
 hiding. And you know you're able to
 use things and throw them away.

The river looks like a swath of black cellophane.

CUT BACK TO

INT. PHIL'S APARTMENT. NIGHT. (APRIL 1953)

THERESE sits on the edge of the bathtub next to the open window, taking in the air. She can hear the party in progress, people having a great time, but she's not ready to rejoin them. A couple of RAPID KNOCKS on the door.

THERESE
 Sorry. Just a second.

THERESE gathers herself, gets up, opens the door. It's GENEVIEVE. She wears her coat and scarf.

THERESE (CONT'D)
 Oh. You're leaving.

GENEVIEVE
 Just about. Will you miss me?

THERESE doesn't look away from GENEVIEVE this time. GENEVIEVE moves closer to THERESE, whispers in her ear.

GENEVIEVE (CONT'D)
 Listen, Therese. There's an *intime*
 gathering, quite exclusive you
 understand, later on. At my place.
(beat) Quick. Show me your hand.

THERESE
 You a fortune teller?

GENEVIEVE
 I'm a fortune giver.

GENEVIEVE takes THERESE'S hand, writes her address in ink onto THERESE'S palm.

GENEVIEVE (CONT'D)
 So you don't forget.

And GENEVIEVE'S off. THERESE watches her wind her way to the door.

RETURN TO:

FLASHBACK: EARLIER THE SAME DAY, MID-APRIL 1953

EXT. 41ST STREET & BROADWAY. MORNING.

Through passing cars and car windows we suddenly see THERESE, dressed for work in a smart dark suit, hurrying through the morning commuter CROWD towards the New York Times building. Her style of hair and dress has taken on a sophistication and maturity we can't help but associate with CAROL.

INT. TAXI. TIMES SQUARE. MORNING.

CAROL, in the cab on her way to FRED HAYMES'S office, is looking distantly out the window when she suddenly spots her. The light changes and the taxi starts to move - THERESE flickers from view. CAROL looks back over her shoulder through reflections.

INT. ELEVATOR/JERRY RIX LAW OFFICES. DAY.

CAROL, turned away, inside the elevator. The doors open. She turns to look a moment before heading out the door and down the hall.

Gathered inside, HARGE, RIX, FRED HAYMES and a STENOGRAPHER all turn and note her arrival.

INT. JERRY RIX LAW OFFICES. DAY. MOMENTS LATER

Everyone is gathered around the conference table.

JERRY RIX

Well-*(coughs)*- we feel, given the seriousness of the charges and the incontestability of the evidence, my client has every reason to expect a compliant and favorable outcome.

FRED HAYMES

Not so fast, Jerry. My client's psychotherapist is perfectly satisfied with her recovery from... the events of the winter, asserting she's more than capable of caring for her child. She's had no further contact with Therese Belivet.

(MORE)

FRED HAYMES (CONT'D)

And we have sworn depositions from two Saddlebrook Institute psychiatrists clearly stating that, in their opinions, a series of events, precipitated by my client's husband, drove her to suffer an emotional break, which resulted in this - described behavior.

HARGE

(looks to his lawyer for help)

That's absurd! - Are they serious-?

JERRY RIX

Alright, Fred - okay, if this is how you're going to play this-

FRED HAYMES

Furthermore, given the manner in which these tapes were obtained and recorded, we're confident in their inadmissability-

JERRY RIX

Okay, okay. First off, I'd like to see these depositions. And second-

CAROL

(interrupts him)

Fred - please. Don't - May I speak?

A silence, as everybody in the room looks to CAROL.

CAROL (CONT'D)

I won't deny the truth of what's contained in those tapes.

FRED HAYMES

(signals to the STENOGRAPHER)

This is off the record, honey.

CAROL

Might as well be on the record.

A pause as JERRY nods to the STENOGRAPHER to continue and CAROL pours herself a glass of water.

CAROL (CONT'D) (CONT'D)

I wanted - I did want - to talk about... duty... sacrifice. That was what I-*(beat)*... But now that I'm here I don't... I don't know what I believe... Or what I even know... except that...

(MORE)

CAROL (CONT'D)

I know I want to see my daughter -
to hear her voice... Always. To be
there when she's-

She stops, holding back tears, which she refuses to allow.
Gathering herself, she levels her eyes directly to Harge, and
makes her case directly to him.

CAROL (CONT'D)

Harge, I want you to be... happy. I
didn't give you that - I failed you
- we both could have... given.
More. *(beat)* But we gave each other
Rindy, and that's - the most -
breathtaking, the most...
generous... of gifts. *(beat)* So why
are we spending so much time...
coming up with ways to keep her
from each other. *(beat)* What
happened with Therese... I wanted.
I won't deny it or-

HARGE looks down.

CAROL (CONT'D)

... But I do regret, I - grieve...
the mess we're about to make... of
our child's life. We, Harge... we
are both... responsible. Let's...
set it right. *(beat)* I want Harge
to have... permanent custody-

Amidst the sudden chaos HARGE's eyes take hold of her and
don't let up.

FRED HAYMES

Let's take a break, folks and
resume when I've had a moment
to confer with my-

JERRY RIX

Fred - no, I think your
client has made it perfectly
clear given her statement-

CAROL

No, Fred. Let me have my say.
Because - if you stop me... I
won't... be able... to cope...

CAROL stands, stepping away from the table, to regain her
composure. Silence returns before she continues.

CAROL (CONT'D)

I'm no martyr. I have no clue...
what's best for me. But I do
know... I feel, I feel it in my
bones... what's best for my
daughter.

She starts to turn and walk again, addressing HARGE.

CAROL (CONT'D)

(beat) I want visits with her, Harge. I don't care if they're supervised. But they need to be regular. *(beat)* There was a time... I would have locked myself away - done most anything... just to keep Rindy with me. But... what use am I to her... to us... living against... my own grain? Rindy deserves - joy. How do I give her that not knowing what it means... myself.

She pours herself another glass of water.

CAROL (CONT'D)

That's the deal. Take it or leave it. I can't - I won't negotiate. If you... leave it, we go to court and it gets ugly. We're not ugly people, Harge.

Feeling suddenly shaky she turns and starts out of the room. HARGE stands, staring at her as she goes, as FRED leaps to his feet and hurries after her, calling her name.

EXT. COFFEE SHOP. SEVENTH AVENUE. DAY.

Through reflections we see CAROL seated at a table, writing a note. Beside her a pot of coffee and cigarette burning in an ashtray. She signs it. Seals it inside an envelope, and begins gathering her things.

INT. NEW YORK TIMES. PHOTO DEPARTMENT. DAY.

THERESE organizes black and white prints during a meeting of photo editors, gathered around a large table. Smoke in the air. Through the glass a MESSENGER is seen speaking to a CLERK. The CLERK spots THERESE inside the room and brings her the envelope.

CLERK

Belivet.

THERESE, looks up, and hurries over to the CLERK by the door. He hands her the envelope.

CLERK (CONT'D)

Hand delivered. Swank.

THERESE takes the envelope and returns to the table. Glancing down, she recognizes CAROL'S handwriting.

INT. NEW YORK TIMES. PHOTO DEPARTMENT. LATER.

THERESE types labels at her cubicle. The open note sits beside her on her desk. She stops typing and looks over at the note. She picks it up and holds it for a moment before crumpling it up and tossing it into a desk drawer. She returns to typing.

INT. RITZ TOWER HOTEL. NIGHT.

CAROL is entering the hotel from the street entrance, removing her scarf and adjusting her hair. She makes her way to the pay telephones and slips inside an empty booth. There we see her dial a number and make a quick call. She hangs up, takes out her compact and powders her nose. She steps out of the booth and stops.

INT. RITZ TOWER HOTEL. BAR/LOUNGE. NIGHT.

There, across the room, is THERESE being shown to a corner table, THERESE looking more grown-up and put together, THERESE thanking the MAITRE D', THERESE sitting down... CAROL takes a breath, then makes her way across the room.

THERESE looks up and sees her.

CAROL

I wasn't sure you'd come. It's nice of you to see me.

THERESE

Don't say that.

CAROL settles in opposite THERESE, moving her coat aside.

CAROL

Do you hate me, Therese?

THERESE

No. How could I hate you?

CAROL

I suppose you could. Didn't you? For a while?

THERESE looks down. She pours herself some tea.

CAROL (CONT'D)

Abby tells me you're thriving. You've no idea how pleased I am for you. *(beat)* You look very fine, you know. As if you've suddenly blossomed. Is that what comes of getting away from me?

THERESE
(answers quickly)

No.

She frowns, regretting answering so quickly, and looking down. When she looks up again, CAROL is staring at her, quite intently.

THERESE (CONT'D)

What?

CAROL

Nothing. I was just thinking about that day. In the doll department.

THERESE

I always wondered... Why did you come over to me?

CAROL

Because you were the only girl not busy as hell. *(beat)* Disappointed?

THERESE shakes her head no. CAROL smiles at the memory and lights a cigarette.

CAROL (CONT'D)

Harge and I are selling the house. I've taken an apartment. On Madison Avenue. And a job, believe it or not. I'm going to work for a furniture house on Fourth Avenue as a buyer. Some of my ancestors must have been carpenters.

THERESE gives CAROL a little smile - a bit of thaw.

THERESE

Have you seen Rindy?

CAROL

(after a beat)

Once or twice. At the lawyer's office. She sat on my lap and we... *(holding THERESE'S gaze)*: She's going to live with Harge. For now. It's... the right thing.

CAROL can't quite cover the pain of this, but she tries.

CAROL (CONT'D)

Anyway, the apartment's a nice big one - big enough for two. I was hoping you might like to come and live with me, but I guess you won't. *(beat)* Would you?

A held breath.

THERESE

No. I don't think so.

CAROL

That's... your decision.

THERESE

Yes.

A silence.

CAROL

I'm meeting some people from the furniture house at the Oak Room at nine. If you want to have dinner... if you change your mind... I think-- you'd like them. *(beat)* Well. That's that.

CAROL puts out her cigarette, stares at her cigarette lighter on the table.

CAROL (CONT'D)

I love you.

A silence. THERESE wants to say something, but can't.

O/S JACK TAFT

There's? Is that you?

And the moment is gone. THERESE looks up, turns towards the source of the greeting.

It's a smiling JACK TAFT, halfway across the room, near the bar.

JACK

What do you know! *(starts over)* I'm saying to myself, I know that girl.

THERESE watches JACK make his way over to her. She gives CAROL a quick look - CAROL, staring down at the table, not knowing what to do, vulnerable... THERESE rises to greet JACK.

THERESE

Jack.

JACK

Gee but it's great to see you. It's been, well, months.

THERESE

Months.

CAROL lights a cigarette. THERESE glances at her, and they hold a look for a moment before THERESE speaks.

THERESE (CONT'D)

Jack, this is Carol Aird.

JACK holds out his hand. CAROL shakes it.

JACK

Pleased to meet you.

CAROL

Likewise.

CAROL retreats back to her own thoughts, smokes.

JACK

Hey, Ted Gray's meeting me here and a bunch of us are heading down to Phil's party. You're going aren't you?

THERESE

Well - yes. I just planned to get there a little...(looking to Carol)

CAROL

You should go ahead.

JACK

You coming along?

CAROL

No, no. (to THERESE) I should make a few calls before dinner, anyway. I should really run.

THERESE

You sure?

CAROL

Of course.

THERESE

(to JACK)

Well... it would be great to catch a ride.

CAROL takes a step towards THERESE, but no more.

CAROL

You two have a wonderful night.
Nice meeting you, Jack.

JACK

Nice meeting you.

And she's gone. THERESE doesn't move, doesn't turn around to watch CAROL leave.

JACK (CONT'D)
 Alright, well let me go make sure
 the loaf is on his way. Back in a
 flash.

And JACK'S off to the phone booth. A beat, before THERESE turns around. She scans the bar and beyond for CAROL, but she's not there. THERESE walks to the lobby entrance - she scans the lobby - but CAROL is well and truly gone - and it only now hits THERESE that she let CAROL walk away. THERESE turns and makes her way to the LADIES ROOM in a bit of a daze.

INT. RITZ TOWER HOTEL. LADIES ROOM. NIGHT.

THERESE stands at the sink, water running. She can barely bring herself to look into the mirror. She splashes cold water on her face.

INT. PHIL'S APARTMENT. NIGHT.

THERESE threads her way through PHIL'S GUESTS on her way to the front door - it's no easy task navigating, especially since no one seems to notice THERESE, or anything other than their own good time. When she finally reaches the door, THERESE takes a look back into the living room to see if she's missed out on any good-byes. She spots DANNIE and LOUISE on the floor, knees-up to PHIL'S small black and white TV set, intently watching a film, oblivious to the noise around them. DANNIE jots notes every once in a while in his little notebook. All seems right here - for others at least. THERESE slips out the door.

EXT. GREENWICH VILLAGE STREET. NIGHT.

THERESE walks down a quaint, cobbled street. It's a lovely night and there are various PEDESTRIANS out strolling. It seems to THERESE that she's the only person who isn't smiling, isn't engaged with someone who's actually beside her on such a lovely evening. She looks at the palm of her hand, checks the address, keeps walking. As she approaches the address, THERESE spots an ELDERLY COUPLE arm in arm, supporting each other, walking down the street towards her. They look like they've been together for ever: the ELDERLY WOMAN leaning in to her husband as they pass, the ELDERLY MAN tipping his hat to THERESE.

We HEAR SHARP LAUGHTER from a nearby apartment and THERESE turns to see GENEVIEVE CANTRELL lean backwards out of a window. She holds a bottle of champagne which spills down into the street below.

GENEVIEVE gestures to someone inside, and ANOTHER WOMAN joins GENEVIEVE at the window - the two begin to make out. THERESE watches their embrace for a moment; it's tremendously sexy. GENEVIEVE pulls the WOMAN back into the apartment, and the window's slammed shut behind them. The night is suddenly very quiet. THERESE looks off in the direction the ELDERLY COUPLE took. She starts walking, away from GENEVIEVE, toward something else. She begins to walk more quickly, and more quickly still, brushing past the world of strangers.

INT. THE OAK ROOM. PLAZA HOTEL. NIGHT.

THERESE, winded, enters the restaurant. A WAITER stops her.

WAITER

Do you have a reservation?

THERESE

I'm looking for someone.

WAITER

I'm sorry ma'am, I can't seat you without-

She moves away from the WAITER and scans the crowded room. Nothing. Then, out of the corner of her eye, almost imperceptible at first, at a table towards the rear of the room, she sees a woman's blonde head thrown back in laughter; the woman seems to be encapsulated in or protected by a haze of light and smoke. It's CAROL, CAROL as THERESE has always seen her and as she will see her evermore: in SLOW MOTION, like in a dream or a single, defining memory, substantial yet elusive. She moves towards her. CAROL raises a wine glass to her lips and as she does, she turns slightly and spots THERESE. She is not startled. We see her face softening.

THERESE continues to approach. CAROL watches with a smile burning in her eyes. THERESE has nearly arrived.

THE END

FOR YOUR CONSIDERATION

BEST ADAPTED SCREENPLAY

Phyllis Nagy



THE WEINSTEIN COMPANY

www.TWCAwards.com