



SYNOPSIS

PROLOGUE

Two angelic emissaries debate the eternal fate of the late George Bailey. Protesting the special look at life that Guardian Angel Clarence showed George, BECKETT PAYNE (the Devil's advocate) proposes a double or nothin' deal. DRISCOLL, (Heaven's representative) agrees to the bargain, then covertly sends for his trump card, George's brother, HARRY....

THE MOVIE

Retired USAF Colonel HARRY BAILEY (68) finally returns home to take care of his late brother's (GEORGE BAILEY) affairs. Stepping off the commuter train from New York, Harry recalls the day when he first introduced his bride to George and UNCLE BILLY, at the very same depot. (b/w scene from original, public domain version of "It's A Wonderful Life") **Flashbacks to the b/w original will be used throughout the script.

The irony that they are all gone, including his wife, Ruth, (divorced 8 years) makes Harry's trip back home a rare combination of remembrance and regret.

Harry disembarks from the train expecting to be met by his niece ZUZU BAILEY WAINWRIGHT (George's 39 yr. old daughter), but no one is there and none of the hometown folk recognize him...he's been away a long time.

Spotting a payphone, Harry unzips his old duffel bag and retrieves a white, leather-bound book. On the inside cover of the old "Tom Sawyer" volume is an inscription which reads: "Dear George, Remember no man is a failure who has friends. Love, Clarence." Under the faded inscription is a recent hand-written addendum; "Friends can also be

brothers. Take care of this book for me Harry. It means almost as much to me as you do -
-You ol' son of a gun. George." And wedged between its dog-eared pages is a
bookmarker on which Harry has scribbled a phone number and a single name, 'Zuzu.'

As he dials, he notices the roaring sight of two jets crisscrossing the sky. The vapor trails form a giant "X." The sight also catches the attention of barefoot 5 year old BRANDON MOORE, just getting off the train. Pointing up at the "X", the curious child asks his greeting grandfather what it is. The old man smiles, "God's just marking this special day on His calendar." Scratching his head the boy wonders, "Does that mean this is a good day or a bad day?" Harry wonders the same thing--The worrisome pains in his chest and arm have become more frequent since he first received the news of his brother's death. Involuntarily, he rubs his chest.

ACROSS TOWN, in the passenger's seat of a speeding car, Zuzu is breathing heavily. There is a look of pain on her perspiring face. A comforting hand rubs her obviously pregnant tummy. The hand belongs to her anxious husband, 40 year old architect SAM WAINWRIGHT, Jr. Preoccupied with their race for the hospital, the last thing on their minds is picking up Uncle Harry at the train station.

BACK AT THE DEPOT - surmising that no one is coming, Harry decides to walk the few blocks to the old BAILEY HOUSE. On his walk, Harry is surprised to see how much Bedford Falls has grown. Among other things, he notices billboard signs and bumper stickers promoting the town's mayoral race (to be decided the next day). The names of the political opponents seem familiar: TOM GOWER (the druggist's grandson) and HARDING T. POTTER (billionaire nephew of old Henry F. Potter).

ACROSS TOWN, panting Zuzu and nervous Sam burst through the EMERGENCY WARD doors....

As Harry approaches Main Street, a large commotion at the TOWN HALL interrupts his nostalgic stroll. Entering the packed gathering, he hears TOM GOWER concluding his remarks, soliciting the support of his fellow citizens. Then, candidate Harding Potter (38) is introduced by his campaign manager and "devil's advocate", Beckett Payne. Potter's polished, Kennedy-like appeal and charismatic delivery frightens Harry.

Sensing the portent of evil to come, Harry, in true Bailey form, interrupts Potter's speech and reminds the townsfolk of what 'The Potters' have done to Bedford Falls in the past: "...Before many of you were born, Bedford Falls came close to being crushed under the heel of Harding Potter's uncle. With his wealth and heartless greed, Henry F. Potter controlled everything around here. He ran the fire department, the police department, the grocery, the majority of the retail stores, the housing and real estate markets, and two of the city's three banks. Old Potter had his hand in just about every cookie jar around here--except," he points out the window proudly, "the Bailey Building and Loan! ... If old man Potter dominated this town as a private citizen, just think what a young MAYOR Potter will do! "

The Town Hall drama is broadcast LIVE over the local TV- In the HOSPITAL WAITING ROOM, Sam stops pacing upon hearing the name "Harry Bailey" announced on the air. Recalling that he was to pick up Bailey, Sam calls Bobby (Ernie the Cabby's grandson) to 'taxi' Zuzu's Uncle to the hospital.

Back in the TOWN HALL, Harry's reminder of his brother's battles with old Potter brings the crowd to their collective senses. The gallery spontaneously begins to cheer, "Gower, Gower, Gower's got the power!" The loud demonstration flusters Potter's air of confidence and makes Beckett Payne fidget.

Bobby Bishop (22) pushes his way down the crowded aisle, yelling above the campaign cheers, "Colonel Bailey! Harry Bailey, C'mon! It's time!" Confused by the surrounding commotion, Harry turns white, grabs his tingling left arm and replies, "It's time? Clarence? Is that you Clarence?" Bobby explains that Zuzu is in labor, and the two push their way through the crowd and into Bobby's cab.

At the HOSPITAL, sitting on the edge of Zuzu's bed (as George did years before fixing 'Zuzu's peddles') Harry reminds his niece of her respected Bailey heritage. He recounts for her George's "crazy story" about a guardian angel named Clarence and gives Zuzu THE WHITE, LEATHER-BOUND BOOK George had willed to him.

An observant nurse takes note of Harry's weary appearance. Knowing that the process of birth will take a while for Zuzu, she suggests that Colonel Bailey be taken home. Agreeing with the idea, Sam gives Harry the keys to their house and assures the old man, "As soon as I know, I'll call you."

Bobby drops Harry at the old BAILEY/GRANVILLE HOUSE and then rushes off to pick up his next fare... Harry reverently enters the house. Starting up the staircase, he accidentally removes the banister's wooden ornamental ball; a chore George never got around to repairing. Placing his duffel bag on George and Mary's bed, Harry scans the room. Every piece of furniture, every framed picture conjures a memory. Cranking up the old Victrola, the weary Colonel lays on the bed and talks to the FAMILY PICTURES... He voices regrets that George never got to leave Bedford Falls, and that his own travels kept him from home and family so much that he became a stranger in his own house. "I could save an entire transport of soldiers," he sighs gazing at a photo of his wife Ruth, "but couldn't salvage my own marriage... I'm sorry Ruth, I miss ya. Heaven knows I should've been around to help you and George. Maybe if I had, we could've all been here to see Zuzu's new arrival; the only Bailey grandchild to be born in Bedford Falls. George, you ol' son of a gun, you're still the richest man in town."

With tears in his eyes Harry finally whispers, "Dear God, I'm so tired... Still, I wish there was a way that I could make up for all the mistakes. Not just for my sake, but for my family..." Closing his eyes, the Victrola's scratchy needle reaches the end of "Buffalo Girls Won't You Come Out Tonight". In that silent moment, Harry takes his last breath, and the telephone rings and rings, and rings....

ARRIVING AT HEAVEN'S FOYER, Harry is disoriented by the sudden burst of the extraordinary surrounding him. After a moment, he becomes aware of a large fellow standing behind him: DRISCOLL. "Harry Bailey, Welcome." "If I'm not dreaming, " Bailey mutters wide-eyed, "am I where I think I HOPE I am?" "Yes Colonel," he chuckles, "you've been expected. As a matter of fact you're needed. Follow me." "Needed? What for? I just got here." "An instant ago, didn't you wish for an opportunity to help your family?" "Y-yes." "Well, this is the place where the yearnings of earnest hearts are fulfilled."

Harry follows Driscoll into HEAVEN'S EARTH MONITORING (each Earthly community is monitored on a large screen surrounded by smaller screens for each resident.) Their forward progress is slowed, however, by a succession of residents who recognize Bailey and stop to exchanges hellos. As these greetings continue, 17 "heavenly" minutes go by, making Bedford Falls and its residents 17 years older.

Meanwhile, an angel monitoring Bedford Falls has come across a troubled young girl. Punching her image up on the Big Screen, the angel watches as she tearfully tells her woes to a bronze statue of 'FOUNDER GEORGE BAILEY in Bailey Park. "...What else can I do? I can't have this child, in Bedford Falls!" Her desperation triggers a flashing 'RED ALERT,' and the angel rushes off to inform his superior. Running into Harry, the angel points at him and exclaims, "The statue looked a little like-Him!"

Driscoll tells Harry that the troubled Bedford Falls girl is suppose to be his brother's assignment, but that George is detained."It's up to you, Harry. Help your brother, help this girl, and like Clarence, you'll earn more than a Congressional Medal of Honor...you'll earn your wings." Driscoll gives Bailey a RECORDED DISC of the girl's life to review, saying "Everyone's Guardian Angel is their own personal 'cameraman,' we record everything said and done." Watching the disc, Harry is given a few brief glimpses into the life of his assignment, MARY...

Harry's overview begins with Mary as a pig-tailed 10 year old being pestered by WENDELL, the 12 year old son of the Mayor, Harding Potter. While she and a few friends are playing with a LITTER OF NEWBORN KITTENS on the riverbank near the Bedford Falls bridge, Wendell and his gang barge in. He teases Mary closer by telling her that he has some new pictures of her favorite place, New York's Times Square, a place she thinks is "magical." When she inches closer, Young Potter pulls Mary into the bushes and demands a kiss. Mary refuses. He points up to the bridge where one of his gang stands HOLDING A BURLAP BAG. He says that the sack contains a few of the kittens and warns, "If you don't kiss me, in front of your friends, he'll drop the bag into the river." Reluctantly, Mary complies. Then Wendell signals, and the sack is dropped anyway. Mary cries and Wendell laughs. However, after a moment, Potter signals again and another "assistant" emerges from the brush displaying Mary's kittens, still safe and dry.

The disc progresses on through the years, and Harry watches as Mary grows. At a Chamber of Commerce PICNIC, Mary (now 14), is dazzled by the lead singer of the

band hired for the event, BRANDON MOORE (18). As she serves food to the massive turn out, she is distracted by Brandon's attention, and ends up embarrassing herself by spilling a tray of food in front of the entire town. Mortified, Mary pushes her way through the laughing, pointing crowd and runs home...She falls across her bed sobbing as her mother comes in and sits beside her. "Mom, why did they do that to me?"

I made a silly mistake. Doesn't anyone else ever mess up? Never again." she declares, taking note of the moment, "No one will EVER see me make a mistake again!"

In Heaven, as Harry watches this RECORDED SCENE, Mary's mother moves her face into frame. In that instant Harry see that Mary's mother is Zuzu - which makes his assignment his own grand-niece MARY BAILEY WAINWRIGHT; the baby who was born the night he died!

As the disc moves forward - Harry watches as Bailey Park architect, Sam Wainwright, (now 57) stumbles onto the latest Potter scheme. It seems that Mayor Potter plans to raise property taxes after the next election, to force area farmers to sell valuable acreage. Potter then plans to buy up the land for "30 cents on the dollar" and sell the real estate to an anxious shopping mall developer. Thereby, making a personal profit at Bedford Falls' expense. Angrily, Sam informs Zuzu, of Potter's plans; "Someone has to stop that madman!" Zuzu replies, "Why don't you?" Sam smiles, "Whenever a Potter has caused trouble in this town, there has always been a Bailey around to stop him. Why not you, Zuzu? YOU can be the next mayor of Bedford Falls!"

DISSOLVE TO: The mayoral campaign and the AUGUST weather heats up. Mary (now 17) and a few friends decide to take a break from hanging election posters. Piling into Mary's car, they head for the river. Watching them drive away is Mary's ever present suitor, Wendell Potter (now 19). Potter and his gang quickly follow. After trailing her car for a few miles, Wendell grows "playful" and starts "kissing" their bumper. Mary speeds up. Potter pursues. Finally, Wendell nudges her car a little too hard, and she swerves off the road -just missing a guitar-toting hitchhiker, BRANDON MOORE.

The now 22 year-old musician is stunned, but his condition is nothing compared to Mary's. Upon seeing him again, she is love struck. Her attraction to him is obvious to everyone, including Wendell, who drives off in a jealous rage. Mary takes him back to town and puts him up at the BAILEY BOARDING HOUSE. She makes a fuss over him which he enjoys.

Their relationships blossoms. Brandon romances Mary with daily postcards of New York landmarks like the Statue of Liberty, Grand Central Station, and her favorite place, Times Square. Studying her ever growing scrapbook of postcards and maps, Mary soon earns the equivalent of a "PHD in NYC".... Likewise, Brandon's love for Mary grows so much that Bedford Falls begins to feel like home, too.

Meanwhile, Mayor Potter is nervous about his opponent Zuzu's growing appeal. His flunkies can't seem to find any "dirt" on her. Over-hearing his father's dilemma, Wendell offers to help. But the Mayor brushes him aside saying, "Please don't help me! This

campaign is bad enough without your added incompetence!" Wendell leaves heartbroken, but determined to win his father's approval and somehow make Mary change her mind about Brandon.

One SEPTEMBER evening, after having dinner at Mary's house, Brandon and Mary take a stroll through Bailey Park to plan a series of CAMPAIGN CONCERTS for her mother. There, she tells him of her long-held desire to leave Bedford Falls and see the world. "If you could only visit one place," Brandon asks, knowing the answer already, "where would that be?" "Easy, your hometown, New York City," she beams, "I've always wanted to see Times Square, Broadway's lights, and all those people. Who needs to go anywhere else. Its magical. Its like a big "X" marking the intersection of the world."

Her words trigger a flash in Brandon's distant memory. "When I was a boy, my mother used to bring me and my brother here, to visit my grandparents. Back then, I thought THIS was the magical place...One time, when we were getting off the train, I remember seeing this giant "X" in the sky. Grampa said that it was just God marking that special day on his calendar.' I asked him if it meant a good day or bad day, and he said, 'Good, bad, it doesn't matter. As long as you've got someone to share the day, be grateful.'" Mary wraps her arms about his neck and whispers, "This must be one of those good days..." Their mutual, unspoken passion rises, and on the riverbank, they consummate their love.

In HEAVEN, an embarrassed Harry Bailey STOPS THE DISC and awkwardly asks that the recording be FAST FORWARDED. When the "PLAY" button is engaged again, SIX WEEKS HAVE PASSED, making the November election, ONE WEEKEND AWAY. It seems that Zuzu's untarnished Bailey heritage has made her Potter's only credible rival.

On the morning of the FINAL CAMPAIGN CONCERT, Mary is suddenly overcome by dizziness. Later in the day, while distributing concert posters, Mary collapses in Thomas Gower's drugstore. Taken next door to DR. FRANK GOWER'S office, she is examined and told, "Mary dear, you're pregnant!" Realizing the political implications, Dr. Gower states "I hate to see your mother lose to Potter the way my father did. If he finds out there could be trouble."

That evening, in BAILEY PARK, all of Bedford Falls is on hand to enjoy Brandon's BAND and Zuzu's FAMOUS HOME-COOKING. However, Mary's mind is on other things. Catching Brandon as he comes off stage, she pulls him aside and struggles to tell him the news. Meanwhile, lurking in the shadows, Wendell and his gang are preparing an "unofficial fireworks display" to sabotage the festivities. While crawling through the brush, Wendell overhears Mary tell Brandon that she's carrying his child. Realizing his luck, Wendell quickly dashes off to inform his father.

"Brandon," Mary's voice quivers, "is this a... mistake?" The shaken songwriter tries to muster a smile. "Well, it's a little more serious than the first time we met." Mary bursts into tears and walks away. "Mary!?" Brandon starts after her. "What do you want me to

do?" "The one thing I can't... Go home!" She turns and walks off, leaving Brandon standing alone in the crowded park.

At the POTTER MANSION, Wendell walks in on his angry father blasting a subordinate for not getting "tangible proof" against his political enemy. "I don't care if you heard that he murdered his own mother. If you can't show me the body, I don't want to hear from you!" Wendell gets the message and turns for the door. He's followed, unknowingly, by the curious Beckett Payne.

Back at THE PARK, young Potter gathers his gang into a huddle. "Wait ten minutes, kill the park lights, then set off the fireworks!" Wendell's plan is simple, but pure Potter': the sudden confusion of a darkened park and the surprise of an unexpected fireworks display is the perfect diversion for him to cross the street unnoticed and break into the doctor's office. But incompetent Wendell is unable to disconnect the security system.

Beckett Payne approaches the clumsy teenager and offers his assistance. Realizing that time is short, Wendell spills his plan; "If Dad wants dirt on Zuzu Wainwright, what could be filthier than an illegitimate child in the family? And if it's solid proof he wants, what's more tangible than a photocopy of Mary's medical record." Feigning sympathy for the lad's plight, Payne takes control. With 'magical' ease the two enter Gower's Clinic and quickly locate Mary's file. But Payne also offers Wendell an added use for the document. "This paper can not only change your father's opinion of you, it can also change Mary Wainwright's view of you, too!" And he switches on the copy machine.

Lying in wait at the TRAIN DEPOT, Wendell is amazed at Payne's ability to know exactly when Brandon will show up for the last train to New York. The two men corner Brandon, and show the already confused father-to-be a copy of the doctor's file. They warn the musician not to come back. "If you do," Beckett sneers, "this report goes public." Brandon boards the train feeling absolutely helpless.

The NEXT MORNING, as volunteers scurry to clean up Bailey Park (to beat THE FIRST SNOW STORM OF THE SEASON), Mary sits alone on the riverbank by the Bedford Falls Bridge. That's where Wendell Potter finds her; thumbing sadly through her scrapbook of NY memorabilia. "From what I hear, Brandon has already hit the road. Forget him. Marry me, and I'll take full responsibility for the child." Mary refuses. "If you don't," Potter's tone sharpens, "I'll tell my father, he'll expose the story and you can kiss the mayor's office and your good Bailey name, bye-bye." Mary replies, "No one will believe you." Wendell then shows her a copy of her medical report and smiles. Mary lunges for it, rips it to shreds and throws the pieces into the river. Wendell then points up to the bridge where Beckett Payne stands holding several copies of the same report.

Making a frantic call to the Bailey Boarding House, Mary listens as one of Brandon's ticked off band members rants about their leader; "...He came in last night and told us to stay here. Said he was going back to New York. He wouldn't even tell us why, or when he would be back."

Desperate, Mary calls Moore's New York apartment. His PHONE MACHINE picks up: "Hi Brandon Moore... Tell me something I don't know." -- beeeep!

".. It's me, Mary.. I know last night was one of those dates you may wanna "X"-off your calendar. But for me, TODAY is the worst, 'cause you're not here to share it with me. There's this empty spaceIt's hard to explain. I've got a family of friends I never wanna loose, Gotta a heritage I didn't earn, but I value. And I live in this little town, where everybody knows your name, your address , your business.... My Dad, the builder, has kept a roof over my head. And Mom has always had a warm place for me to sleep. . For all this, for everything, I'm grateful- I am.. There's A LOTTA things I want... But Brandon, what I really NEED is... ' Moore'."

As the recording completes, we see Brandon's bags sitting just inside the front door of his Midtown Apartment. He is obviously returned, but he's not home. The light on the PHONE MACHINE begins to blink. Through his second story window, we see that Time Square is bustling. Everyone is rushing to get home to beat the coming blizzard. Yet in the middle of this mayhem, we spot Brandon sitting alone on a bench, deep in thought.

Wandering out onto the BEDFORD FALLS BRIDGE, Mary tearfully rationalizes, "Here I was on the verge of a wonderful life, and I've gone and done it again..another mistake." Leading on the bridge railing weighing her options, Mary feels, then hears the rumbling vibration of the approaching afternoon train. "I see no other way out now," her voice is almost drowned out by the closing proximity of the roaring engine. "This child can never be born, in Bedford Falls." She looks down into the cold, fast-moving river and steps up onto the bridge railing, "It would be better if we BOTH were just.... gone."

In HEAVEN, watching the scene, Harry soberly stands, "The Bailey name is valuable, and the survival of Bedford Falls is important. But so is life!" Driscoll stops him. "No Harry, not just yet. There is one more thing you need to see." He points to the SCREEN: The train barrels across the bridge obscuring Mary's image. After a moment, it passes. To Harry's surprise, Mary is still there, clinging to a bridge girder. "No more mistakes," she snuffles watching the train pull into the depot. "No one will ever see me make another."

"I don't know if I'm ready for this." Harry suddenly realizes. "Sure you are Colonel," Driscoll confides. "Everything you do prepares you for everything you do... You saved an entire transport of men in the heat of war. This, is just one girl, on a cold day." "Yeah, but its George's only granddaughter. What am I going to do?" He looks up at Driscoll with a questioning gaze. The tall angel smiles back, "Earn your wings!"

Braving the cold of the gathering winds, Zuzu and Sam put in some last minute CAMPAIGNING before the next morning's final debate. As the couple 'press the flesh' and kiss babies, their own child, Mary, ducks into the TRAIN DEPOT. "This one

headed to Manhattan?" "Yep!" the window clerk nods, "But I can't guarantee you'll get there on time... Looks like a blizzard's comin'. When storms get bad enough Grand Central shuts down all rail traffic both ways." "It can't be as bad as the storm brewing here," Mary replies. "One way, please."

Boarding the train, Mary finds that there is only one other passenger, an old man with a duffel bag. Sitting across the aisle and one row back from him, she gazes out at the darkening skies and tries not to cry...without success. Hearing her muffled weeps, the gentleman turns, "You alright, little lady?" He hoists his duffel onto the seat next to him and opens it. After a moment's search, he produces a handkerchief. As he rises to hand it to Mary, the duffel bag falls into the aisle, and a pair of BABY TENNIS SHOES tumble out towards Mary's feet. She picks up one of them and examines its colorful design of GUITARS, TRUMPETS and MUSICAL NOTES. "You like music?" the old man (HARRY) asks with a smile. Mary's eyes light up at the mention of the word. "They're a birthday present for a young friend of mine."

In New York, Brandon comes in from the cold and despondently throws his keys on the table, OVER LOOKING the answer machine's FLASHING LIGHT...

On the Train, sitting at the BEDFORD FALLS DEPOT, Mary sees that she and the kind old man are the only two in the compartment. And with a need to talk, she opens up her darkest secret to her travel companion - Harry Bailey."...And if I don't go through with it Wendell and his father will ruin everything. So, it's better that me and my mistake just disappear." Harry disagrees, "Heaven makes a space for every life. Even if that life doesn't choose to fill that place, the empty space remains. And that void has a way of throwing off the balance of everything."

Looking out the train window, Harry's eyes linger on the life-size statue of the town's favorite son, GEORGE BAILEY. Gesturing to the likeness of his brother, Harry reminds Mary of the now venerable tale about George & Clarence. "They say that George guy always wanted to leave town, but his place was here. And I think he knew it. When the smell of scandal broke, no doubt he wanted to leave, but he didn't. And Bedford Falls is a better place because he didn't."

"He stayed because he didn't DO anything!," Mary counters. "But I DID. I messed up big time. And in a small town, people don't let you forget your mistakes." Recalling his own family problems, Harry smiles patiently. "Believe me dear, you're not the only one who's ever messed up... Take the advice of someone who knows," Harry moves closer, "Honesty makes mistakes easier to tolerate.... It'll all disappear, if you just get it out in the open."

Mary recoils at the notion. "Get it out in the —?!" Grabbing her bag, she heads for the train EXIT. "I know you mean well, sir. But the only thing I NEED to get out of, is HERE!" Stepping off the train, out into the cold, the SLIDING DOOR shuts behind her with a THUD...

Brandon slams the refrigerator door, and looks at his FROZEN DINNER. He bangs its rock-hard contents on the counter and, in a burst of frustration, throws it across the room.. The frozen entree hits a PICTURE OF THE COUPLE setting next to the machine. It falls ONTO the ANSWERING MACHINE, hitting the PLAY BUTTON . . .

As Harry Bailey watches FROM THE TRAIN WINDOW, the young girl steps off the platform. And turning his eyes up to the gathering clouds he whispers, “She reminds me of her grandmother, her namesake....”

“...Hi, its me, Mary,” Brandon turns towards the phone speaker. “I know last night was one of those dates you may wanna “X”-off your calendar...” Stepping into the room, Brandon involuntarily inches closer to the machine..

As Mary walks away from the BEDFORD FALLS TRAIN, Harry watches from the window. “That’s it,” he whispers, “Keep on walking. Go see what it would be like if you... Got out of here.” Outside, Mary notices that Main Street appears gloomy, foreboding...

Gazing out his apartment window at the grey haze settling over Time Square, Brandon continues to listen to Mary’s message, “There’s this empty space – It’s hard to explain.”

Leaning into the DEPOT’S TICKET WINDOW Mary impatiently groans, “Hey! Is this train ever gonna leave?” Her reply is silence. The booth is empty... Turning, she spies Wendell crossing the street. Instinctively she ducks out of sight, into the shadows of a nearby department store entrance. Glancing up into the STORE WINDOW, she notices a BABY CARRIAGE DISPLAY priced at \$120. But when she looks back a second time, the carriage appears old and dusty, and the price has been cut in half. She stares at it amazed...

Brandon’s expression is equally full of wonder. REWINDING THE ANSWER MACHINE, he hits PLAY again and listens. “It’s hard to explain ...I’ve got a family of friends I never wanna loose...”

Dismissing the BABY CARRIAGE apparition, Mary seizes the opportunity to dash back to the Depot. But stepping out onto the sidewalk, she runs directly into her friend, Sarah Martini.... "Mary!," Sarah jumps back in shock, "You've got some nerve showing your face around here, after what you've done!" "What I've done?" "Still trying to hide it, I see." Sarah turns and walks away, "I don't have time to play anymore, I'm late for work." "Work?!" Mary echoes , "When did you start working?". "Two years ago, just after you skipped town."

"Two y-years ago!?" Mary looks back at the train, seeing no sign of movement, she turn and follows Sarah down the sidewalk. Martini soon enters a building which Mary

recognizes; the BAILEY BUILDING and LOAN. But there's something different. The sign over the entrance has been replaced by a flashing neon logo: POTTER'S CYBER CAFÉ'.

Entering the building, Mary discovers a dim, smoke-filled room inhabited with noisy interactive games and seedy characters. In one corner she sees pathetic, ex-cabby Bobby Bishop sweeping up. And behind the counter Sarah is putting on a cashier's apron. Suddenly, a familiar voice calls out, "The prodigal has returned!" Spinning around, Mary attacks, "Wendell Potter, what have you done with the Building and Loan?" "Nothing. This is all your doing. You made the mistake - I just picked up the pieces." "Mistake?" she questions. "You know, you and Brandon." "He's the best thing that ever happened to me." "Yeah, the right thing at the wrong time. Or is it the other way around?" Wendell smiles, running his hand through Sarah's hair. "The wife and I can't thank you enough...."

The RE-WOUND message continues "...There's A LOTTA things I want. But Brandon, what I really NEED is... Moore." Stopping the tape, BRANDON gets a sudden flash of inspiration and scrambles to find something to write with. He stumbles across a couple of chewed pencils sticking out of a CERAMIC TRAIN ENGINE'S CHIMNEY, glazed with the words; 'Bedford Falls Depot, Gift Shop.' Finally, paper and pencil in hand, he hits "PLAY" AGAIN.

Bursting out the old BUILDING & LOAN'S FRONT DOOR, Mary looks back towards Depot, where the TRAIN STILL IDLES.... Turning, she notices a 'VOTE 4 ZUZU' poster flapping in the gathering winds. Pulling it off the telephone poll, it looks old, weather-beaten. "Mom?" Feeling a sudden urge for home, Mary dashes through BAILEY PARK, but the weather and her "delicate" condition, forces her to rest near her GRANDFATHER'S STATUE - which she sees has been defaced with a single spray-painted word - FRAUD."

As Stormy winds gust through Time Square, Brandon sits in his small apartment writing frantically, inspired by Mary's recorded words. As if hungry for more, he hits the PLAY BUTTON again, "...Gotta heritage I didn't earn, but I value. And I live in this little town, where everybody knows your name and address..."

Reaching the BAILEY/GRANVILLE HOUSE, Mary finds her home in shambles, abandoned. In the front yard, ignoring the signs of the approaching storm, a group of teenagers are making wishes and tossing rocks at the crumbling structure. Mary tries to stop them, "What are you doing? This is my home!" "You're crazy, girl!," one of the boys argues. "This place has been empty ever since we moved here." "When was that?" Mary asks. "Two years ago," the boy points up the street, "when the Mayor hired my father to build the new shopping mall."

Shaken, Mary walks off in the direction of the boy's gesture and is soon at the building site of the new, BEDFORD FALLS MALL. There, she finds her father. But Sam Wainwright is not the designer or the foreman of the project. He's just another perspiring laborer trying to batten things down before the storm. Seeing Mary, Sam's

aging eyes well up with tears. He explains how Potter twisted the events of Mary's "disappearance" into a full fledged political coup.. The domino effect of these events forced the Wainwrights into financial and social ruin. "...When you left town to find Brandon, I thought I'd never see you again. And that void made me realize that I'd made a mistake. As your father, I never made you feel safe enough to come to me with your problems. Don't try to hide them, it never works for long. After you left, ZuZu and I had nothing in common but our despair. We divorced. Now she's exiled herself out on the edge of Bailey Park."

...Peering into the dirty windows of ZUZU'S SMALL HOUSE, Mary sadly watches as her now unkempt mother lounges on a couch; stuffing herself with pastries, and talking back to a TV game show host. The image of the clutter and waste is too much for Mary's over-loaded senses.

"....My Dad, the builder, put a roof over my head. And Mom has always had a warm place for me to sleep..." Listening to Mary's recorded thoughts, Brandon finally lays down his pencil. His note pad is filled with fresh lyrics. His apartment, however, is cluttered with a scattering of discarded wads of paper...Checking his watch, he puts on his jacket, picks up his guitar case and stands over the answering machine, waiting for the now familiar lines to play out, one last time; "For all this, for everything I'm grateful-I am.. There's A LOTTA things I want.... But Brandon, what I really NEED is...Moore." Checking his watch again, Brandon Moore offers a wistful grin, picks up his keys and hits the STOP BUTTON. ---just as....

The train whistle blows. Mary makes a mad dash for the depot and boards just in time. She falls into her seat, emotionally and physically exhausted. Not sure of what's happened, Mary leans her head against the window and drifts off...She awakens to the sound of the conductor's voice, "New York City, Last stop!" Opening her eyes, she sees her compartment is now filled with people gathering up their belongings. Across the aisle she catches the familiar smile of Harry Bailey.

As she walks out into the bustle of GRAND CENTRAL STATION (stock footage), Mary is amazed. She's seen pictures of it her whole life, but never the real thing. Still, her study of Brandon's postcards and maps makes the surroundings strangely familiar. Spotting a payphone, she calls Brandon...no answer. Determined, she plots her course to Brandon's place. All around her commuters are complaining about, "city-wide shutdown," "another five inches tonight - and this is only November!" Undaunted, Mary moves towards the EXIT. Harry follows at a distance, but he is close enough to notice that JUST AS SHE WALKS OUT, GUITAR-TOTING BRANDON WALKS IN. Harry chuckles at the timing, as Brandon moves passed him, to the ticket window."Bedford Falls, one way." Turning back toward Mary, Harry's smile disappears.

Stepping out into the cold night air, Mary braces herself for the roar of the "city that never sleeps." But the city is eerily quiet. Other than a few distant car horns, and a

smattering of pedestrians scurrying to get out of the cold, the city is silent and shivering. "What, no taxis?" Harry asks, moving up along side. "

No taxis, no buses, no cars," she shrugs, "nobody."

"Guess everybody's battening down the hatches for the big one...Well, looks like I'm gonna have to hoof it. I'm heading up toward Times Square, which way you going?" Mary's eyes brighten.

As they walk, Mary notices how the low lightening-filled clouds appear to barely escape the jagged points of the tall skyscrapers. "This was not what I expected, at all."

"Little lady, nothing is ever as good as you hope, or as bad as think." Gazing down at the girl, Harry stops. "What're you gonna do if your fella isn't home?"

"I dunno. I'll think of somethin'."

"Mary," Harry's voice turns serious, "Brandon is not there."

Stopping in her tracks, she turns. "Not where?"

"In his loft apartment, above the Video Arcade, here on Times Square." He points to a row of dark windows above the Arcade's neon sign.

"H-how?...W-who are y-you?"

"Let's just say that, for the moment, I'm your Guardian Angel."

Mary's anger explodes. "Won't people EVER stop bringing up that silly story? It's just a fairytale!"

"That perfect Bailey image is hard to live with, isn't it? I know... Once I was awarded the Congressional Medal of Honor. But the standard everyone always measured me by, was your Grandfather, George. It's not easy being singled out of the crowd. It kinda made me feel like I was alone...in Time Square. George was a hard act to follow. So, I didn't try. I left Bedford Falls and traveled the world. But all that self-exile accomplished was to widen the void of separation between me, my family, my friends, and the place I truly belonged.. It was like being lonesome in a place where there should've been people. Like being alone... in Times Square."

"Bedford Falls may be where I belong," Mary counters, "but I messed up. I made a mistake I can't fix. And the only alternatives would be another mistake."

"Heaven makes a place for every life," Harry gestures to Times Square's JUMBOTRON. Mary sees flashes of the review of her life Harry watched. "And even if that life denies its place in the world, the

empty space it leaves, remains." The BIG SCREEN also replays moments from her trip to the Bedford Falls she left behind'. "...And that void throws off the balance of everything."

"Everything's off balance! And there's no way I can unravel it."

"That's life," Harry smiles, "We may always remember the hurt, but the best we can do is learn from our mistakes, grow from them ...and move on."

"Just move on? How? How do I do that?!"

"Where are you?" Harry gestures to the lights and tall buildings surrounding them.

"Times Square."

"You once called this place magical,' Why?"

"It's the intersection of the world. People come here from all over."

"To do what?"

"For one thing, celebrate New Years."

"And how do they do that?"

"Thousands of people gather here. They watch a ball drop, and sing 'Auld Lang Signe'."

"And the purpose of this is...?"

"To say bye to the past and hello to the future."

"Exactly!" Harry's face brightens. "It's like God drew this big 'X' smack in the middle of the busiest spot on the planet and made it the intersection of Time, itself. And here you are, in this magical place. Where things end... and can begin again."

"Are you saying that I can... start over?"

"Every day. In this brief moment of life, you have endless chances. Everything you do prepares you for...everything you do. But what makes tomorrow better, are the things you chose to do, now. It's up to you, Mary. Is this a bad day...or a good day?"

A clap of winter lightening flashes across the sky and Mary sits up, wide awake, in her seat on the train. Harry is leaning over her, with his handkerchief in hand. "Are you okay, little lady? The snow is letting up. They said we'll be leavin' soon? You'll be home before you know it." Looking over his shoulder, out the window, Mary sees a sprinkling of snow blowing against the WELCOME TO BEDFORD FALLS sign. She smiles realizing that the train never left the station. Her eyes turn wistfully toward her grandfather's statue, then to her new friend. And in an instant of recognition Mary finally sees the family resemblance....

The NEXT MORNING, after Zuzu gives a rousing speech at the TOWN HALL gathering, Mayor Potter confidently steps to the podium. Although the crowd stubbornly chants for "Zuzu!", the smug Mayor begins to read aloud the results of Mary's medical report, supplied by his vindictive son.

Outside, the just arriving Brandon is prevented from entering the HALL by a couple of Potter's flunkies. Holding a contract up to the musician's face, Wendell tells Moore, "You didn't heed my warning, but you're lucky, I'm a patient man." It seems young Potter has used his family's connections to arrange for Brandon's band to be booked for a week long showcase at L.A.'s hottest club. "Mr. Moore, this chance only comes once in a lifetime. Don't mess it up for your buddies! The gig starts tomorrow. Here's five tickets to Los Angeles - Be there!" Brandon grabs the tickets and the contract and walks off.

Inside the TOWN HALL, Zuzu, Sam and the entire crowd are shocked by the Mayor's accusations. Slowly, Mary stands up and admits her mistake. "Everyone of us has done things we're not proud of; but a friend recently told me that, 'Honesty makes mistakes easier to tolerate!' So, I admit it. I messed up. My friend also says that, 'Forgiveness buries mistakes deeper than deception!' So I ask all of you to forgive me." Mayor Potter laughs, "Is this the kind of family you want running this town?" Mary turns to Potter and calmly asks, "If I can forgive you, why can't you do the same?" "Forgive me?" the Mayor repeats, "What have I done?" Mary goes on to reveal Potter's 'shopping mall plan' as well as a few other deals she has no way of knowing without Harry's help.

Brandon arrives at the BAILEY BOARDING HOUSE and gives his band mates the tickets and tells them to go to California without him. After some convincing, they agree and Brandon dashes off again.

Seeing Moore running back up the TOWN HALL steps, Wendell is enraged, and tells his cronies to "take care of him." A fist fight starts. Yet just when it seems Brandon is beat, his band comes roaring up the steps to lend a hand. After landing one last punch to Wendell's jaw, Brandon bursts through the Town Hall doors, just in time to hear Mary's final words to the Mayor. "My mistakes were made because I was blinded by love. What's your excuse?" Slowly the crowd starts to cheer, "Zuzu, Zuzu, we want Zuzu!" Mayor Potter bangs his fist on the podium, grabs his son by the arm and storms out of the building. In the corner, Beckett Payne, swallows hard.

TWO WEEKS LATER on Thanksgiving Day, as Harry Bailey watches from the staircase, the entire Wainwright clan gathers around a lavish NORMAN ROCKWELL LIKE HOLIDAY FEAST. As they all join hands, Zuzu asks her husband to say the blessing. As Sam "gives thanks", WE SEE that Zuzu is now Mayor of Bedford Falls; Harding Potter is under investigation by the state; disinherited Wendell Potter is earning his first honest dollar as box boy at a convenience store, and that Wendell's plan backfired - Brandon and his band got to Los Angeles, where they performed GRATEFUL, the song Brandon composed from Mary's phone message. The song is a hit and the band is signed to a record deal. Sam also expresses gratitude that on her recent 18th birthday, Mary became the wife of a successful musician and that soon there will be another addition to the "Bailey" family tree.

Zuzu then produces a BOX addressed to "Mary & Brandon" with instructions to "deliver on Thanksgiving." Inside, the couple find a pair of BABY SHOES adorned with musical designs, and a POSTCARD from Times Square. Brandon is astounded. "I used to have a pair of shoes just like this when I was a boy...lost em on the train." Mary tears as she reads the card, "Mark this date on your calendar... its one of those days. Grateful."

Sam rings a SMALL DINNER BELL to signal the cook. Hearing the bell's "tinkle" reminds Zuzu of an old adage from her childhood. "Every time a bell rings an angel gets its wings." Mary looks over at the staircase and winks at her grand uncle. Harry waves back and starts up the steps.

Continuing his heavenly climb, Harry eventually finds himself face to face with his big brother George. As the two embrace, a swarm of old friends surround and welcome them. But as they turn to finally enter Heaven's Gate, Driscoll stops Harry and advises him that if he waits a few moments his wife, Ruth, will soon arrive. "But we're divorced." Driscoll holds up his hand and smiles, "Ruth misses you, too, Harry." Hearing that good news, George inquires about his own wife, Mary (for whom his granddaughter was named). Told that she is at their new house preparing for his arrival, George invites his little brother over for dinner, and then turns for Home.

With Ernie the Cabdriver leading the way, George finally steps through the Pearly Gates. (Arriving at his mansion, the story cuts to the "Honeymoon Scene" from the original B/W "Wonderful Life") As the old George Bailey opens the door, the scene switches to the young Bailey (Jimmy Stewart) entering the old broken down Granville house. Mary (Donna Reed) is standing in front of the fireplace smiling. "Welcome home, Mr. Bailey." Cutting back to the exterior of the mansion, the door closes, and the voice of old George Bailey chuckles, "... Now THIS is Heaven!!"

“GRATEFUL”
(a Thanksgiving Song)
by John Bucchino

I've got a roof over my head
I've got a warm place to sleep
Some nights I lie awake counting gifts
Instead of counting sheep
I've got a heart that can hold love
I've got a mind that can think
There may be times when I loose the light
And let my spirits sink
But I can't stay depressed
When I remember how I'm blessed....

Grateful, grateful, truly grateful, I am.
Grateful, Truly blessed and duly... Grateful

In a city of strangers
I've got a family of friends
No matter what rocks or brambles
fill the way
I know that they will stay until the end
I feel a hand holding my hand
Its not a hand you can see
But on the road to the Promised Land

This hand will shepherd me
Through delight and despair
Holding tight and always there....

Grateful, grateful, truly grateful, I am.
Grateful, Truly blessed and duly...
Grateful

It's not that I don't want a lot
Or hope for more dreams - more
But giving thanks for what I've got
make s me so much happier than
keeping score

In a world that can bring pain
I will still take each chance
For I believe that whatever the terrain,
Our feet can learn to dance
Whatever stones life may sling,
We can moan or we can sing....
Grateful.



Bart and Jimmy Stewart in Stewart's backyard