

IT'S A WONDERFUL LIFE

by

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FADE IN:

NIGHT SEQUENCE

Series of shots of various streets and buildings in the town of Bedford Falls, somewhere in New York State. The streets are deserted, and snow is falling. It is Christmas Eve. Over the above scenes we hear voices praying:

GOWER'S VOICE

I owe everything to George Bailey. Help him, dear Father.

MARTINI'S VOICE

Joseph, Jesus and Mary. Help my friend Mr. Bailey.

MRS. BAILEY'S VOICE

Help my son George tonight.

BERT'S VOICE

He never thinks about himself, God; that's why he's in trouble.

ERNIE'S VOICE

George is a good guy. Give him a break, God.

MARY'S VOICE

I love him, dear Lord. Watch over him tonight.

JANIE'S VOICE

Please, God. Something's the matter with Daddy.

ZUZU'S VOICE

Please bring Daddy back.

CAMERA PULLS UP from the Bailey home and travels up through the sky until it is above the falling snow and moving slowly toward a firmament full of stars. As the camera stops we hear the following heavenly voices talking, and as each voice is heard, one of the stars twinkles brightly:

FRANKLIN'S VOICE

Hello, Joseph, trouble?

JOSEPH'S VOICE

Looks like we'll have to send someone down - a lot of people are asking for help for a man named George Bailey.

FRANKLIN'S VOICE

George Bailey. Yes, tonight's his crucial night. You're right, we'll have to send someone down immediately. Whose turn is it?

JOSEPH'S VOICE

That's why I came to see you, sir. It's that clock-maker's turn again.

FRANKLIN'S VOICE

Oh - Clarence. Hasn't got his wings yet, has he? We've passed him up right along.

JOSEPH'S VOICE

Because, you know, sir, he's got the I.Q. of a rabbit.

FRANKLIN'S VOICE

Yes, but he's got the faith of a child - simple. Joseph, send for Clarence.

A small star flies in from left of screen and stops. It twinkles as Clarence speaks:

CLARENCE'S VOICE

You sent for me, sir?

FRANKLIN'S VOICE

Yes, Clarence. A man down on earth needs our help.

CLARENCE'S VOICE

Splendid! Is he sick?

FRANKLIN'S VOICE

No, worse. He's discouraged. At exactly ten-forty-five PM tonight, Earth time, that man will be thinking seriously of throwing away God's greatest gift.

CLARENCE'S VOICE

Oh, dear, dear! His life! Then I've only got an hour to dress. What are they wearing now?

FRANKLIN'S VOICE

You will spend that hour getting acquainted with George Bailey.

CLARENCE'S VOICE

Sir... If I should accomplish this mission - I mean - might I perhaps win my wings? I've been waiting for over two hundred years now, sir - and people are beginning to talk.

FRANKLIN'S VOICE

What's that book you've got there?

CLARENCE'S VOICE

The Adventures of Tom Sawyer.

FRANKLIN'S VOICE

Clarence, you do a good job with George Bailey, and you'll get your wings.

CLARENCE'S VOICE

Oh, thank you, sir. Thank you.

JOSEPH'S VOICE

Poor George... Sit down.

CLARENCE'S VOICE

Sit down? What are...

JOSEPH'S VOICE

If you're going to help a man, you want to know something about him, don't you?

CLARENCE'S VOICE

Well, naturally. Of course.

JOSEPH'S VOICE

Well, keep your eyes open. See the town?

The stars fade out from the screen, and a light, indistinguishable blur is seen.

CLARENCE'S VOICE

Where? I don't see a thing.

JOSEPH'S VOICE

Oh, I forgot. You haven't got your wings yet. Now look, I'll help you out. Concentrate. Begin to see something?

The blur on the screen slowly begins to take form. We see a group of young boys on top of a snow-covered hill.

CLARENCE'S VOICE

Why, yes. This is amazing.

JOSEPH'S VOICE

If you ever get your wings, you'll see all by yourself.

CLARENCE'S VOICE

Oh, wonderful!

EXT. FROZEN RIVER AND HILL - DAY - 1919

CLOSE SHOT

Group of boys. They are preparing to slide down the hill on large shovels. One of them makes the slide and shoots out onto the ice of a frozen river at the bottom of the hill.

BOY
(as he slides)
Yippee!!

CLARENCE'S VOICE
Hey, who's that?

JOSEPH'S VOICE
That's your problem, George Bailey.

CLARENCE'S VOICE
A boy?

JOSEPH'S VOICE
That's him when he was twelve, back in
1919. Something happens here you'll have
to remember later on.

Series of shots as four or five boys make the slide down the hill and out onto the ice. As each boy comes down the others applaud.

CLOSE SHOT

George Bailey at bottom of slide.

GEORGE
(through megaphone)
And here comes the scare-baby, my kid
brother, Harry Bailey.

CLOSE SHOT - HARRY

On top of hill, preparing to make his slide.

HARRY
I'm not scared.

BOYS
(ad lib)
Come on, Harry! Attaboy, Harry!

MEDIUM SHOT

Harry makes his slide very fast. He passes the marks made by the other boys, and his shovel takes him onto the thin ice at the bend of the river. The ice breaks, and Harry disappears into the water.

CLOSE SHOT - GEORGE

GEORGE
I'm coming, Harry.

MEDIUM SHOT

George jumps into the water and grabs Harry. As he starts to pull him out he yells:

GEORGE
Make a chain, gang! A chain!

WIDER ANGLE

The other boys lie flat on the ice, forming a human chain. When George reaches the edge with Harry in his arms, they pull them both to safety.

JOSEPH'S VOICE
George saved his brother's life that day.
But he caught a bad cold which infected
his left ear. Cost him his hearing in that
ear. It was weeks before he could return
to his after-school job at old man Gower's
drugstore.

DISSOLVE

EXT. MAIN STREET - BEDFORD FALLS - SPRING AFTERNOON

MEDIUM SHOT

Five or six boys are coming toward camera, arm in arm, whistling. Their attention is drawn to an elaborate horsedrawn carriage proceeding down the other side of the street.

MEDIUM PAN SHOT

The carriage driving by. We catch a glimpse of an elderly man riding in it.

CLOSE SHOT

The boys watching the carriage.

GEORGE
Mr. Potter!

CLARENCE'S VOICE
Who's that - a king?

JOSEPH'S VOICE

That's Henry F. Potter, the richest and meanest man in the county.

The boys continue until they reach Gower's drugstore. The drugstore is old-fashioned and dignified, with jars of colored water in the windows and little else. As the kids stop:

GEORGE

So long!

BOYS

(ad lib)

Got to work, slave. Hee-haw. Hee-haw.

INTERIOR DRUGSTORE - DAY

MEDIUM SHOT

George comes in and crosses to an old-fashioned cigar lighter on the counter. He shuts his eyes and makes a wish:

GEORGE

Wish I had a million dollars.

He clicks the lighter and the flame springs up.

GEORGE (CONT'D)

Hot dog!

WIDER ANGLE

George crosses over to the soda fountain, at which Mary Hatch, a small girl, is seated, watching him. George goes on to get his apron from behind the fountain.

GEORGE

(calling toward back room)

It's me, Mr. Gower. George Bailey.

CLOSE SHOT

Mr. Gower, the druggist, peering from a window in back room. We see him take a drink from a bottle.

GOWER

You're late.

MEDIUM SHOT

George behind soda fountain. He is putting on his apron.

GEORGE

Yes, sir.

WIDER ANGLE

Violet Bick enters the drugstore and sits on one of the stools at the fountain. She is the same height as Mary and the same age, but she is infinitely older in her approach to people.

VIOLET

(with warm
friendliness)

Hello, George.

(then, flatly, as she
sees Mary)

'Lo, Mary.

MARY

(primly)

Hello, Violet.

George regards the two of them with manly disgust. They are two kids to him, and a nuisance. He starts over for the candy counter.

GEORGE

Two cents worth of shoelaces?

VIOLET

She was here first.

MARY

I'm still thinking.

GEORGE

(to Violet)

Shoelaces?

VIOLET

Please, Georgie.

George goes over to the candy counter.

VIOLET

(to Mary)

I like him.

MARY

You like every boy.

VIOLET

(happily)

What's wrong with that?

GEORGE

Here you are.

George gives Violet a paper sack containing licorice shoelaces.
Violet gives him the money.

VIOLET
(the vamp)
Help me down?

GEORGE
(disgusted)
Help you down!

Violet jumps down off her stool and exits. Mary, watching, sticks out her tongue as she passes.

CLOSE SHOT - GEORGE AND MARY AT FOUNTAIN

GEORGE
Made up your mind yet?

MARY
I'll take chocolate.

George puts some chocolate ice cream in a dish.

GEORGE
With coconuts?

MARY
I don't like coconuts.

GEORGE
You don't like coconuts! Say, brainless,
don't you know where coconuts come from?
Lookit here - from Tahiti - Fiji Islands,
the Coral Sea!

He pulls a magazine from his pocket and shows it to her.

MARY
A new magazine! I never saw it before.

GEORGE
Of course you never. Only us explorers can
get it. I've been nominated for membership
in the National Geographic Society.

He leans down to finish scooping out the ice cream, his deaf ear toward her.

She leans over, speaking softly.

CLOSE SHOT

Mary, whispering.

MARY

Is this the ear you can't hear on? George
Bailey, I'll love you till the day I die.

She draws back quickly and looks down, terrified at what she has
said.

CLOSE SHOT - GEORGE AND MARY

GEORGE

I'm going out exploring some day, you
watch. And I'm going to have a couple of
harems, and maybe three or four wives.
Wait and see.

He turns back to the cash register, whistling.

ANOTHER ANGLE

Taking in entrance to prescription room at end of fountain. Gower
comes to the entrance. He is bleary-eyed, unshaven, chewing an old
unlit cigar. His manner is gruff and mean. It is evident he has
been drinking.

GOWER

George! George!

GEORGE

Yes, sir.

GOWER

You're not paid to be a canary.

GEORGE

No, sir.

He turns back to the cash register when he notices an open
telegram on the shelf. He is about to toss it aside when he starts
to read it.

INSERT: THE TELEGRAM

It reads:

"We regret to inform you that your son, Robert, died very suddenly
this
morning of influenza stop. Everything possible was done for his
comfort
stop. We await instructions from you.

EDWARD MELLINGTON

Pres. HAMMERTON COLLEGE."

BACK TO SHOT

George puts the telegram down. A goodness of heart expresses itself in a desire to do something for Gower. He gives the ice cream to Mary without comment and sidles back toward Gower.

INT. PRESCRIPTION ROOM OF DRUGSTORE - DAY

CLOSE SHOT

Gower, drunk, is intent on putting some capsules into a box.

GEORGE

Mr. Gower, do you want something...
Anything?

GOWER

No.

GEORGE

Anything I can do back here?

GOWER

No.

George looks curiously at Gower, realizing that he is quite drunk. Gower fumbles and drops some of the capsules to the floor.

CLOSE SHOT

Capsules spilling on floor at their feet.

BACK TO SHOT

George and Gower.

GEORGE

I'll get them, sir.

He picks up the capsules and puts them in the box. Gower waves George aside, takes his old wet cigar, shoves it in his mouth and sits in an old Morris chair in the background. George turns a bottle around from which Gower has taken the powder for the capsules. Its label reads "POISON." George stands still, horrified.

GOWER

Take these capsules over to Mrs. Blaine's.
She's waiting for them.

George picks up the capsule box, not knowing what to do or say. His eyes go, harassed, to the bottle labeled poison. George's fingers fumble.

GEORGE
Yes, sir. They have the diphtheria there,
haven't they, sir?

GOWER
Ummmm...

Gower stares moodily ahead, sucking his cigar. George turns to him, the box in his hand.

GEORGE
Is it a charge, sir?

GOWER
Yes - charge.

GEORGE
Mr. Gower, I think...

GOWER
Aw, get going!

GEORGE
Yes, sir.

INT. DRUGSTORE - DAY

MEDIUM SHOT

George comes out into main room. As he puts on his cap he sees a Sweet Caporals ad which says:

INSERT

"ASK DAD HE KNOWS" - SWEET CAPORAL

BACK TO SHOT

With an inspiration, George dashes out the door and down the street. Mary follows him with her eyes.

EXT. STREET - DAY

MEDIUM SHOT

George runs down the street until he comes opposite a two-story building with a sign on it reading: "Bailey Building and Loan Association." He stops. Potter's carriage is waiting at the entrance. Suddenly he runs up the stairs.

INT. OUTER OFFICE BLDG. AND LOAN - DAY

FULL SHOT

The offices are ancient and a bit on the rickety side. There is a counter with a grill, something like a bank. Before a door marked: "PETER BAILEY, PRIVATE", George's Uncle Billy stands, obviously trying to hear what is going on inside. He is a very good-humored man of about fifty, in shirt-sleeves. With him at the door, also listening, are Cousin Tilly Bailey, a waspish-looking woman, who is the telephone operator, and Cousin Eustace Bailey, the clerk. The office vibrates with an aura of crisis as George enters and proceeds directly toward his father's office.

CLOSE SHOT

Uncle Billy listening at the door. As George is about to enter his father's office, uncle Billy grabs him by the arm.

UNCLE BILLY

Avast, there, Captain Cook! Where you headin'?

GEORGE

Got to see Pop, Uncle Billy.

UNCLE BILLY

Some other time, George.

GEORGE

It's important.

UNCLE BILLY

There's a squall in there that's shapin' up into a storm.

During the foregoing, Cousin Tilly has answered the telephone, and now she calls out:

COUSIN TILLY

Uncle Billy... telephone.

UNCLE BILLY

Who is it?

COUSIN TILLY

Bank examiner.

INSERT

CLOSEUP - UNCLE BILLY'S LEFT HAND

There are pieces of string tied around two of the fingers, obviously to remind him of things he has to do.

BACK TO SHOT

Uncle Billy looking at his hand.

UNCLE BILLY

Bank examiner! I should have called him
yesterday. Switch it inside.

He enters a door marked: "WILLIAM BAILEY, PRIVATE". George stands irresolute a moment, aware of crisis in the affairs of the Bailey Building and Loan Association, but aware more keenly of his personal crisis. He opens the door of his father's office and enters.

INT. BAILEY'S PRIVATE OFFICE - DAY

MEDIUM SHOT

George's father is seated behind his desk, nervously drawing swirls on a pad. He looks tired and worried. He is a gentle man in his forties, an idealist, stubborn only for other people's rights. Nearby, in a throne-like wheelchair, behind which stands the goon who furnishes the motive power, sits Henry F. Potter, his squarish derby hat on his head. The following dialogue is fast and heated, as though the argument had been in process for some time.

BAILEY

I'm not crying, Mr. Potter.

POTTER

Well, you're begging, and that's a whole
lot worse.

BAILEY

All I'm asking is thirty days more...

GEORGE

(interrupting)

Pop!

BAILEY

Just a minute, son.

(to Potter)

Just thirty short days. I'll dig up that
five thousand somehow.

POTTER

(to his goon)

Shove me up...

Goon pushes his wheelchair closer to the desk.

GEORGE

Pop!

POTTER

Have you put any real pressure on those people of yours to pay those mortgages?

BAILEY

Times are bad, Mr. Potter. A lot of these people are out of work.

POTTER

Then foreclose!

BAILEY

I can't do that. These families have children.

MEDIUM CLOSE SHOT - POTTER AND BAILEY

GEORGE

Pop!

POTTER

They're not my children.

BAILEY

But they're somebody's children.

POTTER

Are you running a business or a charity ward?

BAILEY

Well, all right...

POTTER

(interrupting)

Not with my money!

CLOSE SHOT - POTTER AND BAILEY

BAILEY

Mr. Potter, what makes you such a hard-skulled character? You have no family - no children. You can't begin to spend all the money you've got.

POTTER

So I suppose I should give it to miserable failures like you and that idiot brother of yours to spend for me.

George cannot listen any longer to such libel about his father. He comes around in front of the desk.

GEORGE

He's not a failure! You can't say that about my father!

BAILEY

George, George...

GEORGE

You're not! You're the biggest man in town!

BAILEY

Run along.

He pushes George toward the door.

GEORGE

Bigger'n him!

As George passes Potter's wheelchair he pushes the old man's shoulder. The goon puts out a restraining hand.

GEORGE

Bigger'n everybody.

George proceeds toward the door, with his father's hand on his shoulder. As they go:

POTTER

Gives you an idea of the Baileys.

INT. OUTER OFFICE BLDG. AND LOAN - DAY

CLOSE SHOT

George and his father at the door.

GEORGE

Don't let him say that about you, Pop.

BAILEY

All right, son, thanks. I'll talk to you tonight.

Bailey closes the door on George and turns back to Potter. George stands outside the door with the capsules in his hand.

WIPE TO:

BACK TO DRUGSTORE

INT. BACK ROOM - GOWER'S DRUGSTORE - DAY

CLOSE SHOT

Gower talking on the telephone. George stands in the doorway.

GOWER
(drunkenly)
Why, that medicine should have been there
an hour ago. It'll be over in five
minutes, Mrs. Blaine.

He hangs up the phone and turns to George.

GOWER (CONT'D)
Where's Mrs. Blaine's box of capsules?

He grabs George by the shirt and drags him into the back room.

GEORGE
Capsules...

GOWER
(shaking him)
Did you hear what I said?

GEORGE
(frightened)
Yes, sir, I...

Gower starts hitting George about the head with his open hands.
George tries to protect himself as best he can.

GOWER
What kind of tricks are you playing,
anyway? Why didn't you deliver them right
away? Don't you know that boy's very sick?

GEORGE
(in tears)
You're hurting my sore ear.

INT. FRONT ROOM DRUGSTORE - DAY

CLOSE SHOT

Mary is still seated at the soda fountain. Each time she hears
George being slapped, she winces.

INT. BACK ROOM DRUGSTORE - DAY

CLOSE SHOT - GEORGE AND GOWER

GOWER
You lazy loafer!

GEORGE
(sobbing)

Mr. Gower, you don't know what you're doing. You put something wrong in those capsules. I know you're unhappy. You got that telegram, and you're upset. You put something bad in those capsules. It wasn't your fault, Mr. Gower...

George pulls the little box out of his pocket. Gower savagely rips it away from him, breathing heavily, staring at the boy venomously.

GEORGE (CONT'D)
Just look and see what you did. Look at the bottle you took the powder from. It's poison! I tell you, it's poison! I know you feel bad... and...

George falters off, cupping his aching ear with a hand. Gower looks at the large brown bottle which has not been replaced on the shelf. He tears open the package, shakes the powder out of one of the capsules, cautiously tastes it, then abruptly throws the whole mess to the table and turns to look at George again. The boy is whimpering, hurt, frightened. Gower steps toward him.

GEORGE (CONT'D)
Don't hurt my sore ear again.

But this time Gower sweeps the boy to him in a hug and, sobbing hoarsely, crushes the boy in his embrace. George is crying too.

GOWER
No... No... No...

GEORGE
Don't hurt my ear again!

GOWER
(sobbing)
Oh, George, George...

GEORGE
Mr. Gower, I won't ever tell anyone. I know what you're feeling. I won't ever tell a soul. Hope to die, I won't.

GOWER
Oh, George.

DISSOLVE TO:

INT. LUGGAGE SHOP - DAY - (1928)

MEDIUM SHOT

It is late afternoon. A young man is looking over an assortment of luggage. Across the counter stands Joe Hepner, the proprietor of the store - he is showing a suitcase.

JOE

An overnight bag - genuine English cowhide, combination lock, fitted up with brushes, combs...

CUSTOMER

Nope.

AS CAMERA MOVES UP CLOSER to him, he turns and we get our first glimpse of George as a young man. CAMERA HAS MOVED UP to a CLOSEUP by now.

GEORGE

Nope. Nope. Nope. Nope. Now, look, Joe.
Now, look, I... I want a big one.

Suddenly, in action, as George stands with his arms outstretched in illustration, the picture freezes and becomes a still. Over this hold-frame shot we hear the voices from Heaven:

CLARENCE'S VOICE

What did you stop it for?

JOSEPH'S VOICE

I want you to take a good look at that face.

CLARENCE'S VOICE

Who is it?

JOSEPH'S VOICE

George Bailey.

CLARENCE'S VOICE

Oh, you mean the kid that had his ears slapped back by the druggist.

JOSEPH'S VOICE

That's the kid.

CLARENCE'S VOICE

It's a good face. I like it. I like George Bailey. Tell me, did he ever tell anyone about the pills?

JOSEPH'S VOICE

Not a soul.

CLARENCE'S VOICE

Did he ever marry the girl? Did he ever go exploring?

JOSEPH'S VOICE

Well, wait and see.

CLOSE SHOT - THE SCREEN

The arrested CLOSEUP of George springs to life again.

GEORGE

Big - see! I don't want one for one night. I want something for a thousand and one nights, with plenty of room for labels from Italy and Baghdad, Samarkand... a great big one.

JOE

I see, a flying carpet, huh? I don't suppose you'd like this old second-hand job, would you?

He brings a large suitcase up from under the counter.

GEORGE

Now you're talkin'. Gee whiz, I could use this as a raft in case the boat sunk. How much does this cost?

JOE

No charge.

GEORGE

That's my trick ear, Joe. It sounded as if you said no charge.

JOE

(indicating name on suitcase)

That's right.

GEORGE

(as he sees his name)

What's my name doing on it?

JOE

A little present from old man Gower. Came down and picked it out himself.

GEORGE

(admiring the bag)

He did? Whatta you know about that - my old boss...

JOE

What boat you sailing on?

GEORGE

I'm working across on a cattle boat.

JOE

A cattle boat?

GEORGE

(as he exits)

Okay, I like cows.

WIPE TO:

INT. GOWER'S DRUGSTORE - DAY

MEDIUM SHOT

The place is practically the same except that it is now full of school kids having sodas, etc. A juke box and many little tables have been added. It has become the hangout of the local small fry. There are now three kids jerking sodas.

Gower is a different man now - sober, shaven and good-humored. He is behind the counter when George comes in. Gower's face lights up when he sees George.

GEORGE

Mr. Gower... Mr. Gower... thanks ever so much for the bag. It's just exactly what I wanted.

GOWER

Aw, forget it.

GEORGE

Oh, it's wonderful.

GOWER

Hope you enjoy it.

George suddenly sees the old cigar lighter on the counter. He closes his eyes and makes a wish.

GEORGE

Oh... Oh. Wish I had a million dollars.

As he snaps the lighter the flame springs up.

GEORGE (CONT'D)

Hot dog!

George shakes Gower's hand vigorously and exits.

EXT. MAIN STREET BEDFORD FALLS - DAY

PAN SHOT as George crosses the street, Uncle Billy, cousin Tilly and Cousin Eustace are leaning out of the second floor window of the Building and Loan offices.

UNCLE BILLY

Avast there, Captain Cook. You got your sea legs yet?

COUSIN EUSTACE

Parlez-vous francais? Hey, send us some of them picture postcards, will you, George?

UNCLE BILLY

Hey, George, don't take any plugged nickels.

COUSIN TILLY

Hey, George, your suitcase is leaking.

George waves up at them and continues on across the street.

EXT. MAIN STREET - DAY

MEDIUM SHOT

As George crosses the street. He spots Ernie and his cab, and Bert the motor cop, parked alongside.

GEORGE

Hey, Ernie!

ERNIE

Hiya, George!

GEORGE

Hi, Bert.

BERT

George...

GEORGE

Ernie, I'm a rich tourist today. How about driving me home in style?

Bert opens the door of the cab and puts George's suitcase inside.

ERNIE

Sure, your highness, hop in. And, for the carriage trade, I puts on my hat.

As George is about to enter the cab, he stops suddenly as he sees Violet (now obviously a little sex machine) come toward him. Her walk and figure would stop anybody. She gives him a sultry look.

REVERSE ANGLE

The three men by the cab, but including Violet.

VIOLET
Good afternoon, Mr. Bailey.

GEORGE
Hello, Violet. Hey, you look good. That's
some dress you got on there.

CLOSE SHOT - VIOLET

She reacts to this.

VIOLET
Oh, this old thing? Why, I only wear it
when I don't care how I look.

CAMERA PANS WITH her as Violet swings on down the sidewalk.

REVERSE SHOT - CAB

As Violet goes by, George and Bert raise their heads above the top
of the cab.

MEDIUM SHOT

On Violet's back as she goes. As she crosses the street, an
elderly man turns to look at her and is almost hit by a car that
pulls up with screeching brakes.

CLOSE SHOT - GEORGE AND BERT AT CAB

Ernie sticks his head out form the driver's seat.

ERNIE
How would you like...

GEORGE
(as he enters cab)
Yes...

ERNIE
Want to come along, Bert? We'll show you
the town!

Bert looks at his watch, then takes another look at Violet's
retreating figure.

BERT
No, thanks. Think I'll go home and see
what the wife's doing.

ERNIE

Family man.

DISSOLVE TO:

INT. BAILEY DINING ROOM - NIGHT

MEDIUM SHOT

Pop Bailey is seated at the dinner table. Mrs. Bailey and Annie, the cook, look up toward the vibrating ceiling. There are SOUNDS of terrific banging and scuffling upstairs. Annie pounds on the ceiling with a broom.

MOTHER

(calling out)

George! Harry! You're shaking the house down! Stop it!

POP

Oh, let 'em alone. I wish I was up there with them.

MOTHER

Harry'll tear his dinner suit. George!

ANOTHER ANGLE

Mrs. Bailey is calling up the stairs.

ANNIE

That's why all children should be girls.

MOTHER

But if they were all girls, there wouldn't be any... Oh, never mind.

(calling upstairs)

George! Harry! Come down to dinner this minute. Everything's getting cold and you know we've been waiting for you.

GEORGE'S VOICE

Okay, Mom.

She goes up the stairs.

Pop is smiling and poking his plate. A commotion is heard on the stairs, the boys imitating fanfare MUSIC. Down they come, holding their mother high between them on their hands. They bring her into the dining room and deposit her gracefully into Pop's lap.

BOYS

Here's a present for you, Pop.

Pop kisses her. Mother gives Pop a quick hug, then turns with all the wrath she can muster on the two boys.

MOTHER

Oh, you two idiots! George, sit down and have dinner.

HARRY

I've eaten.

MOTHER

Well, aren't you going to finish dressing for your graduation party? Look at you.

HARRY

I don't care. It's George's tux.

Annie crosses the room, holding her broom. Harry reaches out for her.

ANNIE

If you lay a hand on me, I'll hit you with this broom.

HARRY

Annie, I'm in love with you. There's a moon out tonight.

As he pushes her through the kitchen door, he slaps her fanny. She screams. The noise is cut off by the swinging door. George and his mother sit down at the table.

GEORGE

Boy, oh, boy, oh, boy - my last meal at the old Bailey boarding house.

MOTHER

Oh, my lands, my blood pressure!

CLOSE SHOT

Harry, as he sticks his head through the kitchen door.

HARRY

Pop, can I have the car? I'm going to take over a lot of plates and things.

MOTHER

What plates?

HARRY

Oh, Mom - I'm chairman of the eats committee and we only need a couple of dozen.

MOTHER

Oh, no you don't. Harry, now, not my best Haviland.

She follows Harry into the kitchen, leaving Pop and George. As she goes:

GEORGE

Oh, let him have the plates, Mother.

CLOSE SHOT

George and his father, eating at the table. There is a great similarity and a great understanding between them.

POP

Hope you have a good trip, George. Uncle Billy and I are going to miss you.

GEORGE

I'm going to miss you, too, Pop. What's the matter? You look tired.

POP

Oh, I had another tussle with Potter today.

GEORGE

Oh...

POP

I thought when we put him on the Board of Directors, he'd ease up on us a little bit.

GEORGE

I wonder what's eating that old money-grubbing buzzard anyway?

POP

Oh, he's a sick man. Frustrated and sick. Sick in his mind, sick in his soul, if he has one. Hates everybody that has anything that he can't have. Hates us mostly, I guess.

MEDIUM SHOT

The dining room. Harry and his mother come out of the kitchen, Harry carrying a pie in each hand and balancing one on his head.

CAMERA PANS WITH them as they cross.

HARRY

Gangway! Gangway! So long, Pop.

POP

So long, son.

GEORGE

Got a match?

HARRY

Very funny. Very funny.

MOTHER

Put those things in the car and I'll get your tie and studs together.

HARRY

Okay, Mom. You coming later? You coming later, George?

GEORGE

What do you mean, and be bored to death?

HARRY

Couldn't want a better death. Lots of pretty girls, and we're going to use that new floor of yours tonight, too.

GEORGE

I hope it works.

POP

No gin tonight, son.

HARRY

Aw, Pop, just a little.

POP

No, son, not one drop.

CLOSE SHOT

George and Pop at the table. Annie comes in with some dishes.

ANNIE

Boys and girls and music. Why do they need gin?

She exits.

GEORGE

Father, did I act like that when I graduated from high school?

POP

Pretty much. You know, George, wish we could send Harry to college with you. Your mother and I talked it over half the night.

GEORGE

We have that all figured out. You see, Harry'll take my job at the Building and Loan, work there four years, then he'll go.

POP

He's pretty young for that job.

GEORGE

Well, no younger than I was.

POP

Maybe you were born older, George.

GEORGE

How's that?

POP

I say, maybe you were born older. I suppose you've decided what you're going to do when you get out of college.

GEORGE

Oh, well, you know what I've always talked about - build things... design new buildings - plan modern cities - all that stuff I was talking about.

POP

Still after that first million before you're thirty.

GEORGE

No, I'll settle for half that in cash.

Annie comes in again from the kitchen.

POP

Of course, it's just a hope, but you wouldn't consider coming back to the Building and Loan, would you?

Annie stops serving to hear his answer.

GEORGE

Well, I...

(to Annie)

Annie, why don't you draw up a chair? Then you'd be more comfortable and you could hear everything that's going on.

ANNIE

I would if I thought I'd hear anything worth listening to.

GEORGE

You would, huh?

She gives George a look, and goes on out into the kitchen. Bailey smiles and turns to George.

POP

I know it's soon to talk about it.

GEORGE

Oh, now, Pop, I couldn't. I couldn't face being cooped up for the rest of my life in a shabby little office.

He stops, realizing that he has hurt his father.

GEORGE (CONT'D)

Oh, I'm sorry, Pop. I didn't mean that remark, but this business of nickels and dimes and spending all your life trying to figure out how to save three cents on a length of pipe... I'd go crazy. I want to do something big and something important.

POP

(quietly)

You know, George, I feel that in a small way we are doing something important. Satisfying a fundamental urge. It's deep in the race for a man to want his own roof and walls and fireplace, and we're helping him get those things in our shabby little office.

GEORGE

(unhappily)

I know, Dad. I wish I felt... But I've been hoarding pennies like a miser in order to... Most of my friends have already finished college. I just feel like if I don't get away, I'd bust.

POP

Yes... Yes... You're right, son.

GEORGE

You see what I mean, don't you, Pop?

POP

This town is no place for any man unless he's willing to crawl to Potter. You've got talent, son. You get yourself an education. Then get out of here.

GEORGE

Pop, do you want a shock? I think you're a great guy.

To cover his embarrassment, he looks toward the kitchen door and calls:

GEORGE (CONT'D)

Oh, did you hear that, Annie?

CLOSE SHOT

Annie listening through glass in door.

ANNIE

I heard it. About time one of you
lunkheads said it.

CLOSE SHOT

George and his father at the table.

GEORGE

I'm going to miss old Annie. Pop, I think
I'll get dressed and go over to Harry's
party.

POP

Have a good time, son.

WIPE TO:

INT. HIGH SCHOOL GYM - NIGHT

MEDIUM CLOSE SHOT

At one end of the room an orchestra is playing. George wends his
way through the dancing couples toward a supper table. He and
Harry are carrying plates and pies.

GEORGE

Here you are.

Several of the boys take the plates from him. George looks at
them, feeling very grown up and out of place.

HARRY

(introducing George)

You know my kid brother, George. I'm going
to put him through college.

Sam Wainwright comes in behind Harry, waggles his hands at his
ears as he talks.

SAM

Here comes George. Hello, hee-haw!

George swings around, delighted to hear a familiar voice.

WIDER ANGLE

Including Sam and Marty Hatch. Sam is assured and breezy, wearing very collegiate clothes.

GEORGE

Oh, oh. Sam Wainwright! How are you? When did you get here?

SAM

Oh, this afternoon. I thought I'd give the kids a treat.

GEORGE

Old college graduate now, huh?

SAM

Yeah - old Joe College Wainwright, they call me. Well, freshman, looks like you're going to make it after all.

GEORGE

Yep.

Sam sees Harry and leaves George in the middle of a gesture.

SAM

(to Harry)

Harry! You're the guy I want to see. Coach has heard all about you.

HARRY

He has?

SAM

Yeah. He's followed every game and his mouth's watering. He wants me to find out if you're going to come along with us.

HARRY

Well, I gotta make some dough first.

SAM

Well, you better make it fast. We need great ends like you - not broken down old guys like this one.

George and Sam wiggle their fingers at their ears, saluting each other.

GEORGE

Hee-haw!

SAM

Hee-haw!

An elderly, fussy school principal comes over to George.

PRINCIPAL

George, welcome back.

GEORGE

Hello, Mr. Partridge, how are you?

PRINCIPAL

Putting a pool under this floor was a great idea. Saved us another building. Now, Harry, Sam, have a lot of fun. There's lots of stuff to eat and drink. Lots of pretty girls around.

Violet Bick comes into the scene and turns to face George. She is waving her dance program at him.

VIOLET

Hey, George...

GEORGE

Hello, Violet.

VIOLET

Hello, what am I bid?

Marty Hatch enters scene.

MARTY

George.

GEORGE

Hiya, Marty. Well, it's old home week.

MARTY

Do me a favor, will you, George?

GEORGE

What's that?

MARTY

Well, you remember my kid sister, Mary?

GEORGE

Oh, yeah, yeah.

SAM

"Momma wants you, Marty." "Momma wants you, Marty." Remember?

MARTY

Dance with her, will you?

GEORGE

Oh... me? Oh, well, I feel funny enough already, with all these kids.

MARTY

Aw, come on. Be a sport. Just dance with her one time and you'll give her the thrill of her life.

SAM

Aw, go on.

MARTY

(calling off)

Hey, sis.

GEORGE

Well, excuse me, Violet. Don't be long, Marty. I don't want to be a wet nurse for...

He stops suddenly as he sees Mary, staring at her.

CLOSEUP - MARY HATCH

She is standing talking to one of the boys, Freddie, a glass of punch in her hand. For the first time, she is wearing an evening gown and she has gained assurance from the admiration of the boy with her. She turns around and for the first time she sees George. For a second she loses her poise, staring at him.

FREDDIE'S VOICE

And the next thing I know, some guy came up and tripped me. That's the reason why I came in fourth. If it hadn't been for that...

CLOSE SHOT

George, staring at Mary.

FREDDIE'S VOICE (CONT'D)

... that race would have been a cinch. I tried to find out who it was later...

CLOSEUP - MARY

Still staring at George, and smiling.

FREDDIE'S VOICE (CONT'D)

... but I couldn't find out. Nobody'd ever tell you whoever it was because they'd be scared. They know...

MEDIUM CLOSEUP

Mary and Freddie. Marty comes into scene, followed by George.

FREDDIE (CONT'D)

... what kind of...

MARTY

(interrupting)

You remember George? This is Mary. Well,
I'll be seeing you.

GEORGE

Well... Well... Well...

FREDDIE

Now, to get back to my story, see...

Mary hands her punch cup to Freddie, and she and George start dancing.

FREDDIE (CONT'D)

Hey, this is my dance!

GEORGE

Oh, why don't you stop annoying people?

FREDDIE

Well, I'm sorry. Hey!

MOVING SHOT

Following George and Mary as they dance.

GEORGE

Well, hello.

MARY

Hello. You look at me as if you didn't
know me.

GEORGE

Well, I don't.

MARY

You've passed me on the street almost
every day.

GEORGE

Me?

MARY

Uh-huh.

GEORGE

Uh-uh. That was a little girl named Mary
Hatch. That wasn't you.

A WHISTLE is heard offscreen, and the MUSIC stops.

CLOSE SHOT

Harry on the orchestra platform, whistle in hand.

HARRY

Oyez - oyez - oyez... The big Charleston contest. The prize? A genuine loving cup. Those not tapped by the judges will remain on the floor. Let's go!

CLOSEUP - GEORGE AND MARY

As the MUSIC starts and couples begin dancing once more, they look at each other.

GEORGE

I'm not very good at this.

MARY

Neither am I.

GEORGE

Okay - what can we lose?

They start their Charleston. We see a SERIES OF SHOTS of various couples doing their routines, some good, some bad.

CLOSEUP - FREDDIE

Leaning against the railing around the dance floor, looking daggers at George. Mickey, a young punk who has had one too many, is beside him.

MICKEY

What's the matter, Othello - jealous? Did you know there's a swimming pool under this floor? And did you know that button behind you causes this floor to open up? And did you further know that George Bailey is dancing right over that crack? And I've got the key?

Freddie needs no more. He takes the key from Mickey and turns the switch. The floor begins to part in the middle, each half sliding under the bleacher seats. Pandemonium starts. Dancers begin to scream as they try to get off. Some are so engrossed in dancing they continue at top speed. Teachers and elders start to scurry off. As the floor opens, it reveals an attractive, lighted swimming pool.

George and Mary are so busy dancing they don't notice the floor opening. Spotlights concentrate on them. They mistake the screams for cheers.

CLOSE SHOT

George and Mary dancing.

GEORGE

They're cheering us. We must be good.

MEDIUM CLOSE SHOT

The crowd watching George and Mary dancing. They move backwards until finally they reach the edge of the floor and fall into the pool below.

SERIES OF SHOTS

George and Mary still trying to dance in the water - the crowd on the edge cheering them - some of the crowd leap into the pool - the principal trying to restore order, finally clasps his hands like a diver and leaps in himself.

FADE OUT

FADE IN:

EXT. TREE-LINED RESIDENTIAL STREET - NIGHT

MEDIUM CLOSE SHOT

George and Mary. The night is warm with a bright moon. George is dressed in jersey sweater and oversize football pants that keep wanting to come down. Mary is in an old white bath robe. Each is carrying their wet clothes tied into a bundle that leaves a trail of dripping water. As they near the camera we hear them singing:

GEORGE AND MARY

(singing)

Buffalo Gals can't you come out tonight.
Can't you come out tonight. Can't you come
out tonight. Buffalo Gals can't you come
out tonight and dance by the light of the
moon.

GEORGE

Hot dog! Just like an organ.

MARY

Beautiful.

CAMERA MOVES WITH them as they proceed down the street.

GEORGE

And I told Harry I thought I'd be bored to death. You should have seen the commotion in that locker room. I had to knock down three people to get this stuff we're wearing here. Here, let me hold that old wet dress of yours.

He takes the bundle of clothes from Mary. They stop and look at each other.

MARY

Do I look as funny as you do?

GEORGE

I guess I'm not quite the football type. You... look wonderful. You know, if it wasn't me talking I'd say you were the prettiest girl in town.

MARY

Well, why don't you say it?

GEORGE

I don't know. Maybe I will say it. How old are you anyway?

MARY

Eighteen.

GEORGE

Eighteen? Why, it was only last year you were seventeen.

MARY

Too young or too old?

GEORGE

Oh, no. Just right. Your age fits you. Yes, sir, you look a little older without your clothes on.

Mary stops. George, to cover his embarrassment, talks quickly on:

GEORGE

I mean, without a dress. You look older...
I mean, younger. You look just...

In his confusion George steps on the end of the belt of Mary's bath robe, which is trailing along behind her. She gathers the robe around her.

GEORGE

Oh-oh...

MARY

(holding out her hand)
Sir, my train, please.

GEORGE

A pox upon me for a clumsy lout.

He picks up the belt and throws it over her arm.

GEORGE

Your... your caboose, my lady.

MARY

You may kiss my hand.

GEORGE

Ummmmmm...

Holding her hand, George moves in closer to Mary.

GEORGE (CONT'D)

Hey - hey, Mary.

Mary turns away from him, singing "Buffalo Gals":

MARY

(singing)

As I was lumbering down the street...

George looks after her; then picks up a rock from the street.

GEORGE

Okay, then, I'll throw a rock at the old Granville house.

MARY

Oh, no, don't. I love that old house.

MEDIUM LONG SHOT - OLD HOUSE

It is a weather-beaten, old-fashioned two-storied house that once was no doubt resplendent.

GEORGE

No. You see, you make a wish and then try and break some glass. You got to be a pretty good shot nowadays, too.

MEDIUM CLOSEUP - GEORGE AND MARY

MARY

Oh, no, George, don't. It's full of romance, that old place. I'd like to live in it.

GEORGE

In that place?

MARY

Uh-huh.

GEORGE

I wouldn't live in it as a ghost. Now
watch... right on the second floor there.

MEDIUM LONG SHOT - OLD HOUSE

George hurls the rock at the house. We hear the SOUND of a window
breaking.

EXT. FRONT PORCH OF HOUSE - NIGHT

CLOSE SHOT

We see a grumpy old man in shirt sleeves in a rocking chair on the
porch. He looks up as he hears the breaking glass.

EXT. STREET - NIGHT

CLOSEUP - GEORGE AND MARY

MARY

What'd you wish, George?

GEORGE

Well, not just one wish. A whole hatful,
Mary. I know what I'm going to do tomorrow
and the next day and the next year and the
year after that. I'm shaking the dust of
this crummy little town off my feet and
I'm going to see the world. Italy, Greece,
the Parthenon, the Colosseum. Then I'm
coming back here and go to college and see
what they know... and then I'm going to
build things. I'm gonna build air fields.
I'm gonna build skyscrapers a hundred
stories high. I'm gonna build bridges a
mile long...

As he talks, Mary has been listening intently. She finally stoops
down and picks up a rock, weighting it in her hand.

GEORGE (CONT'D)

Are you gonna throw a rock?

MEDIUM LONG SHOT

The old deserted house. Mary throws her rock, and once more we
hear the SOUND of breaking glass.

GEORGE (CONT'D)

Hey, that's pretty good. What'd you wish,
Mary?

Mary looks at him provocatively, then turns and shuffles off down the street, singing as she goes. George hurries after her.

MARY
(singing)
Buffalo Gals, can't you come out
tonight...

George joins her in the singing as they proceed down the street.

MARY AND GEORGE
(singing)
... can't you come out tonight, can't you
come out tonight. Buffalo Gals can't you
come out tonight and dance by the light of
the moon.

GEORGE
What'd you wish when you threw that rock?

CLOSE SHOT

Man on the porch of house, listening to George and Mary.

MEDIUM CLOSEUP - GEORGE AND MARY

They have stopped walking and now face one another.

MARY
Oh, no.

GEORGE
Come on, tell me.

MARY
If I told you it might not come true.

GEORGE
What is it you want, Mary? What do you
want? You want the moon? Just say...

LONG SHOT

Full moon shining through the trees.

BACK TO SHOT - GEORGE AND MARY

GEORGE (CONT'D)
... the word and I'll throw a lasso around
it and pull it down. Hey, that's a pretty
good idea. I'll give you the moon, Mary.

MARY
I'll take it. And then what?

GEORGE

Well, then you could swallow it and it'd
all dissolve, see? And the moonbeams'd
shoot out of your fingers and your toes,
and the ends of your hair.

(pauses)

Am I talking too much?

MEDIUM CLOSEUP - MAN ON PORCH OF HOUSE

As George finishes talking, he jumps up out of his chair:

MAN

Yes!! Why don't you kiss her instead of
talking her to death?

CLOSE SHOT - GEORGE AND MARY

GEORGE

How's that?

MEDIUM CLOSEUP - MAN ON PORCH

MAN

Why don't you kiss her instead of talking
her to death?

CLOSE SHOT - GEORGE AND MARY

GEORGE

Want me to kiss her, huh?

CLOSE SHOT - PORCH OF HOUSE

MAN

Aw, youth is wasted on the wrong people.

As he speaks, the man leaves the porch and goes into his house,
slamming the front door.

CLOSE SHOT - GEORGE AND MARY

GEORGE

Hey, hey, hold on. Hey, mister, come on
back out here, and I'll show you some
kissing that'll put hair back on your
head. What are you...

Mary runs off scene. George has been once more standing on the
belt of her bath robe, so as she goes, her robe comes off.

GEORGE
(looking around)

Mary...

He drops his bundle of clothes and picks up Mary's robe. He cannot see her anywhere.

GEORGE (CONT'D)
Okay, I give up. Where are you?

CLOSEUP - BUSH AT EDGE OF SIDEWALK

We see Mary's face peering out from the leaves.

MARY
Over here in the hydrangea bushes.

MEDIUM CLOSE SHOT - GEORGE AND MARY

George walks toward the bush.

GEORGE
Here you are. Catch.

He is about to throw her the robe, when a thought strikes him.

GEORGE (CONT'D)
Wait a minute. What am I doing? This is a very interesting situation.

MARY
(from the bushes)
Please give me my robe.

GEORGE
Hmm... A man doesn't get in a situation like this every day.

MARY
(impatiently)
I'd like to have my robe.

GEORGE
Not in Bedford Falls, anyway.

Mary thrashes around in the bushes. We hear her say:

MARY
Ouch!

GEORGE
Gesundheit. This requires a little thought here.

MARY
(getting mad)
George Bailey! Give me my robe!

GEORGE
I've heard about things like this, but
I've never...

MARY
(interrupting)
Shame on you. I'm going to tell your
mother on you.

GEORGE
Oh, my mother's way up the corner there.

MARY
(desperate)
I'll call the police.

GEORGE
They're way downtown. They'd be on my
side, too.

MARY
I'm going to scream!

GEORGE
(thoughtfully)
Maybe I could sell tickets. Let's see. No,
the point is, in order to get this robe...
I've got it! I'll make a deal with you,
Mary.

Headlights flash into the scene, and the old Bailey automobile
drives in, with Harry at the wheel, and Uncle Billy beside him.

UNCLE BILLY
George! George! Come on home, quick! Your
father's had a stroke!

George throws Mary's robe over the bush and gets into the car.

GEORGE
Mary... Mary, I'm sorry. I've got to go.

HARRY
Come on, George, let's hurry.

GEORGE
Did you get a doctor?

UNCLE BILLY
Yes, Campbell's there now.

CLOSEUP - THE HYDRANGEA BUSH

As the car drives off, Mary, now wearing the robe, rises up from the bush and follows the car with her eyes.

FADE OUT

FADE IN:

EXT. BAILEY BUILDING AND LOAN SIGN OVER ENTRANCE

INT. BAILEY BUILDING AND LOAN OFFICE - DAY

CLOSE SHOT - DIRECTORS MEETING

There are about twelve directors seated around a long table. They are the substantial citizens of Bedford Falls: Dr. Campbell, a lawyer, an insurance agent, a real estate salesman, etc. Prominently seated among them is Henry F. Potter, his goon beside his wheelchair. Uncle Billy and George are seated among the directors. The Chairman of the Board is Dr. Campbell. They have folders and papers before them, on which they have been reporting. Before each of the directors there are individual reports for them to study.

DR. CAMPBELL

I think that's all we'll need you for, George. I know you're anxious to make a train.

GEORGE

(rising)

I have a taxi waiting downstairs.

DR. CAMPBELL

I want the Board to know that George gave up his trip to Europe to help straighten things out here these past few months. Good luck to you at school, George.

GEORGE

Thanks.

DR. CAMPBELL

Now we come to the real purpose of this meeting - to appoint a successor to our dear friend, Peter Bailey.

POTTER

Mr. Chairman, I'd like to get to my real purpose.

MAN

Wait just a minute now.

POTTER

Wait for what? I claim this institution is not necessary to this town. Therefore, Mr. Chairman, I make a motion to dissolve this institution and turn its assets and liabilities over to the receiver.

UNCLE BILLY

(angrily)

George, you hear what that buzzard...

LAWYER

Mr. Chairman, it's too soon after Peter Bailey's death to discuss chloroforming the Building and Loan.

MAN

Peter Bailey died three months ago. I second Mr. Potter's motion.

DR. CAMPBELL

Very well. In that case I'll ask the two executive officers to withdraw.

Dr. Campbell rises from his seat. George and Uncle Billy start to collect their papers and leave the table.

DR. CAMPBELL

(continued)

But before you go, I'm sure the whole board wishes to express its deep sorrow at the passing of Peter Bailey.

GEORGE

Thank you very much.

DR. CAMPBELL

It was his faith and devotion that are responsible for this organization.

POTTER

I'll go further than that. I'll say that to the public Peter Bailey was the Building and Loan.

Everyone looks at him surprised.

UNCLE BILLY

(trying to control himself)

Oh, that's fine, Potter, coming from you, considering that you probably drove him to his grave.

POTTER

Peter Bailey was not a business man. That's what killed him. Oh, I don't mean any disrespect to him, God rest his soul. He was a man of high ideals, so-called, but ideals without common sense can ruin this town.

(picking up papers from table)

Now, you take this loan here to Ernie Bishop... You know, that fellow that sits around all day on his brains in his taxi. You know... I happen to know the bank turned down this loan, but he comes here and we're building him a house worth five thousand dollars. Why?

George is at the door of the office, holding his coat and papers, ready to leave.

GEORGE

Well, I handled that, Mr. Potter. You have all the papers there. His salary, insurance. I can personally vouch for his character.

POTTER

(sarcastically)

A friend of yours?

GEORGE

Yes, sir.

POTTER

You see, if you shoot a pool with some employee here, you can come and borrow money. What does that get us? A discontented, lazy rabble instead of a thrifty working class. And all because a few starry-eyed dreamers like Peter Bailey stir them up and fill their heads with a lot of impossible ideas. Now, I say...

George puts down his coat and comes around to the table, incensed by what Potter is saying about his father.

GEORGE

Just a minute - just a minute. Now, hold on, Mr. Potter. You're right when you say my father was no business man. I know that. Why he ever started this cheap, penny-ante Building and Loan, I'll never know. But neither you nor anybody else can say anything against his character, because his whole life was... Why, in the twenty-five years since he and Uncle Billy started this thing, he never once thought of himself. Isn't that right, Uncle Billy? He didn't save enough money to send Harry to school, let alone me. But he did help a few people get out of your slums, Mr. Potter. And what's wrong with that? Why... Here, you're all businessmen here. Doesn't it make them better citizens? Doesn't it make them better customers? You... you said... What'd you say just a minute ago?... They had to wait and save their money before they even ought to think of a decent home. Wait! Wait for what? Until their children grow up and leave them? Until they're so old and broken-down that they... Do you know how long it takes a working man to save five thousand dollars? Just remember this, Mr. Potter, that this rabble you're talking about... they do most of the working and paying and living and dying in this community. Well, is it too much to have them work and pay and live and die in a couple of decent rooms and a bath? Anyway, my father didn't think so. People were human beings to him, but to you, a warped, frustrated old man, they're cattle. Well, in my book he died a much richer man than you'll ever be!

POTTER

I'm not interested in your book. I'm talking about the Building and Loan.

GEORGE

I know very well what you're talking about. You're talking about something you can't get your fingers on, and it's galling you. That's what you're talking about, I know.

(to the Board)

Well, I've said too much. I... You're the Board here. You do what you want with this thing. Just one thing more, though. This town needs this measly one-horse institution if only to have some place where people can come without crawling to Potter. Come on, Uncle Billy!

George leaves the room, followed by the jubilant Uncle Billy. Potter's face is grim with hatred. The "frustrated old man" remark was gall in his veins.

POTTER

Sentimental hogwash! I want my motion...

He is interrupted by a babble of talk, as the directors take up the argument.

INT. OUTER OFFICE - BUILDING AND LOAN - DAY

MEDIUM CLOSE SHOT

George, visibly shaken, is busy with his bag, his papers. He is worried about the outcome of the meeting. Dissolving the Building and Loan will alter his plans. Uncle Billy follows him around, chattering.

UNCLE BILLY

Boy, oh, boy, that was telling him,
George, old boy. You shut his big mouth.
(to Cousin Tilly and
Cousin Eustace)
You should have heard him.

COUSIN EUSTACE

What happened? We heard a lot of yelling.

UNCLE BILLY

Well, we're being voted out of business
after twenty-five years. Easy come, easy
go.

COUSIN TILLY

(reading a newspaper)
Here it is, "Help Wanted - Female."

MEDIUM CLOSE SHOT - DOORWAY TO OFFICE

Ernie is in the doorway.

ERNIE

You still want me to hang around, George?

MEDIUM CLOSE SHOT - GEORGE AND THE OTHERS

GEORGE

(looking at his watch)
Yeah, I'll be right down.

UNCLE BILLY

Hey, you'll miss your train. You're a week
late for school already. Go on.

GEORGE

(indicating Board room)

I wonder what's going on in there?

UNCLE BILLY

Oh, never mind. Don't worry about that. They're putting us out of business. So what? I can get another job. I'm only fifty-five.

COUSIN TILLY

Fifty-six!

UNCLE BILLY

Go on - go on. Hey, look, you gave up your boat trip, now you don't want to miss college too, do you?

Dr. Campbell comes running out, all excited.

DR. CAMPBELL

George! George! They voted Potter down! They want to keep it going!

Cousin Eustace, Cousin Tilly and Uncle Billy cheer wildly. Dr. Campbell and George shake hands.

UNCLE BILLY

Whoopee!

DR. CAMPBELL

But they've got one condition - only one condition.

GEORGE

What's that?

DR. CAMPBELL

That's the best part of it. They've appointed George here as executive secretary to take his father's place.

GEORGE

Oh, no! But, Uncle Billy...

DR. CAMPBELL

You can keep him on. That's all right. As secretary you can hire anyone you like.

GEORGE

(emphatically)

Dr. Campbell, now let's get this thing straight. I'm leaving. I'm leaving right now. I'm going to school. This is my last chance. Uncle Billy here, he's your man.

DR. CAMPBELL

But, George, they'll vote with Potter
otherwise.

LAP DISSOLVE

EXT. SKY - NIGHT

The same stars we saw in the opening sequence are once more
twinkling as we hear the voices form Heaven

CLARENCE'S VOICE

I know. I know. He didn't go.

JOSEPH'S VOICE

That's right. Not only that, but he gave
his school money to his brother Harry, and
sent him to college. Harry became a
football star - made second team All
American.

CLARENCE'S VOICE

Yes, but what happened to George?

LAP DISSOLVE

EXT. RAILROAD STATION - DAY - FOUR YEARS LATER

MEDIUM SHOT

Characteristic activity; a number of people waiting for the train.
Uncle Billy is seated on a baggage wagon eating peanuts as George
paces up and down in front of him.

JOSEPH'S VOICE

George got four years older, waiting for
Harry to come back and take over the
Building and Loan.

GEORGE

Oh, there are plenty of jobs around for
somebody that likes to travel. Look at
this.

(takes some folders
from his pocket)

There... Venezuela oil fields - wanted,
man with construction experience. Here's
the Yukon, right here - wanted, man with
engineering experience.

The WHISTLE of the approaching train is heard.

GEORGE (CONT'D)

Thar she blows. You know what the three
most exciting sounds in the world are?

UNCLE BILLY

Uh-huh. Breakfast is served; lunch is served; dinner...

GEORGE

No, no, no, no! Anchor chains, plane motors, and train whistles.

UNCLE BILLY

Peanut?

WIPE TO:

EXT. TRAIN - DAY

MEDIUM SHOT

The train comes to a stop, and Harry is among the first to get off, followed by an attractive girl about the same age as he is. George rushes into the shot, and as the brothers embrace:

GEORGE

(joyously)

There's the professor now! Old professor, Phi Beta Kappa Bailey! All American!

HARRY

Well, if it isn't old George Geographic Explorer Bailey! What? No husky dogs? No sled?

(to Uncle Billy)

Uncle Billy, you haven't changed a bit.

UNCLE BILLY

Nobody ever changes around here. You know that.

GEORGE

Oh, am I glad to see you.

HARRY

Say, where's Mother?

GEORGE

She's home cooking the fatted calf. Come on, let's go.

HARRY

Oh, wait. Wait... Wait a minute.

CLOSE SHOT

The group, including Ruth Dakin. This is the young lady who came off the train with Harry. In the excitement of greetings she has been momentarily forgotten. She stands, smiling, waiting.

GEORGE

Hello.

UNCLE BILLY

How do you do.

HARRY

Ruth Dakin.

RUTH

Ruth Dakin Bailey, if you don't mind.

George and Uncle Billy stare, astounded.

UNCLE BILLY

Huh?

HARRY

Well, I wired you I had a surprise. Here she is. Meet the wife.

George is thunderstruck. He takes Ruth's hand.

UNCLE BILLY

Well, what do you know - wife.

GEORGE

Well, how do you do. Congratulations. Congratulations. What am I doing?

He kisses Ruth.

CAMERA MOVES WITH them down the platform.

GEORGE

Harry, why didn't you tell somebody?

(to Ruth)

What's a pretty girl like you doing marrying this two-headed brother of mine?

RUTH

(smiling)

Well, I'll tell you. It's purely mercenary. My father offered him a job.

George stops, with a sinking feeling. Uncle Billy and Ruth continue out of shot. Harry stops with George.

UNCLE BILLY

(as he moves off)

Oh, he gets you and a job? Well, Harry's cup runneth over.

HARRY

George... about that job. Ruth spoke out of turn. I never said I'd take it. You've been holding the bag here for four years, and... well, I won't let you down, George. I would like to... Oh, wait a minute. I forgot the bags. I'll be right back.

He runs out of the shot, George watching him.

CLOSE SHOT

George slowly moves after Uncle Billy and Ruth. He is thinking deeply.

UNCLE BILLY'S VOICE

It was a surprise to me. This is the new Mrs. Bailey, my nephew's wife. Old, old friend of the family.

RUTH'S VOICE

Oh, of course. I've heard him speak of you.

UNCLE BILLY'S VOICE

And I want to tell you, we're going to give the biggest party this town ever saw.

CAMERA MOVES WITH George as he comes into the scene. Ruth detaches herself from the group and offers George some popcorn.

RUTH

(to George)

Here, have some popcorn. George, George, George... that's all Harry ever talks about.

GEORGE

(quietly)

Ruth, this... what about this job?

RUTH

Oh, well, my father owns a glass factory in Buffalo. He wants to get Harry started in the research business.

GEORGE

Is it a good job?

RUTH

Oh, yes, very. Not much money, but a good future, you know. Harry's a genius at research. My father fell in love with him.

GEORGE

And you did, too?

Ruth nods, smiling.

WIPE TO:

EXT. FRONT PORCH - BAILEY HOME - NIGHT

MEDIUM CLOSE SHOT

Cousin Eustace is taking a photograph of the family group assembled on the porch. Flash bulbs go off, and the group breaks up. The crowd enters the front door of the house, leaving George and Uncle Billy on the porch.

CLOSE SHOT - GEORGE AND UNCLE BILLY

The latter is tipsy. He feels very high.

UNCLE BILLY

Oh, boy, oh boy, oh boy. I feel so good I could spit in Potter's eye. I think I will. What did you say, huh? Oh, maybe I'd better go home.

He looks around for his hat, which is on his head.

UNCLE BILLY (CONT'D)

Where's my hat? Where's my...

George takes the hat from Uncle Billy's head and hands it to him.

UNCLE BILLY (CONT'D)

Oh, thank you, George. Which one is mine?

GEORGE

(laughing)

The middle one.

UNCLE BILLY

Oh, thank you, George, old boy, old boy. Now, look - if you'll point me in the right direction... would you do that? George?

GEORGE

Right down here.

They descend the porch steps, and George turns his uncle around and heads him down the street.

UNCLE BILLY

Old Building and Loan pal, huh...

GEORGE

Now you just turn this way and go right straight down.

UNCLE BILLY

That way, huh?

He staggers out of the scene, and as George turns away, we hear Uncle Billy singing "My Wild Irish Rose." There is a CRASH of cans and bottles, then:

UNCLE BILLY'S VOICE

I'm all right. I'm all right. "... the sweetest flower that grows... "

EXT. HOUSE - NIGHT

MEDIUM CLOSE SHOT

George is standing at the garden gate. He takes some travel folders from his pocket, looks at them and throws them away. He is obviously disturbed about the latest turn of events. His mother comes out of the house and kisses him.

GEORGE

Hello, Mom.

MRS. BAILEY

(as she kisses him)

That's for nothing. How do you like her?

She nods toward the house, where Harry and Ruth, among a crowd of other couples, are dancing to the MUSIC of a phonograph, and can be seen through the front door.

GEORGE

She's swell.

MRS. BAILEY

Looks like she can keep Harry on his toes.

GEORGE

Keep him out of Bedford Falls, anyway.

MRS. BAILEY

Did you know that Mary Hatch is back from school?

GEORGE

Uh-huh.

MRS. BAILEY

Came back three days ago.

GEORGE

Hmmmm...

MRS. BAILEY

Nice girl, Mary.

GEORGE

Hmmmm...

MRS. BAILEY

Kind that will help you find the answers,
George.

GEORGE

Hmmm...

MRS. BAILEY

Oh, stop that grunting.

GEORGE

Hmmm...

MRS. BAILEY

Can you give me one good reason why you
shouldn't call on Mary?

GEORGE

Sure - Sam Wainwright.

MRS. BAILEY

Hmmm?

GEORGE

Yes. Sam's crazy about Mary.

MRS. BAILEY

Well, she's not crazy about him.

GEORGE

Well, how do you know? Did she discuss it
with you?

MRS. BAILEY

No.

GEORGE

Well then, how do you know?

MRS. BAILEY

Well, I've got eyes, haven't I? Why, she
lights up like a firefly whenever you're
around.

GEORGE

Oh...

MRS. BAILEY

And besides, Sam Wainwright's away in New
York, and you're here in Bedford Falls.

GEORGE

And all's fair in love and war?

MRS. BAILEY

(primly)

I don't know about war.

GEORGE

Mother, you know, I can see right through you - right back to your back collar button... trying to get rid of me, huh?

MRS. BAILEY

Uh-huh.

They kiss. Mrs. Bailey puts George's hat on his head.

GEORGE

Well, here's your hat, what's your hurry? All right, Mother, old Building and Loan pal, I think I'll go out and find a girl and do a little passionate necking.

MRS. BAILEY

Oh, George!

GEORGE

Now, if you'll just point me in the right direction... This direction?

(as he leaves)

Good night, Mrs. Bailey.

WIPE TO:

EXT. MAIN STREET BEDFORD FALLS - NIGHT

CLOSE SHOT

George is standing in the middle of the street, hands in his pockets. As a girl passes, he turns and watches her for a moment. He is obviously undecided as to what he wants to do.

EXT. VIOLET BICK'S BEAUTY SHOP - NIGHT

MEDIUM SHOT

Violet is locking up for the night. A couple of men are crowding around her, each one bent on taking her out. There is laughter, kidding and pawing. She looks up and sees George standing there.

VIOLET

(to the two men)

Excuse me...

MAN

Now, wait a minute.

VIOLET

I think I got a date. But stick around,
fellows, just in case, huh?

MAN

We'll wait for you, baby.

CAMERA PANS WITH Violet as she crosses the street to George.

MEDIUM CLOSE SHOT - GEORGE AND VIOLET

VIOLET

Hello, Georgie-Porgie.

GEORGE

Hello, Vi.

He looks her over. Violet takes her beauty shop seriously and she's an eyeful. She senses the fact that George is far from immune to her attractions. She links her arm in his and continues on down the street with him.

CLOSE MOVING SHOT - GEORGE AND VIOLET

VIOLET

What gives?

GEORGE

Nothing.

VIOLET

Where are you going?

GEORGE

Oh, I'll probably end up down at the
library.

They stop walking and face one another.

VIOLET

George, don't you ever get tired of just
reading about things?

Her eyes are seductive and guileful as she looks up at him. He is silent for a moment, then blurts out:

GEORGE

Yes... what are you doing tonight?

VIOLET

(feigned surprise)

Not a thing.

GEORGE

Are you game, Vi? Let's make a night of
it.

VIOLET

(just what she wanted)

Oh, I'd love it, Georgie. What'll we do?

GEORGE

Let's go out in the fields and take off our shoes and walk through the grass.

VIOLET

Huh?

GEORGE

Then we can go up to the falls. It's beautiful up there in the moonlight, and there's a green pool up there, and we can swim in it. Then we can climb Mt. Bedford, and smell the pines, and watch the sunrise against the peaks, and... we'll stay up there the whole night, and everybody'll be talking and there'll be a terrific scandal...

VIOLET

(interrupting)

George, have you gone crazy? Walk in the grass in my bare feet? Why, it's ten miles up to Mt. Bedford.

GEORGE

Shhh...

VIOLET

(angrily)

You think just because you...

By this time a small crowd has collected to watch the above scene. Violet is furious and talking in a loud voice, and George is trying to quiet her. Finally:

GEORGE

Okay, just forget about the whole thing.

As George stalks off, the crowd breaks into laughter, and we

WIPE TO:

EXT. RESIDENTIAL STREET - NIGHT

CLOSE SHOT

George is walking slowly past the Hatch home. He stares meditatively at the simple dwelling, then he starts walking ahead. but after a few steps he turns around and starts back. He walks past the house a few yards, turns, and starts back again.

INT. BEDROOM WINDOW - HATCH HOME - NIGHT

CLOSE SHOT

Mary is looking out the window, watching George walk back and forth.

MARY

What are you doing, picketing?

George stops, startled, and looks up.

GEORGE

Hello, Mary. I just happened to be passing by.

MARY

Yeah, so I noticed. Have you made up your mind?

GEORGE

How's that?

MARY

Have you made up your mind?

GEORGE

About what?

MARY

About coming in. Your mother just phoned and said you were on your way over to pay me a visit.

EXT. STREET - NIGHT

MEDIUM LONG SHOT

George looks surprised at this.

GEORGE

My mother just called you? Well, how did she know?

MARY

Didn't you tell her?

GEORGE

I didn't tell anybody. I just went for a walk and happened to be passing by...

But Mary has disappeared from the window.

GEORGE (CONT'D)

(to himself)

What do you... went for a walk, that's all.

INT. HATCH HOME - NIGHT

MEDIUM CLOSE SHOT

Mary is running down the stairs.

MARY
(calling off)
I'll be downstairs, mother.

MRS. HATCH'S VOICE
All right, dear.

Mary looks in a mirror at the bottom of the stairs and fixes her hair. She is plainly excited at George's visit. She runs into the parlor and puts a sketch on an easel.

INSERT: THE SKETCH

It is a caricature of George throwing a lasso around the moon. Lettering on the drawing says: "George Lassos The Moon."

BACK TO SHOT

Mary runs into the hall, opens the phonograph and puts on a record of "Buffalo Gals." Then she opens the front door and stands there waiting for George.

INT. DOORWAY - NIGHT

MEDIUM CLOSE SHOT

George is struggling with the gate - he finally kicks it open and starts slowly up the path toward Mary.

MARY
Well, are you coming in or aren't you?

GEORGE
Well, I'll come in for a minute, but I didn't tell anybody I was coming over here.

CLOSE SHOT

Mary and George are in the entrance hall.

GEORGE
When did you get back?

MARY
Tuesday.

GEORGE

Where'd you get that dress?

MARY

Do you like it?

GEORGE

It's all right. I thought you'd go back to New York like Sam and Ingie, and the rest of them.

MARY

Oh, I worked there for a couple of vacations, but I don't know... I guess I was homesick.

GEORGE

(shocked)

Homesick? For Bedford Falls?

MARY

Yes, and my family and... oh, everything. Would you like to sit down?

They go through the doorway into the parlor.

GEORGE

All right, for a minute. I still can't understand it though. You know I didn't tell anybody I was coming here.

MARY

Would you rather leave?

GEORGE

No, I don't want to be rude.

MARY

Well, then, sit down.

George sees the cartoon on the easel and bends down for a close look at it.

GEORGE

(indicating cartoon)

Some joke, huh?

CLOSE SHOT

George and Mary sitting on the divan. He is uncomfortable, and she tries desperately to keep the conversation alive.

GEORGE

Well, I see it still smells like pine needles in here.

MARY

Thank you.

There is silence for a moment, then Mary joins in singing with the phonograph record which has been playing all through the above scene:

MARY

(singing)

"And dance by the light..."

GEORGE

What's the matter? Oh, yeah... yeah...

He looks at his watch, as though about to leave.

GEORGE (CONT'D)

Well, I...

MARY

(desperately)

It was nice about your brother Harry, and Ruth, wasn't it?

GEORGE

Oh... yeah, yeah. That's all right.

MARY

Don't you like her?

GEORGE

Well, of course I like her. She's a peach.

MARY

Oh, it's just marriage in general you're not enthusiastic about, huh?

GEORGE

No, marriage is all right for Harry, and Marty, and Sam and you.

INT. STAIRS

MEDIUM CLOSE SHOT

Mrs. Hatch, in a bathrobe, and with her hair in curlers, is leaning over the banister as she calls:

MRS. HATCH

Mary! Mary!

INT. PARLOR - NIGHT

CLOSE SHOT

George and Mary seated on the divan.

MRS. HATCH'S VOICE

Who's down there with you?

MARY

It's George Bailey, Mother.

MRS. HATCH'S VOICE

George Bailey? What's he want?

MARY

I don't know.

(to George)

What do you want?

GEORGE

(indignant)

Me? Not a thing. I just came in to get warm.

MARY

(to mother)

He's making violent love to me, Mother.

George is aghast.

MRS. HATCH'S VOICE

You tell him to go right back home, and don't you leave the house, either. Sam Wainwright promised to call you from New York tonight.

GEORGE

(heatedly)

But your mother needn't... you know I didn't come here to... to... to...

MARY

(rising)

What did you come here for?

GEORGE

I don't know. You tell me. You're supposed to be the one that has all the answers. You tell me.

MARY

(terribly hurt)

Oh, why don't you go home?

GEORGE

(almost shouting)

That's where I'm going. I don't know why I came here in the first place! Good night!

As George leaves the room, the telephone in the hall starts ringing.

MARY
(to George)
Good night!

MRS. HATCH'S VOICE
Mary! Mary! The telephone! It's Sam!

INT. HALL - NIGHT

MEDIUM CLOSE SHOT

Mary comes into the hall.

MARY
(almost weeping)
I'll get it.

As Mary comes into the hall, she stops by the phonograph, which is still playing "Buffalo Gals," takes off the record with a jerk, and smashes it against the machine. The phone is still ringing.

MRS. HATCH
Mary, he's waiting!

MARY
Hello.

As Mary picks up the phone, George comes in from the front porch.

GEORGE
I forgot my hat.

MARY
(overly enthusiastic)
Hee-haw! Hello, Sam, how are you?

SAM'S VOICE
Aw, great. Gee, it's good to hear your voice again.

George has stopped, hat in hand, to hear the first greetings.

MARY
Oh, well, that's awfully sweet of you, Sam.
(glances toward door,
sees George still
there)
There's an old friend of yours here.
George Bailey.

SAM
You mean old moss-back George?

MARY
Yes, old moss-back George.

SAM'S VOICE

Hee-haw! Put him on.

MARY

Wait a minute. I'll call him.
(calling)

George!

MRS. HATCH

He doesn't want to speak to George, you idiot!

MARY

He does so. He asked for him.
(calling)

Geo... George, Sam wants to speak to you.

She hands the instrument to George.

GEORGE

Hello, Sam.

INT. SAM'S NEW YORK OFFICE - NIGHT

MEDIUM CLOSE SHOT

Sam is seated at his desk, while a couple of his friends are nearby, with highballs in their hands.

SAM

(into phone)

Well, George Baileyoffski! Hey, a fine pal you are. What're you trying to do? Steal my girl?

INT. HATCH HALL - NIGHT

MEDIUM CLOSE SHOT - GEORGE AND MARY

GEORGE

(into phone)

What do you mean? Nobody's trying to steal your girl. Here... here's Mary.

SAM'S VOICE

No, wait a minute. Wait a minute. I want to talk to both of you. Tell Mary to get on the extension.

GEORGE

(to Mary)

Here. You take it. You tell him.

MARY

Mother's on the extension.

INT. UPPER HALLWAY - NIGHT

CLOSE SHOT - MRS. HATCH

As she hears this, she hastily hangs up the extension phone on which she has been listening.

BACK TO SHOT - GEORGE AND MARY

MARY

We can both hear. Come here.

Mary takes the telephone from George and holds it so that of necessity George's cheek is almost against hers. He is very conscious of her proximity.

MARY

(on phone)

We're listening, Sam.

SAM'S VOICE

I have a big deal coming up that's going to make us all rich. George, you remember that night in Martini's bar when you told me you read someplace about making plastics out of soybeans?

GEORGE

Huh? Yeah-yeah-yeah... soybeans. Yeah.

SAM'S VOICE

Well, Dad's snapped up the idea. He's going to build a factory outside of Rochester. How do you like that?

Mary is watching George interestedly. George is very conscious of her, close to him.

GEORGE

Rochester? Well, why Rochester?

SAM'S VOICE

Well, why not? Can you think of anything better?

GEORGE

Oh, I don't know... why not right here? You remember that old tool and machinery works? You tell your father he can get that for a song. And all the labor he wants, too. Half the town was thrown out of work when they closed down.

SAM'S VOICE

That so? Well, I'll tell him. Hey, that sounds great! Oh, baby, I knew you'd come through. Now, here's the point. Mary, Mary, you're in on this too. Now listen. Have you got any money?

GEORGE

Money? Yeah... well, a little.

SAM'S VOICE

Well, now listen. I want you to put every cent you've got into our stock, you hear? And George, I may have a job for you; that is, unless you're still married to that broken-down Building and Loan. This is the biggest thing since radio, and I'm letting you in on the ground floor. Oh, Mary... Mary...

MARY

(nervously)

I'm here.

SAM'S VOICE

Would you tell that guy I'm giving him the chance of a lifetime, you hear? The chance of a lifetime.

As Mary listens, she turns to look at George, her lips almost on his lips.

MARY

(whispering)

He says it's the chance of a lifetime.

George can stand it no longer. He drops the phone with a crash, grabs Mary by the shoulders and shakes her. Mary begins to cry.

GEORGE

(fiercely)

Now you listen to me! I don't want any plastics! I don't want any ground floors, and I don't want to get married - ever - to anyone! You understand that? I want to do what I want to do. And you're... and you're...

He pulls her to him in a fierce embrace. Two meant for each other find themselves in tearful ecstasy.

GEORGE (CONT'D)

Oh, Mary... Mary...

MARY

George... George... George...

GEORGE

Mary...

CLOSE SHOT

Mrs. Hatch is at the top of the stairs. She practically faints at what she sees.

WIPE TO:

INT. FRONT HALL BAILEY HOME - DAY - SEVERAL MONTHS LATER

CLOSEUP

Cousin Tilly's face fills the screen as she cries:

COUSIN TILLY

Here they come!

CAMERA PULLS BACK, and we hear the SOUND of the Wedding March. People are crowded into the rooms: family, friends, neighbors. There is a din of conversation. Mary and George appear at the top of the stairs in traveling clothes, with Mrs. Hatch, red-eyed, behind them. Mary throws her bouquet, which is caught by Violet Bick. As they come out onto the porch, we see that it is raining. Nevertheless, Cousin Eustace has his camera equipment set up and is taking pictures of the group. George and Mary dodge through the rain and a shower of rice and get into Ernie's taxicab, which pulls away from the curb.

EXT. PORCH OF BAILEY HOUSE - DAY

CLOSE SHOT

Mrs. Bailey and Annie, the maid.

MRS. BAILEY

First Harry, now George. Annie, we're just two old maids now.

ANNIE

You speak for yourself, Mrs. B.

INT. ERNIE'S CAB - DAY

CLOSE SHOT - GEORGE, MARY AND ERNIE

George and Mary are in each other's arms.

ERNIE

If either of you two see a stranger around here, it's me.

GEORGE

Hey, look! Somebody's driving this cab.

Ernie reaches over and hands George a bottle of champagne done up in gift wrappings.

ERNIE

Bert, the cop, sent this over. He said to float away to Happy Land on the bubbles.

GEORGE

Oh, look at this. Champagne!

MARY

Good old Bert.

ERNIE

By the way, where are you two going on this here now honeymoon?

GEORGE

Where are we going?
(takes out a fat roll
of bills)
Look at this. There's the kitty, Ernie.
Here, come on, count it, Mary.

MARY

I feel like a bootlegger's wife.
(holding up the money)
Look!

GEORGE

You know what we're going to do? We're going to shoot the works. A whole week in New York. A whole week in Bermuda. The highest hotels - the oldest champagne - the richest caviar - the hottest music, and the prettiest wife!

ERNIE

That does it! Then what?

GEORGE

(to Mary)
Then what, honey?

MARY

After that, who cares?

GEORGE

That does it - come here.

The cab passes the bank, and Ernie sees a crowd of people around the door. He stops the cab.

LONG SHOT

Scurrying people under umbrellas, swarming around the bank doors. Panic is in the air. Attendants are trying to close down. Several people come running past the cab.

INT. CAB

CLOSE SHOT - GEORGE, MARY AND ERNIE

ERNIE

Don't look now, but there's something funny going on over there at the bank, George, I've never really seen one, but that's got all the earmarks of a run.

PASSERBY

Hey, Ernie, if you got any money in the bank, you better hurry.

MARY

George, let's not stop. Let's go!

George gets out of the cab and looks down the street.

GEORGE

Just a minute, dear. Oh-oh...

MARY

Please, let's not stop, George.

GEORGE

I'll be back in a minute, Mary.

George runs off up the street, toward the Building and Loan.

EXT. BUILDING AND LOAN - DAY

CLOSE SHOT - SIDEWALK

An iron grill blocks the street entrance to the Building and Loan. It has been locked. A crowd of men and women are waiting around the grill. They are simply-dressed people, to whom their savings are a matter of life and death.

George comes in with an assumed cheerful manner. The people look at him silently, half shamefaced, but grimly determined on their rights. In their hearts there is panic and fear.

GEORGE

Hello, everybody. Mrs. Thompson, how are you? Charlie? What's the matter here, can't you get in?

No one answers. He quickly unlocks the grill door and pushes it open. Followed by the crowd, George runs upstairs and into the outer offices of the Building and Loan.

INT. OUTER OFFICE - BUILDING AND LOAN - DAY

MEDIUM CLOSE SHOT

George, followed by the still-silent people, comes in. Uncle Billy is standing in the doorway to his private office, taking a drink from a bottle. He motions to George to join him.

GEORGE

What is this, Uncle Billy? A holiday?

UNCLE BILLY

George...

He points to George's office. George turns back cheerfully to the crowd.

GEORGE

Come on in, everybody. That's right, just come in.

George vaults over the counter.

GEORGE (CONT'D)

Now look, why don't you all sit down. There are a lot of seats over there. Just make yourselves at home.

UNCLE BILLY

George, can I see you a minute?

The people ignore George and remain standing in front of the teller's window. They all have their passbooks out. George hurries into his office where Uncle Billy is waiting for him.

INT. GEORGE'S OFFICE - DAY

CLOSE SHOT - GEORGE AND UNCLE BILLY

GEORGE

Why didn't you call me?

UNCLE BILLY

I just did, but they said you left. This is a pickle, George, this is a pickle.

GEORGE

All right now, what happened? How did it start?

UNCLE BILLY

How does anything like this ever start?
All I know is the bank called our loan.

GEORGE

When?

UNCLE BILLY

About an hour ago. I had to hand over all
our cash.

GEORGE

All of it?

UNCLE BILLY

Every cent of it, and it still was less
than we owe.

GEORGE

Holy mackerel!

UNCLE BILLY

And then I got scared, George, and closed
the doors. I... I... I...

GEORGE

The whole town's gone crazy.

The telephone rings. Uncle Billy picks it up.

UNCLE BILLY

Yes, hello? George... it's Potter.

GEORGE

Hello?

INT. POTTER'S LIBRARY - DAY

MEDIUM SHOT

Potter seated behind his desk, his goon alongside him. Standing in
front of the desk is a distinguished-looking man, obviously the
president of the bank. He is mopping his brow with his
handkerchief.

POTTER

George, there is a rumor around town that
you've closed your doors. Is that true?
Oh, well, I'm very glad to hear that...
George, are you all right? Do you need any
police?

INT. GEORGE'S OFFICE - DAY

CLOSE SHOT - GEORGE AND UNCLE BILLY

GEORGE
(on phone)
Police? What for?

INT. POTTER'S OFFICE - DAY

MEDIUM CLOSE SHOT - POTTER TALKING ON PHONE

POTTER
Well, mobs get pretty ugly sometimes, you know. George, I'm going all out to help in this crisis. I've just guaranteed the bank sufficient funds to meet their needs. They'll close up for a week, and then reopen.

INT. GEORGE'S OFFICE - DAY

CLOSE SHOT - GEORGE AND UNCLE BILLY

GEORGE
(to Uncle Billy)
He just took over the bank.

INT. POTTER'S OFFICE - DAY

CLOSE SHOT - POTTER ON PHONE

POTTER
I may lose a fortune, but I'm willing to guarantee your people too. Just tell them to bring their shares over here and I will pay them fifty cents on the dollar.

INT. GEORGE'S OFFICE - DAY

CLOSE SHOT - GEORGE AND UNCLE BILLY

GEORGE
(furiously)
Aw, you never miss a trick, do you, Potter? Well, you're going to miss this one.

George bangs the receiver down and turns to meet Uncle Billy's anxious look.

INT. POTTER'S OFFICE

CLOSEUP - POTTER ON PHONE

POTTER

If you close your doors before six P.M.
you will never reopen.

He realizes George has hung up, and clicks the phone furiously.

INT. GEORGE'S OFFICE - DAY

CLOSE SHOT - GEORGE AND UNCLE BILLY

UNCLE BILLY

George, was it a nice wedding? Gosh, I
wanted to be there.

GEORGE

Yeah...

(looks at string on
Uncle Billy's finger)

... you can take this one off now.

An ominous SOUND of angry voices comes from the other room. George and Uncle Billy exit from George's office.

INT. OUTER OFFICE - BUILDING AND LOAN - DAY

MEDIUM CLOSE SHOT

More people have crowded around the counter. Their muttering stops and they stand silent and grim. There is panic in their faces.

GEORGE

Now, just remember that this thing isn't
as black as it appears.

As George speaks, sirens are heard passing in the street below. The crowd turn to the windows, then back to George.

GEORGE (CONT'D)

I have some news for you, folks. I've just
talked to old man Potter, and he's
guaranteed cash payments at the bank. The
bank's going to reopen next week.

ED

But, George, I got my money here.

CHARLIE

Did he guarantee this place?

GEORGE

Well, no, Charlie. I didn't even ask him.
We don't need Potter over here.

Mary and Ernie have come into the room during this scene. Mary stands watching silently.

CHARLIE

I'll take mine now.

GEORGE

No, but you... you... you're thinking of this place all wrong. As if I had the money back in a safe. The money's not here. Your money's in Joe's house...

(to one of the men)

... right next to yours. And in the Kennedy house, and Mrs. Macklin's house, and a hundred others. Why, you're lending them the money to build, and then, they're going to pay it back to you as best they can. Now what are you going to do? Foreclose on them?

TOM

I got two hundred and forty-two dollars in here, and two hundred and forty-two dollars isn't going to break anybody.

MEDIUM CLOSE SHOT - ANOTHER ANGLE

GEORGE

(handing him a slip)

Okay, Tom. All right. Here you are. You sign this. You'll get your money in sixty days.

TOM

Sixty days?

GEORGE

Well, now that's what you agreed to when you bought your shares.

There is a commotion at the outer doors. A man (Randall) comes in and makes his way up to Tom.

RANDALL

Tom... Tom, did you get your money?

TOM

No.

RANDALL

Well, I did. Old man Potter'll pay fifty cents on the dollar for every share you got.

(shows bills)

CROWD
(ad lib)
Fifty cents on the dollar!

RANDALL
Yes, cash!

TOM
(to George)
Well, what do you say?

GEORGE
Now, Tom, you have to stick to your
original agreement. Now give us sixty days
on this.

TOM
(turning to Randall)
Okay, Randall.

He starts out.

MRS. THOMPSON
Are you going to go to Potter's?

TOM
Better to get half than nothing.

A few other people start for the door.

CAMERA PANS WITH George as he vaults over the counter quickly,
speaking to the people.

GEORGE
Tom! Tom! Randall! Now wait... now
listen... now listen to me. I beg of you
not to do this thing. If Potter gets hold
of this Building and Loan there'll never
be another decent house built in this
town. He's already got charge of the bank.
He's got the bus line. He's got the
department stores. And now he's after us.
Why? Well, it's very simple. Because we're
cutting in on his business, that's why.
And because he wants to keep you living in
his slums and paying the kind of rent he
decides.

The people are still trying to get out, but some of them have
stood still, listening to him. George has begun to make an
impression on them.

GEORGE (CONT'D)

Joe, you lived in one of his houses, didn't you? Well, have you forgotten? Have you forgotten what he charged you for that broken-down shack?

(to Ed)

Here, Ed. You know, you remember last year when things weren't going so well, and you couldn't make your payments. You didn't lose your house, did you? Do you think Potter would have let you keep it?

(turns to address the room again)

Can't you understand what's happening here? Don't you see what's happening? Potter isn't selling. Potter's buying! And why? Because we're panicky and he's not. That's why. He's picking up some bargains. Now, we can get through this thing all right. We've got to stick together, though. We've got to have faith in each other.

MRS. THOMPSON

But my husband hasn't worked in over a year, and I need money.

WOMAN

How am I going to live until the bank opens?

MAN

I got doctor bills to pay.

MAN

I need cash.

MAN

Can't feed my kids on faith.

During this scene Mary has come up behind the counter. Suddenly, as the people once more start moving toward the door, she holds up a roll of bills and calls out

MARY

How much do you need?

George jumps over the counter and takes the money from Mary.

GEORGE

Hey! I got two thousand dollars! Here's two thousand dollars. This'll tide us over until the bank reopen.

(to Tom)

All right, Tom, how much do you need?

TOM
(doggedly)
Two hundred and forty-two dollars!

GEORGE
(pleading)
Aw, Tom, just enough to tide you over till
the bank reopens.

TOM
I'll take two hundred and forty-two
dollars.

George starts rapidly to count out the money. Tom throws his
passbook on the counter.

GEORGE
There you are.

TOM
That'll close my account.

GEORGE
Your account's still here. That's a loan.

Mary turns and slips out through the crowd, followed by Ernie.
George hands the two hundred and forty-two dollars to Tom, and
speaks to Ed, the next in line.

GEORGE (CONT'D)
Okay. All right, Ed?

ED
I got three hundred dollars here, George.

Uncle Billy takes out his wallet and takes out all the cash he's
got.

GEORGE
Aw, now, Ed... what'll it take till the
bank reopens? What do you need?

ED
Well, I suppose twenty dollars.

GEORGE
Twenty dollars. Now you're talking. Fine.
Thanks, Ed.
(to Mrs. Thompson, next
in line)
All right, now, Mrs. Thompson. How much do
you want?

MRS. THOMPSON
But it's your own money, George.

GEORGE

Never mind about that. How much do you want?

MRS. THOMPSON

I can get along with twenty, all right.

GEORGE

(counting it out)

Twenty dollars.

MRS. THOMPSON

And I'll sign a paper.

GEORGE

You don't have to sign anything. I know you'll pay it back when you can. That's okay.

(to woman next in line)

All right, Mrs. Davis.

MRS. DAVIS

Could I have seventeen-fifty?

GEORGE

Seven...

(he kisses her)

Bless your heart, Of course you can have it. You got fifty cents?

(counting)

Seven...

WIPE TO:

INT. OUTER OFFICE BUILDING AND LOAN - NIGHT

CLOSE SHOT

George, Uncle Billy and Cousin Tilly are behind the counter, watching the minute hand of a clock on the wall as George counts off the seconds. Cousin Eustace is ready to close the door.

UNCLE BILLY

(excitedly)

We're going to make it, George. They'll never close us up today!

GEORGE

(counting)

Six... five... four... three... two... one... Bingo!

Cousin Eustace slams and locks the door, and scurries around the counter to join the others.

GEORGE (CONT'D)

We made it! Look...

(holds up two bills)

... look, we're still in business! We've still got two bucks left!

Uncle Billy is taking a drink out of his bottle.

GEORGE (CONT'D)

Well, let's have some of that. Get some glasses, Cousin Tilly.

(to Uncle Billy)

We're a couple of financial wizards.

UNCLE BILLY

Those Rockefellers!

GEORGE

Get a tray for these great big important simoleons.

UNCLE BILLY

We'll save them for seed. A toast!

They raise their glasses.

GEORGE

A toast! A toast to Papa Dollar and to Mama Dollar, and if you want the old Building and Loan to stay in business, you better have a family real quick.

COUSIN TILLY

I wish they were rabbits.

GEORGE

I wish they were too. Okay, let's put them in the safe and see what happens.

The four of them parade through the office; George puts the two dollars in the safe.

CLOSE SHOT - GROUP AROUND THE SAFE DOOR

As George comes out:

COUSIN EUSTACE

(handing out cigars)

Wedding cigars!

GEORGE

(startled)

Oh-oh... wedding! Holy mackerel, I'm married! Where's Mary? Mary...

(he runs around looking for her)

Poor Mary. Look, I've got a train to catch.

(looks at his watch)

Well, the train's gone. I wonder if Ernie's still here with his taxicab?

George rushes into his office to look out the window.

COUSIN TILLY

(on telephone)

George, there's a call for you.

GEORGE

Look, will you get my wife on the phone? She's probably over at her mother's.

COUSIN TILLY

Mrs. Bailey is on the phone.

INT. GEORGE'S OFFICE

MEDIUM CLOSEUP - GEORGE IS THOROUGHLY RATTLED

GEORGE

I don't want Mrs. Bailey. I want my wife. Mrs. Bailey! Oh, that's my wife! Here, I'll take it in here.

(picks up phone)

Mary? Hello. Listen, dear, I'm sorry... What? Come home? What home? Three-twenty Sycamore? Well, what... whose home is that? The Waldorf Hotel, huh?

WIPE TO:

EXT. OLD GRANVILLE HOUSE - NIGHT

MEDIUM LONG SHOT

An old-fashioned, run-down house, unpainted and warped by the weather. It once had class but has not been lived in for years. This is the house that George and Mary will live in from now on. The rain is pouring down. A faint glow of light shines out from bottom windows. George hurries into scene. He stops to make sure it is the right number before going up the steps.

EXT. SIDE OF HOUSE - NIGHT

CLOSE SHOT

Bert and man working in rain, sorting through travel posters.

MAN

Hey, this is the company's posters, and the company won't like this.

BERT

How would you like to get a ticket next week? Haven't you any romance in you?

MAN

Sure I have, but I got rid of it.

BERT

(reading poster)

Liver pills! Who wants to see liver pills on their honeymoon? What? They want romantic places, beautiful places... places George wants to go.

A sharp whistle is heard.

CLOSE SHOT - WINDOW OF HOUSE

Ernie is leaning from the window.

ERNIE

Hey, Bert, here he comes.

CLOSE SHOT - BERT AND MAN

BERT

Come on, we got to get this up. He's coming.

MAN

Who?

BERT

The groom, idiot. Come on, get that ladder.

MAN

(disgustedly)

What are they - ducks?

CLOSE SHOT - SIDE PORCH OF HOUSE

Bert and the man are putting up travel posters to cover up the broken windows.

BERT

Get that ladder up here.

MAN

All right - all right.

BERT

Hurry up... hurry up... hurry up.

MAN

I'm hurrying.

MEDIUM CLOSE SHOT

George is approaching the front door of the house, on which a sign is hanging: "Bridal Suite." Ernie looks out through the curtain covering the broken glass of the front door.

ERNIE

Hiya... Good evening, sir.

Ernie opens the door, revealing himself as a homemade butler. This has been accomplished by rolling up his pants and putting on an old coachman's hat. George enters.

ERNIE

Entray, monsieur, entray.

INT. GRANVILLE HOUSE - NIGHT

CLOSE SHOT - GEORGE ENTERS

The house is carpetless, empty - the rain and wind cause funny noises upstairs. A huge fire is burning in the fireplace. Near the fireplace a collection of packing boxes are heaped together in the shape of a small table and covered with a checkered oil cloth. It is set for two. A bucket with ice and a champagne bottle sit on the table as well as a bowl of caviar. Two small chickens are impaled on a spit over the fire. A phonograph is playing on a box, and a string from the phonograph is turning the chickens on the spit. The phonograph is playing "Song of the Islands." Mary is standing near the fireplace looking as pretty as any bride ever looked. She is smiling at George, who has been slowly taking in the whole set-up. Through a door he sees the end of a cheap bed, over the back of which is a pair of pajamas and a nightie. Ernie exits and closes the door.

MARY

(tears in her eyes)

Welcome home, Mr. Bailey.

GEORGE

(overcome)

Well, I'll be... Mary, Mary, where did you...

They rush into each other's arms and hold each other in ecstasy.

EXT. SIDE OF HOUSE - NIGHT

CLOSE SHOT

Bert and Ernie, standing in the pouring rain, start singing "I Love You Truly."

INT. HOUSE - NIGHT

CLOSE SHOT - GEORGE AND MARY

They remain embraced.

GEORGE

Oh, Mary...

MARY

Remember the night we broke the windows in this old house? This is what I wished for.

GEORGE

Darling, you're wonderful.

EXT. SIDE OF HOUSE - NIGHT

CLOSE SHOT - BERT AND ERNIE

They finish their song, and Ernie kisses Bert on the forehead. Bert slams Ernie's hat on his head.

FADE OUT

FADE IN:

EXT. SLUM STREET BEDFORD FALLS - DAY - TWO YEARS LATER

MEDIUM CLOSE SHOT

In front of one of the miserable shacks that line the street are two vehicles. One of them is George Bailey's rickety car, and the other is an even more rickety truck piled high with household goods. The Martini family is moving. The family consists of Martini, his wife and four kid of various ages, from two to ten. George and Mary are helping the Martinis move. About a dozen neighbors crowd around. Martini and George, assisted by three of the Martini children, are carrying out the last of the furniture. As they emerge from the house, one of the neighbors, Schultz, calls out:

SCHULTZ

Martini, you rented a new house?

MARTINI

Rent?

(to George)

You hear what he say, Mr. Bailey?

GEORGE

What's that?

MARTINI

I own the house. Me, Giuseppe Martini. I own my own house. No more we live like pigs in thisa Potter's Field. Hurry, Maria.

MARIA

Yes...

GEORGE

Come on...

(to Mary)

Bring the baby.

(to Martini)

I'll bring the kids in the car.

MARTINI

Oh, thank you, Mr. Bailey.

Mary gets in the front seat of the car, with the baby in her arms.

GEORGE

All right, kids - here - get in here. Now get right up on the seat there. Get the... get the goat!

The family goat gets in the back seat with the three kids.

MARTINI

Goodbye, everybody!

GEORGE

All in...

The rickety caravan starts off down the street, to the cheers of the neighbors.

WIPE TO:

EXT. BAILEY PARK - DAY

CLOSE SHOT

Sign hanging from a tree "Welcome to Bailey Park."

CAMERA PANS TO follow George's car and the old truck laden with furniture as they pass - we hear Martini's voice singing "O Sole Mio." Bailey Park is a district of new small houses, not all alike, but each individual. New lawns here and there, and young

trees. It has the promise when built up of being a pleasant little middle class section.

WIPE TO:

EXT. MARTINI'S NEW HOUSE - DAY

MEDIUM CLOSE SHOT

George and Mary are on the porch of the new house, with the Martinis lined up before them.

GEORGE

Mr. and Mrs. Martini, welcome home.

The Martinis cross themselves.

EXT. STREET - BAILEY PARK - DAY

CLOSE SHOT

Sam Wainwright is standing in front of his big black town car. Sam is the epitome of successful, up-and-coming businessman. His wife, in the car, is a very attractive, sophisticated-looking lady, dripping with furs and jewels. Sam is watching George across the street.

SAM

That old George... he's always making a speech.

(to George)

Hee-haw!

(wiggles his hands)

EXT. NEW HOUSE - DAY

CLOSE SHOT - MARY AND GEORGE ON PORCH

GEORGE

(to Mary)

Sam Wainwright!

MARY

Oh, who cares.

(to Mrs. Martini,
giving her loaf of
bread)

Bread! That this house may never know
hunger.

Mrs. Martini crosses herself.

MARY

(giving her salt)

Salt! That life may always have flavor.

GEORGE
(handing bottle to
Martini)
And wine! That joy and prosperity may
reign forever. Enter the Martini castle!

The Martinis cross themselves, shaking hands all around. The kids enter, with screams of delight. Mrs. Martini kisses Mary.

INT. POTTER'S OFFICE IN BANK - DAY

CLOSE SHOT

Potter seated in his wheelchair at his desk, with his goon beside him. His rent collector, Reineman, is talking, pointing to maps spread out on the desk.

REINEMAN
Look, Mr. Potter, it's no skin off my
nose. I'm just your little rent collector.
But you can't laugh off this Bailey Park
any more. Look at it.

A buzzer is heard, and Potter snaps on the dictaphone on his desk.

SECRETARY'S VOICE
Congressman Blatz is here to see you.

POTTER
(to dictaphone)
Oh, tell the congressman to wait.
(to Reineman)
Go on.

REINEMAN
Fifteen years ago, a half-dozen houses
stuck here and there.
(indicating map)
There's the old cemetery, squirrels,
buttercups, daisies. Used to hunt rabbits
there myself. Look at it today. Dozens of
the prettiest little homes you ever saw.
Ninety per cent owned by suckers who used
to pay rent to you. Your Potter's Field,
my dear Mr. Employer, is becoming just
that. And are the local yokels making with
those David and Goliath wisecracks!

POTTER
Oh, they are, are they? Even though they
know the Baileys haven't made a dime out
of it.

REINEMAN

You know very well why. The Baileys were all chumps. Every one of these homes is worth twice what it cost the Building and Loan to build. If I were you, Mr. Potter...

POTTER
(interrupting)

Well, you are not me.

REINEMAN
(as he leaves)

As I say, it's no skin off my nose. But one of these days this bright young man is going to be asking George Bailey for a job.

Reineman exits.

POTTER
The Bailey family has been a boil on my neck long enough.

He flips the switch on the dictaphone.

SECRETARY'S VOICE
Yes, sir?

POTTER
Come in here.

EXT. STREET IN BAILEY PARK - DAY

CLOSE SHOT

George and Mary are talking to Sam Wainwright in front of the latter's car. His wife, Jane, is now out of the car.

SAM
We just stopped in town to take a look at the new factory, and then we're going to drive on down to Florida.

GEORGE
Oh...

JANE
Why don't you have your friends join us?

SAM
Why, sure. Hey, why don't you kids drive down with us, huh?

GEORGE
Oh, I'm afraid I couldn't get away, Sam.

SAM

Still got the nose to the old grindstone,
eh? Jane, I offered to let George in on
the ground floor in plastics, and he
turned me down cold.

GEORGE

Oh, now, don't rub it in.

SAM

I'm not rubbing it in. Well, I guess we
better run along.

There is handshaking all around as Sam and Jane get into their
car.

JANE

Awfully glad to have met you, Mary.

MARY

Nice meeting you.

GEORGE

Goodbye.

JANE

Goodbye, George.

SAM

So long, George. See you in the funny
papers.

GEORGE

Goodbye, Sam.

MARY

Have fun.

GEORGE

Thanks for dropping around.

SAM

(to chauffeur)

To Florida!

(to George)

Hee-haw!

GEORGE

Hee-haw.

The big black limousine glides away, leaving George standing with
his arm around Mary, gazing broodingly after it. They slowly walk
over to George's old car and look at it silently.

WIPE TO:

INT. POTTER'S OFFICE - DAY

CLOSE SHOT

Potter is lighting a big cigar which he has just given George. The goon is beside Potter's chair, as usual.

GEORGE

Thank you, sir. Quite a cigar, Mr. Potter.

POTTER

You like it? I'll send you a box.

GEORGE

(nervously)

Well, I... I suppose I'll find out sooner or later, but just what exactly did you want to see me about?

POTTER

(laughs)

George, now that's just what I like so much about you.

(pleasantly and smoothly)

George, I'm an old man, and most people hate me. But I don't like them either, so that makes it all even. You know just as well as I do that I run practically everything in this town but the Bailey Building and Loan. You know, also, that for a number of years I've been trying to get control of it... or kill it. But I haven't been able to do it. You have been stopping me. In fact, you have beaten me, George, and as anyone in this county can tell you, that takes some doing. Take during the depression, for instance. You and I were the only ones that kept our heads. You saved the Building and Loan, and I saved all the rest.

GEORGE

Yes. Well, most people say you stole all the rest.

POTTER

The envious ones say that, George, the suckers. Now, I have stated my side very frankly. Now, let's look at your side. Young man, twenty-seven, twenty-eight... married, making, say... forty a week.

GEORGE

(indignantly)

Forty-five!

POTTER

Forty-five. Forty-five. Out of which, after supporting your mother, and paying your bills, you're able to keep, say, ten, if you skimp. A child or two comes along, and you won't even be able to save the ten. Now, if this young man of twenty-eight was a common, ordinary yokel, I'd say he was doing fine. But George Bailey is not a common, ordinary yokel. He's an intelligent, smart, ambitious young man - who hates his job - who hates the Building and Loan almost as much as I do. A young man who's been dying to get out on his own ever since he was born. A young man... the smartest one of the crowd, mind you, a young man who has to sit by and watch his friends go places, because he's trapped. Yes, sir, trapped into frittering his life away playing nursemaid to a lot of garlic-eaters. Do I paint a correct picture, or do I exaggerate?

GEORGE

(mystified)

Now what's your point, Mr. Potter?

POTTER

My point? My point is, I want to hire you.

GEORGE

(dumbfounded)

Hire me?

POTTER

I want you to manage my affairs, run my properties. George, I'll start you out at twenty thousand dollars a year.

George drops his cigar on his lap. He nervously brushes off the sparks from his clothes.

GEORGE

(flabbergasted)

Twenty thou... twenty thousand dollars a year?

POTTER

You wouldn't mind living in the nicest house in town, buying your wife a lot of fine clothes, a couple of business trips to New York a year, maybe once in a while Europe. You wouldn't mind that, would you, George?

GEORGE

Would I?

(looking around
skeptically)

You're not talking to somebody else around here, are you? You know, this is me, you remember me? George Bailey.

POTTER

Oh, yes, George Bailey. Whose ship has just come in - providing he has brains enough to climb aboard.

GEORGE

Well, what about the Building and Loan?

POTTER

Oh, confound it, man, are you afraid of success? I'm offering you a three year contract at twenty thousand dollars a year, starting today. Is it a deal or isn't it?

GEORGE

Well, Mr. Potter, I... I... I know I ought to jump at the chance, but I... I just... I wonder if it would be possible for you to give me twenty-four hours to think it over?

POTTER

Sure, sure, sure. You go on home and talk about it to your wife.

GEORGE

I'd like to do that.

POTTER

In the meantime, I'll draw up the papers.

GEORGE

All right, sir.

POTTER

(offers hand)

Okay, George?

GEORGE

(taking his hand)

Okay, Mr. Potter.

As they shake hands, George feels a physical revulsion. Potter's hand feels like a cold mackerel to him. In that moment of physical contact he knows he could never be associated with this man. George drops his hand with a shudder. He peers intently into Potter's face.

GEORGE (CONT'D)

(vehemently)

No... no... no... no, now wait a minute, here! I don't have to talk to anybody! I know right now, and the answer is no! NO! Doggone it!

(getting madder all the time)

You sit around here and you spin your little webs and you think the whole world revolves around you and your money. Well, it doesn't, Mr. Potter! In the... in the whole vast configuration of things, I'd say you were nothing but a scurvy little spider. You...

He turns and shouts at the goon, impassive as ever beside Potter's wheelchair.

GEORGE (CONT'D)

... And that goes for you too!

As George opens the office door to exit, he shouts at Mr. Potter's secretary in the outer office

GEORGE (CONT'D)

And it goes for you too!

WIPE TO:

INT. BEDROOM - GEORGE AND MARY'S HOUSE - NIGHT

CLOSE SHOT - GEORGE ENTERS THE BEDROOM

The room is modestly furnished with just a cheap bed, a chair or two, and a dresser. Mary is asleep in the bed. As George comes in, his head is filled with many confusing thoughts, relating to incidents in his past life.

POTTER'S VOICE

You wouldn't mind living in the nicest house in town. Buying your wife a lot of fine clothes, going to New York on a business trip a couple of times a year. Maybe to Europe once in a while.

George takes off his hat and coat, moves over to the dresser and stares at his reflection in the mirror.

GEORGE'S VOICE

I know what I'm going to do tomorrow and the next day and next year and the year after that. I'm shaking the dust of this crummy little town off my feet, and I'm going to see the world... And I'm going to build things. I'm going to build air fields. I'm going to build skyscrapers a hundred stories high. I'm going to build a bridge a mile long.

While the above thoughts are passing through George's head, his attention is caught by a picture on the wall near the dresser:

INSERT: PICTURE ON THE WALL

It is the sketch of George lassoing the moon that we first saw in Mary's living room. The lettering reads: "George Lassos The Moon."

GEORGE'S VOICE

What is it you want, Mary? You want the moon? If you do, just say the word; I'll throw a lasso around it and pull it down for you.

Mary is now awake, and starts singing their theme song:

MARY

(singing)

Buffalo Gals, won't you come out tonight,
won't you come out tonight, won't you come
out tonight.

George crosses over and sits on the edge of the bed.

GEORGE

Hi.

MARY

Hi.

GEORGE

Mary Hatch, why in the world did you ever
marry a guy like me?

MARY

To keep from being an old maid.

GEORGE

You could have married Sam Wainwright or
anybody else in town.

MARY

I didn't want to marry anybody else in
town. I want my baby to look like you.

GEORGE

You didn't even have a honeymoon. I
promised you...

(does a double take)

... Your what?

MARY

My baby.

GEORGE

(incredulously)

You mean... Mary, you on the nest?

MARY

George Bailey lassos stork.

GEORGE

Lassos the stork! You mean you... What is
it, a boy or a girl?

Mary nods her head happily.

FADE OUT

FADE IN:

MONTAGE SEQUENCE

Over the following SERIES OF SHOTS we hear the voices of Joseph
and Clarence in Heaven.

EXT. MAIN STREET BEDFORD FALLS - NIGHT

MEDIUM SHOT

George is crossing the street, heading for the offices of the
Building and Loan.

JOSEPH'S VOICE

Now, you've probably already guessed that
George never leaves Bedford Falls.

CLARENCE'S VOICE

No!

INT. HOSPITAL - DAY

CLOSE SHOT - NURSE HOLDING NEWBORN BABY

JOSEPH'S VOICE

Mary had her baby, a boy.

INT. SITTING ROOM - DAY

CLOSE SHOT

Mary sitting on the floor playing with a baby. A little boy is in a playpen nearby.

JOSEPH'S VOICE

Then she had another one - a girl.

INT. GRANVILLE HOUSE - DAY

CLOSE SHOTS

Mary is busy hanging wallpaper and painting the old place.

JOSEPH'S VOICE

Day after day she worked away remaking the old Granville house into a home.

INT. GRANVILLE HOUSE - NIGHT

CLOSE SHOT

George has just come into the hall. He is obviously tired and discouraged as he starts up the stairs. The knob on the banister comes off in his hand.

JOSEPH'S VOICE

Night after night George came back late from the office. Potter was bearing down hard.

WIPE TO:

EXT. RECRUITING GROUNDS - DAY

MEDIUM LONG SHOT

A group of men, obviously just drafted, marching along in a camp.

JOSEPH'S VOICE

Then came a war.

INT. RED CROSS WORKROOM - DAY

CLOSE SHOT

Mrs. Bailey and other women in Red Cross uniforms busily sewing, etc.

JOSEPH'S VOICE

Ma Bailey and Mrs. Hatch joined the Red Cross and sewed.

EXT. TRAIN IN RAILROAD STATION - DAY

CLOSE SHOT

Mary, with portable U.S.O. pushcart, is serving coffee and doughnuts to men leaning from the train.

JOSEPH'S VOICE

Mary had two more babies, but still found time to run the U.S.O.

INT. FACTORY - DAY

CLOSE SHOT

Sam Wainwright showing set of blueprints to two Army officers.

JOSEPH'S VOICE

Sam Wainwright made a fortune in plastic hoods for planes.

INT. FACTORY - DAY

CLOSE SHOT

Potter is wheeled in toward a long table around which several men are seated.

JOSEPH'S VOICE

Potter became head of the draft board.

POTTER

(reading from papers)

One-A... One-A... One-A...

EXT. STREET IN BEDFORD FALLS - DAY

MEDIUM CLOSE SHOT

Gower and Uncle Billy are conducting a bond rally from the top of an Army tank.

JOSEPH'S VOICE

Gower and Uncle Billy sold war bonds.

EXT. BATTLEFIELD - NIGHT

MEDIUM CLOSEUP

Bert, in uniform, moving cautiously with fixed bayonet. Smoke and flashes of gunfire in background.

JOSEPH'S VOICE

Bert the cop was wounded in North Africa.
Got the silver star.

EXT. SKY - DAY

LONG SHOT

Hundreds of planes, flying overhead, with parachutes dropping from them.

JOSEPH'S VOICE

Ernie, the taxi driver, parachuted into
France.

EXT. REMAGEN BRIDGE OVER THE RHINE - DAY

CLOSE SHOT

Marty in the foreground, beckoning to soldiers to come on.

JOSEPH'S VOICE

Marty helped capture the Remagen Bridge.

INT. READY ROOM ON AIRCRAFT CARRIER - NIGHT

CLOSE SHOT

Harry is fastening the helmet of his flying clothes. He waves as he exits through the door.

JOSEPH'S VOICE

Harry... Harry Bailey topped them all. A
Navy flier, he shot down fifteen planes.

EXT. OCEAN FROM DECK OF CARRIER - NIGHT

LONG SHOT

A flaming plane crashes into the sea.

JOSEPH'S VOICE

... two of them as they were about to
crash into a transport full of soldiers.

CLARENCE'S VOICE

Yes, but George...

INT. RATION OFFICE - DAY

CLOSE SHOT

George, behind the counter, is trying to quiet a crowd of people all clamoring for more ration points.

GEORGE

George? Four-F on account of his ear,
George fought the battle of Bedford Falls.

George shouts.

GEORGE

Hold on... hold on... hold on now. Don't
you know there's a war on?

EXT. STRET - NIGHT

CLOSE SHOT

George, in the uniform of an air raid warden, is patrolling his beat.

JOSEPH'S VOICE

Air raid Warden...

EXT. HOUSE - NIGHT

CLOSE SHOT

Man beside lighted window pulls down the shade as George blows his whistle.

EXT. STREET - DAY

CLOSE SHOT

George is helping load his old car with scrap paper.

JOSEPH'S VOICE

... paper drives...

EXT. DUMP - DAY

CLOSE SHOT

Wheelbarrow full of junk being dumped onto pile.

JOSEPH'S VOICE

... Scrap drives...

EXT. STREET - DAY

MEDIUM CLOSE SHOT - CHILDREN WHEELING OLD TIRES

JOSEPH'S VOICE
... Rubber drives...

INT. CHURCH - DAY

MEDIUM SHOT - PEOPLE PRAYING IN CHURCH

JOSEPH'S VOICE
Like everybody else, on V-E Day he wept
and prayed.

EXT. CHURCH - ANOTHER ANGLE

MEDIUM CLOSE SHOT - PEOPLE ENTERING CHURCH

JOSEPH'S VOICE
On V-J Day he wept and prayed again.

FRANKLIN'S VOICE
Joseph, now show him what happened today.

JOSEPH'S VOICE
Yes, sir.

EXT. BEDFORD FALLS STREET - WINTER - DAY

George is walking along the sidewalk reading a newspaper. It is a raw, gusty day, and his overcoat and muffler flap in the breeze. Draped around one arm is a large Christmas wreath. Under his other arm are several more copies of the paper.

JOSEPH'S VOICE
This morning, day before Christmas, about
ten A.M. Bedford Falls time...

George comes to where Ernie, the taxi driver, is standing on the sidewalk.

GEORGE
(holding out paper)
Hi, Ernie, look at that.

INSERT: NEWSPAPER

The front page of the paper, the Bedford Falls Sentinel. The headline reads: "PRESIDENT DECORATES HARRY BAILEY - LOCAL BOY WINS CONGRESSIONAL MEDAL OF HONOR". The subhead tells of a plan for a giant jubilee and parade, to be followed by a banquet, in honor of Commander Harry Bailey, U.S.N. on his way home from Washington after receiving the Congressional Medal of Honor. There's a large

picture of President Truman pinning the coveted medal on Harry's bosom, in the midst of dignitaries; a picture of the transport which Harry saved. Practically the whole front page is devoted to the story.

CLOSE SHOT - GEORGE AND ERNIE

ERNIE
(kidding)
Gonna snow again.

GEORGE
(outraged)
What do you mean - it's gonna snow again?
Look at the headlines.

ERNIE
I know - I know - I know. I think it's
marvelous.

Gower comes running across the street from his drugstore and joins them.

GEORGE
(reading)
Commander Harry Bailey. Mr. Gower, look at
this - the
second page.
(gives them papers)
Now look, this is for you. This is for
you, this is for you.
(as he leaves)
See you again.

EXT. STREET - DAY

MEDIUM LONG SHOT

Uncle Billy is walking along the street, humming happily to himself. He sees some men decorating the Court House with banners and bunting - there is a huge sign reading: "Welcome Home Harry Bailey"

UNCLE BILLY
(calls out)
Be sure you spell the name right.

INT. OUTER OFFICE BUILDING AND LOAN - DAY

FULL SHOT

The offices are unchanged, still small-time and old-fashioned. The same office force, albeit a few years older: Cousin Tilly and Cousin Eustace. Seated on a chair is a middle-aged man with a brief case. The outer door opens and George enters:

GEORGE

Extra! Extra! Read all about it!

Cousin Tilly and Cousin Eustace are talking on the phone.

COUSIN EUSTACE

George! George! It's Harry now on long distance from Washington!

GEORGE

Harry! What do you know about that?

COUSIN EUSTACE

He reversed the charges. It's okay, isn't it?

GEORGE

What do you mean it's okay? For a hero?

(takes the phone)

Harry! Oh, you old seven kinds of a son of a gun. Congratulations! How's Mother standing it?... She did? What do you know...

(to Eustace)

Mother had lunch with the President's wife!

COUSIN TILLY

Wait till Martha hears about this.

COUSIN EUSTACE

What did they have to eat?

GEORGE

(on phone)

What did they have to eat? Harry, you should see what they're cooking up in the town for you... Oh, are they?

(to Eustace)

The Navy's going to fly Mother home this afternoon.

COUSIN EUSTACE

In a plane?

GEORGE

What? Uncle Billy?

(to Eustace)

Has Uncle Billy come in yet?

COUSIN TILLY

No, he stopped at the bank first.

GEORGE

(on phone)

He's not here right now, Harry.

Cousin Eustace has turned away from George and caught a glimpse of the man waiting in the chair. This is Carter, the bank examiner, come for his annual audit of the books of the Building and Loan.

GEORGE (CONT'D)

(on phone)

But look...

COUSIN EUSTACE

(interrupting)

George...

GEORGE

(on phone)

... now tell me about it.

COUSIN EUSTACE

(interrupting)

... George, that man's here again.

GEORGE

What man?

COUSIN EUSTACE

(nervously)

Bank... bank examiner.

GEORGE

Oh...

(on phone)

Talk to Eustace a minute, will you. I'll be right back.

He gives the phone to Eustace, puts down his wreath and goes over to Carter.

CLOSE SHOT - GEORGE AND CARTER

They shake hands.

GEORGE

Good morning, sir.

CARTER

Carter - bank examiner.

GEORGE

Mr. Carter, Merry Christmas.

CARTER

Merry Christmas.

GEORGE

We're all excited around here.

(shows him paper)

My brother just got the Congressional Medal of Honor. The President just decorated him.

CARTER

Well, I guess they do those things. Well, I trust you had a good year.

GEORGE

Good year? Well, between you and me, Mr. Carter, we're broke.

CARTER

Yeah, very funny.

GEORGE

Well...

(leading him into office)

... now, come right in here, Mr. Carter.

CARTER

(as they go)

Although I shouldn't wonder when you okay reverse charges on personal long distance calls.

COUSIN TILLY

George, shall we hang up?

GEORGE

No, no. He wants to talk to Uncle Billy. You just hold on.

CARTER

(in doorway)

Now, if you'll cooperate, I'd like to finish with you by tonight. I want to spend Christmas in Elmira with my family.

GEORGE

I don't blame you at all, Mr. Carter, Just step right in here. We'll fix you up.

INT. BANK - DAY

CLOSE SHOT

Uncle Billy is filling out a deposit slip at one of the desks.

UNCLE BILLY

(writing)

December twenty-fourth...

He takes a thick envelope from his inside pocket and thumbs through the bills it contains. It is evidently a large sum of money.

UNCLE BILLY (CONT'D)
Eight thousand...

MEDIUM SHOT - DOOR TO STREET

Potter is being wheeled in by his goon. Various bank officials run over to greet him - he is reading a newspaper. Uncle Billy has finished filling out his slip, and comes over to taunt Potter, the envelope containing the money in his hand.

UNCLE BILLY
Well, good morning, Mr. Potter. What's the news?

He grabs the paper from Potter's hand.

UNCLE BILLY (CONT'D)
Well, well, well, Harry Bailey wins Congressional Medal. That couldn't be one of the Bailey boys? You just can't keep those Baileys down, now, can you, Mr. Potter?

POTTER
How does slacker George feel about that?

UNCLE BILLY
Very jealous, very jealous. He only lost three buttons off his vest. Of course, slacker George would have gotten two of those medals if he had gone.

POTTER
Bad ear.

UNCLE BILLY
Yes.

Uncle Billy folds Potter's paper over the envelope containing his money, and flings his final taunt at the old man.

UNCLE BILLY (CONT'D)
After all, Potter, some people like George had to stay home. Not every heel was in Germany and Japan!

In a cold rage, Potter grabs his paper and wheels off toward his office. Uncle Billy smiles triumphantly and goes toward deposit window with his deposit slip.

CLOSE SHOT

Uncle Billy and bank teller at the window.

UNCLE BILLY
(still chuckling)
Good morning, Horace.

Uncle Billy hands the bank book over. The teller opens it, starts to punch it with rubber stamps.

TELLER
I guess you forgot something.

UNCLE BILLY
Huh?

TELLER
You forgot something.

UNCLE BILLY
What?

TELLER
Well, aren't you going to make a deposit?

UNCLE BILLY
Sure, sure I am.

TELLER
Well, then... it's usually customary to bring the money with you.

UNCLE BILLY
Oh, shucks...

Uncle Billy searches through every pocket he has.

UNCLE BILLY (CONT'D)
(looks bewildered)
I know I had...

The teller, knowing the old man's vagaries, points to one of the numerous string tied around his fingers.

TELLER
How about that one there?

UNCLE BILLY
Hmm? Well, I...

INT. POTTER'S OFFICE - DAY

CLOSE SHOT

Potter is now behind his desk. He spreads the newspaper out in front of him, muttering as he does so.

POTTER

Bailey...

He sees the envelope, looks inside at the money. Then, to his goon, indicating the office door:

POTTER (CONT'D)

Take me back there. Hurry up.

(as they go)

Come on, look sharp.

Potter opens the door just a little, and peers through into the bank.

INT. BANK - DAY

CLOSE SHOT - DEPOSIT SLIP DESK

Uncle Billy looks around for the money envelope. It is not there. He looks puzzled, thinks hard, then a look of concern creeps into his eyes. He starts thumping his pockets, with increasing panic, and looks in the waste paper basket on the floor. He finally rushes through the door and out into the street.

INT. POTTER'S OFFICE - DAY

CLOSE SHOT - POTTER WATCHING THROUGH THE DOOR

POTTER

(to goon)

Take me back.

The goon wheels him back to his desk. He is deep in thought, with a crafty expression on his face.

EXT. STREET - DAY

MEDIUM CLOSE SHOT

Uncle Billy running across the street in the direction of the Building and Loan.

INT. OUTER OFFICE - BUILDING AND LOAN - DAY

CLOSE SHOT

George coming from room where he has just left the bank examiner.

GEORGE

Just make yourself at home, Mr. Carter.

I'll get those books for you.

He sees Violet Bick standing there.

GEORGE (CONT'D)

Oh, hello, Vi.

VIOLET

George, can I see you for a second?

GEORGE

Why, of course you can. Come on in the office here.

He hears a noise, and sees Uncle Billy entering the office.

GEORGE (CONT'D)

Uncle Billy, talk to Harry. He's on the telephone.

George and Violet enter his private office. Uncle Billy comes hurrying in.

COUSIN TILLY

Hurry, Uncle Billy, hurry. Long distance, Washington.

COUSIN EUSTACE

Hey, here's Harry on the phone.

COUSIN TILLY

Harry, your nephew, remember?

COUSIN EUSTACE

(on phone)

Here he is.

Uncle Billy picks up the phone and speaks distractedly, without knowing what he is saying.

UNCLE BILLY

(on phone)

Hello... hello... Yes, Harry - yes... everything... everything's fine.

He hangs up agitatedly, muttering to himself as he goes into his own office. Cousin Tilly and Cousin Eustace look after him, dumbfounded.

UNCLE BILLY (CONT'D)

I should have my head examined. Eight thousand dollars. It's got to be somewhere.

INT. GEORGE'S OFFICE - DAY

CLOSE SHOT - GEORGE AND VIOLET

George has just finished writing something, and is slipping the paper into an envelope.

GEORGE
(hands it to her)
Here you are.

VIOLET
(bitterly)
Character? If I had any character, I'd...

GEORGE
It takes a lot of character to leave your
home town and start all over again.

He pulls some money from his pocket, and offers it to her.

VIOLET
No, George, don't...

GEORGE
Here, now, you're broke, aren't you?

VIOLET
I know, but...

GEORGE
What do you want to do, hock your furs,
and that hat? Want to walk to New York?
You know, they charge for meals and rent
up there just the same as they do in
Bedford Falls.

VIOLET
(taking money)
Yeah - sure...

GEORGE
It's a loan. That's my business. Building
and Loan. Besides, you'll get a job. Good
luck to you.

She looks at him, then says a strange thing.

VIOLET
I'm glad I know you, George Bailey.

She reaches up and kisses him on the cheek, leaving lipstick.
George opens the door for her.

INT. OUTER OFFICE - DAY

CLOSE SHOT

As George and Violet come through the door, they are being watched
by Cousin Tilly, Cousin Eustace and the bank examiner, who is
still waiting to go to work on the books.

GEORGE
Say hello to New York for me.

VIOLET

Yeah - yeah... sure I will.

GEORGE

Now, let's hear from you...

Violet sees the lipstick on George's cheek, and dabs at it with her handkerchief.

GEORGE (CONT'D)

What's the matter? Merry Christmas, Vi.

VIOLET

Merry Christmas, George.

She exits.

MR. CARTER

Mr. Bailey...

GEORGE

Oh, Mr. Carter, I'm sorry. I'll be right with you.

(to Cousin Tilly)

Uncle Billy in?

COUSIN TILLY

Yeah, he's in his office.

INT. DOORWAY TO UNCLE BILLY'S OFFICE - DAY

CLOSE SHOT

As George opens the door he sees Uncle Billy frantically looking for the missing envelope. The office is in a mess, drawers are opened, and papers scattered on the floor and on the desk.

GEORGE

Unc... What's going on? The bank examiner's here, and I...

UNCLE BILLY

(in dismay)

He's here?

GEORGE

Yeah, yeah. He wants the accounts payable...

George stops short, suddenly aware of the tragic old eyes looking up at him.

GEORGE (CONT'D)

What's the matter with you?

Uncle Billy gestures nervously for George to come in. He does so and closes the door.

INT. OUTER OFFICE - DAY

MEDIUM SHOT

Cousin Tilly is at her switchboard, and Cousin Eustace standing beside her. Carter is still waiting in the doorway to his office. Suddenly the door opens and George comes striding out. He goes directly to the safe and starts searching, but doesn't find the money. Then he goes to the cash drawer in the counter, and looks through it.

GEORGE

Eustace...

EUSTACE

Yeah?

GEORGE

Come here a minute.

Cousin Eustace runs over to George.

GEORGE (CONT'D)

Did you see Uncle Billy with any cash last night?

COUSIN EUSTACE

He had it on his desk counting it before he closed up.

EXT. MAIN STREET BEDFORD FALLS - DAY

MEDIUM SHOT

Uncle Billy and George are retracing the former's steps through the snow, looking everywhere for the missing money. They pause for a moment on the sidewalk.

GEORGE

Now look, did you buy anything?

UNCLE BILLY

Nothing. Not even a stick of gum.

GEORGE

All right. All right. Now we'll go over every step you took since you left the house.

UNCLE BILLY

This way.

They continue on down the street on their search.

EXT. WINDOW OF POTTER'S OFFICE IN BANK - DAY

CLOSE SHOT

Potter is peering through the slats of the Venetian blind, watching them as they go.

EXT. MAIN STREET BEDFORD FALLS - DAY

MOVING SHOT

George and Uncle Billy continue their search.

WIPE TO:

INT. UNCLE BILLY'S LIVING ROOM

CLOSE SHOT

A shabby, old-fashioned, gas-lit room which has been turned almost inside out and upside down in an effort to locate the missing money. Drawers of an old secretary have been pulled out and are on the floor. Every conceivable place which might have been used by Uncle Billy to put the money has been searched. George, his hair ruffled, is feverishly pursuing the search. Uncle Billy is seated behind the desk, his head on his hands.

GEORGE

And did you put the envelope in your pocket?

UNCLE BILLY

Yeah... yeah... maybe... maybe...

GEORGE

(shouts)

Maybe - maybe! I don't want any maybe. Uncle Billy, we've got to find that money!

UNCLE BILLY

(piteously)

I'm no good to you, George. I...

GEORGE

Listen to me. Do you have any secret hiding place here in the house? Someplace you could have put it? Someplace to hide the money?

UNCLE BILLY

(exhausted)

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

Uncle Billy starts sobbing hysterically. George grabs him by the lapels and shakes him.

GEORGE
(harshly)
Listen to me! Listen to me! Think! Think!

UNCLE BILLY
(sobbing)
I can't think any more, George. I can't think any more. It hurts...

George jerks him to his feet and shakes him. Uncle Billy stands before him like a frisked criminal, all his pockets hanging out, empty. George's eyes and manner are almost maniacal.

GEORGE
(screaming at him)
Where's that money, you stupid, silly old fool? Where's the money? Do you realize what this means? It means bankruptcy and scandal, and prison!

He throws Uncle Billy down into his chair, and still shouts at him:

GEORGE (CONT'D)
That's what it means! One of us is going to jail! Well, it's not going to be me!

George turns and heads for the door, kicking viciously at a waste basket on the floor as he goes. Uncle Billy remains sobbing at the table, his head in his arms.

WIPE TO:

INT. GEORGE'S LIVING ROOM - NIGHT

CLOSE SHOT

Janie (aged eight) is seated at the piano playing "Hark, the Herald Angels Sing," which she practices during the remainder of this scene. There is a Christmas tree all decorated near the fireplace. At a large table Mary is busy putting cellophane bows and decorations on gift packages. At a small table Pete (aged nine) is seated with pad and pencil in the throes of composition. On the floor Tommy (aged three) is playing with a toy vacuum cleaner. We hear the SOUND of a door open and close. Mary turns and sees George enter the hall, a slight powdering of snow on his head and shoulders.

INT. HALL - NIGHT

CLOSE SHOT

As George comes into the house.

MARY

Hello darling.

CHILDREN

Hello Daddy, hello daddy.

MARY

(indicating tree)

How do you like it?

George sneezes violently.

MARY AND CHILDREN

Bless you!

MARY

Did you bring the wreath?

PETE

Did you bring the Christmas wreath?

GEORGE

What? What wreath?

MARY

The Merry Christmas wreath for the window.

GEORGE

(gruffly)

No. I left it at the office.

MARY

Is it snowing?

GEORGE

Yeah, just started.

MARY

Where's your coat and hat?

GEORGE

Left them at the office.

Mary stares at him, aware that something unusual has happened.

MARY

What's the matter?

GEORGE

(bitterly)

Nothing's the matter. Everything's all right.

INT. LIVING ROOM - NIGHT

CLOSE SHOT

George slumps into an armchair and lifts Tommy onto his lap. Mary is helping Pete decorate the Christmas tree.

MARY

Go on, Pete, you're a big boy. you can put the star up. Way up at the top. That's it. Fill in that little bare spot right there. That's it.

(to George)

Isn't it wonderful about Harry? We're famous, George. I'll bet I had fifty calls today about the parade, the banquet. Your mother's so excited, she...

During this scene, George has been sitting in the chair, hugging Tommy to him, and crying quietly. Mary realizes that something is seriously wrong, and breaks off. Janie is thumping away at the piano.

GEORGE

Must she keep playing that?

JANIE

(hurt)

I have to practice for the party tonight, Daddy.

PETE

Mommy says we can stay up till midnight and sing Christmas carols.

TOMMY

Can you sing, Daddy?

MARY

(to George)

Better hurry and shave. The families will be here soon.

GEORGE

(rising from chair)

Families! I don't want the families over here!

Mary leads him out toward the kitchen.

MARY

Come on out in the kitchen with me while I finish dinner.

They exit with Tommy hanging onto George's coat-tails, and pulling at him. CAMERA PANS WITH them.

TOMMY

Excuse me... excuse me...

INT. HALL - NIGHT

CLOSE SHOT

As they go toward kitchen.

MARY

Have a hectic day?

GEORGE

(bitterly)

Oh, yeah, another big red letter day for the Baileys.

PETE

Daddy, the Browns next door have a new car. You should see it.

GEORGE

(turns on him)

Well, what's the matter with our car? Isn't it good enough for you?

PETE

Yes, Daddy.

TOMMY

(tugging at coat)

Excuse me, excuse me...

INT. KITCHEN - NIGHT

CLOSE SHOT

They come through the door.

GEORGE

(annoyed)

Excuse you for what?

TOMMY

I burped!

MARY

All right, darling, you're excused. Now go upstairs and see what little Zuzu wants.

Tommy leaves, and Mary turns to the stove.

GEORGE

Zuzu! What's the matter with Zuzu?

MARY

Oh, she's got a cold. She's in bed. Caught it coming home from school. They gave her a flower for a prize and she didn't want to crush it so she didn't button up her coat.

GEORGE

What is it, a sore throat or what?

MARY

Just a cold. The doctor says it's nothing serious.

GEORGE

The doctor? Was the doctor here?

MARY

Yes, I called him right away. He says it's nothing to worry about.

GEORGE

Is she running a temperature? What is it?

MARY

Just a teensie one - ninety-nine, six. She'll be all right.

George paces about the kitchen, worried.

GEORGE

Gosh, it's this old house. I don't know why we don't all have pneumonia. This drafty old barn! Might as well be living in a refrigerator. Why did we have to live here in the first place and stay around this measly, crummy old town?

MARY

(worried)

George, what's wrong?

GEORGE

Wrong? Everything's wrong! You call this a happy family? Why did we have to have all these kids?

PETE

(coming in)

Dad, how do you spell "frankincense"?

GEORGE

(shouts)

I don't know. Ask your mother.

George goes toward doorway.

MARY

Where're you going?

GEORGE

Going up to see Zuzu.

We hear his footsteps as he leaves. Mary looks after him, puzzled and concerned, then comes over to Pete.

PETE

He told me to write a play for tonight.

MARY

F-R-A-N-K-I-N...

INT. HALL - NIGHT

MEDIUM CLOSE SHOT - GEORGE STARTS UP THE STAIRS

The knob on the banister comes off in his hand, and for a moment he has an impulse to hurl it into the living room. Then, he replaces the knob, and goes on up the stairs.

INT. ZUZU'S BEDROOM - NIGHT

FULL SHOT

The SOUND of Janie at the piano can be heard, the same monotonous rhythm over and over. Zuzu (aged six) is sitting up in her bed, the lamp burning beside her. She is holding her prize flower. George tiptoes in. Then, as he sees she's awake, he comes over, sitting on the edge of her bed.

ZUZU

Hi, Daddy.

GEORGE

Well, what happened to you?

ZUZU

I won a flower.

She starts to get out of bed.

GEORGE

Wait now. Where do you think you're going?

ZUZU

Want to give my flower a drink.

GEORGE

All right, all right. Here, give Daddy the flower. I'll give it a drink.

She shakes her head and presses the flower to her. A few petals fall off. She picks them up.

ZUZU

Look, Daddy... paste it.

GEORGE

Yeah, all right. Now, I'll paste this together.

She hands him the fallen petals and the flower. He turns his back to Zuzu, pretending to be tinkering with the flower. He sticks the fallen petals in his watch pocket, rearranges the flower, and then turns back to Zuzu.

GEORGE

There it is, good as new.

ZUZU

Give the flower a drink.

George puts the flower in a glass of water on the table beside her bed.

GEORGE

Now, will you do something for me?

CLOSEUP - GEORGE AND ZUZU

They whisper.

ZUZU

What?

GEORGE

Will you try to get some sleep?

ZUZU

I'm not sleepy. I want to look at my flower.

GEORGE

I know - I know, but you just go to sleep, and then you can dream about it, and it'll be a whole garden.

ZUZU

It will?

GEORGE

Uh-huh.

She closes her eyes and relaxes on the bed. George pulls the covers over her. He bends down and his lips touch a tendril of the child's hair. Then he gets up and tiptoes out of the room.

INT. LIVING ROOM - NIGHT

CLOSE SHOT

Janie is still pounding with grim determination at the piano. Pete is seated at the table writing. Tommy is playing with his toy vacuum cleaner. The telephone rings.

JANIE AND PETE

Telephone.

INT. LIVING ROOM - NIGHT

CLOSE SHOT

Mary comes in and picks up the phone.

MARY

I'll get it.

(on phone)

Hello. Yes, this is Mrs. Bailey.

George enters shot, and stands listening to her.

MARY (CONT'D)

Oh, thank you, Mrs. Welch. I'm sure she'll be all right. The doctor says that she ought to be out of bed in time to have her Christmas dinner.

GEORGE

Is that Zuzu's teacher?

MARY

(hand over receiver)

Yes.

GEORGE

Let me speak to her.

He snatches the phone from Mary.

GEORGE (CONT'D)

(on phone)

Hello. Hello, Mrs. Welch? This is George Bailey. I'm Zuzu's father. Say, what kind of a teacher are you anyway? What do you mean sending her home like that, half-naked? Do you realize she'll probably end up with pneumonia on account of you?

MARY

(shocked)

George!

She puts a restraining hand on his arm. He shakes it off. She cannot know that George's tirade against Mrs. Welch is really a

tirade against the world, against life itself, against God. Over the phone we hear Mrs. Welch's voice sputtering with protest.

GEORGE

Is this the sort of thing we pay taxes for
- to have teachers like you? Silly,
stupid, careless people who send our kids
home without any clothes on? You know,
maybe my kids aren't the best-dressed
kids; maybe they don't have any decent
clothes...

Mary succeeds in wresting the phone from George's hand.

GEORGE (CONT'D)

Aw, that stupid...

Mary speaks quickly in to the phone.

MARY

Hello, Mrs. Welch. I want to apologize...
hello... hello...
(to George)
She's hung up.

GEORGE

(savagely)
I'll hang her up!

But the telephone is suddenly alive with a powerful male voice calling:

MR. WELCH'S VOICE

Now, who do you think you are?

George hears this and grabs the receiver from Mary.

GEORGE

(to Mary)
Wait a minute.
(on phone)
Hello? Who is this? Oh, Mr. Welch? Okay,
that's fine, Mr. Welch. Gives me a chance
to tell you what I really think of your
wife.

Mary once more tries to take the phone from him.

MARY

George...

GEORGE

(raving at her)
Will you get out and let me handle this?
(into phone - shouting)
Hello? Hello? What? Oh, you will, huh?
Okay, Mr. Welch, any time you think you're
man enough... Hello? Any...

But before he can think of an insult to top Welch's, we hear a click on the phone.

GEORGE

Oh...

He hangs up the receiver, and turns toward the living room. His face is flushed and wet.

PETE

Daddy, how do you spell "Hallelujah"?

GEORGE

(shouts)

How should I know? What do you think I am, a dictionary?

He yells at Tommy, noisily playing with his vacuum cleaner.

GEORGE (CONT'D)

Tommy, stop that! Stop it!

Janie is still practicing at the piano, monotonously.

GEORGE (CONT'D)

(savagely)

Janie, haven't you learned that silly tune yet? You've played it over and over again. Now stop it! Stop it!

INT. LIVING ROOM - NIGHT

CLOSE SHOT

The room has suddenly become ominously quiet, the only SOUND being George's labored breathing. George goes over to a corner of the room where his workshop is set up - a drawing table, several models of modern buildings, bridges, etc. Savagely he kicks over the models, picks up some books and hurls them into the corner. Mary and the children watch, horrified. George looks around and sees them staring at him as if he were some unknown wild animal. The three children are crying.

GEORGE

(gasping for breath)

I'm sorry, Mary, Janie. I'm sorry. I didn't mean... you go on and practice. Pete, I owe you an apology, too. I'm sorry. What do you want to know?

PETE

(holding back his tears)

Nothing, Daddy.

Mary and the children stare at him, stunned by his furious outburst. There is silence in the room.

GEORGE

What's the matter with everybody? Janie,
go on. I told you to practice.

(shouts)

Now, go on, play!

Janie breaks into sobs.

JANIE

Oh, Daddy...

MARY

(in an outburst)

George, why must you torture the children?

Why don't you...

The sight of Mary and the children suffering is too much for
George.

GEORGE

Mary...

He looks around him, then quickly goes out the front door of the
house. Mary goes to the phone, picks it up.

MARY

Bedford, two-four-seven, please.

PETE

Is Daddy in trouble?

JANIE

Shall I pray for him?

MARY

Yes, Janie, pray very hard.

TOMMY

Me, too?

MARY

You too, Tommy.

(on phone)

Hello, Uncle Billy?

WIPE TO:

INT. POTTER'S OFFICE IN BANK - NIGHT - 8:00 P.M.

MEDIUM CLOSEUP

Potter is seated at his desk, his goon beside him. He is signing
some papers. George is seated in a chair before the desk, without
a hat or coat, covered lightly with snow.

GEORGE

I'm in trouble, Mr. Potter. I need help. Through some sort of an accident my company's short in their accounts. The bank examiner's up there today. I've got to raise eight thousand dollars immediately.

POTTER

(casually)

Oh, so that's what the reporters wanted to talk to you about?

GEORGE

(incredulous)

The reporters?

POTTER

Yes. They called me up from your Building and Loan. Oh, there's a man over there from the D.A.'s office, too. He's looking for you.

GEORGE

(desperate)

Please help me, Mr. Potter. Help me, won't you please? Can't you see what it means to my family? I'll pay you any sort of a bonus on the loan... any interest. If you still want the Building and Loan, why I...

POTTER

(interrupting)

George, could it possibly be there's a slight discrepancy in the books?

GEORGE

No, sir. There's nothing wrong with the books. I've just misplaced eight thousand dollars. I can't find it anywhere.

POTTER

(looking up)

You misplaced eight thousand dollars?

GEORGE

Yes, sir.

POTTER

Have you notified the police?

GEORGE

No, sir. I didn't want the publicity. Harry's homecoming tomorrow...

POTTER

(snorts)

They're going to believe that one. What've you been doing, George? Playing the market with the company's money?

GEORGE

No, sir. No, sir. I haven't.

POTTER

What is it - a woman, then? You know, it's all over town that you've been giving money to Violet Bick.

GEORGE

(incredulous)

What?

POTTER

Not that it makes any difference to me, but why did you come to me? Why don't you go to Sam Wainwright and ask him for the money?

GEORGE

I can't get hold of him. He's in Europe.

POTTER

Well, what about all your other friends?

GEORGE

They don't have that kind of money, Mr. Potter. You know that. You're the only one in town that can help me.

POTTER

I see. I've suddenly become quite important. What kind of security would I have, George? Have you got any stocks?

GEORGE

(shaking his head)

No, sir.

POTTER

Bonds? Real estate? Collateral of any kind?

GEORGE

(pulls out policy)

I have some life insurance, a fifteen thousand dollar policy.

POTTER

Yes... how much is your equity in it?

GEORGE

Five hundred dollars.

POTTER
(sarcastically)

Look at you. You used to be so cocky! You were going to go out and conquer the world! You once called me a warped, frustrated old man. What are you but a warped, frustrated young man? A miserable little clerk crawling in here on your hands and knees and begging for help. No securities - no stocks - no bonds - nothing but a miserable little five hundred dollar equity in a life insurance policy. You're worth more dead than alive. Why don't you go to the riff-raff you love so much and ask them to let you have eight thousand dollar? You know why? Because they'd run you out of town on a rail...But I'll tell you what I'm going to do for you, George. Since the state examiner is still here, as a stockholder of the Building and Loan, I'm going to swear out a warrant for your arrest. Misappropriation of funds - manipulation - malfeasance...

George turns and starts out of the office as Potter picks up the phone and dials.

POTTER (CONT'D)
All right, George, go ahead. You can't hide in a little town like this.

George is out of the door by now.

CAMERA MOVES CLOSER to Potter.

POTTER (CONT'D)
(on phone)
Bill? This is Potter.

EXT. MAIN STREET BEDFORD FALLS - NIGHT

MEDIUM CLOSE SHOT

George comes out of the bank into the falling snow. He crosses the street, tugs at the door of his old car, finally steps over the door, and drives off.

EXT. MARTINI'S BAR - NIGHT

MEDIUM CLOSE SHOT

An attractive little roadside tavern, with the name "Martini's" in neon lights on the front wall.

INT. MARTINI'S BAR - NIGHT

CLOSE SHOT

The place is an Italian restaurant with bar. The bottles sparkle. There are Christmas greens and holly decorating the place. It has a warm, welcoming spirit, like Martini himself, who is welcoming new arrivals. The booths and the checkered-cloth-covered tables are full. There is an air of festivity and friendliness, and more like a party than a public drinking place. George is seated at the bar - he has had a great deal to drink, far more than he's accustomed to.

MARTINI'S VOICE
(greeting new
customers)

Merry Christmas. Glad you came.

MAN'S VOICE
How about some of that good spaghetti?

MARTINI'S VOICE
We got everything.

During this, CAMERA MOVES CLOSER to George. Nick, the bartender, is watching him solicitously. Seated on the other side of George is a burly individual, drinking a glass of beer. George is mumbling:

GEORGE
God... God... Dear Father in Heaven, I'm
not a praying man, but if you're up there
and you can hear me, show me the way. I'm
at the end of my rope. Show me the way,
God.

NICK
(friendly)
Are you all right, George? Want someone to
take you home?

George shakes his head. Martini comes over to his side.

MARTINI
(worried)
Why you drink so much, my friend? Please
go home, Mr. Bailey. This is Christmas
Eve.

The ugly man next to George, who has been listening, reacts sharply to the name "Bailey."

MAN
Bailey? Which Bailey?

NICK
This is Mr. George Bailey.

Without any warning, the burly man throws a vicious punch at George, who goes down and out. Martini, Nick and several others rush to pick him up.

MAN

(to George)

And the next time you talk to my wife like that you'll get worse. She cried for an hour. It isn't enough she slaves teaching your stupid kids how to read and write, and you have to bawl her out...

MARTINI

(furious)

You get out of here, Mr. Welch!

Mr. Welch reaches in his pocket for money.

WELCH

Now wait... I want to pay for my drink.

MARTINI

Never mind the money. You get out of here quick.

WELCH

All right.

MARTINI

You hit my best friend. Get out!

Nick and Martini shove Welch out the door, then run back to help George to his feet. George's mouth is cut and bleeding.

NICK

You all right, George?

GEORGE

(stunned)

Who was that?

MARTINI

He's gone. Don't worry. His name is Welch. He don't come in to my place no more.

GEORGE

Oh - Welch. That's what I get for praying.

MARTINI

The last time he come in here. You hear that, Nick?

NICK

Yes, you bet.

GEORGE
Where's my insurance policy?
(finds it in pocket)
Oh, here...

He starts for the door.

MARTINI
Oh, no, Please, don't go out this way, Mr.
Bailey.

GEORGE
I'm all right.

Nick and Martini try to stop him, but he shrugs them off.

MARTINI
Oh, no - you don't feel so good.

GEORGE
I'm all right.

MARTINI
Please don't go away - please!

George opens the door and exits to the street.

WIPE TO:

EXT. RESIDENTIAL STREET - NIGHT

MEDIUM SHOT

George's car comes along the empty street, through the falling snow, suddenly swerves and crashes into a tree near the sidewalk of a house. George gets out to look at the damage, and savagely kicks at the open door of the car, trying to shut it. The noise brings the owner of the house running out.

OWNER
What do you think you're doing?

CLOSE SHOT

George stands unsteadily near the car, shaken by the accident. The front lights are broken and the fender is ripped. George stands dully looking at the damage. The owner comes up, looking at his tree. He leans over to examine the damages.

OWNER
(with indignation)
Now look what you did. My great-grandfather planted this tree.

George staggers off down the street, paying no attention to the man.

OWNER (CONT'D)

Hey, you... Hey, you! Come back here, you
drunken fool! Get this car out of here!

EXT. BRIDGE OVER RIVER - NIGHT

MEDIUM LONG SHOT

George is crossing the approach to the bridge when a truck swings
around the corner and nearly hits him.

DRIVER

Hey, what's the matter with you? Look
where you're going!

The truck turns onto the bridge, and George takes a narrow catwalk
at the railing.

CLOSE SHOT

George has stopped by the railing at the center of the bridge. The
snow is now falling hard.

EXT. RIVER - NIGHT

MEDIUM CLOSE SHOT

CAMERA SHOOTING DOWN from George's angle TO the water, dotted with
floating ice, passing under the bridge.

EXT. BRIDGE AT RAILING - NIGHT

CLOSEUP - GEORGE

He stares down at the water, desperate, trying to make up his mind
to act. He leans over looking at the water, fascinated, glances
furtively around him, hunches himself as though about to jump.

MEDIUM CLOSE SHOT

From above George a body hurtles past and lands in the water with
a loud splash. George looks down, horrified.

VOICE

(from river)

Help! Help!

George quickly takes off his coat and dives over the railing into
the water.

CLOSER ANGLE

George comes up, sees the man flailing about in the water, and
CAMERA PANS WITH him as he swims toward the man.

MAN

Help! Help! Help!

EXT. TOLL HOUSE ON BRIDGE - NIGHT

CLOSE SHOT

The toll house keeper, hearing the cries for help, comes running
out on the bridge with a flashlight, which he shines on the two
figures struggling in the water below.

EXT. RIVER - NIGHT

CLOSE SHOT

The man in the water is Clarence, the angel whose voice we have
heard speaking from Heaven. George reaches him, grabs hold of him,
and starts swimming for shore.

WIPE TO:

INT. TOLL HOUSE ON BRIDGE - NIGHT

MEDIUM SHOT - GEORGE, CLARENCE, AND THE TOLLKEEPER

George is seated before a wood-burning stove before which his
clothes are drying on a line. He is in his long winter underwear.
He is sipping a mug of hot coffee, staring at the stove, cold,
gloomy and drunk, ignoring Clarence and the tollkeeper,
preoccupied by his near suicide and his unsolved problems.
Clarence is standing on the other side of the stove, putting on
his undershirt. This is a ludicrous seventeenth century garment
which looks like a baby's night shirt - with embroidered cuffs and
collar, and gathered at the neck with a drawstring. It falls below
his knees.

The tollkeeper is seated against the wall eyeing them
suspiciously. Throughout the scene he attempts to spit, but each
time is stopped by some amazing thing Clarence does or says.
Clarence becomes aware that his garment is amazing the tollkeeper.

CLARENCE

I didn't have time to get some stylish
underwear. My wife gave me this on my last
birthday. I passed away in it.

The tollkeeper, about to spit, is stopped in the middle of it by
this remark. Clarence, secretly trying to get George's attention,
now picks up a copy of "Tom Sawyer" which is hanging on the line,
drying. He shakes the book.

CLARENCE (CONT'D)

Oh, Tom Sawyer's drying out, too. You should read the new book Mark Twain's writing now.

The tollkeeper stares at him incredulously.

TOLLKEEPER

How'd you happen to fall in?

CLARENCE

I didn't fall in. I jumped in to save George.

George looks up, surprised.

GEORGE

You what? To save me?

CLARENCE

Well, I did, didn't I? You didn't go through with it, did you?

GEORGE

Go through with what?

CLARENCE

Suicide.

George and the tollkeeper react to this.

TOLLKEEPER

It's against the law to commit suicide around here.

CLARENCE

Yeah, it's against the law where I come from, too.

TOLLKEEPER

Where do you come from?

He leans forward to spit, but is stopped by Clarence's next statement.

CLARENCE

Heaven.

(to George)

I had to act quickly; that's why I jumped in. I knew if I were drowning you'd try to save me. And you see, you did, and that's how I saved you.

The tollkeeper becomes increasingly nervous. George casually looks at the strange smiling little man a second time.

GEORGE
(offhand)
Very funny.

CLARENCE
Your lip's bleeding, George.

George's hand goes to his mouth.

GEORGE
Yeah, I got a bust in the jaw in answer to
a prayer a little bit ago.

CLARENCE
(comes around to
George)
Oh, no - no - no. I'm the answer to your
prayer. That's why I was sent down here.

GEORGE
(casually interested)
How do you know my name?

CLARENCE
Oh, I know all about you. I've watched you
grow up from a little boy.

GEORGE
What are you, a mind reader or something?

CLARENCE
Oh, no.

GEORGE
Well, who are you, then?

CLARENCE
Clarence Odbody, A-S-2.

GEORGE
Odbody... A-S-2. What's that A-S-2?

CLARENCE
Angel, Second Class.

The tollkeeper's chair slips out from under him with a crash. He has been leaning against the wall on it, tipped back on two legs. Tollkeeper rises and makes his way warily out the door. From his expression he looks like he'll call the nearest cop.

CLARENCE (CONT'D)
(to tollkeeper)
Cheerio, my good man.

George rubs his head with his hand, to clear his mind.

GEORGE

Oh, brother. I wonder what Martini put in those drinks?

He looks up at Clarence standing beside him.

GEORGE (CONT'D)

Hey, what's with you? What did you say just a minute ago? Why'd you want to save me?

CLARENCE

That's what I was sent down for. I'm your guardian angel.

GEORGE

I wouldn't be a bit surprised.

CLARENCE

Ridiculous of you to think of killing yourself for money. Eight thousand dollars.

GEORGE

(bewildered)

Yeah... just things like that. Now how'd you know that?

CLARENCE

I told you - I'm your guardian angel. I know everything about you.

GEORGE

Well, you look about like the kind of an angel I'd get. Sort of a fallen angel, aren't you? What happened to your wings?

CLARENCE

I haven't won my wings yet. That's why I'm an angel Second Class.

GEORGE

I don't know whether I like it very much being seen around with an angel without any wings.

CLARENCE

Oh, I've got to earn them, and you'll help me, won't you?

GEORGE

(humoring him)

Sure, sure. How?

CLARENCE

By letting me help you.

GEORGE

Only one way you can help me. You don't happen to have eight thousand bucks on you?

CLARENCE

Oh, no, no. We don't use money in Heaven.

GEORGE

Oh, that's right, I keep forgetting. Comes in pretty handy down here, bub.

CLARENCE

Oh, tut, tut, tut.

GEORGE

I found it out a little late. I'm worth more dead than alive.

CLARENCE

Now look, you mustn't talk like that. I won't get my wings with that attitude. You just don't know all that you've done. If it hadn't been for you...

GEORGE

(interrupts)

Yeah, if it hadn't been for me, everybody'd be a lot better off. My wife, and my kids and my friends.

(annoyed with Clarence)

Look, little fellow, go off and haunt somebody else, will you?

CLARENCE

No, you don't understand. I've got my job...

GEORGE

(savagely)

Aw, shut up, will you.

Clarence is not getting far with George. He glances up, paces across the room, thoughtfully.

CLARENCE

(to himself)

Hmmm, this isn't going to be so easy.

(to George)

So you still think killing yourself would make everyone feel happier, eh?

GEORGE

(dejectedly)

Oh, I don't know. I guess you're right. I suppose it would have been better if I'd never been born at all.

CLARENCE

What'd you say?

GEORGE

I said I wish I'd never been born.

CLARENCE

Oh, you mustn't say things like that.
You...

(gets an idea)

... wait a minute. Wait a minute. That's
an idea.

(glances up toward Heaven)

What do you think? Yeah, that'll do it.
All right.

(to George)

You've got your wish. You've never been
born.

As Clarence speaks this line, the snow stops falling outside the building, a strong wind springs up which blows open the door to the shack. Clarence runs to close the door.

CLARENCE (CONT'D)

(looking upward)

You don't have to make all that fuss about
it.

As Clarence speaks, George cocks his head curiously, favoring his deaf ear, more interested in his hearing than in what Clarence has said.

GEORGE

What did you say?

CLARENCE

You've never been born. You don't exist.
You haven't a care in the world.

George feels his ear as Clarence talks.

CLARENCE (CONT'D)

No worries - no obligations - no eight
thousand dollars to get - no Potter
looking for you with the Sheriff.

CLOSEUP - GEORGE AND CLARENCE

George indicates his bad ear.

GEORGE

Say something else in that ear.

CLARENCE

(bending down)

Sure. You can hear out of it.

GEORGE

Well, that's the doggonedest thing... I haven't heard anything out of that ear since I was a kid. Must have been that jump in the cold water.

CLARENCE

Your lip's stopped bleeding, too, George.

George feels his lip, which shows no sign of the recent cut he received from Welch. He is now thoroughly confused.

GEORGE

What do you know about that... What's happened?

MEDIUM CLOSE SHOT

George looks around, as though to get his bearings.

GEORGE

It's stopped snowing out, hasn't it?
What's happened here?
(standing up)
Come on, soon as these clothes of ours are dry...

CLARENCE

Our clothes are dry.

George feels the clothes on the line.

GEORGE

What do you know about that? Stove's hotter than I thought. Now, come on, get your clothes on, and we'll stroll up to my car and get...

They start dressing. George interrupts himself.

GEORGE (CONT'D)

Oh, I'm sorry. I'll stroll. You fly.

CLARENCE

I can't fly. I haven't got any wings.

GEORGE

You haven't got your wings. Yeah, that's right.

WIPE TO:

EXT. STREET - NIGHT

MEDIUM SHOT

This is the same empty street where George's car swerved into the tree near the sidewalk. George and Clarence come into shot and up to the spot where George had left his car smashed against the tree. George looks around, but his car is nowhere to be seen, and the tree is undamaged.

CLARENCE

What's the matter?

GEORGE

(puzzled)

Well, this is where I left my car and it isn't here.

CLARENCE

You have no car.

GEORGE

Well, I had a car, and it was right here.
I guess somebody moved it.

CLOSE SHOT - AT CURB

The owner of the house passes with some Christmas packages under his arm.

OWNER

(politely)

Good evening.

GEORGE

Oh, say... Hey... where's my car?

OWNER

I beg your pardon?

GEORGE

My car, my car. I'm the fellow that owns the car that ran into your tree.

OWNER

What tree?

GEORGE

What do you mean, what tree? This tree.
Here, I ran into it. Cut a big gash in the side of it here.

The owner bends down to examine the trunk of the tree, then straightens up and smells George's breath. He backs away.

OWNER

You must mean two other trees. You had me worried. One of the oldest trees in Pottersville.

GEORGE

(blankly)

Pottersville? Why, you mean Bedford Falls.

OWNER

I mean Pottersville.

(sharply)

Don't you think I know where I live?

What's the matter with you?

The owner proceeds toward his house. George is completely bewildered.

GEORGE

Oh, I don't know. Either I'm off my nut, or he is...

(to Clarence)

... or you are!

CLARENCE

It isn't me!

GEORGE

Well, maybe I left the car up at Martini's. Well, come on, Gabriel.

He puts his arm around Clarence, and they start off up the road.

CLARENCE

(as they go)

Clarence!

GEORGE

Clarence! Clarence!

WIPE TO:

INT. NICK'S BAR - NIGHT

CLOSE SHOT

It is Martini's place, but almost unrecognizable. The cheerful Italian feeling is gone. It is now more of a hard-drinking joint, a honky-tonk. Same bar, tables have no covers. People are lower down and tougher. Nick the bartender is behind the bar. George and Clarence come in. George does not notice the difference, but Clarence is all eyes and beaming. They go up to the bar.

GEORGE

(as they come in)

That's all right. Go on in. Martini's a good friend of mine.

Two people leave the bar as they approach.

GEORGE (CONT'D)
There's a place to sit down. Sit down.

MEDIUM CLOSEUP

Nick is wiping off the bar as they sit down.

GEORGE (CONT'D)
Oh, hello, Nick. Hey, where's Martini?

NICK
You want a martini?

GEORGE
No, no, Martini. Your boss. Where is he?

NICK
(impatient)
Look, I'm the boss. You want a drink or don't you?

GEORGE
Okay - all right. Double bourbon, quick, huh?

NICK
Okay.
(to Clarence)
What's yours?

CLARENCE
I was just thinking...
(face puckers up with
delicious anticipation)
It's been so long since I...

NICK
(impatient)
Look, mister, I'm standing here waiting
for you to make up
your mind.

CLARENCE
(appreciatively)
That's a good man. I was just thinking of
a flaming rum punch. No, it's not cold
enough for that. Not nearly cold enough...
Wait a minute... wait a minute... I got
it. Mulled wine, heavy on the cinnamon and
light on the cloves. Off with you, me lad,
and be lively!

NICK

Hey, look mister, we serve hard drinks in here for men who want to get drunk fast. And we don't need any characters around to give the joint atmosphere. Is that clear? Or do I have to slip you my left for a convincer?

As he says this, Nick leans over the counter and puts his left fist nearly in Clarence's eye. Clarence is puzzled by this conduct.

CLARENCE

(to George)

What's he talking about?

GEORGE

(soothingly)

Nick - Nick, just give him the same as mine. He's okay.

NICK

Okay.

Nick turns away to get the drinks.

GEORGE

What's the matter with him. I never saw Nick act like that before.

CLARENCE

You'll see a lot of strange things from now on.

GEORGE

Oh, yeah. Hey, little fellow - you worry me. You got someplace to sleep?

CLARENCE

No.

GEORGE

You don't huh? Well, you got any money?

Nick is listening suspiciously to this conversation.

CLARENCE

No.

GEORGE

No wonder you jumped in the river.

CLARENCE

I jumped in the river to save you so I could get my wings.

Nick stops pouring the drinks, bottle poised in his hand.

GEORGE

Oh, that's right.

A cash register bell rings off stage. Clarence reacts to the SOUND of the bell.

CLARENCE

Oh-oh. Somebody's just made it.

GEORGE

Made what?

CLARENCE

Every time you hear a bell ring, it means that some angel's just got his wings.

George glances up at Nick.

GEORGE

Look, I think maybe you better not mention getting your wings around here.

CLARENCE

Why? Don't they believe in angels?

GEORGE

(looking at Nick)

A... Yeah, but... you know...

CLARENCE

Then why should they be surprised when they see one?

GEORGE

(to Nick)

He never grew up. He's...

(to Clarence)

How old are you, anyway, Clarence?

CLARENCE

Two hundred and ninety-three...

(thinks)

... next May.

Nick slams the bottle down on the counter.

NICK

That does it! Out you two pixies go, through the door or out the window!

GEORGE

Look, Nick. What's wrong?

NICK

(angrily)

And that's another thing. Where do you come off calling me Nick?

GEORGE

Well, Nick, that's your name, isn't it?

NICK

What's that got to do with it? I don't know you from Adam's off ox.

(sees someone come in)

Hey, you! Rummy! Come here! Come here!

CLOSE SHOT

A small wreck of a man, with weak, watery eyes. Obviously a broken-down panhandler, his hat in his hand.

CLOSEUP - GEORGE

He can hardly believe his eyes. It is Gower the druggist.

BACK TO SHOT - NICK AT THE BAR

NICK

(to Gower)

Didn't I tell you never to come panhandling around here?

Nick picks up a seltzer bottle, and squirts Gower in the face with it. The crowd laugh brutally. Gower smiles weakly as the soda runs off his face.

CLOSE SHOT

George, horrified, leaps up and goes over to Gower.

GEORGE

Mr. Gower! Mr. Gower! This is George Bailey! Don't you know me?

GOWER

No. No.

NICK

(to his bouncers)

Throw him out. Throw him out.

The bouncers throw Gower out the front door. George rushes back to the bar.

GEORGE

(bewildered)

Hey, what is... Hey, Nick, Nick... Isn't that Mr. Gower, the druggist?

NICK

You know, that's another reason for me not to like you. That rumhead spent twenty years in jail for poisoning a kid. If you know him, you must be a jailbird yourself.
(to his bouncers)

Would you show these gentlemen to the door.

BOUNCER

Sure. This way, gentlemen.

EXT. NICK'S BAR - NIGHT

CLOSE SHOT

George and Clarence come flying through the door and land in the snow.

INT. NICK'S BAR - NIGHT

CLOSE SHOT

Nick at the cash register, busily ringing the bell.

NICK

Hey! Get me! I'm giving out wings!

EXT. NICK'S BAR - NIGHT

CLOSE SHOT

George and Clarence lying in the snow. George has a strange, puzzled look on his face. They remain for a moment as they landed, looking at each other.

CLARENCE

You see, George, you were not there to stop Gower from putting that poison into the...

GEORGE

What do you mean, I wasn't there? I remember distinctly...

George catches a glimpse of the front of the building with the neon sign over the door. It now reads "NICK'S PLACE" instead of "MARTINI'S."

George and Clarence get to their feet.

GEORGE

(exasperated)

What the... hey, what's going on around here? Why, this ought to be Martini's place.

He points to the sign, and looks at Clarence. Clarence sort of hangs his head. George fixes him with a very interested look.

GEORGE (CONT'D)

Look, who are you?

CLARENCE

(patiently)

I told you, George. I'm your guardian angel.

George, still looking at him, goes up to him and pokes his arm. It's flesh.

GEORGE

Yeah, yeah, I know. You told me that. What else are you? What... are you a hypnotist?

CLARENCE

No, of course not.

GEORGE

Well then, why am I seeing all these strange things?

CLARENCE

Don't you understand, George? It's because you were not born.

GEORGE

Then if I wasn't born, who am I?

CLARENCE

You're nobody. You have no identity.

George rapidly searches his pockets for identification, but without success.

GEORGE

What do you mean, no identity? My name's George Bailey.

CLARENCE

There is no George Bailey. You have no papers, no cards, no driver's license, no 4-F card, no insurance policy...

(he says these things
as George searches for
them)

George looks in his watch pocket.

CLARENCE (CONT'D)

They're not there, either.

GEORGE

What?

CLARENCE

Zuzu's petals.

George feverishly continues to turn his pockets inside out.

CLARENCE (CONT'D)

You've been given a great gift, George. A chance to see what the world would be like without you.

George is completely befuddled.

GEORGE

(shaking his head)

Now wait a minute, here. Wait a minute here. As, this is some sort of a funny dream I'm having here. So long, mister, I'm going home.

He starts off. Clarence rises.

CLARENCE

Home? What home?

GEORGE

(furious)

Now shut up! Cut it out! You're... you're... you're crazy! That's what I think... you're screwy, and you're driving me crazy, too! I'm seeing things. I'm going home and see my wife and family. Do you understand that? And I'm going home alone!

George strides off hurriedly. Clarence slowly follows him, glancing up toward Heaven as he goes.

CLARENCE

How'm I doing, Joseph. Thanks.

(pause)

No, I didn't have a drink!

WIPE TO:

EXT. STREET - NIGHT

MEDIUM SHOT - GEORGE MOVES INTO THE SCENE

The sign bearing the name of the town reads: "Pottersville." George looks at it in surprise, then starts up the street toward the main part of town. As he goes, CAMERA MOVES WITH him. The

character of the place has completely changed. Where before it was a quiet, orderly small town, it has now become in nature like a frontier village. We see a SERIES OF SHOTS of night clubs, cafes, bars, liquor stores, pool halls and the like, with blaring jazz MUSIC issuing from the majority of them. The motion picture theatre has become a burlesque house. Gower's drugstore is now a pawnbroker's establishment, and so on.

CLOSE SHOT

George stops before what used to be the offices of the Building and Loan. There is a garish electric sign over the entrance reading: "Welcome Jitterbugs." A crowd of people are watching the police, who are raiding the place, and dragging out a number of screaming women, whom they throw into a patrol wagon. George talks to one of the cops:

GEORGE

Hey... hey. Where did the Building and Loan move to?

COP

The Building and what?

GEORGE

The Bailey Building and Loan. It was up there.

COP

They went out of business years ago.

MEDIUM CLOSEUP

George sees the struggling figure of Violet Bick, arrayed as a tart, being dragged into the patrol wagon.

GEORGE

Hey, Violet!

(to the cop)

Hey, listen - that's Violet Bick!

COP

I know. I know.

GEORGE

I know that girl!

The cop shoves George to one side. He looks around and sees Ernie's taxi cruising slowly by.

GEORGE (CONT'D)

Hey, Ernie - Ernie!

EXT. STREET - NIGHT

CLOSE SHOT

Ernie stops the cab, and George enters it.

GEORGE

Ernie, take me home. I'm off my nut!

ERNIE

(a much harder Ernie)

Where do you live?

GEORGE

Aw, now, doggone it, Ernie, don't you start pulling that stuff. You know where I live. Three-twenty Sycamore. Now hurry up.

ERNIE

Okay. Three-twenty Sycamore?...

GEORGE

Yeah - yeah - hurry up. Zuzu's sick.

ERNIE

All right.

He pulls down the flag on the meter and starts the cab.

INT. CAB - NIGHT

MEDIUM CLOSEUP - GEORGE AND ERNIE

Ernie is puzzled by the stranger.

GEORGE

Look here, Ernie, straighten me out here. I've got some bad liquor or something. Listen to me now. Now, you are Ernie Bishop, and you live in Bailey Park with your wife and kid? That's right, isn't it?

ERNIE

(suspiciously)

You seen my wife?

GEORGE

(exasperated)

Seen your wife? I've been to your house a hundred times.

ERNIE

Look, bud, what's the idea? I live in a shack in Potter's Field and my wife ran away three years ago and took the kid... And I ain't never seen you before in my life.

GEORGE

Okay. Just step on it. Just get me home.

Ernie turns to driving, but he's worried about his passenger. As he passes the burlesque house he sees Bert the cop standing beside his police car. Attracting his attention, he motions to Bert to follow him, indicating he has a nut in the back. Bert gets into his car and follows.

WIPE TO:

EXT. GEORGE'S HOUSE - NIGHT

MEDIUM LONG SHOT

The taxi pulls up to the curb and stops.

MEDIUM CLOSE SHOT

The cab is parked. George gets out and looks at the house.

ERNIE

Is this the place?

GEORGE

Of course it's the place.

ERNIE

Well, this house ain't been lived in for twenty years.

EXT. HOUSE - NIGHT

MEDIUM SHOT

George is stopped momentarily by the appearance of the house. Windows are broken, the porch sags, one section of the roof has fallen, doors and shutters hang askew on their hinges. Like a doomed man, George approaches the house.

EXT. CAB - NIGHT

MEDIUM CLOSE SHOT

The police car has pulled up beside the cab, and Bert and Ernie stand watching George's actions.

BERT

What's up, Ernie?

ERNIE

I don't know, but we better keep an eye on this guy. He's bats.

Ernie switches on the spotlight on his cab, and turns the beam toward the old house.

INT. HALLWAY GEORGE'S HOUSE - NIGHT

CLOSE SHOT

The interior of the house is lit up here and there, ghostlike, by Ernie's spotlight. No furniture, cobwebs, wallpaper hanging and swinging - stairs are broken and collapsed. In a voice that sounds like a cry for help, George yells out:

GEORGE

Mary! Mary! Tommy! Pete! Janie! Zuzu!
Where are you?

Clarence suddenly appears leaning against a wall.

CLARENCE

They're not here, George. You have no children.

GEORGE

(ignoring him)
Where are you?
(then, to Clarence)
What have you done with them?

INT. DOORWAY - NIGHT

CLOSE SHOT

Bert is standing in the entrance, with his gun in his hand. Ernie is a few feet behind him, ready to run.

BERT

All right, put up your hands. No fast moves. Come on out here, both of you.

GEORGE

Bert! Thank heaven you're here!

He rushes toward Bert.

BERT

Stand back.

GEORGE

Bert, what's happened to this house?
Where's Mary? Where's my kids?

ERNIE

(warningly)
Watch him, Bert.

BERT

Come on, come on.

GEORGE

(bewildered)

Bert - Ernie! What's the matter with you two guys? You were here on my wedding night. You, both of you, stood out here on the porch and sung to us, don't you remember?

ERNIE

(nervously)

Think I'd better be going.

BERT

Look, now why don't you be a good kid and we'll take you in to a doctor. Everything's going to be all right.

Bert tries to lead George away by the arm, but George struggles with him, trying to explain.

GEORGE

Bert, now listen to me. Ernie, will you take me over to my mother's house? Bert, listen!

(gesturing to Clarence)

It's that fellow there - he says he's an angel - he's tried to hypnotize me.

BERT

I hate to do this, fella.

Bert raises his gun to hit George on the head. As he does so, Clarence darts in and fixes his teeth in Bert's wrist, forcing him to let George go.

CLARENCE

Run... George! Run, George!

George dashes out of the house and down the street, as Bert grapples with Clarence, and they fall to the ground, wrestling. We see Bert kneeling, trying to put handcuffs on Clarence.

CLARENCE (CONT'D)

Help! Joseph, help!

BERT

Oh, shut up!

CLARENCE

Help, oh Joseph, help! Joseph!

Suddenly Clarence disappears from under Bert's hands. Bert gets up, amazed by his vanishing.

BERT

Where'd he go? Where'd he go? I had him
right here.

Ernie's hair is now standing on end with fright.

ERNIE

(stammering)

I need a drink

He runs out of the scene.

BERT

Well, which way'd they go? Help me find
'em.

EXT. BAILEY HOME - NIGHT

MEDIUM SHOT

George runs up the path to the front door of the house and raps on the door. He rings the bell and taps on the glass, when his attention is caught by a sign on the wall reading: "Ma Bailey's Boarding House."

MEDIUM CLOSEUP - GEORGE AT THE DOOR

The door opens and a woman appears. It is Mrs. Bailey, but she has changed amazingly. Her face is harsh and tired. In her eyes, once kindly and understanding, there is now cold suspicion. She gives no sign that she knows him.

MA BAILEY

Well?

GEORGE

Mother...

MA BAILEY

Mother? What do you want?

It is a cruel blow to George.

GEORGE

Mother, this is George. I thought sure
you'd remember me.

MA BAILEY

(coldly)

George who? If you're looking for a room
there's no vacancy.

She starts to close the door, but George stops her.

GEORGE

Oh, Mother, Mother, please help me.
Something terrible's happened to me. I
don't know what it is. Something's
happened to everybody. Please let me come
in. Keep me here until I get over it.

MA BAILEY

Get over what? I don't take in strangers
unless they're sent here by somebody I
know.

GEORGE

(desperate)

Well, I know everybody you know. Your
brother-in-law, Uncle Billy.

MA BAILEY

(suspiciously)

You know him?

GEORGE

Well, sure I do.

MA BAILEY

When'd you see him last?

GEORGE

Today, over at the house.

MA BAILEY

That's a lie. He's been in the insane
asylum ever since he lost his business.
And if you ask me, that's where you
belong.

She slams the door shut in George's face.

EXT. HOUSE - NIGHT

MEDIUM CLOSE SHOT

George stands a moment, stunned. Then he turns and runs out to the
sidewalk, until his face fills the screen. His features are
distorted by the emotional chaos within him. We see Clarence
leaning on the mail box at the curb, holding his volume of "Tom
Sawyer" in his hand.

CLARENCE

Strange, isn't it? Each man's life touches
so many other lives, and when he isn't
around he leaves an awful hole, doesn't
he?

GEORGE

(quietly, trying to use
logic)

I've heard of things like this. You've got me in some kind of a spell, or something. Well, I'm going to get out of it. I'll get out of it. I know how, too. I... the last man I talked to before all this stuff started happening to me was Martini.

CLARENCE

You know where he lives?

GEORGE

Sure I know where he lives. He lives in Bailey Park.

They walk out of scene.

WIPE TO:

EXT. CEMETERY - NIGHT

MEDIUM SHOT

George and Clarence approach the tree from which the "Bailey Park" sign once hung. Now it is just outside a cemetery, with graves where the houses used to be.

CLARENCE

Are you sure this is Bailey Park?

GEORGE

Oh, I'm not sure of anything anymore. All I know is this should be Bailey Park. But where are the houses?

The two walk into the cemetery.

CLARENCE

(as they go)

You weren't here to build them.

CLOSE MOVING SHOT

George wandering like a lost soul among the tombstones, Clarence trotting at his heels. Again George stops to stare with frightened eyes at:

CLOSE SHOT - A TOMBSTONE

Upon it is engraved a name, Harry Bailey. Feverishly George scrapes away the snow covering the rest of the inscription, and we read: "IN MEMORY OF OUR BELOVED SON - HARRY BAILEY - 1911-1919"

CLOSE SHOT - GEORGE AND CLARENCE

CLARENCE

Your brother, Harry Bailey, broke through the ice and was drowned at the age of nine.

George jumps up.

GEORGE

That's a lie! Harry Bailey went to war! He got the Congressional Medal of Honor! He saved the lives of every man on that transport.

CLARENCE

(sadly)

Every man on that transport died. Harry wasn't there to save them because you weren't there to save Harry. You see, George, you really had a wonderful life. Don't you see what a mistake it would be to throw it away?

CLOSEUP - GEORGE AND CLARENCE

GEORGE

Clarence...

CLARENCE

Yes, George?

GEORGE

Where's Mary?

CLARENCE

Oh, well, I can't...

GEORGE

I don't know how you know these things, but tell me - where is she?

George grabs Clarence by the coat collar and shakes him.

CLARENCE

I...

GEORGE

If you know where she is, tell me where my wife is.

CLARENCE

I'm not supposed to tell.

GEORGE

(becoming violent)

Please, Clarence, tell me where she is.

CLARENCE

You're not going to like it, George.

GEORGE

(shouting)

Where is she?

CLARENCE

She's an old maid. She never married.

GEORGE

(choking him)

Where's Mary? Where is she?

CLARENCE

She's...

GEORGE

Where is she?

CLARENCE

(in self-defense)

She's just about to close up the library!

George lets Clarence go, and runs off. Clarence falls to the ground, where he rubs his neck.

CLARENCE

(to himself)

There must be some easier way for me to get my wings.

WIPE TO:

EXT. LIBRARY - NIGHT

CLOSE SHOT

Mary comes out the door, then turns and locks it. We see George watching her from the sidewalk. Mary is very different - no buoyancy in her walk, none of Mary's abandon and love of life. Glasses, no make-up, lips compressed, elbows close to body. She looks flat and dried up, and extremely self-satisfied and efficient.

CLOSEUP

George, as he watches her.

CLOSE SHOT

George and Mary, on the sidewalk.

GEORGE

Mary!

She looks up, surprised, but, not recognizing him, continues on.

GEORGE (CONT'D)

Mary!

Mary starts to run away from him, and he follows, desperately.

GEORGE (CONT'D)

Mary! Mary!

He catches up to her, grabs her by the arms, and keeps a tight grip on her. She struggles to free herself.

GEORGE (CONT'D)

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

MARY

(struggling)

I don't know you! Let me go!

GEORGE

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

Mary breaks away from him, and dashes into the first door she comes to, the Blue Moon Bar.

INT. BLUE MOON - NIGHT

CLOSE SHOT

Small tables, booths, perhaps a counter. It is crowded. Many of the people are the same who were present during the run on the Building and Loan. Mary comes running in, screaming. The place goes into an uproar. George comes in, practically insane. Some of the men grab and hold on to him.

GEORGE

(shouting)

Mary...

(to men holding him)

Let me go! Mary, don't run away!

MAN

Somebody call the police!

ANOTHER MAN

Hit him with a bottle!

ANOTHER MAN

He needs a strait jacket!

MARY

(from back of room)

That man - stop him!

GEORGE
(recognizing some of
them)
Tom! Ed! Charlie! That's my wife!

Mary lets out a final scream, then faints into the arms of a couple of women at the bar.

GEORGE (CONT'D)
Mary!

MAN
Oh, no you don't!

GEORGE
(screaming)
Mary!

George can't fight through the men holding him. Desperately he thinks of Clarence, and heads for the door.

GEORGE (CONT'D)
Clarence! Clarence! Where are you?

EXT. SIDEWALK - NIGHT

CLOSE SHOT

Just as George breaks through the door, Bert arrives in his police car. He gets out and heads for the door, to run into George as he comes out.

BERT
Oh, it's you!

He grabs for George, who lets him have one square on the button, knocking him down, then continues running down the street yelling for Clarence. Bert gets up, takes out his gun and fires several shots after the fleeing figure.

BERT
(to crowd)
Stand back!

Bert gets into the police car, and, siren screaming, sets off in pursuit of George.

WIPE TO:

EXT. BRIDGE OVER RIVER - NIGHT

MEDIUM SHOT

The same part of the bridge where George was standing before Clarence jumped in. The wind is blowing as it has all through this

sequence. George comes running into shot. He is frantically looking for Clarence.

GEORGE

Clarence! Clarence! Help me, Clarence. Get me back. Get me back. I don't care what happens to me. Only get me back to my wife and kids. Help me, Clarence, please! Please! I want to live again!

CLOSEUP

George leaning on the bridge railing, praying.

GEORGE

I want to live again. I want to live again. Please, God, let me live again.

George sobs. Suddenly, toward the end of the above, the wind dies down. A soft, gentle snow begins to fall.

CLOSE SHOT - GEORGE SOBBING AT THE RAILING

The police car pulls up on the roadway behind him, and Bert comes into scene.

BERT

Hey, George! George! You all right?

George backs away and gets set to hit Bert again.

BERT (CONT'D)

Hey, what's the matter?

GEORGE

(warningly)

Now get out of here, Bert, or I'll hit you again! Get out!

BERT

What the Sam Hill you yelling for, George?

GEORGE

Don't... George?

George talks hopefully - George touches Bert unbelievably - George's mouth is bleeding again.

GEORGE (CONT'D)

Bert, do you know me?

BERT

Know you? Are you kiddin'? I've been looking all over town trying to find you. I saw your car piled into that tree down there, and I thought maybe... Hey, your mouth's bleeding; are you sure you're all right?

GEORGE

What did...

George touches his lips with his tongue, wipes his mouth with his hand, laughs happily. His rapture knows no bounds.

GEORGE (CONT'D)

(joyously)

My mouth's bleeding, Bert! My mouth's bleed...

(feeling in watch pocket)

Zuzu's petals! Zuzu's... they're... they're here, Bert! What do you know about that? Merry Christmas!

He practically embraces the astonished Bert, then runs at top speed toward town.

LONG SHOT

George runs away from camera yelling

GEORGE

Mary! Mary!

WIPE TO:

EXT. RESIDENTIAL STREET - NIGHT

CLOSE SHOT

George's wrecked car is smashed against the tree. He comes running into shot, sees the car, lets out a triumphant yell, pats the car, and dashes on.

EXT. MAIN STREET BEDFORD FALLS - NIGHT

CLOSE SHOT

George sees that the "POTTERSVILLE" sign is now replaced by the original "YOU ARE NOW IN BEDFORD FALLS" sign.

GEORGE

Hello, Bedford Falls!

He turns and runs through the falling snow up the main street of the town. As he runs, he notices that the town is back in its original appearance. He passes some late shoppers on the street

GEORGE (CONT'D)
Merry Christmas!

PEOPLE
(ad lib)
Merry Christmas! Merry Christmas, George!

EXT. THEATRE - NIGHT

PAN SHOT - As George runs by:

GEORGE
Merry Christmas, movie house!

EXT. BEDFORD FALLS EMPORIUM - NIGHT

PAN SHOT - as George runs by:

GEORGE
Merry Christmas, emporium!

EXT. BUILDING AND LOAN OFFICES - NIGHT

PAN SHOT - As George runs by:

GEORGE
Merry Christmas, you wonderful old
Building and Loan!

EXT. BANK - NIGHT

CLOSE SHOT

George notices a light in Potter's office window, and races across the street.

INT. POTTER'S OFFICE - NIGHT

CLOSE SHOT

Potter is seated working at his desk, his goon by his side. George pounds on the window.

GEORGE
(from outside)
Merry Christmas, Mr. Potter!

George runs off as Potter looks up from his work.

POTTER

Happy New Year to you - in jail! Go on home - they're waiting for you!

INT. GEORGE'S HOME - NIGHT

The lights are on. There is a fire in the fireplace. The Christmas tree is fully decorated with presents stacked around.

INT. ENTRANCE HALL - NIGHT

CLOSE SHOT

Carter, the bank examiner, a newspaper reporter and photographer, and a sheriff, are waiting in the hall for George. George comes dashing in the front door.

GEORGE
(excitedly)

Mary...

(sees the men)

Well, hello, Mr. Bank Examiner!

He grabs his hand and shakes it.

CARTER
(surprised)

Mr. Bailey, there's a deficit!

GEORGE
I know. Eight thousand dollars.

SHERIFF
(reaching into pocket)
George, I've got a little paper here.

GEORGE
(happily)
I'll bet it's a warrant for my arrest.
Isn't it wonderful? Merry Christmas!

The photographer sets off a flash bulb.

GEORGE
Reporters? Where's Mary?
(calling)
Mary!

George runs to the kitchen. He gets no answer. As he goes:

GEORGE (CONT'D)
Oh, look at this wonderful old drafty house! Mary! Mary!

He comes running back to the hall.

GEORGE (CONT'D)

Have you seen my wife?

CHILDREN'S VOICES

Merry Christmas, Daddy! Merry Christmas,
Daddy!

INT. STAIRS - NIGHT

MEDIUM SHOT

The three children are at the top of the stairs. They are in their pajamas.

GEORGE

Kids!

George starts to run up the stairs, and the old familiar knob on the banister comes off in his hand. He kisses it lovingly and puts it back, then continues up the stairs.

GEORGE (CONT'D)

Pete - kids - Janie - Tommy.
(takes them in his
arms)
I could eat you up!

INT. TOP OF STAIRS - NIGHT

CLOSE SHOT

George and the kids. He is hugging them.

GEORGE

Where's your mother?

JANIE

She went looking for you with Uncle Billy.

Zuzu comes running out of her bedroom. George crushes her to him.

ZUZU

Daddy!

GEORGE

Zuzu - Zuzu. My little gingersnap! How do
you feel?

ZUZU

Fine.

JANIE

And not a smitch of temperature.

GEORGE
(laughing)
Not a smitch of temp...

INT. HALL - NIGHT

CLOSE SHOT

As Mary comes through the door, breathless and excited. The four men are watching with open mouths.

GEORGE'S VOICE
Hallelujah!

MARY
(to the men)
Hello.
(sees George)
George! Darling!

INT. STAIRS - NIGHT

CLOSE SHOT

Mary races up the stairs, where George meets her in a fierce embrace.

GEORGE
Mary! Mary!

MARY
George, darling! Where have you been?

George and Mary embrace tearfully.

MARY
Oh, George, George, George.

GEORGE
Mary! Let me touch you! Oh, you're real!

MARY
Oh, George, George!

GEORGE
You have no idea what's happened to me.

MARY
You have no idea what happened...

He stops her with a kiss. She leads him excitedly down the stairs.

MARY (CONT'D)
Well, come on, George, come on downstairs quick. They're on their way.

GEORGE

All right.

INT. LIVING ROOM - NIGHT

CLOSE SHOT

Mary leads George, who is carrying a couple of the kids on his back, to a position in front of the Christmas tree.

MARY

Come on in here now. Now, you stand right over here, by the tree. Right there, and don't move, don't move. I hear 'em now, George, it's a miracle! It's a miracle!

She runs toward front door and flings it open. Ad lib SOUNDS of an excited crowd can be heard. Uncle Billy, face flushed, covered with snow, and carrying a clothes basket filled with money, bursts in. He is followed by Ernie, and about twenty more townspeople.

MARY

Come in, Uncle Billy! Everybody! In here!

Uncle Billy Mary and the crowd come into the living room. A table stands in front of George. George picks up Zuzu to protect her from the mob. Uncle Billy dumps the basketful of money out onto the table - the money overflows and falls all over.

UNCLE BILLY

Isn't it wonderful?

The rest of the crowd all greet George with greetings and smiles. Each one comes forward with money. In their pockets, in shoe boxes, in coffee pots. Money pours onto the table - pennies, dimes, quarters, dollar bills - small money, but lots of it. Mrs. Bailey and Mrs. Hatch push toward George. More people come in. The place becomes a bedlam. Shouts of "Gangway - gangway" as a new bunch comes in and pours out its money. Mary stands next to George, watching him. George stands there overcome and speechless as he holds Zuzu. As he sees the familiar faces, he gives them sick grins. Tears course down his face. His lips frame their names as he greets them.

UNCLE BILLY

(emotionally at the
breaking point)

Mary did it, George! Mary did it! She told a few people you were in trouble and they scattered all over town collecting money. They didn't ask any questions - just said: "If George is in trouble - count on me." You never saw anything like it.

Tom comes in, digging in his purse as he comes.

TOM

What is this, George? Another run on the bank?

Charlie adds his money to the pile.

CHARLIE

Here you are, George. Merry Christmas.

Ernie is trying to get some system into the chaos.

ERNIE

The line forms on the right.

Mr. Martini comes in bearing a mixing bowl overflowing with cash.

ERNIE

Mr. Martini! Merry Christmas! Step right up here.

Martini dumps his money on the table.

MARTINI

I busted the juke-box, too!

Mr. Gower enters with a large glass jar jammed full of notes.

ERNIE

Mr. Gower!

GOWER

(to George)

I made the rounds of my charge accounts.

Violet Bick arrives, and takes out the money George had given her for her trip to New York.

GEORGE

Violet Bick!

VIOLET

I'm not going to go, George. I changed my mind.

Annie, the colored maid, enters, digging money out of a long black stocking.

ANNIE

I've been saving this money for a divorce, if ever I get a husband.

Mr. Partridge, the high school principal, is the next donor.

PARTRIDGE

There you are, George. I got the faculty
all up out of bed.

(hands his watch to
Zuzu)

And here's something for you to play with.

MAN

(giving money)

I wouldn't have a roof over my head if it
wasn't for you, George.

Ernie is reading a telegram he has just received.

ERNIE

Just a minute. Quiet, everybody. Quiet -
quiet. Now, this is from London.

(reading)

Mr. Gower cables you need cash. Stop. My
office instructed to advance you up to
twenty-five thousand dollars. Stop. Hee-
haw and Merry Christmas. Sam Wainwright.

The crowd breaks into a cheer as Ernie drops the telegram on top
of the pile of money on the table.

MARY

(calling out)

Mr. Martini. How about some wine?

As various members of the family bring out a punch bowl and
glasses, Janie sits down at the piano and strikes a chord. She
starts playing "Hark! The Herald Angels Sing," and the entire
crowd joins in the singing. We see a SERIES OF SHOTS of the
various groups singing the hymn, and some people are still coming
in and dropping their money on the table. Carter, the bank
examiner, makes a donation; the sheriff sheepishly looks at George
and tears his warrant in small pieces. In the midst of this scene,
Harry, in Naval uniform, enters, accompanied by Bert, the cop.

HARRY

Hello, George, how are you?

GEORGE

Harry... Harry...

HARRY

(as he sees the money)

Mary - looks like I got here too late.

BERT

Mary, I got him here from the airport as
quickly as I could. The fool flew all the
way up here in a blizzard.

Mrs. Bailey enters scene.

MRS. BAILEY

Harry, how about your banquet in New York?

HARRY

Oh, I left right in the middle of it as soon as I got Mary's telegram.

Ernie hands Harry a glass of wine.

HARRY (CONT'D)

Good idea, Ernie. A toast... to my big brother, George. The richest man in town!

Once more the crowd breaks into cheering and applause. Janie at the piano and Bert on his accordion start playing "Auld Lang syne," and everyone joins in.

CLOSE SHOT

George, still holding Zuzu in his arms, glances down at the pile of money on the table. His eye catches something on top of the pile, and he reaches down for it. It is Clarence's copy of "Tom Sawyer." George opens it and finds an inscription written in it: "Dear George, remember no man is a failure who has friends. Thanks for the wings, Love Clarence."

MARY

(looking at book)

What's that?

GEORGE

That's a Christmas present from a very dear friend of mine.

At this moment, perhaps because of the jostling of some of the people on the other side of the tree, a little silver bell on the Christmas tree swings to and fro with a silvery tinkle. Zuzu closes the cover of the book, and points to the bell.

ZUZU

Look, Daddy. Teacher says, every time a bell rings an angel gets his wings.

GEORGE

(smiling)

That's right, that's right.

He looks up toward the ceiling and winks.

GEORGE (CONT'D)

Attaboy, Clarence.

The voices of the people singing swell into a final crescendo for the

FADE OUT

THE END