

Big Fish
written by
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based on the novel by Daniel Wallace

FINAL PRODUCTION DRAFT
includes post-production dialogue
and omitted scenes
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This is a Southern story, full of lies and fabrications, but truer for their inclusion.

FADE IN:

A RIVER.

We're underwater, watching a fat catfish swim along.

This is The Beast.

1 EDWARD (V.O.)
There are some fish that cannot be caught.
It's not that they're faster or stronger than
other fish. They're just touched by something
extra. Call it luck. Call it grace. One such
fish was The Beast.

The Beast's journey takes it past a dangling fish hook, baited
with worms. Past a tempting lure, sparkling in the sun. Past
a swiping bear claw. The Beast isn't worried.

2 EDWARD (V.O.)(CONT'D)
By the time I was born, he was already a
legend. He'd taken more hundred-dollar lures
than any fish in Alabama. Some said that fish
was the ghost of Henry Walls, a thief who'd
drowned in that river 60 years before. Others
claimed he was a lesser dinosaur, left over
from the Cretaceous period.

INT. WILL'S BEDROOM - NIGHT (1973)

WILL BLOOM, AGE 3, listens wide-eyed as his father EDWARD
BLOOM, 40's and handsome, tells the story. In every gesture,
Edward is bigger than life, describing each detail with

absolute conviction.

3 EDWARD
I didn't put any stock into such speculation or
superstition. All I knew was I'd been trying
to catch that fish since I was a boy no bigger
than you.
(closer)
And on the day you were born, that was the day
I finally caught him.

EXT. CAMPFIRE - NIGHT (1977)

A few years later, and Will sits with the other INDIAN GUIDES
as Edward continues telling the story to the tribe.

4 EDWARD
Now, I'd tried everything on it: worms, lures,
peanut butter, peanut butter-and-cheese. But
on that day I had a revelation: if that fish
was the ghost of a thief, the usual bait wasn't
going to work. I would have to use something
he truly desired.

Edward points to his wedding band, glinting in the firelight.

5 LITTLE BRAVE
(confused)
Your finger?

Edward slips his ring off.

6 EDWARD
Gold.

While the other boys are rapt with attention, Will looks

bored. He's heard this story before.

7 EDWARD
I tied my ring to the strongest line they made
-- strong enough to hold up a bridge, they
said, if just for a few minutes -- and I cast
upriver.

INT. BLOOM FRONT HALL - NIGHT (1987)

Edward is chatting up Will's pretty DATE to the homecoming dance. She is enjoying the story, but also the force of Edward's charisma. He's hypnotizing.

8 EDWARD (CONT'D)
The Beast jumped up and grabbed it before the
ring even hit the water. And just as fast, he
snapped clean through that line.

WILL, now 17 with braces, is fuming and ready to leave. His mother SANDRA -- from whom he gets his good looks and practicality -- stands with him at the door.

9 EDWARD
You can see my predicament. My wedding ring,
the symbol of fidelity to my wife, soon to be
the mother of my child, was now lost in the gut
of an uncatchable fish.

ON WILL AND SANDRA

10 WILL
(low but insistent)
Make him stop.

His mother pats him sympathetically, then adjusts his tie.

11 WILL'S DATE
What did you do?

12 EDWARD
I followed that fish up-river and down-river
for three days and three nights, until I
finally had him boxed in.

Will regards his father with exasperated contempt.

13 EDWARD
With these two hands, I reached in and snatched
that fish out of the river. I looked him
straight in the eye. And I made a remarkable
discovery.

INT. TINY PARIS RESTAURANT (LA RUE 14°) - NIGHT (1998)

WILL, now 28, sits with his gorgeous bride JOSEPHINE. This is
their wedding reception, crowded with their friends and
family. They should be joyful, but Will is furious.

Edward has the floor, ostensibly for a toast. The room is
cozy and drunk.

14 EDWARD
This fish, the Beast. The whole time we were
calling it a him, when in fact it was a her.
It was fat with eggs, and was going to lay them
any day.

Over near the doorway, we spot Sandra, just returned from the
restrooms. She looks gorgeous. She couldn't be any happier
if this were her own wedding.

15 EDWARD

Now, I was in a situation. I could gut that fish and get my ring back, but doing so I would be killing the smartest catfish in the Ashton River, soon to be mother of a hundred others.

Will can't take any more. Josephine tries to hold him back, but he gets up and leaves. Edward doesn't even notice.

16 EDWARD (CONT'D)
Did I want to deprive my soon-to-be-born son the chance to catch a fish like this of his own? This lady fish and I, well, we had the same destiny.

As he leaves, Will mutters in perfect unison with his father--

17 EDWARD AND WILL
We were part of the same equation.

Will reaches the door, where his mother intercepts him.

18 SANDRA
Honey, it's still your night.

Will can't articulate his anger. He just leaves.

19 EDWARD
Now, you may well ask, since this lady fish wasn't the ghost of a thief, why did it strike so quick on gold when nothing else would attract it?
(closer; he holds up his ring)
That was the lesson I learned that day, the day my son was born.

He focuses his words on Sandra. This story is -- and has

always been -- about her more than anyone.

20 EDWARD
Sometimes, the only way to catch an uncatchable
woman is to offer her a wedding ring.

A LAUGH from the crowd.

Edward motions for Sandra to get up here with him. As she
crosses, we can see that thirty years of marriage has not
lessened their affection for each other.

As they kiss, Edward tweaks her chin a special little way.
The crowd APPLAUDS.

Edward toasts the happy couple. Josephine covers well for her
absent husband, a smile as warm as summer.

Edward downs his champagne in a gulp.

EXT. OUTSIDE LA RUE 14° - NIGHT

We come into the middle of an argument on the sidewalk.
Occasional PASSERSBY take notice, especially as it gets more
heated. Both men are a little drunk.

21 EDWARD
What, a father's not allowed to talk about his
son?

22 WILL
 (disbelieving)
I am a footnote in that story. I am the
context for your great adventure. Which never
happened! Incidentally! You were selling

novelty products in Wichita the day I was born.

23 EDWARD
 (shaking his head)
Jesus Christ.

24 WILL
Friend of yours? Did you help him out of a
bind?

25 EDWARD
Come on, Will. Everyone likes that story.

26 WILL
No Dad, they don't. I do not like the story.
Not anymore, not after a thousand times. I
know all the punchlines, Dad. I can tell them
as well as you can.
 (closer)
For one night, one night in your entire life,
the universe does not revolve around Edward
Bloom. It revolves around me and my wife. How
can you not understand that?

A long beat, then...

27 EDWARD
 (low)
Sorry to embarrass you.

Will won't let him get the last word.

28 WILL
You're embarrassing yourself, Dad. You just
don't see it.

ANGLE ON Edward. Fine. A hand to wave, enough of you.

He walks away.

ANGLE ON Will, still fuming with righteous anger. It's then we FREEZE FRAME.

29 WILL (V.O.)(CONT'D)
After that night, I didn't speak to my father again for three years.

INT. A.P. NEWSROOM (PARIS) - DAY

A typically busy day. On hold with the phone cradled under an ear, Will sorts through a bundle of mail dropped on his desk.

30 WILL (ON PHONE)
(without pauses)
William Bloom with the Associated Press if I could just...

He's put back on hold. Returning to the mail, he finds a hand-addressed envelope. Rips it open.

31 WILL (V.O.)(CONT'D)
We communicated indirectly I guess. In her letters and Christmas cards, my mother would write for both of them.

INT. BLOOM HOUSE KITCHEN - DAY

At the table, Sandra talks on the phone while Edward fixes a sandwich.

32 WILL (V.O.)
When I'd call, Mom would say that Dad was out driving. Or swimming in the pool.

Edward takes a seat, starting to eat his sandwich.

33 WILL (V.O.) (CONT'D)
True to form, we never talked about our not
talking.

INT. BLOOM HOUSE MASTER BEDROOM - NIGHT

Sandra stands by the window, watching as...

EXT. BLOOM BACK YARD - NIGHT [CONTINUOUS]

Edward swims laps in the family pool. He's born to the water.

34 WILL (V.O.)
The truth is, I didn't see anything of myself
in my father, and I don't think he saw anything
of himself in me. We were like strangers who
knew each other very well.

EXT. RIVER - DAY

Edward stares intently into the water, a lion in wait.

35 WILL (V.O.)
In telling the story of my father's life, it's
impossible to separate the fact from the
fiction, the man from the myth. The best I can
do is to tell it the way he told me.

We LOOK DOWN at the river, where Edward's reflection is caught
in the dark water. As the water ripples past, something
changes.

Sure enough, as we LOOK UP again, it's a younger EDWARD BLOOM, 20's, staring into the water. He's not just handsome, not just charming. It's as if all the forces of the natural world had conspired to create him.

36 WILL (V.O.) (CONT'D)
It doesn't always make sense, and most of it never happened.

Suddenly, this Edward thrusts both hands into the water, grabbing hold of

THE BEAST.

He brings the catfish up to his face. Looks it right in the eye. A beat, then the Beast spits out Edward's gold ring.

37 WILL (V.O.) (CONT'D)
But that's what kind of story this is.

Smiling, Edward takes the ring, then throws the Beast back into the water with a splash.

TITLE OVER:

BIG FISH

INT. HOSPITAL ROOM - DAY

Young Dr. Bennett stands between the Wife's legs. She's flustered and sweating, but the doctor has a comforting bedside manner...

38 YOUNG DR. BENNETT
Now, Mrs. Bloom, I'll need you to give me one
good push. On three. One...

Suddenly, we hear a POP as a slimy mass of human being rockets into the doctor's unprepared hands. Bennett tries to hold tight, but the infant is slippery like a fish. It shoots up into air.

The NURSES and the Husband try to grab the baby, but no one can hold it. As the newborn sails upward TOWARDS CAMERA, we can see a GIGGLING SMILE on its face.

As it falls, the newborn knocks over a tray, which provides it a ramp to slide right out of the room. Everyone races after it.

INT. HOSPITAL HALLWAY - DAY

Bursting through the doors --

39 YOUNG DR. BENNETT
Grab that baby!

A NURSE finally scoops up the slippery baby. Everyone lets out a collective sigh of relief.

40 WILL (V.O.)
My father's birth would set the pace for his unlikely life. No longer than most men's, but larger. And as strange as his stories got, the endings were always the most surprising of all.

INT. HALF-DARK PARIS APARTMENT - (PRESENT) DAY

Over the sound of rain, a phone RINGS on a chair. By the tone of the ring, we know we're not in the U.S. -- it has that insistent European sound.

As it keeps RINGING, we look to see the apartment is mostly empty, just a few half-unpacked boxes. A cradle is still in its carton.

KEYS in the lock. LAUGHTER in the hallway. The door swings open to reveal a drenched Will (29) carrying four sacks of groceries, the bottoms collapsing from the rain. His wife Josephine (28) pushes past him to get the phone.

41 JOSEPHINE
Allo oui?

Will begins stripping out of his wet clothes, each layer unleashing a new drizzle. He plays it up, trying to get a reaction out of Josephine.

42 JOSEPHINE (CONT'D)
(on phone)
Yes, he's here.

She hands the phone to Will, concerned.

43 JOSEPHINE (CONT'D)
It's your mother.

Half-stripped, Will takes the phone. This won't be good news.

44 WILL
(on phone)
Hi. Uh-huh. Uh-huh.

As Josephine takes off her rain coat, we see she is very, very

pregnant. She listens carefully to Will's side of the conversation, trying to gauge how bad the news is.

45 WILL (CONT'D)
What does Dr. Bennett say? Okay. No, sure,
let me talk to him. I'll wait.

He covers the mouthpiece. Looks over to Josephine.

46 JOSEPHINE
It's bad.

47 WILL
It's more than they thought. They're going to
stop chemo.

48 JOSEPHINE
You need to go.

49 WILL
Probably tonight.

A beat.

50 JOSEPHINE
I'm going with you.

51 WILL
You don't have to.

52 JOSEPHINE
(a simple fact)
I'm going with you.

INT. AIR FRANCE 747 - NIGHT

As the plane continues boarding, a STEWARDESS recites the welcome spiel in French. Will has a window seat in coach.

Josephine sits beside him, putting on hand lotion.

Taking his hands, she rubs the excess into him. There's an effortless intimacy between them. She can pinpoint what he's feeling before he can.

INT. 747 / FLYING - NIGHT

Hours later, and the lights are dimmed. Most of the PASSENGERS are asleep, including Josephine. Her head is propped against Will's shoulder, her hands tucked under her belly.

Will watches her sleep, brushing back her hair. A beat, then he notices a BORED BOY in the next row over.

Off the glow of the reading light, the boy is using his hands to cast shadows on the seat back. The kid is pretty good, making a convincing bird, a passable monkey, and finally a dog.

We PUSH IN on the silhouettes.

53 EDWARD (O.S., PRELAP)
So which one's it gonna be? The Monkey in the
Barn, the Dog in the Road?

Focusing on the final shadow, we...

MATCH CUT TO:

INT. BLOOM HOUSE - NIGHT

..COME TO FIND EDWARD MAKING THE SHAPES.

Will (6) sits in his pajamas on the floor next to him. The endtable lamp lies between them, its shade off to cast big shadows on the wall.

54 WILL
The one about the witch.

55 EDWARD
Your mom says I can't tell you that one anymore. You get nightmares.

56 WILL
I'm not scared.

Edward looks around for a beat, seeing if his wife is in earshot. He then leans in, complicitous.

57 EDWARD
Neither was I. At first.

Will smiles, excited to hear the forbidden story.

58 EDWARD (CONT'D)
This all happened in the swamp outside of Ashton. Kids weren't supposed to go out in the swamp, on account of the snakes and spiders and quicksand that would swallow you up before you could even scream. But there were five of us out there that night: Me, Ruthie, Wilbur Freely, and the Price Brothers, Don and Zacky.

Edward holds up his hand, counting the names on his fingers.

59 EDWARD (CONT'D)
Not a one of us knew what was in store.

As his hand moves past the light, we

COME TO:

A flashlight SWEEPS past. We are...

EXT. FIELD AT THE SWAMP EDGE - NIGHT

The night is WHIRRING and BREATHING, alive. The moon hangs low, casting long shadows.

Five kids walk past in silhouette. Four have flashlights on. The fifth keeps tripping, crashing into YOUNG EDWARD (10).

60 EDWARD
Zacky, turn your flashlight on!

61 ZACKY
I don't got any batteries!

Red-headed ZACKY PRICE is 10. His brother DON PRICE is 12, and a lot bigger than the others.

62 DON PRICE
Then why'd you bring it?

63 ZACKY
I don't want to be in the swamp with a witch and no flashlight.

WILBUR FREELY, also 10, is the black asthmatic son of a sharecropper. Redheaded RUTHIE MACKLIN, 8, is happy just to be there.

64 EDWARD
Is it true she got a glass eye?

65 WILBUR FREELY

I heard she got it from Gypsies.

66 EDWARD
What's a Gypsy?

67 ZACKY
Your momma's a Gypsy.

68 DON PRICE
Your momma's a bitch.

69 RUTHIE
You shouldn't swear. There's ladies present.

70 DON PRICE
Shit.

71 ZACKY
Damn.

72 WILBUR FREELY
Screw.

73 EDWARD
 (whispering)
Turn off your flashlights! She'll see 'em.

MOVING UP behind the kids, we find ourselves at the gates of...

EXT. A CREEPY OLD HOUSE - NIGHT

74 ADULT EDWARD (V.O.)
Now, it's common knowledge that most towns of a
certain size have a witch, if only to eat
misbehaving children and the occasional puppy
who wanders into her yard. Witches use those
bones to cast spells and curses that make the
land infertile.

We PULL BACK, and BACK, revealing more of the Gothically creepy house: its broken windows, strangling vines, and eerie gargoyles half-buried in the dirt. Even bats are afraid to fly over it.

In the moonlight, the house is especially sinister. Who knows what is lurking in the shadows?

75 ADULT EDWARD (V.O.)(CONT'D)
Yet of the all the witches in Alabama, there was one who was the most feared. For she had one glass eye, which was said to contain mystical powers.

We finally come to the kids, staring in through the gate.

76 WILBUR FREELY
I hear if you look right at it, you can see how you're gonna die.

77 EDWARD
That's bull-s-h-i-t, that is. She's not even a real witch.

78 DON PRICE
You're so sure, why don't you go in and get that eye? I heard she keeps it in a box on her nighttable.

Edward looks back at the spooky house.

79 DON PRICE (CONT'D)
Or are you too scared?

80 EDWARD
I'll go in right now and get that eye.

81 DON PRICE

Then do it.

82 EDWARD
Fine, I will.

83 DON PRICE
Fine, you do it.

84 EDWARD
Fine, I'm doing it.

He hands Zacky his flashlight, then starts climbing the gate.

85 RUTHIE
Edward, don't!

86 WILBUR FREELY
She'll make soap out of you!
(to Ruthie)
That's what she does, she makes soap out of
people.

Edward drops down on the far side of the gate. Truth be told,
Edward is scared, but he forges ahead anyway.

Wilbur looks to Ruthie, and they're in complete agreement.
They get the hell out of there. Zacky would run too, but Don
holds him by the collar.

EXT. APPROACHING THE HOUSE

Edward curves around the tall bushes that hide the front door.
Anything could jump out of them.

He steps on the porch. The boards SQUEAL and CREAK, but he
continues on. A cat SCREAMS OUT from a broken wicker rocker.

Catching his breath, Edward reaches the front door.

The doorknob is ancient brass, two projections that look like horns. Yet Edward extends his hand, reaching closer and closer before he finally

RINGS THE DOORBELL.

Impossibly fast, the door opens, revealing an OLD WOMAN with a patch over her left eye. She looks like she's been dead for years, but too stubborn to lie down.

87 EDWARD
 (calm and straightforward)
Ma'am, my name is Edward Bloom, and there's
some folks'd like to see your eye.

EXT. BACK AT THE GATE - NIGHT

Zacky and Don Price wait for Edward, each moment more convinced he's already dead. But suddenly, he's back at the gate.

88 DON PRICE
You get the eye?

89 EDWARD
I brought it.

90 DON PRICE
 (dubious)
Let's see it.

The Old Woman steps out of the shadows behind Edward, flipping up her eye patch. When their flashlight beam hits her left eye, it shines with a hellish glow.

We RUSH IN on Zacky, who is paralyzed by what he sees.

CUT TO:

EXT. FRONT PORCH OF HOUSE - DAY

An OLD MAN -- Zacky -- stands on a wobbly stepladder, changing a lightbulb. Suddenly, the ladder gives way and he falls.
Dead.

EXT. AT THE GATE - NIGHT

We RUSH IN on Don Price.

CUT TO:

INT. FRATERNITY HOUSE BATHROOM - DAY

Twenty-year old Don Price falls face-forward on the tile, face mushed in the grout. Very much dead.

EXT. AT THE GATE - NIGHT

Don and Zacky both tremble with fear. The latter has tears in his eyes.

91 ZACKY
I saw how I was gonna die. I was old, and I
fell.

92 DON PRICE
I wasn't old at all.

The brothers suddenly bolt. Still standing next to the Old Woman, Edward smiles.

EXT. AT THE OLD WOMAN'S DOOR - NIGHT

Edward helps her back inside. He could leave now, but curiosity gets the better of him.

93 EDWARD
I was thinking about death and all. About seeing how you're gonna die.

The Old Woman turns to him slightly, still not facing him.

94 EDWARD (CONT'D)
I mean, on one hand, if dying was all you thought about, it could kind of screw you up. But it could kind of help you, couldn't it? Because you'd know that everything else you can survive.

The Old Woman smiles a little, a crooked grin of broken teeth.

95 EDWARD (CONT'D)
I guess I'm saying, I'd like to know.

The Old Woman turns leaning her face right in front of his. And on a silent count of one, two, three -- Edward looks into The Eye.

This time we don't cut. Instead, we HOLD ON Edward as he witnesses his death. He stares transfixed, perplexed and amused. Whatever he sees, it's not as dire as the other boys. His future has something strange in store.

96 EDWARD (CONT'D)
Huh. That's how I go?

The Old Woman nods. Still a little overwhelmed, Edward turns and leaves.

97 ADULT EDWARD (V.O.)
From that moment on, I no longer feared death.
And for that, I was as good as immortal.

As Edward leaves, the door swings SHUT on its own.

MATCH CUT TO:

INT./EXT. BLOOM HOUSE - (PRESENT) DAY

The front door opens to reveal Will and Josephine on the porch with their bags. REVERSE to Will's mother Sandra (53), surprised and a little annoyed.

98 SANDRA
How did you get here?

99 WILL
We swam. The Atlantic, it's not that big really.

100 SANDRA
Ruth McHibbon offered to pick you up at the airport.

101 WILL
We rented a car.

102 SANDRA
(simply)
You didn't need to do that. You just didn't.

A beat. Starting over...

103 WILL
Hi, Mom.

He leans in and hugs her. She surrenders, squeezing her son tight. Will and his mother are cut from the same cloth -- strong-willed but practical. They've always been close.

104 SANDRA
I'm so glad you're here.

That hug finished, Sandra pushes past her son to her daughter-in-law. Seeing the size of her belly --

105 SANDRA
You shouldn't have flown. But...

They hug.

106 JOSEPHINE
It's good to see you. You look beautiful.

It's not flattery. It's the truth.

107 SANDRA
Thank you. I'll bet you need to --

108 JOSEPHINE
Yes.

109 SANDRA
Down the hall on the right. The door sticks.
You have to really pull it.

Josephine squeezes past, a smile to her husband -- be nice.
Will heads back to the rental car to retrieve luggage. Sandra

follows him.

Coming down the driveway, we get to see the house for the first time: an older suburban home, three bedrooms, big for the neighborhood, and nicely grown into the lot. KIDS are playing on the street.

110 WILL
Is that Dr. Bennett's car?

111 SANDRA
He's up with your father.

Heading back to the house...

112 WILL
How is he?

113 SANDRA
He's impossible. He won't eat. And because he won't eat, he gets weaker. And because he's weaker, he doesn't want to eat.

114 WILL
How much time does he have left?

115 SANDRA
You don't talk about those things. Not yet.

INT. KITCHEN - DAY

Sandra is pouring iced tea for Will and Josephine.

DR. JULIUS BENNETT (85) enters from the foyer, still winded from coming down the stairs. He was the town's first Black physician. He's still the town's best physician.

116 DR. BENNETT
Will.

117 WILL
Dr. Bennett. It's good to see you.
(they shake)
My wife, Josephine.

118 DR. BENNETT
A pleasure.

He judges her belly.

119 DR. BENNETT (CONT'D)
You're seven months.

120 JOSEPHINE
(impressed)
To the day.

He leans close to her, whispering in her ear...

121 DR. BENNETT
It's a boy.

She smiles, surprised but not doubting. Will looks over --
what did he say? Josephine shakes her head.

Back to the main subject...

122 SANDRA
You don't think he looks any worse.

123 DR. BENNETT
No. I would say he's the same.

And in the silence that follows, a lot is said. It wasn't the
upbeat reply Sandra was hoping for.

124 WILL
Can I see him?

125 DR. BENNETT
Absolutely. Be good for you to talk to him.

A moment of awkwardness -- everyone here knows they haven't spoken in years.

Sandra hands Will a squat can of Ensure from the case on the counter.

126 SANDRA
Get him to drink one of these. He won't, but tell him he has to.

INT. FOYER - DAY

Coming out from the kitchen, Will slowly climbs the stairs. They CREAK with every step.

The wall is filled with family photos, happier times. Most of the pictures are of Will, starting when he was an infant and ending at his wedding. As he climbs the stairs, we can see him growing up with every step.

INT. UPSTAIRS HALLWAY - DAY

A crack of sunlight spills around the half-open door at the end of the hallway. Will walks towards it, running a hand along the wallpaper.

Almost at the door, he stops for a beat. Gets his breath. Then goes inside.

INT. GUEST ROOM - DAY

Edward Bloom, 61, lies asleep on the bed. Although he's not the vibrant man we've seen before, it's not as bad we feared. The illness has been quick, and left him largely intact.

There are no I.V.'s, no monitors, nothing.

Coming up to the bed --

127 WILL
Dad?

Edward cracks open an eye, a beat before he focuses. He tries to say something, but no words come out.

He looks over at a pitcher on the nightstand. Will pours him a glass of water, helping him hold it to his parched lips.

Finished, Edward sets down the glass by himself. A very long, tense beat. Will almost speaks again to fill the silence.

Finally...

128 EDWARD
You --
(he points)
-- are in for a surprise.

129 WILL
Am I?

130 EDWARD
Having a kid changes everything. I mean,
there's the diapers and the burping and the
midnight feedings...

131 WILL
Did you do any of that?

132 EDWARD
No, but I hear it's terrible. Then you spend years trying to corrupt and mislead this child, fill its head with nonsense and still it turns out perfectly fine.

133 WILL
You think I'm up for it?

134 EDWARD
You learned from the best.

Will doesn't rise to the challenge. A beat, then he remembers the can of Ensure. Holds it up. Edward recoils.

135 WILL
Just drink half the can. I'll tell her you drank the whole thing. Everyone wins.

A beat, then Edward rolls his eyes. Fine. Will cracks open the can, finding a straw on the nightstand.

136 EDWARD
People needn't worry so much. It's not my time yet. This isn't how I go.

137 WILL
Really.

138 EDWARD
Truly. I saw it in The Eye.

139 WILL
The Old Lady by the swamp.

140 EDWARD

She was a witch.

141 WILL
No, she was old and probably senile. Maybe
schizophrenic.

142 EDWARD
I saw my death in that eye. And this is not
how it happens.

143 WILL
So how does it happen?

144 EDWARD
Surprise ending. Wouldn't want to ruin it for
you.

Edward slurps down as much of the Ensure as he can stand, then
pushes the can away. He swallows with difficulty.

145 EDWARD (CONT'D)
There was this panhandler who used to stop me
every morning when I came out of this coffee
shop near the office.

146 WILL
Okay.

147 EDWARD
And every day I gave him a quarter. Every day.
Then I got sick and was out for a couple of
weeks. And when I went back there, you know
what he said?

148 WILL
What did he say?

149 EDWARD
You owe me three-fifty.

150 WILL
Really.

151 EDWARD
True story.

A beat.

152 WILL
When did you ever work in an office?

153 EDWARD
There's a lot you don't know about me.

154 WILL
You're right.

Edward gives a wry smile. He walked into that.

155 EDWARD
Your mother was worried we wouldn't talk again.
And look at us. We're talking fine. We're
storytellers, both of us. I speak mine out,
you write yours down. Same thing.

Will won't commit to Edward's assessment.

156 WILL
Dad, I'm hoping we can talk about some things
while I'm here.

157 EDWARD
You mean, while I'm here.

158 WILL
I'd just like to know the true versions of
things. Events. Stories. You.

Edward LAUGHS a little, which becomes a COUGH. The HACKING escalates until another drink of water gets it under control. It's not clear whether any of this was an act to keep from talking.

159 EDWARD
Your mother hasn't been keeping up the pool.
If you wanted to you could...

160 WILL
I will.

161 EDWARD
You know where the chemicals are?

162 WILL
I used to do it when you were gone, remember?
I used to do it a lot.

He didn't mean for that to sound so pointed. Taking the half-empty Ensure, Will gets up to go. He's at the door when...

163 EDWARD
I was never much for being at home, Will. It's too confining. And this, here. Being stuck in bed. Dying is the worst thing that ever happened to me.

He smiles at his joke.

164 WILL
I thought you weren't dying.

165 EDWARD
I said this isn't how I go. The last part is much more unusual. Trust me on that.

INT. UPSTAIRS HALLWAY - DAY

Shutting the door behind himself, Will drinks the rest of the Ensure himself. Edward was right. It tastes horrible.

Heading for the stairs, Will walks past an open door. As he leaves frame, we STAY BEHIND to look inside...

INT. WILL'S BEDROOM - DAY [FLASHBACK]

..WHERE AN EIGHT-YEAR OLD WILL IS PROPPED UP IN BED, HIS FACE COVERED WITH CHICKEN POX AND PINK CALAMINE LOTION. HE'S SHOWING EDWARD HOW MANY BUMPS THERE ARE ON HIS ARM.

166 YOUNG WILL
Dr. Bennett says I'm going to have to be home
for a week.

167 EDWARD
That's nothing. I once had to stay in bed for
three years.

168 YOUNG WILL
Did you have chicken pox?

169 EDWARD
I wish.

CUT TO:

INT. TINY CHURCH - DAY

Wearing a white shirt and tie, YOUNG EDWARD -- still about 10 -- sings "Down to the River My Lord" along with the CONGREGATION. His voice is high and thin, but he gives it his

all.

Suddenly, his voice CRACKS and DROPS a half-octave. And then another. His friends Wilbur Freeley and Ruthie look over, wondering what's wrong. Embarrassed, Edward just keeps SINGING, trying to follow along with the baritone part.

He pulls at his collar. Then pulls again, his face getting red. Starting to panic, he loosens his tie. He's starting to undo the collar button when it POPS off by itself. Two more buttons fly off. One hits a CHUBBY WOMAN in the neck.

ON HIS SHOES

As we watch, Edward's pant cuffs rise inch by inch -- that's how fast he's growing.

170 EDWARD (V.O.)
Truth is, no one quite knew what was wrong.
Most times, a person grows up gradually. I
found myself in a hurry.

INT. YOUNG EDWARD'S BEDROOM - DAY

Young Edward lies in bed, his limbs connected to various pulleys and levers to support his weight. He has a dozen encyclopedias around him, and another dozen on the floor.

171 EDWARD (V.O.)
My muscles couldn't keep up with my bones, and
my bones couldn't keep up with my body's
ambition. So I spent the better part of three
years confined to my bed, with the World Book
Encyclopedia being my only means of

exploration. I had made it all the way to the "G's," hoping to find an answer to my gigantificationism, when I uncovered an article about the common goldfish.

INSERT: The encyclopedia article, complete with drawings.

172 YOUNG EDWARD
 (reading)
"Kept in a small bowl, the goldfish will remain small. With more space, the fish can grow double, triple, or quadruple its size."

Young Edward thinks this through.

173 EDWARD (V.O.)
It occurred to me then, that perhaps the reason for my growth was that I was intended for larger things. After all, a giant man can't have an ordinary-sized life.

EXT. BASEBALL FIELD - DAY

The CRACK of a bat announces the game-winning home run. The crowd CHEERS the swing, and especially the batter as he rounds the bases.

Although we've seen him briefly before, this is our first real exposure to GROWN-UP EDWARD, who we'll follow from roughly the ages of 18 to 30.

174 EDWARD (V.O.)
As soon as my bones had settled in their adult configuration, I set upon my plan to make a bigger place for myself in Ashton.

EXT. SCHOOL FIELDS - DAY

SINGLE SHOTS: Football hero Edward leads his team to victory.
On the sidelines, a PRETTY GIRL admits the name of her secret love:

175 GIRL
Edward Bloom!

The other GIRLS SQUEAL in agreement. Don Price looks over, glowers.

EXT. NEIGHBORHOOD - DAY

SINGLE SHOT: A lawnmower ROARS along the grass. We LOOK UP to see who's pushing it, but it's not Edward. It's one of his teenage EMPLOYEES.

Edward is back at the truck, which is painted to read, "Bloom Landscaping." He has workers on every lawn.

He signs an autograph for an ADMIRING CUB SCOUT.

INT. BASKETBALL COURT - DAY

Edward takes an impossible shot at the buzzer from the other end of the court. Naturally, he makes it, winning the game.

As the crowd goes wild for Edward, Don Price is the only teammate who doesn't mob him.

EXT. TOWN - DAY

Edward carries a dog out of a burning house.

INT. SCIENCE FAIR - DAY

Edward wins a blue ribbon for his invention, a machine labelled "Perpetual Motion." He and the JUDGE pose for a photograph. A FLASH.

Pissed, Don Price throws his crappy lima bean plants in the trash.

INT. HIGH SCHOOL STAGE - DAY

A dashing handsome Edward leads the CAST out for a curtain call. He's the star of the show. Off to the side, we see Don Price is the ass-end of a horse costume.

Edward soaks in his applause, smiling and gracious.

EXT. GRADUATION STAGE - DAY

Edward accepts his diploma. The PRINCIPAL hugs him tight.

176 EDWARD (V.O.)
I was the biggest thing Ashton had ever seen.
Until one day, a stranger arrived.

EXT. FARM - DAY

As two FARMERS shake their heads, we REVERSE to a show a massive hole punched through the side of a barn. It's roughly the shape of man, but no human could be that large.

EXT. SHEEP PEN - DAY

Two fat ewes look up, a shadow falling across them. They BLEAT in panic as

TWO OVERSIZED HANDS

reach in and scoop them up. Their protests continue as they're carried away, one under each arm. We still haven't seen the full stranger.

EXT. COURT HOUSE - DAY

A MOB of about 50 have gathered, many of them with shotguns. Amid the crowd we see Don Price.

177 SHARECROPPER
He ate an entire cornfield!

178 LITTLE GIRL
He ate my dog!

179 HOT-BLOODED SHOTGUN Toter
If you ain't gonna stop him Mayor, we will!

180 MAYOR
I won't have mob violence in this town. Now,
has someone tried talking to him?

181 SOME FARMER
You can't reason with 'im!

182 SHEPHARD
He's a monster!

Agreement from the crowd. And then...

183 A VOICE (O.S.)
I'll do it.

Everyone turns to see who said that. The crowd parts to reveal none other than Edward Bloom. Don Price glowers.

184 EDWARD
I'll talk to him. See if I can get him to move on.

185 MAYOR
Son, that creature could crush you without trying.

186 EDWARD
Trust me, he'll have to try.

EXT. HILL OUTSIDE ASHTON - DAY

Edward climbs up the last bit of the steep hillside, reaching the mouth of a cave. Outside, buzzards squabble over the remains of the giant's feast: broken barrels, bones picked clean.

In his most serious voice, Edward calls out:

187 EDWARD
Hello!

There's no answer.

188 EDWARD (CONT'D)
My name is Edward Bloom! I want to talk to you!

From deep in a cave, a thunderous voice:

189 VOICE (O.S.)
GO AWAY!

The giant's voice has such force, it blows Edward's hair back.

190 EDWARD
I'm not going anywhere until you show yourself.

A beat, then we hear a RUMBLE, like a train coming. Edward braces himself, fists ready for a fight, if that's what it's going to take.

As the RUMBLE gets louder, the ground starts to shake. Even Edward starts to worry. Just how big is this guy?

191 EDWARD (V.O.)(CONT'D)
Armed with the foreknowledge of my own death, I knew the giant couldn't kill me. All the same, I preferred to keep my bones unbroken.

Edward picks up a stone, ready to play David to Goliath.

Then suddenly, the giant bursts forth. Hunched over, he slams into a stunned Edward, knocking him halfway down the hill.

KARL THE GIANT is bigger than any man you've ever seen. Not just tall, but massive. He's completely feral, with a beard to his elbow and skin scratched and blistered. What remains of his clothes are ragged and muddy. God knows what's living in his matted hair.

Karl leans over Edward, blocking the sun. Edward throws his rock, but it just bounces off. The giant didn't even notice it.

192 KARL
Why are you here?

Edward ponders the best response, settling on...

193 EDWARD
So you can eat me. The town decided to send a
human sacrifice, and I volunteered.

Karl's eyes narrow, confused. Edward stands up.

194 EDWARD (CONT'D)
My arms are a little stringy, but there's some
good eating on my legs. I mean, I'd be tempted
to eat them myself.
 (beat)
So I guess, just, if you could get it over with
quick. Because I'm not much for pain, really.

Edward closes his eyes, hands at his side, ready to be eaten.
Karl just stares at him, not sure what to do.

After a beat, Edward opens his eyes a tiny bit, just to see
what the giant is doing. Relieved to see he's not licking his
chops --

195 EDWARD (CONT'D)
Look, I can't go back. I'm a human sacrifice.
If I go back, everyone will think I'm a coward.
And I'd rather be dinner than a coward.

Karl sits down with a BOOM, dejected.

196 EDWARD (CONT'D)
Here, start with my hand. It'll be an
appetizer.

Reaching up, Edward shoves his hand into Karl's mouth. But the giant spits it back out.

197 KARL
I don't want to eat you. I don't want to eat anybody. It's just I get so hungry. I'm too big.

And that's the sad truth. Karl is less a monster than a freak -- a giant man, but in the end, just a man.

Edward takes a seat beside him.

198 EDWARD
Did you ever think maybe you're not too big? Maybe this town's just too small. I mean, look at it.

Circling behind them, we look down at Ashton -- a tiny town in a tiny valley.

199 EDWARD (CONT'D)
Hardly two stories in the whole place. Now I've heard in real cities, they've got buildings so tall you can't even see the tops of 'em.

200 KARL
Really?

201 EDWARD
Wouldn't lie to you. And they've got all-you-can-eat buffets. You can eat a lot, can't you?

202 KARL
I can.

203 EDWARD
So why are you wasting your time in a small
town? You're a big man. You should be in the
big city.

Karl smiles, but then it fades. A certain sad suspicion --

204 KARL
You're just trying to get me to leave, aren't
you? That's why they sent you here.

205 EDWARD
What's your name, Giant?

206 KARL
Karl.

207 EDWARD
Mine's Edward. And truthfully, I do want you
to leave, Karl. But I want to leave with you.
 (closer)
You think this town is too small for you, well,
it's too small for a man of my ambition. I
can't see staying here a day longer.

208 KARL
You don't like it?

209 EDWARD
I love every square inch of it. But I can feel
the edges closing in on me. A man's life can
only grow to a certain size in a place like
this.
 (beat)
So what do you say? Join me?

Karl thinks a moment. Then --

210 KARL

Okay.

211 EDWARD
Okay.

They shake on it.

212 EDWARD (CONT'D)
Now first, we gotta get you ready for the city.

EXT. RIVER - DAY

IN A SINGLE SHOT, Karl cuts his hair with hedge clippers, while Edward cuts up a surplus army tent to make him a shirt.

EXT. MAIN STREET OF ASHTON - DAY

Spirits buoyed by the high school MARCHING BAND, all the good CITIZENS of Ashton are gathered to see off Edward and Karl. There's a few tears amid the familiar faces.

213 MAYOR
 (loudly, for the crowd)
Edward Bloom, first son of Ashton, it's with a heavy heart we see you go. But take with you this Key to the City, and know that any time you want to come back, all our doors are open to you.

Edward ducks a bit so the Mayor can put the key around his neck. The crowd CHEERS. And with that, Edward and Karl start walking, waving as they go.

Only DON PRICE, smoking on the corner, isn't sad to see Edward

go. He crushes his cigarette under his heel. He wishes he could crush Edward.

Many of the townfolk come onto the street to hug Edward or shake his hand.

214 EDWARD (V.O.)
That afternoon as I left Ashton, everyone
seemed to have advice.

215 VARIOUS TOWNFOLK
Find yourself a nice girl! Don't trust anyone
in Kentucky! Watch your pride, Edward Bloom!

216 EDWARD (V.O.)
But there was one person whose counsel I held
above all others.

As the crowd parts, he finds himself face to face with

THE OLD WOMAN.

The ruckus slows and quiets, as if a strange spell has been cast. She motions for Edward to lean down, so she can whisper something to him. Although we're VERY CLOSE, we can't hear her voice.

217 EDWARD (V.O.) (CONT'D)
She said that the biggest fish in the river
gets that way by never being caught.

The advice only succeeds in confusing Edward.

218 EDWARD (CONT'D)
 (to the Old Woman)
Okay. Thanks.

Edward and Karl keep walking. The Old Woman shuffles off, somehow knowing her advice will go unheeded.

219 KARL
What did she say?

220 EDWARD
Beats me.

EXT. ROAD - DAY

We TILT UP from the road to reveal Edward and Karl walking out of Ashton. Each wears a backpack with all his earthly possessions.

221 EDWARD (V.O.)
There were two roads out of Ashton, a new one which was paved, and an older one that wasn't. People didn't use the old road anymore, and it had developed the reputation of being haunted.

Edward and Karl come to a bend, where the paved road veers left and an overgrown dirt road runs straight. The old road is blocked with signs and warnings of danger.

222 EDWARD (V.O.) (CONT'D)
Since I had no intention of ever returning to Ashton, this seemed as good a time as any to find out what lay down that old road.

Karl looks at the dirt road, wary.

223 KARL
You know anyone's who's taken it?

224 EDWARD
That poet, Norther Winslow did. He was going

to Paris, France. He must have liked it,
because no one ever heard from him again.
(beat)
Tell you what. You take the other way and I'll
cut through here. Meet you on the far side.

A little paranoid...

225 KARL
You're not trying to run away?

226 EDWARD
Just to be sure, you can take my pack.

Karl perks up, even though it means more for him to carry.

EXT. DIRT ROAD - DAY

The road is overgrown, but not altogether creepy. The sun is
still shining, and the birds still CHIRPING.

Spinning the Key to the City, Edward WHISTLES, because it's a
day meant for whistling.

EXT. FURTHER ALONG - ROUGH PATH

The road has narrowed to a rough path. Spikes of sunlight
break through the thick canopy, catching particles in the air.
Still, Edward WHISTLES.

Coming around a bend, his PITCH DROPS as he sees thick, thorny
vines growing across the path. He stops. For the first time,
he realizes the birds have stopped singing. The forest is
dead quiet.

He looks back the way he came. It's tempting to go back. It would be easier to go back. But Edward presses on.

He carefully steps through the thorns. His trouser legs catch on the barbs. We can hear the fabric TEAR.

FURTHER ALONG

A scratched and sweaty Edward waves off various STINGING BUGS flying at him, finally whipping off his hat to swat at them. Just then a CAWING crow swoops down and grabs the hat right out of his hands.

227 EDWARD
You stupid sonofa...

He stops his swearing, but grabs a rock and throws it. The stone ricochets off a tree and into a BEE'S NEST. The swarm roars out.

Edward high-tails it, each step still precarious.

EXT. THE DARK FOREST - DAY [LATER]

Edward is bruised, battered and bee-stung.

A half-broken sign lies in the road. Edward picks it up.
Reads it:

WARNING!

JUMPING SPIDERS!

Sure enough, up ahead he sees the path is overgrown with thick cobwebs, heavy from the rain.

228 EDWARD (V.O.)
There comes a point where a reasonable man will swallow his pride and admit he's made a terrible mistake. The truth is, I was never a reasonable man.

Edward tosses the sign and forges ahead, into the spiderwebs.

229 EDWARD (CONT'D)
And what I recalled of Sunday School was that the more difficult something became, the more rewarding it was in the end.

EXT. CLEARING / THE ROAD - DAY

Edward emerges from the forest, brushing the last cobwebs off and shaking the spiders from his shirt. One is stuck in his sleeve, and he has to dance to get it out. Even then, he still keeps twitching, convinced another one is left behind.

At his feet, the gravel road has returned, smooth and dusty and comforting.

Ahead lies a tiny one-street town -- smaller even than Ashton -- with powerlines emerging from the woods to feed it. Dangling from the line above he sees two dozen pairs of shoes, their laces tied together.

He passes a sign that reads "Welcome To Spectre!"

EXT. THE TOWN OF SPECTRE - DAY

It's a main street with stores on each side: Cole's Pharmacy, Talbot's Five and Dime, Al's Country Store. Everything is old, but this isn't a ghost town. In fact, there's a group of about 20 CITIZENS spilling out to see Edward approach. Most are smiling. There are even a few tears of joy.

What's more, all of these people are barefoot.

230 MAN'S VOICE
Friend!

A forty-year old man named BEAMEN comes out of the seed store to greet Edward. Friendly but a little drunk, he's the closest thing the town has to a mayor. He's carrying a clipboard.

231 BEAMEN
Welcome to ya. What's your name?

232 EDWARD
Edward Bloom.

Beamen checks the clipboard. Not finding the name, he flips forward a few pages. Still looking...

233 BEAMEN
Bloom like a flower?

234 EDWARD
Yes.

235 BEAMEN
Oh. Here! Right here. Edward Bloom. We weren't expecting you yet.

Still confused...

236 EDWARD
You were expecting me?

237 BEAMEN
Not yet.

A helpful woman named MILDRED chimes in:

238 MILDRED
You must have taken a shortcut.

239 EDWARD
I did. It nearly killed me.

240 BEAMEN
Mmm-hmm. Life'll do that to you. And
truthfully, the long way is easier, but it's
longer.

241 MILDRED
Much longer.

242 BEAMEN
And you're here now, and that's what matters.

Beamen's daughter JENNY (8) hides behind her father, peering
around to look at the handsome stranger.

243 EDWARD
What is this place?

244 BEAMEN
The town of Spectre. Best kept secret in
Alabama. Says here you're from Ashton, right?
Last person we had from Ashton was Norther
Winslow.

245 EDWARD
The poet? What ever happened to him?

246 BEAMEN
He's still here. Let me buy you a drink. I'll
tell you all about it. Hell, I'll have him
tell you.

247 EDWARD
No. I've gotta meet somebody. I'm already
running late.

He didn't mean it as a joke, but for some reason, everyone's
laughing.

248 BEAMEN
Son, I already told you. You're early.

INT. BEAMEN'S HOUSE - DAY

Sitting at the kitchen table, Edward takes a second slice of
apple pie. He and Beamen are joined by NORTHER WINSLOW (30),
who fancies himself a cultured artist, though he's never left
the state.

249 BEAMEN
Now tell me if that isn't the best pie you ever
ate.

250 EDWARD
It truly is.

UNDER THE TABLE

Young Jenny is stealthily untying the laces on Edward's shoes.

251 NORTHER WINSLOW
Everything here tastes better. Even the water
is sweet. Never gets too hot, too cold, too

humid. At night the wind goes through the trees and you'd swear there was a whole symphony out there, playing just for you.

Suddenly, Jenny YANKS OFF Edward's shoes. She races for the door.

252 EDWARD
Hey!

He chases after her.

EXT. TOWN / MAIN STREET - DAY

As she runs, Jenny ties Edward's laces together. Reaching the edge of town, she tosses the shoes up and around the power line -- a perfect throw. There's no way he's ever getting them down.

The gathered citizens of Spectre CHEER for Edward, who is confused and overwhelmed. The women hug him. Men shake his hand.

Still focused on his shoes...

253 EDWARD
Wait! I need those!

254 NORTHER WINSLOW
There is no softer ground than town.

255 MILDRED
That rhymes!

256 BEAMEN
He is our poet laureate.

The townsfolk continue to congratulate Edward...

257 EDWARD (V.O.)
Sometimes in a dream, you'll visit places that
seem instantly familiar, filled with friends
you've never met.

EXT. UNDER A TREE - DUSK

Edward sits with Norther Winslow. The fireflies are out.
Thousands of them.

258 EDWARD (V.O.)
A man might travel his entire life and never
find a place so inviting. My journey had
scarcely begun, and I had arrived.

Norther hands him his notebook.

259 NORTHER WINSLOW
I've been working on this poem for 12 years.

260 EDWARD
Really.

261 NORTHER WINSLOW
There's a lot of expectation. I don't want to
disappoint my fans.

A beat.

262 EDWARD
It's only three lines long.

Norther grabs his notebook back.

263 NORTHER WINSLOW

This is why you don't show work in progress.

264 EDWARD
Norther, do you ever regret not making it to
Paris?

265 NORTHER WINSLOW
I can't imagine any place better than here.

266 EDWARD
You're a poet. You oughta be able to. And
maybe if you'd seen more, you could.

Norther doesn't answer. Just goes back to his notebook.

EXT. BY THE RIVER - NIGHT

By the light of the full moon, Edward soaks his feet in the water, trying to make sense of it all. The Key to the City dangles around his neck.

He stares at himself in the reflection. He smiles.

It's then that a WOMAN emerges at the far side of the river. No telling where she came from -- she must have been swimming underwater. We never see her face.

She stands in the river with her bare back to Edward, squeezing the water out of her golden hair, oblivious to his presence. Edward is breathless. It's the first woman he's seen in her natural state, and he doesn't dare move lest he frighten her away.

Then he sees the snake.

It's a cottonmouth, has to be. It leaves a break in the water, its small reptilian head aiming for her flesh. There's no decision to be made. On pure instinct, Edward dives in. He swims as hard as can,

GRABBING THE SNAKE

just as it's about to strike.

The woman dives back underwater, understandably terrified that a man is coming at her.

267 EDWARD
No, it's okay! I got it. I got the snake.

As the splashing subsides, Edward looks at what he holds in his hands. Which isn't a snake at all, but rather a common stick. And a non-threatening one at that.

While Edward ponders his mistake, he looks around to discover that the Girl in the River is gone. He never even saw her face.

268 EDWARD (CONT'D)
Wait! I'm sorry. Hello?!

Edward keeps expecting her to surface, somewhere, but she never does. He stands alone in the river, wondering what tricks his eyes are playing on him.

EXT. BY THE RIVER - NIGHT - CONTINUOUS

269 A GIRL'S VOICE (O.S.)
There's leeches in there!

Edward looks to the bank, where young Jenny Hill is watching him.

270 EDWARD
Did you see that woman?

271 JENNY
What did she look like?

272 EDWARD
Well, she...uh...

273 JENNY
Was she nekkid?

Embarrassed to admit it...

274 EDWARD
Yeah.

275 JENNY
 (matter-of-fact)
It's not a woman, it's a fish. No one ever
catches her.

Given the day he's had so far, Edward isn't inclined to follow up on the issue. He starts to wade back to the bank.

276 JENNY (CONT'D)
Fish looks diff'rent to diff'rent people. My
daddy said it looked like the coon dog he had
when he was kid, back from the dead.

Edward climbs up onto the shore, completely drenched. He pulls up his pant legs to reveal three shiny leeches clinging to his skin.

277 EDWARD

Shoot.

He starts to work pulling them off.

EXT. PATH BACK TO TOWN - NIGHT

Edward and Jenny walk back.

278 JENNY
How old are you?

279 EDWARD
Eighteen.

280 JENNY
I'm eight. That means when I'm eighteen,
you'll be 28. And when I'm 28, you'll only be
38.

281 EDWARD
(a little wary)
You're pretty good at arithmetic.

282 JENNY
And when I'm 38, you'll be 48. And that's not
much difference at all.

Eager to get off this subject...

283 EDWARD
Sure is a lot now, though, huh?

EXT. MAIN STREET - NIGHT

As Edward and Jenny approach Main Street, they find "downtown"
has been transformed. Lanterns and streamers hang on cables

across the street, and a small stage has been built at one end to hold FIDDLERS.

The whole town is there in celebration of its newest citizen, Edward Bloom. Before he can protest, two WOMEN have grabbed him by the arms, pulling him in to dance with them.

The resulting dance number seems both choreographed and complete chaos. From FARMER to BAKER'S WIFE, everyone wants to dance with Edward, who finds himself tossed around like a stick caught in a whirlpool. Still, he's having a blast.

Jenny grabs both his hands, and they spin wildly.

Beamen plucks his LAUGHING daughter away to dance with her. Then Mildred cuts in to dance with Edward. It's hard to hear over the MUSIC.

284 MILDRED
Jenny thinks you're quite a catch. We all do.

285 EDWARD
(not hearing)
What?

286 MILDRED
I said you're quite a catch!

Edward stops dancing. A beat, then he heads for the edge of the crowd. Beamen is there, with Jenny on his shoulders.

287 EDWARD
I have to leave. Tonight.

288 BEAMEN
Why?

289 EDWARD
This town is everything a man could ask for.
And if I were to end up here, I'd consider
myself lucky. But the fact is, I'm not ready
to end up anywhere.

290 BEAMEN
No one's ever left.

291 JENNY
How are you gonna make it without your shoes?

292 EDWARD
I suspect it will hurt a lot.

And with that, Edward walks down Main Street. The townspeople
stop dancing, disbelieving, some shaking their heads.

Poor Edward Bloom's gone crazy.

293 BEAMEN
 (calling after him)
You won't find a better place!

294 EDWARD
I don't expect to.

Jenny runs to him. She'd tackle him if she could.

295 JENNY
Promise me you'll come back.

296 EDWARD
I promise. Someday. When I'm really supposed
to.

It's not good enough, but it will have to do. Edward keeps
walking.

EXT. THE DARK FOREST - NIGHT

VARIOUS SHOTS: Edward negotiates the thorns in his bare feet. It's horrible. Almost unendurable.

And then it gets worse.

The trees ahead are moving. At first, it just seems to be the wind blowing the branches, but as we hear the wood CRACKING and GROANING, there's no mistaking it: they're trying to block him.

Snake-like WHITE ROOTS shoot out of the ground, grabbing for his ankles. He leaps up, kicking off one tree trunk to grab another one's branches. He swings off, lands and rolls. Now all the trees are moving to block him, their dark shapes towering over him in the flashes of LIGHTNING.

297 EDWARD (V.O.)
As difficult as it was to reach Spectre, I was
fated to get there eventually. After all, no
man can avoid reaching the end of his life.

As he ducks under branches, the chain holding the Key to the City gets caught. He's almost strangled, but the chain finally breaks. The silver key disappears into the mud.

Scrambling forward, he looks for a way out. But the trees have encircled him, their spiky crowns bending down to crush him.

He SCREAMS up at the night, until his breath is gone.

298 EDWARD (V.O.) (CONT'D)

And then I realized, this wasn't the end of my
life.

With a sudden calm...

299 EDWARD (CONT'D)
 (aloud)
This isn't how I die.

Another lightning FLASH, and suddenly the trees are back where
they've always been. Edward is lying shoeless and torn in a
muddy puddle, staring up at the rain. And LAUGHING.

EXT. THE ROAD - DAY

His bare foot steps onto asphalt.

300 A DEEP VOICE
Friend!

Edward turns to see

KARL

to his right, coming down the larger, paved road.

301 KARL
What happened to your shoes?

Edward looks down at his muddy, bloody feet.

302 EDWARD
They got ahead of me.

With that, the men start walking down the larger road.

CROSSFADE TO:

INT. DINING ROOM - NIGHT

Edward and Will sit at opposite ends of the table, with Sandra and Josephine in the middle. Although Edward has a small plate of food in front of him, he hasn't touched it. He's exhausted from the trip downstairs, but determined to maintain the family dinner ritual.

The other three eat awkwardly, each CLINK and SCRAPE of a knife or fork resonating. Will finally breaks the silence.

303 WILL
I don't know if you've seen it, but Josephine has some photos in the most recent Newsweek.

304 SANDRA
Really! That's wonderful.

305 JOSEPHINE
I spent a week in Morocco for the story. It was incredible.

306 SANDRA
We'll have to pick up a copy.

A beat. As Will scoops out another serving of potatoes, Edward suddenly speaks:

307 EDWARD
I don't know if you're aware of this, Josephine, but African parrots, in their native home of the Congo -- they speak only French.

All three stop to listen.

308 JOSEPHINE
(amused)
Really.

309 EDWARD
You're lucky to get four words out of them in English. But if you were to walk through the jungle, you'd hear them speaking the most elaborate French. Those parrots talk about everything: politics, movies, fashion -- everything but religion.

Taking the bait...

310 WILL
Why not religion, Dad?

311 EDWARD
It's rude to talk about religion. You never know who you're going to offend.

A beat.

312 WILL
Josephine actually went to the Congo last year.

313 EDWARD
Oh, so you know.

INT. GROCERY STORE - NIGHT

Will shakes a shopping cart free from the pile-up while his mother checks her list.

AT THE PRODUCE SECTION

Sandra starts to bag string beans.

314 WILL
Mom, would you say you understand Dad?

315 SANDRA
Of course.

316 WILL
What I mean is, do you really know what's going
on in his head?

317 SANDRA
Yes.

318 WILL
How is that possible? I mean, you try to ask
him a question and suddenly it's another one of
his stories.
(decidedly)
You can't honestly say you know him.

319 SANDRA
Yes, Will, I do. And don't presume things you
don't know.

She's more amused than annoyed, but Will is entering dangerous
territory.

320 SANDRA (CONT'D)
Would you say you understand Josephine?

321 WILL
Yes. But that's a different...

322 SANDRA
No it's not. It's exactly the same. Your
father and I met, we dated, and we married --
we chose each other -- because we understood
each other on some fundamental level. Just the

same as you two.

She moves on to the carrots.

323 WILL
Josephine and I have a lot in common.

324 SANDRA
Yes, you both think William Bloom is a very
smart man.

(beat)
The problem is, you only see me as your mother,
and not as someone's wife. And I've been his
wife longer than I've been your mother. You
can't discount that.

325 WILL
True. But I've known him my whole life, and I
don't feel like I know him at all. Or ever
will.

With a look, Sandra acknowledges the stakes.

326 SANDRA
I know it's not easy. Just remember, he didn't
choose to be your father and you didn't choose
to be his son. You just ended up together.
You could pick numbers out of a dark bag and
it'd be just the same. If you ask me, it's a
wonder parents and children can stand each
other at all.

327 WILL
But I understand you, Mom. I always have.

328 SANDRA
Well, clearly you don't. But I'm not the
mystery you're trying to solve right now.

INT. AT THE CHECKOUT - NIGHT

Reaching the CASHIER, Sandra hands over her coupons. Will is approaching with a Newsweek magazine.

Two checkstands over, an ATTRACTIVE BLONDE WOMAN in her 50's is getting her change. Though she's Sandra's generation, she carries herself like a much younger woman, with blue jeans and sneakers.

She accidentally makes eye contact with Will as he passes. We HOLD ON the woman, who tracks Will as he reaches Sandra. It's hard to read her reaction: does she recognize him, or just find him attractive?

Will notices the gaze. The woman turns away.

Will racks his brain -- does he know this woman?

329 SANDRA
Before I forget, your father has papers in the
basement I'd like you to go through. I
wouldn't know what's important.

330 WILL
 (distracted)
Mom, do you know who that is? Blonde hair.

Sandra looks. After a beat, the Blonde Woman turns again, semi-casually. Noticing that both Will and Sandra are looking, she smiles a little before taking her cart to leave.

331 SANDRA
 (no idea)
Was she one of your teachers?

332 WILL
No. But it's weird. She seemed to recognize
me.

333 SANDRA
(to the cashier)
Do you know who that is?

The Cashier turns to look. He can only get a profile as the
woman leaves.

334 CASHIER
Never seen her before. Pretty, though.

INT. GUEST BEDROOM - NIGHT

A portable fan quietly WHIRRS in the corner. Turned low, the
RADIO on the nightstand is playing a call-in AM sports show,
just a wash of background chatter. Edward lies asleep on his
back.

At the window, Josephine quietly lowers the shade. She
reaches over Edward to switch off the radio. He stirs from
the silence -- he wasn't fully asleep -- and sees Josephine
stretched over him.

335 EDWARD
(playfully lecherous)
Hello.

She smiles.

336 JOSEPHINE
Hi. How are you feeling?

337 EDWARD
I was dreaming.

338 JOSEPHINE
What were you dreaming about?

He tries to recollect, but it's already gone. Josephine motions, is it okay for her to sit on the bed? He nods.

339 EDWARD
I don't usually remember unless they're especially portentous. You know what that word means, portentous?

She shakes her head.

340 EDWARD (CONT'D)
Means when you dream about something that's going to happen.
(beat, gathering)
Like one night, I had a dream where this crow came and told me, "Your Aunt is going to die." I was so scared I woke up my parents. They told me it was just a dream, to go back to bed. But the next morning, my Aunt Stacy was dead.

341 JOSEPHINE
That's terrible.

342 EDWARD
Terrible for her, but think about me, young boy with that kind of power. Wasn't three weeks later that the crow came back to me in a dream and said, "Your Grampa is going to die." Well, I ran right back to my parents. My father said, no, Gramps is fine, but I could see there was trepidation. And true enough, that next morning my Grampa was dead.

He sits up a bit in bed, his strength returning.

343 EDWARD (CONT'D)
For the next couple weeks, I didn't have
another dream. Until one night the crow came
back and said, "Your Daddy is going to die."
 (beat)
Well, I didn't know what to do. But finally I
told my father. And he said not to worry, but
I could tell he was rattled. That next day, he
wasn't himself, always looking around, waiting
for something to drop on his head. Because the
crow didn't tell how it was going to happen,
just those words: your Daddy is going to die.
Well, he went into town early and was gone for
a long time. And when he finally came back, he
looked terrible, like he was waiting for the
axe to fall all day. He said to my mother,
"Good God. I just had the worst day of my
life."
 (beat)
"You think you've had a bad day," she said.
"This morning the milkman dropped dead on the
porch!"

Josephine smiles, a half-laugh, which gets him smiling too.

A long beat. Then, deadpan...

344 EDWARD (CONT'D)
Because see, my mother was banging the milkman.

345 JOSEPHINE
No, I understand.

346 EDWARD
He was slipping her a little extra cream.

She nods, a bit more of a laugh.

347 EDWARD (CONT'D)
He was filling her basket. He was making
deliveries around back.

As Edward continues, she can't help but laugh harder,
especially as the metaphors get more vulgar.

348 EDWARD (CONT'D)
He was buttering her rolls. Pumping her churn.
Splashing milk in her box.

349 JOSEPHINE
Stop.

350 EDWARD
They were squeezing the cheese. Clanking the
bottles. Licking the popsicle.

She's starting to cry from laughing.

351 EDWARD (CONT'D)
Cracking the eggs and making an omelet.

With that, he stops. She regains her composure.

352 EDWARD (CONT'D)
Spoonng the sherbet.

353 JOSEPHINE
 (interrupting)
Can I take your picture?

354 EDWARD
You don't need a picture. Just look up
handsome in the dictionary.

355 JOSEPHINE
Please?

He rolls his eyes, why not.

Josephine leaves, heading down the hall to get her camera. We
STAY WITH Edward in bed.

356 JOSEPHINE (O.S.) (CONT'D)
I have photos from the wedding to show you.
There's a great one of you and my father. I
had an extra print made.

Edward grimaces, a flash of pain. Around others, he's hiding
how much it hurts, but alone we can see how bad it is.

He controls his breathing, trying to push through it.

357 JOSEPHINE (O.S.) (CONT'D)
I want to see pictures of your wedding. I've
never seen any.

She returns with her camera. Edward smiles, doing a good job
masking the pain.

358 EDWARD
That's because we didn't have a wedding. Your
mother-in-law was never supposed to marry me.
She was engaged to somebody else.

359 JOSEPHINE
 (loading film)
I never knew.

360 EDWARD
Will never told you that?
 (she shakes her head)
Probably just as well. He would have told it
wrong anyway. All the facts and none of the
flavor.

361 JOSEPHINE
Oh, so this is a tall tale?

362 EDWARD
Well, it's not a short one.

A devilish smile. Pushing past Edward, we settle on the whirling fan.

MATCH CUT TO:

A SPINNING PINWHEEL

held by a LITTLE BOY. He's slumped over his FATHER's shoulder, being carried towards a big-top tent. We are...

EXT. OLYMPIA CIRCUS - NIGHT

..WHERE THE SECOND-RATE CARNIVAL IS PARKED FOR THE MOMENT IN AN ALABAMA FIELD. TO THE LEFT, WE SPOT EDWARD, 20-ISH, HALFWAY THROUGH A BAG OF PEANUTS. HE'S STILL CARRYING THE BACKPACK WE SAW EARLIER, AND SCRATCHED UP FROM HIS TRIP THROUGH SPECTRE.

363 EDWARD (V.O.)
I had just left Ashton, and was on my way to discover my destiny. Not knowing what that would be exactly, I explored every opportunity that presented itself.

Joining the crowd, he heads into the big-top.

INT. BIG TOP - NIGHT

A troupe of STILT-WALKING FIREBREATHERS finishes their act to

tremendous APPLAUSE.

As the performers clear away, the circus' owner-and-ringmaster AMOS CALLOWAY (50) approaches the stands. He may only be four feet tall, but Amos has a titanic presence.

364 AMOS
Ladies and Gentlemen, you may think you've seen
the unusual. You may think you've seen the
bizarre. But I've travelled to the five
corners of the world, and let me tell you, I've
never seen anything like this.

From behind Amos, CARNIES start rolling a massive ball towards the crowd.

365 AMOS (CONT'D)
When I found this man, he was picking oranges
in Florida. His fellow workers called him El
Penumbra -- The Shadow -- because when you were
working beside him, he blocked out the
daylight. He could take a whole tree in his
hands and shake off the fruit. I had to pay
his crew boss \$10,000 just so I could take him
with me.

Amos comes up to a MIDDLE-AGED WOMAN in the first row, a quieter moment.

366 AMOS (CONT'D)
Not to alarm you, Ma'am. But if this man
wanted to, he could crush your head between his
toes.
 (she trembles)
But he won't.
 (a long beat)
He's not going to hurt her, folks, because he's

our own Gentle Giant. Ladies and Gentlemen, I
give you Colossus!

The carnies back away from the ball as a deep DRUM ROLL
begins. A moment, then the ball starts to bulge from inside.

A foot suddenly bursts out from within. GASPS from the crowd.
That foot is massive. In the stands, Edward looks closer.
Intrigued.

As the drum beat intensifies, a second foot breaks out.
Followed by hands. Shoulders. Finally, the head. This is
COLOSSUS.

From a very LOW ANGLE, we look up to see just how massive he
is. He seems to fill the Heavens. With his shaved head and
giant club, he seems more ogre than man.

In the bandstands, a YOUNG BOY's jaw drops in awe. Colossus
walks down the row, letting the crowd get a better look at
him. Some reach out to touch him, disbelieving. A tight
spotlight follows him, revealing faces in the crowd.

Colossus passes Edward, who seems unimpressed. He leans with
the spotlight, WHISTLING to get the big man's attention.

He points to the edge of the stands, where his friend is
sitting on the dirt --

KARL THE GIANT

stands up, so big the spotlight has to widen just to hold him.
He's a good foot taller than Colossus. There's a GASP from

the crowd, along with nervous anticipation -- what will happen next?

ANGLE ON Amos, stunned, megaphone dangling.

ANGLE ON Colossus, realizing the gig is up. With a resigned shrug, he rests his club on his shoulder and walks away into the shadows.

CUT TO:

INT. BIG-TOP - NIGHT / LATER

As the stands empty, Edward and Karl talk to Amos.

367 AMOS
What's his name? Does he talk? It's not
important.

368 KARL
Karl.

369 AMOS
Tell me Karl, have you ever heard of the term
"involuntary servitude?"

Karl shakes his head.

370 AMOS (CONT'D)
"Unconscionable contract?"

Nope.

371 AMOS (CONT'D)
Great, great. That's fantastic.

372 EDWARD (V.O.)
It was on that night Karl met his destiny. And
I met mine. Almost.

INT. BIG TOP - NIGHT - CONTINUOUS

As Amos pulls Karl aside to give him the hard sell, Edward notices a BEAUTIFUL YOUNG WOMAN (16) leaving with her family. She's wearing a blue dress and hat. For no good reason, she looks back at Edward.

The two make eye contact. And as they do, all motion FREEZES.

A fiery baton remains mid-twirl, flames locked in place. A spilled box of popcorn hangs in mid-air, each kernel like a snowflake. Even the elephant is mid-poop.

Only Edward is free to move, winding his way between the frozen bodies, ducking underneath arms to get closer and closer to this woman.

373 EDWARD (V.O.)(CONT'D)
They say when you meet the love of your life,
time stops. And that's true. What they don't
tell you, is that once time starts again, it
moves extra fast to catch up.

Suddenly, everything RUSHES. The crowd becomes a blur, and the young woman is lost in its wake. Now it's Edward who's frozen, helpless in time.

EXT. DIRT PARKING LOT - NIGHT

Edward checks in windows as cars pull out, searching for his fated love. Not finding her, he becomes more frantic, running down the rows.

CROSSFADE TO:

THE EMPTY LOT

Colossus is thumbing for a ride. The last pickup truck stops and lets him climb in back.

As the truck pulls out, it passes a dejected Edward. He'll never find that girl, the love of his life.

INT. BIG-TOP - NIGHT

Amos leans over so Karl can sign a contract on his back. He spots Edward walking back into the tent.

374 AMOS
Hey kid! Your friend just made himself a star.

375 EDWARD
That's great.

Amos hands off the contract to a CLOWN.

376 AMOS
 (introducing)
My attorney, Mr. Soggybottom.

377 EDWARD
Good to meet you.

Mr. Soggybottom HONKS his horn, then waddles off.

378 AMOS
What's the matter with you, kid? I haven't
seen a customer so depressed since the elephant
sat on that farmer's wife.
 (beat)
Get it? "Depressed?"

Karl chuckles.

379 AMOS (CONT'D)
See! The big guy likes it.

380 EDWARD
I just saw the woman I'm going to marry, I know
it. But then I lost her.

381 AMOS
Tough break. Most men have to get married
before they lose their wives.

382 EDWARD
 (with absolute conviction)
I'm going to spend the rest of my life looking
for her. That or die alone.

383 AMOS
Jesus, kid.
 (realizing)
Let me guess. Real pretty, blonde hair, blue
hat?

384 EDWARD
Yes!

385 AMOS
I know her uncle. Friends of the family.

386 EDWARD
Who is she? Where does she live?

387 AMOS
Kid. Don't waste your time. She's out of your league.

As Amos starts to walk away, Edward hurries to catch up with him. Karl follows as well.

388 EDWARD
What do you mean? You don't even know me.

389 AMOS
Sure I do. You were hot shit back in Hickville, but here in the real world, you got squat. You don't have a plan. You don't have a job. You don't have anything but the clothes on your back.

390 EDWARD
I've got a whole backpack full of clothes!

He points to the bleachers, where no backpack is to be found.

391 EDWARD (CONT'D)
 (realizing)
Someone stole my backpack.

392 AMOS
Kid, you were a big fish in a small pond. This here is the ocean, and you're drowning. Take my advice and go back to Puddleville. You'll be happy there.

Getting in front of Amos, Edward stops him.

393 EDWARD
Wait. You said I don't have a plan. I do. I'm going to find that girl and marry her and spend the rest of my life with her.

Amos smiles, amused.

394 EDWARD (CONT'D)
I don't have a job, but I would have a job if
you gave me one. And I may not have much, but
I have more determination than any man you're
ever going to meet.

395 AMOS
Sorry, kid. I don't do charity.

396 EDWARD
I'll work night and day, and you won't have to
pay me. You just have to tell me who she is.

Amos takes a long look at him. Ultimately, there's no way he
can say no. He shrugs. What the hell.

397 AMOS
Every month you work for me, I'll tell you one
thing about her. That's my final offer.

Edward shakes Amos's hand before he can retract the offer. We
move into a MONTAGE:

INT. BIG TOP CENTER RING - NIGHT

CLOSE ON Edward, smiling nervously. His head is tilted to the
side, and as we PULL BACK, we see why: he's holding it in a
MASSIVE LION's open mouth. The beast's sharp teeth are just
poking his skin. If the lion so much as flinches, Edward is
dead.

The CROWD applauds, which makes the lion antsy. Which makes
Edward antsier.

398 EDWARD (V.O.)
From that moment on, I did everything Mr.
Calloway asked, and a lot of things he didn't.
I'd go three days without stopping to eat, and
four days without sleeping.

EXT. THE HYDRA - DAY

His eyes droopy from lack of sleep, Edward mans the whirling
amusement park ride.

399 EDWARD (V.O.)
The only thing that kept me going was the
promise of meeting the girl who would be my
wife.

Nodding off, Edward falls backward, into the path of the
spinning arms. One of the Hydra cars hits him square in the
gut, throwing him up and away, sailing 200 feet through the
air.

EXT. FIELD - DAY

Edward chases a costumed pig, tripping over tent cords,
falling in the mud.

His hunt leads him through the back of a tent, where he's
unwittingly stepped in front of a line of motorized birds. To
the left, CUSTOMERS are shooting with rifles. He dodges four
SHOTS that knock down the birds around him.

He catches his breath, lucky.

Then a half-blind OLD WOMAN pulls her trigger, hitting him in the shoulder.

EXT. BEHIND A TENT - DAY

Karl the Giant bandages Edward's arm as well as he can. Amos is walking past.

400 EDWARD
Mr. Calloway! It's been a month today.

Amos stops, looks at the young man. Finally...

401 AMOS
This girl, the love of your life. Her favorite flower is daffodils.

He walks away. We PUSH IN on Edward, enraptured by the concept.

402 EDWARD
Daffodils.
(to Karl)
Daffodils!

INT. STABLES - DAY

Edward shovels shit in the nastiest stables you've ever seen. But all he can think about is...

403 EDWARD
(to himself)
Daffodils!

The wonder of it. He goes back to shoveling, a smile on his

face.

404 EDWARD (V.O.)(CONT'D)
True to his word, every month Amos would tell
me something new about the woman of my dreams.

INT. A DARK PLACE - NIGHT

CLOSE ON Edward, lost in quiet reverie, pondering his latest
bit of information.

405 EDWARD
College! She's going to college!

A sudden EXPLOSION as Edward is shot...

INT. BIG TOP - NIGHT [CONTINUOUS]

..OUT OF A GIANT CANNON.

INT. STABLES - NIGHT

Under a full moon, Edward feeds the animals.

406 EDWARD
 (to himself)
Music! She likes music. I like music too!

407 EDWARD (V.O.)
Over the months, I learned a lot about the
woman I was going to marry, but not her name,
and not where to find her. That time had come.
I couldn't wait any longer.

EXT. AMOS CALLOWAY'S TRAILER - NIGHT

Under a full moon, Edward walks up to the battered camper, and is about to knock when he notices it's rocking. A lot. Not just that, there's MOANING coming from inside.

But Edward KNOCKS anyway.

408 EDWARD
Mr. Calloway! It's Edward Bloom. I need to talk to you.

Suddenly, the rocking and moaning stop. A beat, then the door handle begins to RATTLE. It seems to be stuck.

Edward turns the knob.

Suddenly, the door BURSTS OPEN. Edward is knocked down by a massive black dog, biggest you've ever seen. It has green glowing eyes and a lick of fire for a tongue.

Edward wrestles with the beast, its mouth snapping at his throat. Blocking with an arm, Edward tries to push himself free, but the creature's hands -- it has hands instead of paws -- hold on tight.

Entwined, they roll across the dirt. The other nearby CARNIES scatter for cover. Mr. Soggybottom pulls a revolver out of his clown suit. Loads a silver bullet.

Edward finally succeeds in throwing the beast off. He rolls to his feet.

The hell hound squares back on its haunches, GROWLING, ready for another leap. Mr. Soggybottom sheds a clown tear, aiming the revolver at the dog.

At the last moment...

409 EDWARD (CONT'D)
No, wait!

Edward moves just as Mr. Soggybottom FIRES. The bullet catches Edward in the shoulder, knocking him down.

The carnies GASP.

Licking its chops, the dog approaches the helpless Edward, who feels the ground around him, looking for some kind of weapon. He finds only a small stick. He waves it at the dog, ready to strike it.

Like magic, the dog's whole demeanor changes. It bounces excitedly, ready to play fetch.

Seeing an opportunity, Edward throws the stick as far as he can. The dog bounds after it,

SMASHING DOWN THREE CARS.

It returns a beat later with the flaming stick, which it drops at Edward's feet. Its tail whips back and forth.

410 EDWARD (V.O.) (CONT'D)
It was that night I discovered that most things
you consider evil or wicked are simply lonely,
and lacking in the social niceties.

Edward throws the stick again. The dog takes off in a new direction.

TRANSITION TO:

EXT. FIELD - PRE-DAWN

Exhausted from playing fetch all night, Edward throws the stick into the woods. The still-spry dog goes after it. It's gone for a long time, long enough that Edward becomes concerned.

He follows it into the woods.

INT. WOODS - DAWN

Amos Calloway stands up behind a bush, buck naked and hairy. He still has the stick in his mouth, which he takes out as Edward approaches.

411 AMOS
Didn't kill anything, did I?

412 EDWARD
A few rabbits, but I think one of them was
already dead.

413 AMOS
That would explain the indigestion.

Edward tosses him his jacket to cover his privates.

414 AMOS (CONT'D)
I was wrong about you kid. You may not have
much, but what you got, you got a lot of. You

could get any girl.

415 EDWARD
There's only one I want.

A beat.

416 AMOS
Her name is Sandra Templeton. She's going to
Auburn. The semester's almost over, so you
better hurry.

417 EDWARD
Thank you.

418 AMOS
Good luck, kid.

Edward walks away. Then starts running. He has to get there
as soon as possible.

Amos sits down and scratches his ear with his foot.

EXT. BIG TOP - DAY

Edward shakes Karl's giant hand. They hug.

419 EDWARD (V.O.)
After saying my goodbyes, I hopped three trains
to get to Auburn that afternoon.

EXT. AUBURN UNIVERSITY - DAY

We DESCEND ON the main quad, to find Edward Bloom dunking his
head in the fountain.

He changes out of his grubby shirt into a new one, just out of the package. It's the mid-1960's, but by the conservative dress of the passing STUDENTS, it could be any era.

EXT. SORORITY HOUSE - DAY

Edward stands with a bouquet of daffodils in front of a half-open door. Through the crack we can see the edge of a YOUNG WOMAN, talking in hushed tones with another girl we can't see.

Finally, a decision is reached. The door opens to reveal the woman of Edward's dreams, Sandra Kay Templeton. She's effortlessly beautiful, pure and simple as sunlight.

He can't believe he's finally reached her. He half-laughes, nervous. That makes her laugh, not sure what's going on.

420

EDWARD

You don't know me, but my name is Edward Bloom and I am in love with you. I've spent the last three years working to find out who you are. I've been shot and stabbed and trampled a few times, had my ribs broken twice, but it's all worth it to see you here, now, and to finally get to talk to you. Because I am destined to marry you. I knew that from the first moment I saw you at the circus. And I know it now more than ever.

ON SANDRA, overwhelmed. All she can finally think of to say is...

421

SANDRA

I'm sorry.

422 EDWARD
Don't need to apologize to me. I mean, I'm the
luckiest person you're going to find today...

She puts her hand on the door frame. On her left ring finger,
we see a diamond.

423 SANDRA
No I'm sorry, I...I'm engaged to be married.

ON EDWARD as his heart falls 20 floors. He tries to suppress
the reaction, put on a brave front.

424 EDWARD
Oh.

425 SANDRA
But you're wrong. I do know you, at least by
reputation. Edward Bloom from Ashton. See,
I'm actually engaged to a boy from Ashton. Don
Price. He was a few years older than you.

FLASHCUTS TO:

EXT. CREEPY OLD HOUSE - THE GATE - NIGHT

Young Don Price shines his flashlight on Edward.

VARIOUS H.S. ATHLETIC COMPETITIONS

Recapping earlier football, baseball and basketball
highlights, we find Edward beats Don every time.

THE STREET CORNER / ASHTON PARADE

A smoking Don Price crushes his cigarette as Edward leaves town.

BACK TO:

EXT/INT. SORORITY HOUSE - THE DOORWAY

Edward is dumbstruck. With all the strength he can muster...

426 EDWARD
Well. Congratulations. I'm sorry to have
bothered you.

He turns and walks down the front steps.

She stays in the doorway for a few beats, feeling genuinely horrible for what's happened. But eventually she goes back inside. We hear GIGGLES from inside as her sorority sisters get to the bottom of this.

427 SANDRA
Stop it. It's not funny. That poor boy.

We LEAD Edward as he walks away, tears just starting to form.

428 EDWARD (V.O.)
Fate has a cruel way of circling around on you.
After all this work to leave Ashton, the girl
I loved was now engaged to one of its biggest
jerks.

He EXITS FRAME, leaving only the sorority house in the background.

429 EDWARD (V.O.) (CONT'D)

There's a time when a man needs to fight, and a time when he needs to accept that his destiny is lost, that the ship has sailed, and that only a fool would continue.

A beat. Edward steps back INTO FRAME, looking at the sorority house.

430 EDWARD (V.O.) (CONT'D)
The truth is, I've always been a fool.

We CIRCLE as he shouts:

431 EDWARD (CONT'D)
Sandra Templeton! I love you! And I am going
to marry you!

INT. SORORITY HOUSE FOYER - DAY

Sandra and her SISTERS peer out through the curtains. Is this guy crazy?

INT. LECTURE HALL - DAY

The tweedy ECONOMICS PROFESSOR continues his explanation. Sandra isn't paying a lot of attention.

He switches on the overhead projector without looking at it. There's a TITTER from the STUDENTS, but he doesn't notice.

A classmate nudges Sandra, who looks up. Written on the projector is "I Love Sandra Templeton." She's horrified and excited at the same time. The professor finally notices

what's written there.

EXT. QUAD - DAY

Walking with her books, Sandra shakes her head, disbelieving. We look up to the blue sky, where a giant sky-written heart floats in the wind.

INT. SANDRA'S BEDROOM - [THE NEXT] MORNING

At her Sisters' prompting, a just-woken Sandra looks out the second-story window to find the lawn filled with

TEN THOUSAND DAFFODILS.

Edward stands amid the sea of flowers. He's waited there six hours.

EXT. SORORITY HOUSE - DAY

Sandra walks out to him. She's smiling, confused, joyful and scared. All down Greek Street, STUDENTS are coming out to see the display.

432 SANDRA
Daffodils?

433 EDWARD
They're your favorite flower.

434 SANDRA
How did you get so many?

435 EDWARD

I called everywhere in five states and explained this was the only way I could get my wife to marry me.

Out of nowhere, a tear drops down Sandra's cheek. She wipes it off.

436 SANDRA
You don't even know me.

437 EDWARD
I have the rest of my life to find out.

From down the street...

438 A MAN'S VOICE
Sandra!

439 SANDRA
It's Don. Promise me you won't hurt him.

440 EDWARD
If that's what you want, I swear to it.

The adult DON PRICE arrives. He's 230 pounds of football-playing, Skynard-loving, fraternity-proud muscle. And he's pissed.

A gang of his BROTHERS walk behind him.

441 DON PRICE
Bloom!

442 EDWARD
Don.

443 DON PRICE
What the hell are you doing? This is my girl.

Mine!

444 EDWARD
I didn't know she belonged to anybody.

Don Price decks him, knocking him down. Edward gets right back up, but makes no move to defend himself.

Unfazed, Don slugs him again.

445 SANDRA
Stop it!

446 DON PRICE
 (ignoring)
What the matter, Bloom? Too scared to fight back?

447 EDWARD
I promised I wouldn't.

A beat. Don shrugs, fine. Then proceeds to kick Edward's ass nine ways to Sunday.

448 EDWARD (V.O.) (CONT'D)
While I took the beating of a lifetime, it was Don Price who was ultimately defeated.

As the ass-whupping continues, we

INTERCUT WITH:

INT. FRATERNITY HOUSE BATHROOM - DAY [FLASHFORWARD]

Sitting on the can, Don Price pinches a loaf while reading the

new Playboy.

449 EDWARD (V.O.)
All the physical activity had worsened a
congenital valve defect. Put simply, his heart
wasn't strong enough.

Don Price squeezes down hard, trying to shit the unshittable.
Suddenly, he grasps his chest and collapses face-first on the
tile.

MATCH CUT TO:

EXT. WITCH'S HOUSE / GATE - NIGHT [FLASHBACK]

The same image of Don's dead face on the tile is reflected in
The Eye.

RETURNING BACK TO:

EXT. THE SORORITY HOUSE - DAY

The thrashing continues. Edward somehow fights his way back
to his feet, ready to be knocked down again.

450 SANDRA
Don!

Don is about to slug Edward again when he turns.

Sandra pulls off her engagement ring. There's an audible AHH!
from her sisters, and an OHH! from Don's brothers.

451 SANDRA (CONT'D)
I will never marry you.

A beat. Don stands stunned, his mind reeling.

Edward, whose eyes are swollen almost shut, keeps waiting for the next punch. Where is it? What's going on?

452 DON PRICE
What. You love this guy?

453 SANDRA
He's almost a stranger and I prefer him to you.

She hands him the ring. Another beat, then Don storms off. But not before decking Edward one last time.

Sandra leans over Edward's broken body. His head lies on the daffodils.

454 SANDRA (CONT'D)
How can I convince you to stop?

455 EDWARD
Go out with me.

He smiles, his teeth bloody.

456 SANDRA
Okay.

As the crowd of students APPLAUDS and CHEERS, we CRANE UP above the flowered battlefield.

457 EDWARD (V.O.)
As it turned out, Sandra was able to keep her same date at the chapel. Only the groom had changed.

As the MUSIC reaches a crescendo, we suddenly...

CUT TO:

INT. GUEST ROOM - NIGHT [PRESENT]

458 JOSEPHINE
I thought you said you didn't have a church
wedding.

459 EDWARD
Well, we were all set to, but there was a
complication.

He reaches for his glass of water, but Josephine already has
it for him. She watches him while he slowly drinks the entire
glass, thirstier than he imagined. While he's drinking, we...

CUT TO:

INT. UPSTAIRS HALLWAY - NIGHT [CONTINUOUS]

Will, back from the grocery store, reaches the top of the
stairs. He hears voices coming from the bedroom.

460 JOSEPHINE (O.S.)
Is it the medicine that's making you thirsty?

461 EDWARD (O.S.)
Truth is, I've been thirsty my whole life.
Never really known why.

Will quietly approaches the door, not exactly sneaking, but
not exactly announcing his presence. The door is open a few
inches, letting him look in on his father and his wife.

INTERCUT HALLWAY / BEDROOM

462 EDWARD (CONT'D)
There was one time when I was eleven...

463 JOSEPHINE
 (gently)
You were talking about your wedding.

464 EDWARD
I didn't forget. I was just working on a
tangent. See, most men, they'll tell a story
straight through, and it won't be complicated,
but it won't be interesting either.

465 JOSEPHINE
I like your stories.

466 EDWARD
And I like you.

He doesn't let the moment linger with undue sentimentality.
There's a story to be told.

467 EDWARD (CONT'D)
Now. The thing about working for a circus is
you don't have a regular address, and after
three years I had a lot of undelivered mail.

In the hallway, Will shifts to a new position, letting himself
listen to the story one more time.

468 EDWARD (CONT'D)
During the four weeks I was in the hospital,
the postmaster finally caught up with me.

INT. HOSPITAL - DAY

Bruised and bandaged, Edward sorts through a big bag of mail with help from Sandra. He rips open an official-looking letter. Reading it, his face drops.

FLUTE and DRUM, music rising to a military cadence.

469 EDWARD (V.O.)
It turned out that while my heart belonged to Sandra, the rest of my body belonged to the U.S. Government.

INT. ARMY AIRPLANE - NIGHT

With a buzz cut and paratrooper gear, Edward squats with a dozen other SOLDIERS. The noise of the ENGINES is deafening, but Edward is engrossed in an Asian phrasebook.

470 EDWARD (V.O.)
A hitch in the Army was up to three years at that point, and having waited three years just to meet Sandra, I knew I couldn't survive being away from her that long. So I took every hazardous assignment I could find, with the hope of getting my time down to less than a year.

The JUMP LEADER yells...

471 JUMP LEADER
GO! GO! GO!

One by one the men jump out, their chutes clipped to a main line. When his time comes, Edward leaps...

..BUT HE'S STUCK. HIS CORD IS CAUGHT UP IN THE ASSEMBLY.

He twists and struggles, trying to free himself. Looking down, he can see the white parachutes disappearing into the darkness. They're already long gone.

Digging a knife out of his pocket, Edward gets to work cutting through the cable. It finally POPS. Edward jumps from the plane.

EXT. OUTSIDE STAGE - NIGHT

A THOUSAND CHINESE SOLDIERS sit, bored, watching the equivalent of a U.S.O. show.

A CHINESE VENTRILOQUIST is on stage with his Communist puppet. We have no idea what they're saying to each other, but every act is fundamentally the same.

The EMCEE comes on to usher him off the stage before he's finished. The Ventriloquist protests, but finally gives in. The Emcee makes a "shoot him in the neck" motion to one of the ARMED GUARDS off-stage.

EXT. HIGH ABOVE THE STAGE - NIGHT

We LOOK DOWN with Edward, who is drifting right for the stage. He can't steer. He's helpless.

But then, a BLAST of fireworks from the sides of the stage. The lights go out as a DRUM ROLL begins. It's just enough cover for Edward to remain unseen.

He lands with a CLANG on the lighting catwalk above the stage.

He barely grabs on, disconnecting his chute just as the curtain goes up. Edward looks out at the sea of excited soldiers. Every one of them would kill him. He's the legless cricket left on the anthill.

EXT. ON STAGE

The curtain rises to reveal PING (27) at a microphone. She's as gorgeous a woman as you'll ever see.

She stands with her hips turned in profile. Her body is a knockout, dress cut to reveal skin. The soldiers are on their feet, WHISTLING and HOLLERING.

UP ON THE CATWALK, Edward is surprised by an ENEMY SOLDIER. The two men begin to SCUFFLE.

MUSIC starts, a vampy torch song. Ping sings melody while an off-stage voice carries perfect harmony.

472 PING
Sometimes a girl can feel so alone

Without a lover to call her own.

Sometimes it's so bad, she wants to explode.

Wants to grab the first man she sees and tear off his clothes.

A ROAR from the soldiers. She knows what they want.

Still fighting, Edward jumps for a pole on the far side of the catwalk, sliding down it to end up

BACKSTAGE.

His determined opponent follows him down.

473 PING (CONT'D)
But she won't.

No, she can't.

She needs a special **special** different unusual man.

Because that girl,

Who looks like me,

She has wants, but she has needs.

474 PING (CONT'D)
 (speaking)
Any of you got needs?

The soldiers ROAR LOUDER, STOMPING on the bleachers.

Backstage, the two men are still fighting.

475 PING (CONT'D)
 (chorus)
I've had twice the adventure,

Cried double the tears.

Two times the bad times in half the years.

I need a strong man, because I've got

Twice the love to give.

For the first time, Ping turns, and now we see why she was
standing in profile. Ping is one-half of

SIAMESE TWINS.

Her identical twin is JING, who's been singing harmony all
this time. They are two separate women who join at the waist,

one set of perfect legs beneath them.

Edward sees the twins from behind, does a double-take. It costs him a punch to the jaw.

476 PING (CONT'D)
Say hello, Jing.

477 JING
Hello Jing.

478 PING
 (to the crowd)
I'm Ping. She's Jing. She's the good one.
 (closer)
I'm the bad one.

As the MUSIC builds towards the climax, Edward finishes the fight, knocking the guard out with a right hook.

As Ping and Jing reach the last chorus, they strike a final pose in the shape of a heart, their arms forming the arches, their backs forming the curves.

Edward slips behind curtains, trying to get away.

The soldiers are SHOUTING for an encore, lighters waving. The curtain slowly lowers, revealing

EDWARD'S PARACHUTE.

The APPLAUSE dies, replaced by a concerned RUMBLE. The Emcee yells for the Guards to search.

ON STAGE

Ping has no idea what's happening. Jing reaches into her cleavage to pull out her eyeglasses.

INT. DRESSING ROOM - NIGHT

As ARMED GUARDS search the halls below the stage, Ping and Jing shut the door to their dressing room. At the closet, they start to change outfits. Off-stage, their personalities become quite apparent: Ping is brash, bitchy and ambitious, while Jing is quiet, sweet and bookish.

In Chinese, subtitled...

479 PING
How could you miss your cue? You make me look
like a fool, out there alone.

480 JING
You weren't alone.

Ping HUFFS, turning her back on her sister.

Jing reaches deeper into the closet to find a new dress, exposing Edward's hiding place. She GASPS. Ping turns to look.

481 PING
Who the hell are you?

482 EDWARD
 (in Chinese)
I'm not going to hurt you.

483 PING
Damn right you're not.
 (yelling)
GUARD!

Jing grabs her, a hand over her mouth, but it's too late. A rifle-toting GUARD looks in.

Pretending to be her bitchy sister --

484 JING
Tell your men not to bother us! And lock that door!

The guard obeys. Ping shakes her sister off. Desperately flipping through his Asian phrasebook, he finds...

485 EDWARD
Please, I need your help.

486 PING
What makes you think we'll help you?

Edward pulls a photo out of his flak jacket. It's Sandra.

CROSSFADE TO:

VARIOUS SHOTS

487 EDWARD (V.O.)
Over the next hour, I described my love for Sandra Kay Templeton, and the ordeal that brought me before them. As it had always been, this love was my salvation. It was destined to be.

Hearing the story, Jing wipes away a tear. Even Ping is a little affected.

488 EDWARD (V.O.)(CONT'D)
We put together an elaborate plan for escape,

involving a whaling ship to Russia, a barge to Cuba and a small, dirty canoe to Miami. We all knew it would be dangerous.

Still subtitled:

489 PING
And what are we supposed to do when we get to America?

490 EDWARD
I can get you bookings. I know the biggest man in show business.

491 JING
Bob Hope?

492 EDWARD
Bigger.

TRANSITION TO:

EXT. TEMPLETON FAMILY HOUSE - DAY

Sandra checks the mail, hoping for a letter from Edward.

493 EDWARD (V.O.)
And so the twins and I began our arduous journey halfway around the world.
Unfortunately, there was no way to send a message back to America.

A black car pulls up. Two ARMY OFFICERS get out.

494 EDWARD (V.O.)(CONT'D)
And so it was no surprise that the Army believed I was dead.

Hearing the news, Sandra CRIES OUT. The pain of her shout makes church bells RING.

EXT. BEHIND THE TEMPLETON HOUSE - DAY

Sandra hangs sheets to dry on the clotheslines, forming a tunnel of fabric.

495 EDWARD (V.O.)
After four months, Sandra had gotten over the worst of the nightmares. When the phone rang, she didn't think it was somehow me calling her. When a car drove past, she didn't get up to check out the window.

Pulling a dress out of the basket, Sandra looks up to see

A MAN'S SILHOUETTE

on the sheet in front of her. She freezes, watching the shadow ripple across the white fabric, blowing so softly in the breeze. She knows it can't be him. He's dead.

She turns away. With all the strength she can gather, she hangs up that dress and digs another one out of the basket.

Looking up, she sees not a shadow but Edward himself standing before her. She GASPS, disbelieving, but his hand is real. It is destiny.

Without another moment's hesitation, she kisses him.

CROSSFADE TO:

BRIGHT SUNLIGHT

filters through soft sheets. We're under the covers, where a man's hand traces the curves of a woman's bare back. A beat, then she turns over in bed, revealing her to be

JOSEPHINE.

She blinks slowly, just waking up. Will is watching her. He's been up for a while. We are actually...

INT. WILL AND JOSEPHINE'S ROOM - DAY

..WHERE THE COUPLE STAYS COCOONED UNDER THE SHEETS, A KIND OF LIMBO. A KISS GOOD MORNING. LEGS ENTANGLING. NEITHER WANTS TO GET UP.

496 JOSEPHINE
I talked with your father last night.

497 WILL
Did you?

A look to say, should I be worried?

498 JOSEPHINE
You never told me how your parents met.

499 WILL
They met at Auburn.

500 JOSEPHINE
What about the details? How they fell in love.
The Circus. The War. You never told me any
of that.

501 WILL

That's because most of it never happened.

502 JOSEPHINE
But it's romantic.

A beat.

503 WILL
 (non-committal)
Mmm.

504 JOSEPHINE
Mmm, what?

505 WILL
Mmm, what. I know better than to argue romance
with a French woman.

He moves his head out from under the sheet. She follows him
to the "outside."

506 JOSEPHINE
Do you love your father?

507 WILL
Everyone loves my father. He's a very likeable
guy.

508 JOSEPHINE
 (repeating)
Do you love him?

Will doesn't want to answer yes or no.

509 WILL
You have to understand. When I was growing up,
he was gone more than he was here. And I
started thinking -- maybe he has a second life
somewhere else. With another house, another

family. He leaves us, he goes to them. Or maybe there is no family. Maybe he never wanted a family. But whatever it is, maybe he likes that second life better. And the reason he tells all those stories is because he can't stand this boring place.

510 JOSEPHINE
But it's not true.

511 WILL
What is "true?" I've never heard my father say a single true thing.

Off her silence...

512 WILL
Look, I know why you like him. I know why everyone likes him. But I need you to tell me I'm not crazy.

513 JOSEPHINE
You're not.

514 WILL
I need you on my side.

515 JOSEPHINE
I am always on your side. And I think you should talk to him.

INT. GUEST ROOM - DAY

The family finishes eating breakfast off TV trays set up around the bed. For his part, Edward is looking better. Certainly not recovered, but there's an optimism to his expression. And for the first time, he's actually hungry.

He watches as Sandra puts the cap back on the syrup.

516 EDWARD
Did I ever tell you about how...

517 WILL
 (interrupting)
Yes.

Edward is startled.

518 WILL (CONT'D)
The maple tree and the Buick. We heard it.

519 EDWARD
 (re: Josephine)
I think someone hasn't.

520 JOSEPHINE
The tree fell on the car, spilling the syrup,
which attracted the flies, which got stuck to
it and flew off with the whole car.

A beat.

521 EDWARD
 (undeterred)
But the real story is how I got the car. You
see...

522 WILL
 (interrupting)
Dad?

523 EDWARD
Son?

524 WILL
Can we talk?

Sandra SNAPS the cap back on the syrup.

525 SANDRA
I'm going to get started on dishes.

526 JOSEPHINE
I'll help you.

Both women quickly gather plates.

Will and Edward both smile. The women clearly want this to happen. It settles for a beat after they leave.

527 WILL
Do you know much about icebergs, Dad?

528 EDWARD
Do I? I saw an iceberg once. They were
hauling it down to Texas for drinking water,
only they didn't count on an elephant being
frozen inside. The woolly kind. A mammoth.

529 WILL
 (interrupting)
Dad!

530 EDWARD
What?

531 WILL
I'm trying to make a metaphor here.

532 EDWARD
Then you shouldn't have started with a
question. Because people want to answer
questions. You should have started with, "The
thing about icebergs is..."

533 WILL

(frustrated)
The thing about icebergs is you only see 10 percent of them. The other 90 percent is below the water where you can't see it. And that's what it is with you Dad. I'm only seeing this little bit that sticks above the water.

534 EDWARD
(joking)
What, you're seeing down to my nose? My chin?

535 WILL
I have no idea who you are because you have never told me a single fact.

536 EDWARD
I've told you a thousand facts. That's all I do, Will. I tell stories.

537 WILL
You tell lies, Dad. You tell amusing lies. Stories are what you tell a five-year old at bedtime. They're not elaborate mythologies you maintain when your son is ten and fifteen and twenty and thirty. And the thing is, I believed you. I believed your stories so much longer than I should have. And then when I realized that everything you said was impossible -- everything! -- I felt like such a fool to have trusted you. You were like Santa Claus and the Easter Bunny combined. Just as charming and just as fake.

538 EDWARD
You think I'm fake.

539 WILL
Only on the surface. But that's all I've ever seen.

Edward looks away, angry and disbelieving.

540 WILL
Dad, I'm about to have a kid of my own here.
It would kill me if he went through his whole
life never understanding me.

541 EDWARD
It would kill you, huh?

Finally --

542 EDWARD
What do you want, Will? Who do you want me to
be?

543 WILL
Yourself. Good, bad, everything. Just show me
who you are for once.

544 EDWARD
I have been nothing but myself since the day I
was born. And if you can't see that, it's your
failing, not mine.

EXT. BACKYARD - DAY

With a skimmer pole, Will cleans the leaves and debris out of the pool, but it's a fool's errand. The pool has long since gone native, a shiny slick of algae on the surface, slime covering the cemented rocks.

Suddenly, an underwater shape RIPPLES against the water's surface. Will is so startled that he drops the pole, which disappears into the murky water.

A beat. He looks around, relieved that no one saw that. He casually walks away.

INT. BASEMENT STORAGE AREA - DAY

The doors open to reveal Sandra, Will and Josephine, staring into the mouth of oblivion. The storeroom is a museum of hasty decisions and half-finished projects: partially built outboard motors, dead bonsai trees, Frankensteinian lawnmowers. We also find boxes of products Edward used to sell.

Clearing a path, Sandra leads Will to a roll-top desk, its ribs covered in dust. Two beaten metal file cabinets sit beside it.

545 SANDRA
Your father decided he needed to have an
office, and it wouldn't do to have it in the
house. You'll know better than me what's
important.

With some effort, Will forces up the desktop. With a HISS, a neighbor's cat makes a run for it. Will's getting used to being startled.

INT. BASEMENT STORAGE AREA - DAY [LATER]

Will, Sandra and Josephine have worked through two trash bags of papers to throw out. Looking through a new file, Sandra makes a small sound. A memory.

546 WILL
What is it?

Sandra hands Will a yellowed telegram. He shares it with Josephine.

547 SANDRA
It was during the war. Your father went
missing. They thought he was dead.

Will can't believe what he's reading.

548 WILL
That really happened?

549 SANDRA
Not everything your father says is a complete
fabrication.

A beat, then Sandra stands.

550 SANDRA
I'm going to check on him.

551 JOSEPHINE
I need to lie down for a bit.

552 WILL
Go.

Josephine kisses him, then follows Sandra. Will re-reads the telegram, still bewildered.

Looking for a place to put it, he tucks it into a strange mechanical hand on the desk. It clamps down automatically.

Will smiles, a memory. He hasn't thought about this device in years. We slowly PUSH IN on the telegram, held in the hand.

Edward's VOICE begins as a memory...

553 EDWARD (V.O.)
After the war, the sons of Alabama returned
home, looking for work. Each had an advantage
over me. They were alive, while I was --
officially -- deceased.

INT. DOWNTOWN OFFICE - DAY [STORY]

Edward shakes hands with his new boss, a TOUPEED MAN. The
company is called "Confederated Products." The OFFICE LADIES
all love Edward.

554 EDWARD (V.O.)
With my prospects few, I took a job as a
travelling salesman. It suited me. If there's
one thing you can say about Edward Bloom, it's
that I am a social person.

EXT. COUNTY FAIR - DAY [STORY]

On a low platform, Edward pitches a brilliant new product to
the crowd.

555 EDWARD
I've travelled from Tennessee to Timbuktu, and
if there's one thing people have in common, is
we could all use a hand around the house.

Edward sets down a contraption, which looks something like a
metal lava lamp. Like a flower, it unfolds to reveal five
fingers and a thumb. This is the Hand Around the House.(TM)

556 EDWARD

Why, with this product you can...

QUICK MONTAGE as he demonstrates:

557 EDWARD
Open a jar. Open a letter. Scratch yourself
while wearing mittens. Hold a book. Hold a
baby. Hold the dog away from kittens. It's
strong enough, you can do a handstand with no
hands at all.

Indeed, a remarkably agile Edward is able to support his
entire weight on it. The crowd APPLAUDS.

558 EDWARD
You can use it to point out important
information. Or dangers. Or beautiful women.

The hand points a finger at an HEAVYSET MAN IN OVERALLS.

559 EDWARD
We're still working on that one.

The crowd LAUGHS.

EXT. A COUNTRY ROAD - DAY

Edward drives, his hand out in the wind.

560 EDWARD (V.O.)
Soon I added other products, and other cities,
until my territory stretched from the coast to
western Texas.

EXT. TRAILER PARK - DAY

Edward kisses his pregnant wife goodbye, as much in love as ever.

561 EDWARD (V.O.)
I could be gone for weeks at a time. But every other Friday, I'd put all the money I'd made into an account set aside for a proper house with a white picket fence.

EXT. HORIZON SAVINGS & LOAN - DAY

Establishing this Texas institution, we come...

INT. HORIZON SAVINGS & LOAN - DAY

The bank is busy with the lunch-hour crowd. Taking his place in line, Edward fills out a deposit slip.

As the line snakes around through the ropes, the man in front of him gets a look at Edward.

562 THE MAN
Edward? Edward Bloom?

The man is none other than...

563 NORTHER WINSLOW
It's me. Norther Winslow.

564 EDWARD (V.O.)
I was astonished to see the greatest poet of both Ashton and Spectre all the way out in Texas.

The men shake, disbelieving this lucky coincidence.

565 EDWARD (CONT'D)
I don't believe it!

566 NORTHER WINSLOW
I want you to know, when you left Spectre it
opened my eyes. There was a whole life out
there that I was not living. So I travelled.
I saw France, and Africa, half of South
America. Every day a new adventure, that's my
motto.

567 EDWARD
That's great, Norther. I'm happy for you. I
can't believe I helped.

He's genuinely proud.

568 EDWARD (CONT'D)
So what are you up to now?

569 NORTHER WINSLOW
I'm robbing this place.

Reaching the front of the line, Norther pulls two pistols out
of his coat, FIRING both into the ceiling.

SCREAMS all around. The skinny SECURITY GUARD makes a
half-hearted reach for his gun, but Norther waves him off.
The guard takes out his gun and slides it over.

570 NORTHER WINSLOW (CONT'D)
 (to Edward)
Would you mind grabbing that?

There's nothing threatening about his delivery -- he might as
well be asking for a Budweiser. Still, Edward senses it would
be best to do as he says. He takes the guard's gun.

571 NORTHER WINSLOW (CONT'D)
 (to the crowd)
Now, I want all of you to lie down. I'm gonna
be cleaning out the cash drawers, and my
associate here is going to handle the vault.
 (pointing to a Teller Woman)
You help my friend, okay?

The TELLER WOMAN nods.

ANGLE ON Edward, not sure what to do. He has a gun, but he
truly doesn't want to shoot Norther. The Teller Woman is
already waving him to the back.

He decides he better go.

INT. AT THE VAULT - DAY

The Teller Woman is crying as she works the combination.
Edward feels horrible.

572 EDWARD
Look, I'm really sorry. I just don't want
anybody to get hurt.

573 TELLER WOMAN
It's not that, it's just...

She pulls open the vault door.

INT. THE VAULT - DAY

The inner sanctum of the Horizon Savings and Loan holds
exactly one folding chair. Nothing else.

574 TELLER WOMAN
...there's no money. We're completely bankrupt.

575 EDWARD (V.O.)
It turned out the savings and loan had already
been robbed -- not by armed bandits, but by
speculators in Texas real estate.

576 TELLER WOMAN
 (dead serious)
You gotta promise you won't tell anybody.

CUT TO:

INT. EDWARD'S CAR - DAY

Edward drives the getaway car, though truthfully they're going just a little over the speed limit. No one's following them. It's an empty country road for miles.

Norther HOLLERS with body-tingling joy as he counts the money.

577 NORTHER WINSLOW
Sixty. Eighty. Four hundred dollars! Not
bad for just the drawers. Let's see what you
got from the vault.

Edward winces, but doesn't say anything yet. Digging through the vault bag, Norther is surprised to find only a single deposit envelope. He rips it open, revealing just a little cash inside. Even some dimes and pennies.

578 NORTHER WINSLOW (CONT'D)
This is it? The whole vault.

579 EDWARD
'Fraid so.

580 NORTHER WINSLOW
Edward, it's got your deposit slip on it.

Caught, Edward has to confess...

581 EDWARD
Look, I just didn't want you to go
empty-handed. There's something you should
know, Norther. You see, the reason why...

Edward continues his narration...

582 EDWARD (V.O.)
I told Norther about the vagaries of Texas oil
money and its effect on real estate prices, and
how lax enforcement of fiduciary process had
made savings and loans particularly vulnerable.
Hearing this news, Norther was left with one
conclusion:

EXT. TEXAS ROAD - DAY

Norther leans in the driver's side window.

583 NORTHER WINSLOW
I should go to Wall Street. That's where all
the money is.

Edward looks over at Norther, the reality sinking in.

584 EDWARD (V.O.)
I knew then that while my days as a criminal
were over, Norther's were just beginning.

The two men wave at each other as Edward drives off. At the

last moment, Norther calls out:

585 NORTHER WINSLOW
Edward, thank you for the hand!

He's talking about his Hand Around the House. We HOLD ON
Norther for a beat, dreaming of his future.

586 EDWARD (V.O.)
When Norther made his first million dollars, he
sent me a check for ten thousand. I protested,
but he said it was my fee as his career advisor.

EXT. BLOOM HOUSE [MID/LATE '70'S] - DAY

Sandra is watering the garden. Will (5) runs past her to
greet Edward, just returned from another trip.

587 EDWARD (V.O.)
Ten thousand dollars is no fortune to most men.
But it was enough to buy my wife a proper
house with a white picket fence.

We reveal the Bloom house, the nicest one in the neighborhood.
Edward kisses his wife.

588 EDWARD (V.O.)
And for that, it was all the riches a man could
ever want.

Sandra drops the hose, letting it run on the lawn.

TRANSITION TO:

INT. BLOOM HOUSE BATHROOM - DAY [PRESENT]

CLOSE ON Edward's hand as he turns knobs.

CLOSE ON water SPLASHING into the claw-foot bathtub, which begins to fill.

Still wearing his pajamas, Edward climbs into the tub. Carefully lowers himself.

As the water reaches the third button up on his pajama shirt, Edward suddenly slides

UNDERWATER.

Bubbles rise from his nose for a few beats, then stop. It's quiet, except for the distant SPLASHING of water from the spigot. Edward's eyes are closed.

A long beat. Another. Then the SPLASHING water goes silent. Edward opens one eye. The other eye. He sits up to find

SANDRA

sitting on the edge of the tub. She doesn't seem particularly worried -- her husband has always done this.

589 EDWARD
I was drying out.

590 SANDRA
I see. We need to get you one of those plant
misters. We can spray you like a fern.

He smiles, then pulls his knees up, making room for her in the tub. A beat while she considers.

Sandra steps out of her sandals and climbs into the tub, facing him. Her dress is soaked, but she doesn't mind.

He leans forward and kisses her. When they separate, she has tears hanging in her eyes.

591 EDWARD
Come now.

He wipes them away.

592 SANDRA
I don't think I'll ever dry out.

INT. BASEMENT STORAGE AREA - DAY

Perched awkwardly on a canoe, Will's made it through another file cabinet. He goes through the folders page by page, but usually ends up tossing the whole thing in the trash.

He's about to toss a file when he stops. Takes another look. Something doesn't make sense.

INT. BLOOM HOUSE / STAIRS - DAY

Will is headed upstairs when his mother comes around the corner with an armful of laundry, including her wet dress.

593 WILL
Is he awake?

594 SANDRA
He just fell asleep. Josephine's with him.

She passes him. He turns.

595 WILL
Mom?

596 SANDRA
Yes?

Will quickly debates whether or not to ask her...

597 WILL
Did you and Dad have any other property?

598 SANDRA
(thinking)
I suppose your grandmother's house when she
passed on. But we sold that right away. Your
cousin Shirley bought it.

599 WILL
So you never bought any land.

600 SANDRA
Heavens no. We had a hard enough time keeping
the mortgage on this place.

Will nods, just curious. He continues heading up.

INT. WILL AND JOSEPHINE'S ROOM - DAY

Will changes his shirt. Takes his keys off the nightstand.

EXT. COUNTY ROAD - DAY

Will's rental car drives past a sign reading, "Ashton, 10
miles."

INT. WILL'S CAR - DAY / DRIVING

Will checks the address on one of his father's files.

EXT. ASHTON GAS - DAY

Will talks to the ATTENDANT, who points him in a direction, then gestures a series of left, right, left, rights.

EXT. ROAD - DAY

Will drives down a road that seems somewhat familiar. And then we realize why: a roadsign reads "Welcome to Spectre!"

EXT. A LONE HOUSE - DAY

Sitting at the edge of a swamp, the little two-story feels lonely, set deep in its lot. Dapples of light break through the trees, a light breeze swaying the branches.

As Will walks from the car, the WHIRR of cicadas grows. He checks the number: 33. This is the house. It is surrounded by a white square-picket fence, identical to his mother's. Will notices this.

Reaching the porch, we hear a PIANO playing inside. Badly.

Re-checking the number on a form he's carrying, Will KNOCKS. The piano stops.

601 WOMAN'S VOICE (O.S.)
Go back to the start. Right hand only.

The piano starts again. FOOTSTEPS.

The door opens to reveal a blonde woman in her 50's -- the woman from the grocery store. Her name is Jenny Hill.

She and Will are startled to see each other.

602 JENNY
Oh. Oh.

603 WILL
Hello.

604 JENNY
I wasn't expecting you.

Confused, Will checks the name on the form.

605 WILL
Are you Jenny Hill?

606 JENNY
I am. And you're Will. I've seen your picture, that's how I recognize you. I almost said something at the store, but it would have been awkward.
 (a beat)
Like this.

The PIANO STUDENT, a black boy of eight, has stopped. He's watching the conversation at the door. Speaking of awkward...

607 JENNY (CONT'D)
 (to the student)
Listen, Kenny. Why don't we skip the lesson today? We can go again next week.

She hands him five dollars out of her pocket.

608 STUDENT
Do I have to give it back to my Mom?

609 JENNY
I won't tell her if you won't.

You don't have to tell him twice. He's out the door in a flash.

INT. JENNY'S KITCHEN - DAY

While Will sips his iced tea, Jenny flips through a form she never expected to see again. She hands it back to Will.

610 WILL
How did you know my father?

611 JENNY
This was on his sales route, so he was through here all the time. Everyone in town knew him.

A beat. Not flinching...

612 WILL
Were you and my father having an affair?

613 JENNY
 (taken aback)
Wow. Wow, you just said it. I was expecting to dance around this for another half hour.

614 WILL
I've seen him with women. He flirts. He always has. On some level, I presumed he was cheating on my mother. I just never had proof.

She moves, trying to get out of the corner he's boxed her into. Once she's finally free...

615 JENNY
Can I ask you a question? Why did you come here today? If you found this deed, why didn't you just ask Eddie?

616 WILL
Because he's dying.

A long beat. Jenny is taken back by the suddenness of it. She's a tangle of conflicting emotions.

617 JENNY
Look, I don't know how much you want to know about any of this. You have one image of your father and it would be wrong for me to go and change it. Especially this late in the game.

618 WILL
My father talked about a lot of things he never did, and I'm sure he did a lot of things he never talked about. I'm just trying to reconcile the two.

Fair enough. Jenny takes a seat across from him at the table.

619 JENNY
The first thing you have to understand, is that your father never meant to end up here. And yet he did, twice. The first time, he was early. The second time, he was late.

INT. EDWARD'S CAR / DRIVING - NIGHT

It's late, and Edward is pensive.

620 JENNY (V.O.)
Those days, your father was working for himself. If there was one thing you could say about Edward Bloom, it's that he was a social person, and people took a liking to him. One night he was returning from three weeks on the road, when he hit a thunderstorm unlike any in his life.

The first raindrops hit the windshield. Edward turns on the wipers.

INT. EDWARD'S CAR - NIGHT - [THE STORM]

Suddenly, a deluge descends. It's not even rain anymore -- there's no space between the drops. It's like being caught in a waterfall. It's that loud.

No choice, Edward stops the car. Puts on the handbrake. Just as suddenly, the sound changes -- no longer pounding, but softly SPLASHING. The world is close and echoing, because --

EXT. EDWARD'S CAR - NIGHT

-- the car is underwater. The tires are still on the road, but where there used to be air is water.

Three catfish swim in front of his headlights.

INT. THE CAR - NIGHT

Realizing his plight, Edward tries to remain calm. Water is trickling in through the crack between the window and the door, but very slowly. For now, he's fine.

That's when he sees her -- The Girl in the River.

She's swimming outside the car. While we never see her face exactly, she remains just as beautiful, just as mysterious, as the first time we saw her.

She puts her hand to the windshield. He puts his up to meet hers. And smiles.

FLASH CUT TO:

EXT. FIELD BY DIRT ROAD - DAY

It's morning, and the sun shines brightly. Birds CHIRP. Trees drip and the grass shines, still wet from last night's rain.

Edward gathers the clothes that have spilled out of his suitcase, which broke open when he dropped it from

HIS CAR,

which balances precariously ten feet up in an elm tree. As Edward gathers his last pair of socks, he notices a shiny piece of metal sticking out of the dirt. He pulls it out, rubs it off.

It's a key. It's the Key to the City he lost years ago.

621 JENNY (V.O.)
Fate has a way of circling back on a man, and
taking him by surprise.

EXT. ROAD - DAY

Carrying his busted suitcase, a tired Edward walks toward a
one-street town in the distance. We pass a rusty sign...

"Welcome to Spectre."

EXT. MAIN STREET - DAY

Amazed and disbelieving, Edward walks down the center of the
road, no cars coming from either direction. He looks up to
find his faded shoes still dangling from the power line, along
with the rest of the town's.

622 JENNY (V.O.)
A man sees things differently at different
times in his life. This town didn't seem the
same now that he was older.

EXT. TOWN OF SPECTRE - VARIOUS SHOTS

We look around the town, on and off Main Street. There are
"FOR SALE" signs in many of the windows

623 JENNY (V.O.)
A new road had brought the outside world to
Spectre, and with it, banks, liens and debt.
Almost everywhere you looked, people were
bankrupt.

EXT. SPECTRE - DAY

We slowly MOVE THROUGH a foreclosure auction to find Edward watching. Two very corporate MEN IN SUITS, stick out among the bidders.

624 JENNY (V.O.)
Two different corporations were looking at
buying the town, if they could get the price
low enough. One wanted to open a chicken
processing plant. The other, a municipal dump.
Either way, Spectre would be destroyed.

Edward raises his hand.

625 EDWARD
Fifty-thousand!

Everyone turns to look at this new bidder.

626 JENNY (V.O.)
And so Edward Bloom decided to buy the town, in
order to save it.

INT. NORTHER WINSLOW'S MANHATTAN - DAY

Edward pitches his plan to Norther.

627 JENNY (V.O.)
He was never a wealthy man, but he had made
other men rich, and now he asked for their
favors.

INT./EXT. VARIOUS LOCATIONS - DAY

VARIOUS SHOTS: Expressive and passionate as always, Edward talks to Ping, Jing and Amos Calloway.

628 JENNY (V.O.)
Most of them had never seen Spectre -- they only had Edward's words to describe it. That's all they needed. He sold them on the dream.

629 JING
You can structure it as a historical trust. But you'll need every contiguous piece of property. It's all or nothing.

As Edward takes notes...

630 JENNY (V.O.)
So first he bought the farms. Then he bought the houses. Then he bought the stores.

INT. AL'S COUNTRY - DAY

Finishing up with AL, Edward shakes hands.

631 JENNY (V.O.)
Whatever he bought, the people were not asked to leave or pay rent or anything. They were just asked to keep doing as they were doing. In that way, he could make sure the town would never die.

EXT. ROAD IN THE SWAMP - DAY

Edward climbs out of his car, the road having literally stopped. The sun is shining, but it can barely penetrate the trees' thick canopy.

632 JENNY (V.O.)
Within six months, his trust had purchased the
entire town. With one exception.

In the distance, he sees a shack, so old it's nearly fallen.
He walks toward it, the marshy ground SQUISHING up around his
feet, soaking the hems of his trousers.

We hear a PIANO playing from inside the shack. Edward KNOCKS
on the half-hung door, which swings open by itself.

INT. SHACK - DAY

The inside is nicer than you'd think, a real home. A fire
burns in the stove, and curtains hang in the windows.

With her back turned to him, Jenny Hill plays the piano.
Edward doesn't recognize her as the little girl who used to
have a crush on him. Without turning, she says...

633 JENNY
You must be Edward Bloom.

634 EDWARD
How did you know?

She keeps PLAYING.

635 JENNY
No one would come out here unless they had
business. And no one would have business with
me except for you. You're buying the town.

636 EDWARD
Apparently I've overlooked this one piece of

it, and I'd like to remedy that. You see, in order for the town to be preserved, the trust must own it in its entirety.

637 JENNY
So I've heard.

638 EDWARD
I'll offer you more than it's worth. And you know you won't have to move. Nothing will change except the name on the deed, you have my word.

Jenny stops playing, her piece not quite finished. She turns to face him. Edward still doesn't recognize her.

639 JENNY
Now let me get this straight. You'll buy the swamp from me, but I'll stay in it. You'll own the house, but it'll still be mine. I'll be here, and you'll come and go as you please to one place or another. Do I have that right?

Strange to hear it put that way, but --

640 EDWARD
In so many words, yes.

641 JENNY
Then I don't think so Mr. Bloom. If nothing is going to change, I'd just as soon it not change in the way it hasn't been changing all this time.

642 EDWARD
It's not like you're going to lose anything. You can ask anyone in town. I've been nothing if not generous. I want the best for everyone.

A long beat.

643 JENNY
Mr. Bloom, why are you buying this land? Some
sort of midlife crisis? Instead of buying a
convertible, you buy a town?

He looks at her, puzzled and surprised. No one has really
asked before.

644 EDWARD
Helping people makes me happy.

645 JENNY
I'm not convinced you should be happy.

646 EDWARD
I'm sorry. Have I offended you?

She finally turns to face him.

647 JENNY
No, you did exactly what you promised. You
came back. I was just expecting you sooner.

FLASHBACK TO:

EXT. SPECTRE - NIGHT

Young Jenny Hill watches barefoot Edward leave Spectre for the
first time.

BACK TO:

INT. SHACK - DAY

Finally realizing who this woman is...

648 EDWARD
You're Beamen's daughter. Your last name is
different.
 (realizing)
You married.

649 JENNY
I was 18. He was 28. Turns out that was a big
difference.

Before he can say anything more...

650 JENNY (CONT'D)
I won't be selling you this house, Mr. Bloom.

651 EDWARD
I see. I thank you for your time.

A bit bewildered, Edward tips his hat to her as he leaves.

EXT/INT. SWAMP SHACK - DAY

Edward pulls the door shut behind him as he leaves, but it
breaks off in his hands. It's not the clean exit he was
hoping for.

Inside Jenny looks out, surprised and annoyed.

Edward tries to lift the door back on the hinges, but they
SNAP off. The door frame buckles and the whole shack CREAKS.

652 EDWARD
I'm sorry.

He tries to lean the door against the frame, but it keeps slipping.

653 JENNY
It's okay, just leave it.

654 EDWARD
I can get it. I can just...

He leans the door a different way. It holds for a beat then falls in, SMASHING a small table.

655 EDWARD (CONT'D)
Lord, I'm sorry I...

656 JENNY
Please. Go. Just go.

657 EDWARD
I'll...

658 JENNY
Go.

She's dead serious. Weighing the scales of chivalry, he finally backs away. Turns and heads back towards his car.

We STAY ON Jenny, watching him go. She's furious, but there's something more in her feelings for him. Something softer.

659 JENNY (V.O.) (CONT'D)
Most men in that situation would accept their failure and move on. But Edward was not like most men.

EXT. SWAMP SHACK ROAD - ANOTHER DAY

With Karl the Giant's help, Edward unloads a brand new door from a pickup truck.

EXT. SHACK - DAY

While Jenny watches, half-annoyed, half-amused, Edward tries to set the door square. Karl pushes against the side of the house until it fits.

INT. SHACK - ANOTHER DAY

Holding nails between his lips, Edward puts in new windows himself. Jenny is making soup, laughing at the story he's telling.

660 JENNY (V.O.)
As the months passed, he found more and more things to fix, until the shack no longer resembled itself.

EXT. SWAMP - ANOTHER DAY

Edward and Karl cut down a tree, letting in a flood of light. Through the golden pollen hanging in the air, we RISE UP to see the shack is now

THE LOVELY HOUSE

we saw before. It's tiny and white, with black shutters and a steep roof. A white picket fence. In every detail it is impossibly charming.

INT. JENNY'S HOUSE - DAY

Edward is screwing a hat rack into the wall in the foyer. Jenny leans against the doorframe listening to his story. And watching him with deepest affection.

661 EDWARD
Of course, the best part was creating new material. By the time the twins and I got to Havana, we had a whole new routine worked out for them, with just a ukulele and a harmonica.

Finished with his work, he takes his hat off the chair and hangs it on the rack. Perfect.

A beat. A look between them. With that last job done, there's no reason for him to be staying any longer.

662 EDWARD (CONT'D)
I suppose I should...

He takes his hat off the rack.

663 JENNY
You can leave it there.

A beat. Does she really mean it?

She comes closer. Edward holds his ground. She takes his hand, lifting his hat up to the peg. She's very close -- just a half-inch from kissing him when --

-- Edward gently holds her back.

664 EDWARD

No.

She freezes, stunned and humiliated. She pulls away.

665 EDWARD (CONT'D)
Don't. Don't be embarrassed. I should never
have let you think that...
 (beat)
I am in love with my wife.

666 JENNY
I know.

667 EDWARD
And from the moment I saw her until the moment
I die, she's the only one.

668 JENNY
Lucky girl.

669 EDWARD
I'm sorry, Jenny. I am.

With that, he begins to leaves.

670 JENNY
Wait! Edward!

She finds a pen and hastily signs the deed to the house.
Hands it to him. With a look, he thanks her. Then goes.

EXT. SPECTRE - MAGIC HOUR

Edward takes a final look at this perfect little town.

671 JENNY (V.O.)
One day, Edward Bloom left, and never returned

to the town he'd saved.

He climbs in his car and starts the engine.

EXT. JENNY HILL'S HOUSE - DAY TO NIGHT

As we watch, the swamp begins to overtake the house, swallowing it in a tangle of vines and mossy branches. Shoots burst up through the planks in the porch. Snakes slither through the marsh.

Day becomes night.

672 JENNY (V.O.)(CONT'D)
As for the girl, the common belief was that she'd become a witch, and crazy at that. She became something of a legend herself.

We REVERSE to find FOUR KIDS looking in through the rusty iron gate with flashlights. A beat, then they run away.

673 JENNY (V.O.)(CONT'D)
And the story ended where it began.

INT. JENNY HILL'S KITCHEN - PRESENT DAY

Will and Jenny are still sitting at her table, a pitcher of iced tea between them.

674 WILL
Logically, you couldn't be the Witch, because she was old back when he was young.

675 JENNY
No, it's logical if you think like your father.

See, to him, there's only two women: your mother and everyone else.

676 WILL
You didn't become crazy.

677 JENNY
Well, therapy. And one day I realized I was in love with a man who could never love me back. I was living in a fairy tale.

Will smiles to hear it called that.

678 JENNY (CONT'D)
People aren't like they are in stories. They hurt each other without meaning to. They are kind and unbelievably cruel at the same moment. Like me, now. I'm not sure I should have told you any of this.

Her composure is starting to break.

679 WILL
No, I wanted to know. I'm glad I know.

A long beat, both staring at their iced tea. Jenny is working herself into more of a state by not talking.

680 JENNY
I wanted to meet you for the longest time. I did.
(a smile)
I envied you so much. The way Eddie would talk about you when you were at Missouri, that award you won. Congratulations, incidentally. And when you got the job at the A.P., everything, he was so proud of you. I mean, that's the

thing. Every moment he loved you.

She's fighting tears, not the first ones she's shed over this.

681 JENNY (CONT'D)
And as brightly as the sun would shine when he
was with me, every time he left it disappeared.
I wanted to be as important to him as you
were, and I was never going to be. I was
make-believe and his other life, you, were real.

ANGLE ON Will, sorting through his swirling thoughts.

682 JENNY (CONT'D)
You knew that, didn't you?

CUT TO:

INT. WILL'S CAR - DAY / DRIVING

Will skips through the stations on the radio, but ultimately
turns it off. He's trying to think.

EXT. BLOOM HOUSE - DUSK

Will walks up the front steps. There's a subtle change to his
expression, a dark cloud lifted. He unlocks the door.

INT. BLOOM HOUSE FOYER - DUSK

It's half-dark and quiet in the house, no talking, no TV.
Will sets his keys on the table.

INT. KITCHEN - DUSK

Will looks in. Empty.

683 WILL
(calling out)
Hello? Mom? Dad?

INT. UPSTAIRS HALLWAY - DUSK

We follow Will, looking into his and Josephine's room. He aims for the guest room at the end of the hall.

INT. GUEST ROOM - DUSK

Looking over his shoulder, we see his father's bed is empty. The sheets are in a tangle on the floor.

A beat, then Will half-runs back down the hall. Back down the stairs.

INT. FOYER - DUSK

Headed out, Will grabs his keys off the table. We LOOK RIGHT, where the "MESSAGE" light blinks on the answering machine.

INT. HOSPITAL ENTRANCE - NIGHT

The hospital is so new, it's not even finished -- thick plastic hangs from exposed framing. There's no one at the information desk, so Will forges ahead.

INT. HOSPITAL HALLWAY - NIGHT

Will reads a directory board, trying to decide the best place to start. Then, behind him --

684 JOSEPHINE (O.S.)
Will!

He turns to see his wife at a payphone. She hangs up. She was calling him.

685 WILL
What happened?

686 JOSEPHINE
Your father had a stroke. He's upstairs with your mom and Dr. Bennett.

687 WILL
Is he going to be okay?

A beat. How can she answer?

He half-smiles, realizing the idiocy of his question. Of course his father's not going to be okay.

688 WILL (CONT'D)
What I mean is, will he get back to the way he was when...

She cuts him off --

689 JOSEPHINE
No. He won't. I'm sorry.

And like that, it's done. We HOLD ON Will, reeling from the

news.

INT. HOSPITAL ROOM - NIGHT

Edward sleeps peacefully, just an oxygen tube under his nose. There are no beeping monitors, no blinking lights. It's mercifully quiet.

Sandra squeezes Will's hand tightly. She's holding herself together, but it's been a tough day.

Dr. Bennett has just gone through the details for the third time.

690 SANDRA
I don't suppose one of us could stay with him.
In case he...
 (beat)
In case he wakes up, one of us should be there.

691 WILL
I'll stay. Why don't you go home with
Josephine and I'll stay tonight.

692 SANDRA
 (to Dr. Bennett)
That's okay?

693 DR. BENNETT
It's fine.

694 SANDRA
 (to Will)
You'll call if...

695 WILL
I will. I'll call.

A beat.

696 WILL
Mom, do you want some time with Dad?

697 SANDRA
Yes. Thank you.

A nod, then Will holds the door for Dr. Bennett and Josephine as they leave. Sandra is alone in the room with her husband.

She neatens his hair. Holds his hand. As she kisses his fingers, she tweaks her chin with them -- his signature move.

TRANSITION TO:

INT. HOSPITAL HALLWAY - NIGHT

Sandra waits outside the women's restroom. Her face is a study in strained composure -- acknowledging the inevitable but refusing to surrender to it.

Josephine emerges.

698 JOSEPHINE
I'm sorry. It seems every hour I have to...

699 SANDRA
I know. It was the same when I was carrying Will. Like clockwork.

The two women start to walk, no hurry.

700 SANDRA
Do you like it, being pregnant?

701 JOSEPHINE
I do.

702 SANDRA
I loved it. It sounds peculiar, but I loved every minute of it. I did. Eddie was travelling a lot, so he was gone, but I felt like I always had a piece of him with me. A little part of his soul inside me. I could feel it. It was alive and kicking.

Sandra has accidentally evoked a storm of emotion. She struggles to keep it in check. Almost a whisper...

703 SANDRA
I really miss that.

With a few breaths, Sandra tries to hold on. Hold back.

704 JOSEPHINE
Don't stop. Don't.

A beat, then Sandra finally melts. Josephine holds her. The two women stand together in the hallway, letting the moment be.

INT. HOSPITAL ROOM - NIGHT

Will sits in a chair beside the bed, working through the crossword puzzle. A KNOCK as Dr. Bennett enters with his overcoat and bag, ready to leave for the night.

705 DR. BENNETT
Glad to see you're not trying to have a heartfelt talk. It's one of my greatest annoyances, when people talk to those who can't hear them.

706 WILL
My father and I have an advantage. We never
talk.

Dr. Bennett smiles as he checks Edward's chart.

707 WILL (CONT'D)
How long have you known my father?

708 DR. BENNETT
Thirty years. Maybe more.

709 WILL
How would you describe him?

710 DR. BENNETT
(re: chart)
Five-eleven. One-eighty. Regulated
hypertension.
(beat)
How would his son describe him?

Tables turned, Will searches for an answer. He doesn't have
one.

Dr. Bennett hangs the chart back on the bed.

711 DR. BENNETT (CONT'D)
Did your father ever tell you about the day you
were born?

712 WILL
A thousand times. He caught an uncatchable
fish.

713 DR. BENNETT
Not that one. The real story. Did he ever
tell you that?

714 WILL
(suddenly interested)
No.

715 DR. BENNETT
Your mother came in about three in the
afternoon. Her neighbor drove her, on account
of your father was on business in Wichita. You
were born a week early, but there were no
complications. It was a perfect delivery.
Now, your father was sorry to miss it, but it
wasn't the custom for the men to be in the room
for deliveries then, so I can't see as it would
have been much different had he been there.
And that's the real story of how you were born.

A long silence, just the sounds of the hospital, doctors being
paged.

716 DR. BENNETT (CONT'D)
Not very exciting, is it? And I suppose if I
had to choose between the true version and an
elaborate one involving a fish and a wedding
ring, I might choose the fancy version. But
that's just me.

Will half-smiles.

Patting Will's shoulder, Dr. Bennett leaves. We STAY ON Will
and his father for a long time, then Will takes his pen and
starts making a list.

INT. HOSPITAL ROOM - VARIOUS SHOTS

Will flips to a new page. The list keeps getting longer.

He smiles, remembering something. On his fourth page, he looks up at his motionless father. A beat, then we slowly

CROSSFADE TO:

INT. HOSPITAL ROOM - PRE-DAWN

It's very early morning, and the first blue light of day is glowing through the vertical blinds. Still in his chair, Will wakes up a bit at a time. The notepad is on his lap, the pen in his hand.

He cracks his neck, crooked from sleeping on it wrong. What woke him up?

He looks to his right. Holds his gaze for a breath.

717 WILL
Dad?

His father is awake, silently GASPING for breath. His eyes are open, scared and confused.

718 WILL (CONT'D)
Dad! Do you want me to get a nurse?

Edward shakes his head unambiguously. Will already has his finger on the orange "nurse call" button, but doesn't push it.

719 WILL (CONT'D)
What can I do? Can I help? Can I get you something? Water?

Edward nods. Will pours a glass from the pitcher on the nightstand. He holds it to his father's lips, but Edward

won't drink. He pushes it away. He wanted something else.

720 EDWARD
(whispering)
The river.

721 WILL
The river?

It takes Edward all his strength to put together each thought.
It's like he's only half-there, fighting to hang on to this world.

722 EDWARD
Tell me how it happens.

723 WILL
How what happens?

724 EDWARD
How I go.

ON WILL, realizing...

725 WILL
You mean what you saw in The Eye?

Edward nods. Yes, that's what he was trying to say.

A long beat.

726 WILL (CONT'D)
I don't know that story, Dad. You never told me that one.

Will pushes his fingers under his father's heavy hand, and holds it. There's nothing else to do.

Edward looks around, confused and increasingly scared. He sees the end approaching, but doesn't know exactly what's coming. Without the story, he's lost.

Fighting the urge to panic --

727 WILL (CONT'D)
I can try, Dad. If you help. Just tell me how it starts.

728 EDWARD
Like this.

729 WILL
Okay. Okay.

Will looks around the room, increasingly desperate. He looks to the nurse call button. He really wants to press it.

ON EDWARD, waiting for Will to begin.

730 WILL (CONT'D)
Okay. It's morning, and you and I are in the hospital. I'd fallen asleep in the chair. I wake up and I see you, and...

CUT TO:

INT. HOSPITAL ROOM - DAY [STORY VERSION]

731 WILL
Dad?

It's dawn, and the first golden glow is shining through the vertical blinds.

732 WILL (CONT'D)
(louder and concerned)
Dad?

We LOOK OVER to find a nimble Edward sitting up in bed,
combing his hair.

733 EDWARD
Let's get out of here.

734 WILL (V.O.)
Somehow, you're better. Different. You're
getting ready to go. And I say...

WILLae?

Dad, you're in no condition to...

But Edward throws back the covers.

735 EDWARD
There's a fold-up wheelchair in the bathroom.
Wrap a blanket around me. As soon as we get
off this floor, we'll be in the clear.

Will heads for the bathroom. Sure enough, the wheelchair is
there.

736 EDWARD (CONT'D)
Hurry! We don't have much time.

INT. HOSPITAL HALLWAY - DAY

With the blanket draped over his head like a ghost, Edward
points for his son to steer the wheelchair thataway.

737 EDWARD

Faster!

They pass a HEAVYSET NURSE, who turns to look.

Rounding a corner, they nearly crash into Dr. Bennett.

738 DR. BENNETT
Will! I...What are you doing?

Before he can answer, Will spots Edward rolling the chair himself, pumping both arms. Will dashes to catch up with him.

The Heavyset Nurse leans out of Edward's hospital room.

739 NURSE
Security! Stop them!

DOWN THE HALL

At the elevators, Sandra and Josephine step out to find Will and Edward barreling straight at them.

740 EDWARD
No time to explain! Follow us!

Seeing SECURITY GUARDS heading their way, a quick-thinking Sandra shoves a nearby cart into them, bowling them down.

INT. ELEVATOR - DAY

Will brakes hard, sliding with both feet. The chair nearly crashes into the back wall as the doors close.

EXT. PARKING LOT - DAY

Will races Edward down the row, finally reaching the Chevrolet.

AT THE CAR

Will lifts his father out of the chair.

741 WILL (V.O.)
I pick you up and you hardly weigh anything. I
can't explain it.

Will sets him in the passenger seat.

742 EDWARD
Water. I need water.

Scrambling in back, Will finds a liter of Arrowhead. Hands it off. Edward unscrews the cap, but instead of drinking it, he douses himself. Soaks the blanket.

Will pops the trunk. Starts to fold up the wheelchair.

743 EDWARD (CONT'D)
Leave it! We won't need it.

TIRES SMOKE as the car peels out.

BACK TO:

INT. HOSPITAL ROOM - DAY [REALITY]

TIGHT ON Will, trying to hold back tears as he talks.

744 WILL
And we have to take Glenville to avoid all the
church traffic, because those damn church
people drive too slow.

TIGHT ON Edward, enjoying that detail. He's focused
completely on Will's story.

745 WILL (CONT'D)
I ask...

BACK TO:

EXT. GLENVILLE BLVD. - DAY [STORY VERSION]

The Chevy slaloms through the Sunday-morning traffic.

746 WILL (O.S.)
Where are we headed?

747 WILL (V.O.)
You say...

INT. CHEVY - DAY

748 EDWARD
The River!

Will stops short, the traffic backed up. He HONKS, trying to
get around the jam. But it's no use.

Then, up ahead, the cars start moving, shoved aside by massive
hands. It's Karl the Giant, clearing a path by brute force.

Edward leans out the window and waves. Karl waves back.

EXT. ASHTON RIVER - DAY

The same stretch of the river where it all began. A CROWD of more than 100 waiting.

749 WILL (V.O.)
As we get closer to the river, we see
everybody's already there. And I mean
everybody.

Amos Calloway is here with the circus folk, including Mr. Soggybottom. We also find Edward's Mother and Father, the Mayor, and many others from along the way. No one has aged a day since we saw them last.

While Ping scans the horizon, Jing nuzzles with her boyfriend, Norther Winslow. It's Ping who first spots the Chevrolet.

750 PING
He's here!

The crowd CHEERS. The Ashton marching band PLAYS. Jenny Hill smiles. So does the Old Woman.

We PUSH IN on the Old Woman's glass eye, where we see...

YOUNG EDWARD

reflected. This is what he saw.

INT. THE CHEVROLET - DAY

Amazed, Will turns to his father.

751 WILL
It's unbelievable.

752 EDWARD
Story of my life.

EXT. RIVERSIDE - DAY

Will gets out of the Chevrolet, overwhelmed by the crowd. Behind him, Sandra, Josephine and Dr. Bennett pull up. Karl comes just after that.

Crossing to the passenger side, Will lifts his father out. Strangely, he's gotten even lighter. Will carries him easily.

Edward pulls off his shoes, tying the laces together. He hands them to Josephine. She throws them up at the powerline. They loop over. APPLAUSE and CHEERS.

The crowd parts to let Will and Edward get to the river. As he passes, Edward shakes some hands, pats some people on the cheek, and gives others a good poke in the ribs.

753 WILL (V.O.)
And the strange thing is, there's not a sad face to be found. Everyone's just so glad to see you, and send you off right.

Will walks into the river, up to his knees. He turns back so his father can face the crowd. Edward waves.

754 EDWARD
Goodbye everybody! Farewell! Adieu!

755 THE CROWD (VARIOUS)

Goodbye Edward! / See ya! / We'll miss you!

But one face is missing from the crowd -- Sandra. Will turns to see she's already standing in the river beside them.

The reflection of the light off the water gives Sandra an unearthly glow. She's more tranquil and more beautiful than we've ever seen her.

756 EDWARD
My girl in the river.

She kisses him. He tweaks her chin. The crowd HOLLERS in approval, but their moment remains strangely private. Only Will is there to witness.

As the kiss ends, Edward tries to pull off his wedding ring. But it's stuck. Finally, he sucks on it, pulling it free with his teeth.

A look to Will, a smile with a glint of gold. Will takes the ring out of his mouth.

Edward suddenly drops out of Will's arms with a SPLASH. For he's no longer a man, but rather

A FAT CATFISH

swimming at his feet.

We watch as the catfish circles, then heads for deeper water, disappearing.

Will and his mother stand knee-deep in the water, watching Edward Bloom swim away into the sunlight. Josephine is back on the shore, along with the entire crowd.

MUSIC BUILDS to a climax, then...

Down the river, a GIANT FISH suddenly jumps out of the water, cutting a beautiful arc across the sunset. It then dives back under with a SPLASH.

CROSSFADE BACK TO:

INT. HOSPITAL ROOM - DAY

Will has tears hanging in the corners of his eyes.

757 WILL
You become what you always were. A very big fish.
(he smiles)
And that's the way it happens.

758 EDWARD
(a whisper)
Yes. Exactly.

Edward smiles, proud of both of them. His eyes are so pale and so open, we can almost see his soul. In every atom of his body, in every thought, Edward Bloom is entirely happy.

And this is how he goes.

INT. HOSPITAL HALLWAY - DAY

Will shuts the door to his father's room behind him. The walk to the payphones seems to take a lifetime.

He finds a quarter, starts to dial. He has to squint to see through the water in his eyes. It's ringing. And ringing. The other end answers.

759 WILL
 (voice cracking)
Hi.

That's all he can get out before the dam breaks inside him. He presses closer to the phone, trying to shield himself.

MUSIC begins that will carry us through the next passage.

INT. HOSPITAL RECEPTION - DAY

Will waits at reception as Sandra and Josephine come off the elevator.

INT. GUEST ROOM - DAY

Josephine opens the curtains, letting white sunlight in. She strips the bed.

INT. BEDROOM - DAY

Will and his mother pick out one of Edward's ties, for Will to wear at the funeral. Will tries to button the cuffs on the shirt he borrowed, but they're the kind that need links.

He goes through the top drawer of the dresser, trying to find a matching pair. Further down, he finds a ribbon tied to

THE KEY TO THE CITY.

He smiles, disbelieving. It's a real thing.

EXT. CEMETERY / ROAD - DAY

Will helps his mother out of a black sedan. She's well-composed, not nearly the wreck we might have expected.

Josephine hugs Dr. Bennett and shakes hands with his WIFE. The service is crowded, more than 200 people, many more than expected.

As his mother talks to a WELL-WISHER, Will looks left to see an Oldsmobile parking.

CLOSE ON the license plates. Missouri.

The passenger side opens, but the man who steps out is barely visible over the door. He shuts it to reveal himself to be 70.

It's Amos Calloway. Will doesn't recognize him.

The Driver climbs out, a size 15 foot on the gravel. We TILT UP to see this man is huge.

This man is KARL, now 55. He's not 12 feet tall, but at least six-eight.

CLOSE ON Will, bewildered to see that this man really exists.

EXT. CEMETERY / GRAVESIDE - DAY

As the service gets ready to begin, Will guides his mother to a seat near the grave.

Sitting beside Will, Josephine spots a stunning ASIAN WOMAN (50) behind them. A beat later, an identical face with glasses peers out -- the woman's twin sister.

It's PING and JING.

Josephine almost GASPS. She elbows Will, who turns to look. From this angle, the sisters seem conjoined, but then Jing steps forward. They're really two separate people.

A sea of familiar faces, all of them aged through the years: BEAMEN, NORTHER WINSLOW, the MAYOR, and ZACKY PRICE.

EXT. CEMETERY - DAY [LATER]

After the service, we see the crowd gathered in small groups. By the LAUGHTER and hand gestures, we can see they're telling stories. They're telling Edward's stories.

We find Will watching them.

760 WILL (V.O.)
Have you ever heard a joke so many times you've forgotten why it's funny? But then you hear it again and suddenly it's new. You remember why you loved it in the first place.

Will joins in, laughing.

We slowly CIRCLE BEHIND a monument, letting it black out the screen.

TRANSITION TO:

EXT. BLOOM HOUSE BACKYARD - DAY [SUMMER]

Will sits on the porch with Sandra and Josephine, watching his SON play in the pool with two NEIGHBOR KIDS.

761 SON
 (to the other boys)
So he said he'd fight the giant who was fifteen
feet tall.

762 KID
No way.

763 SON
 (calling over)
Dad, that's right, isn't it?

764 WILL
Something like that.

765 SON
See. So he was a giant but my grampa was going
to fight him because he wasn't afraid of
anything because he'd seen how he was going to
die in this old lady's glass eye...

Will smiles as his son continues the tale, which FADES.
Sandra takes Will's hand in hers, just listening.

766 WILL (V.O.)

That was my father's final joke I guess. A man tells his stories so many times that he becomes the stories. They live on after him.

CROSSFADE TO:

EXT. RIVER / UNDERWATER - DAY

A fat and happy catfish swims towards us.

767 WILL (V.O.)
And in that way, he becomes immortal.

The fish passes us with a SPLASH.

CUT TO BLACK.

THE END