

A Wayne Scott • LifeHouse Production



An Original Adaptation with
Script, Music, and Lyrics by
WAYNE ROBERT SCOTT

Inspired by the Classic Frank Capra Film

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REVISED SECOND EDITION

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“It’s A WONDERFUL LIFE!”

By Wayne R. Scott

CAST OF CHARACTERS

(In Order of Appearance)

Mr. Gower	Owner of Gower’s Drugstore
Ma Bailey	George and Harry’s Mother
Bert the Cop	Close Friend of George.
Ernie Bishop	Fruit Vendor, Friend of George
Mr. Martini	A Renter Helped by George
Bailey Children	Jane, Peter, Zuzu, Tommy
Mary Hatch	George’s Eventual Wife
Michael	Archangel (Voice only)
Clarence	Apprentice Angel
Cousin Tilly	
Cousin Eustace	George’s relatives
Uncle Billy	
Henry Potter	Evil Town Land Baron; Wheelchair Bound
Young George	George at Age 12 or So
Young Harry	George’s Younger Brother
Young Sam	
Young Marty	
Young Violet	George’s Childhood Chums
Young Mary	
Pop Bailey	George’s Father
George Bailey	Man with a Wonderful Life
Violet Bick	Worldly Young Woman
Annie	Bailey Family Cook
Harry Bailey	George’s Mature Younger Brother
Sam Wainwright	Successful Friend of George
Marty Hatch	Mary’s Older Brother
Ruth Millay	Harry’s Eventual Wife
Mrs. Hatch	Mary and Marty’s Mother
Miss Carter	Bank Examiner
Mr. Welch	Angry Villager
Tollkeeper	Bridge Watchman

VARIOUS TOWNFOLK: Board Members, “Elderly” Man, Potter’s Goon/Assistant, Jane Wainwright, Bank Patrons # “A” thru “G”, various and sundry others.

"IT'S A WONDERFUL LIFE!"

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SYNOPSIS OF SONGS

ACT I

Overture

1. "A Prayer for George"Gower, Ma, Bert, Ernie, Martini, Children, and Mary
2. "Welcome to Bedford Falls!".....Bert, Ernie, Tilly, Eustace, Billy, Townfolk
3. "Potter's Palaver".....Potter and Townfolk
 "Welcome to Bedford Falls!" (Reprise).....Townfolk
4. "Mists of Time".....Clarence
5. "Some Things".....George
 "Welcome to Bedford Falls (Reprise).....Townfolk
6. "Full Moon and Starry Eyes".....Harry, Townfolk, George and Mary

ACT II

Entr'acte

7. "The Rumor".....Townfolk, Potter
 8. "The Celebration".....Billy, Tilly, Eustace, George and Mary
 "Welcome to Bedford Falls" (Reprise).....Clarence, Martini, George, Mary, Sam, Townfolk
 "Potter's Palaver" (Reprise).....Goon and Potter
 "Full Moon and Starry Eyes" (Reprise).....Mary
 9. "The Heavenly Choice".....Clarence
 "Welcome to Bedford Falls!" (Reprise).....Townfolk
 "A Prayer for George" (Reprise).....George
 "Mists of Time" (Reprise).....Clarence
- Finale: "Christmas Carol Medley" (Traditional).....Cast Ensemble
 "Auld Lang Syne" (Traditional).....Entire Cast Ensemble

“It’s A Wonderful Life!”

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ACT I

Overture

(During the latter part of the overture an ensemble vigil of singing townfolk enter, each person carrying a glass-covered candle lantern. The only illumination is the flicker of the “candlelight”)

PROLOGUE: BEDFORD FALLS

SONG: “A PRAYER FOR GEORGE”

**Ensemble
Gower**

George Bailey needs Your help— George Bailey needs your help—
George helped me when my hopes were dim
He saved me from my plight
And now our George needs help, dear Lord
Please help him, God, tonight—

Ma

Oh Lord, help George, my oldest son,
Oh help him Lord, oh please—
I’m not sure why, but deep inside
I sense he has no peace—

**Bert
Ernie
Martini**

Through thick and thin, the best of men—
And most of all, a friend—
If not for he, where would I be?

**Children
Mary
Ensemble**

He helped me with my lease
God help our dad, oh please—
Lord help him, and give dear George some peace—
(Give dear George some peace—)

We ask You, dear God, to be with George this night
We ask You, oh Lord, to shed a ray of light
Please help George tonight—

(Coda:)

Help him — help our George tonight—
Help him, Lord, help our George tonight—
(Segue to:)

SCENE 1: HEAVEN

**Clarence
Michael**

(To Michael) You sent for me sir?
Yes, Clarence. God has heard the prayers of some dear people. A man down on earth— in Bedford Falls— needs our help.

**Clarence
Michael**

Splendid! Is he sick?
No, worse. He’s discouraged. At exactly ten-forty-five P.M. tonight, earth time, that man will be thinking seriously of throwing away God’s greatest gift.

**Clarence
Michael**

Oh, dear, dear! His life! Then I’ve only an hour to get ready. I’ve got to rinse out my halo....
You will spend that hour getting acquainted with George Bailey.

Clarence Sir— if I should accomplish this mission— I mean— might I perhaps win my wings? I've been waiting for a long time now and the others are beginning to talk!

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

Clarence Oh, thank you sir! Thank you.

Michael Now, if you're going to help a man, you'll want to know something about him, won't you?

Clarence Oh yes, yes. Of course... (*Begins walking in opposite direction*)

SCENE 2: MAIN STREET, BEDFORD FALLS

Michael Now, Clarence...look carefully. It's Bedford Falls. Can you see the town?

Clarence Well — no.

Michael Oh, I forgot. You haven't got your wings yet. Now, look. I'll help you out.

Clarence Why— er— yes. This is amazing!...

SONG: "WELCOME TO BEDFORD FALLS"

Townfolk There's a town of neighborly neighborhoods
 A town you love to call home
 Where your friends and family all know you
 And make sure you're never alone
 It's the town we grow up and live in
 It's the place we like to stay put
 Where the crackerbarrel is loaded
 And the checker game is afoot
 It's the town we grow up and live in
 It's the place we like to stay put
 Welcome to Bedford Falls, welcome to Bedford Falls!
 Where friends know friends of friends
 And they always call you by your name
 Welcome to Bedford Falls, welcome to Bedford Falls!
 Where everyone and everything stays the same

Uncle Billy It's a town where down on the Main Street
 You can take a stroll or a jaunt

Tilly If you come for business or pleasure
 You will find whatever you want.

Eustace Bedford Falls is cheerful and pleasant

Townfolk It's a town where people can cope
 It's a town of faith and of dreams
 And it's a town where you can have hope
 Welcome to Bedford Falls, welcome to Bedford Falls!
 Where butcher, baker, candlestick maker pass you every day
 Welcome to Bedford Falls, welcome to Bedford Falls!
 Where friends meet friends to gossip the day away

Where we run to see Mister Gower
 For a soda down at his store
 Where the vegetables are from Ernie
 And he'll sell you flowers and more
 Where you're safely under the watchful eye
 Of Bert the Cop on his beat
 Where we tip our hats and we smile
 As we walk the cobblestone street
 Yes, we tip our hats and we smile
 As we walk the cobblestone street

Clarence *(Spoken)* This is such a fun place. I sure like these people

Clarence I sure like this place known as Bedford
I sure like the folks in this town

Townfolk It's a friendly place to grow up in
And a peaceful place of renown

Tilly *(Pointing)* Oh, dear me just look at that fellow
Now approaching us in the street!

Eustace That's ol' Henry Potter, the tycoon
He's the meanest man you could meet

Townfolk *(Aside)* Here comes Mr. Potter, the richest
And the meanest man in the street!
(Segue to)

SONG: "POTTER'S PALAVER"

Potter *(Spoken)* Get out of my way!

Potter *(Wheeling in)* People look at me as if I'm some illusion
I don't know why there should be so much confusion
The facts are very plain, but if you must, I will explain
I'm rich— you're poor—
Need anyone say more?

Townfolk He spins a little web just like a spider—
Potter Can I help it if I am a shrewd insider?
The facts are very plain, but if I must, I will explain:
I have a simple knack for making money and I claim—
That anyone can do it if they're using half their brain
If not — so what? Their loss is my own gain...
I'm investing and compounding all my riches
Let the other rabble dig all day in ditches
I'm a student of investments and I hold a lot of land
I always plan my work and then I always work my plan
I cannot help what common people never understand
A man of means is always in command!

Well, they say I have a heart that's made of petrifying stone
And I must say that description rings a bell
But I'm laughing all the way to the bank I own
And everyone can simply go to— help— themselves— yes—

Townfolk Folks can help themselves the way that I did
Opportunity gets me excited
Frankly I do fear that no one here can be my peer
In business there's an undisputed fact that's crystal clear
If you don't have the stomach to be fiscally austere —
Beware! Stay clear—

Potter I'm just a financier!
Townfolk A heartless profiteer!—!—!

Potter *(Spoken)* Here! Coming through! Out of my way! Ha ha ha ha!
(He wheels off)

SONG: "WELCOME TO BEDFORD FALLS" (Reprise)

Townfolk Mister Potter may be controlling half the town
Or so it appear —

We won't let him ruin a day like this
 Or cloud the gather here
 Bedford Falls is cheerful and pleasant
 It's a town where people can cope
 It's a town of faith and of dreams
 And it's a town where you can have hope
 Welcome to Bedford Falls, welcome to Bedford Falls!
 Where friends know friends of friends
 And they always call you by your name
 Welcome to Bedford Falls, welcome to Bedford Falls!
 Where everyone and everything stays the same
 So if you come from near here, or you come from afar
 As long as you're here, then you know who you are
 Welcome to Bedford — Welcome to Bedford
 Welcome— to— Bedford Falls— !
 (Segue to)

SCENE 3: BEDFORD FALLS POND

(Young George, young Harry, young Sam, and Young Marty are seen pantomiming fun in “snow” near sign that says “thin ice”)

Clarence I like Bedford Falls
Michael Now, Clarence— pay attention. I'm taking you back to George Bailey's youth.
Clarence This is George? That boy?!

Michael That's George when he was twelve— back in nineteen-twenty. Something happens here you'll have to remember later on.

Young George Look guys— the ice is as solid as a rock! (He “skates” about)
Young Harry I don't know, George. The sign says “thin ice.”
Young George Aww c'mon, Harry! Look! It's all right!
Young Sam C'mon, Harry! Marty! (Venturing on “ice”) Look! George is right.
Young Marty Well, if Sam's gonna do it, so I can I...C'mon Harry!
Young Harry Well...I guess...
Young George And here comes the scare— baby, my kid brother, the one and only, Harry Bailey!
Young Harry Awww, I'm not scared! (He ventures on “ice”)
The Boys (Ad libbing) Attaboy, Harry! Hey, that's swell! Good going! Glad to have you aboard! What took you so long? About time! Etc...
 (Harry “slips” behind snowdrift and apparently disappears)

Young Harry Hey! Help!
Young Sam Harry broke through!
 (Other boys ad lib their panic and concern)

Young George Oh no! Hang on, Harry! I'm coming! Make a chain, everyone! A chain!
 (The boys form a human chain, pulling Harry to safety)

Clarence That was a close one! What's next, Michael?
Michael George saved his brother's life that day so long ago. But he caught a bad cold which infected his left ear. Cost him his hearing in that ear. It was weeks before he could return to his after-school job at old man Gower's Drugstore. Here he comes now...

SCENE 4: MR. GOWER'S DRUGSTORE AND BAILEY'S BUILDING AND LOAN

(Young George is accompanied to Mr. Gower's by Young Harry, Young Sam, and Young Marty, who soon go their own way. Young Mary sits on a stool at the soda fountain)

Young George Well, it's back to work at Gower's.
Young Sam Poor, poor George— a working man already.

Young George Awww, knock it off, Sam.
Young Sam Got to slave all day in the salt mines like a donkey! Hee haw, hee haw!
Young George Yeah— so long, fellas.
Young Harry See ya tonight at home, George. *(Young Sam, Harry, and Marty exit)*
Young George So long, Harry. Bye Marty. *(Entering the drugstore area, he closes his eyes and makes a wish on an old-fashioned cigar lighter)* Wish I had a million dollars. *(He clicks lighter and a flame springs up)* Hot dog! *(George grabs an apron at the fountain and calls out)* It's me, Mr. Gower! George Bailey.
Gower *(Peering in doorway, bottle in hand)* You're late. *(He swigs from bottle)*
Young George Yes sir.
Young Violet *(Enters with a superior air past the other girls)* Hello, George. *(Flatly)* Oh, hello Mary. *(She hands George two cents, then sits on stool next to Mary)*
Young Mary Hello, Violet.
Young George Two cents worth of candy?
Young Violet She was here first.
Young Mary I'm still thinking.
Young George *(To Violet)* Candy?
Young Violet Please, Georgie. *(George goes to counter to retrieve candy. As he does, Violet says to Mary)* I like him.
Young Mary You like every boy.
Young Violet What's wrong with that?
Young George *(Handing Violet a paper sack)* Here you are.
Young Violet Help me down, George?
Young George *(Disgusted)* Help you down! Ha! *(To Mary)* Made up your mind, yet?
Young Mary I'll take chocolate ice cream, please. *(Violet exits in a huff a Mary sticks out her tongue)*
Young George *(Putting ice cream in dish)* With coconuts?
Young Mary I don't like coconuts.
Young George You don't like coconuts! Say, brainless, don't you know where coconuts come from? Lookit here— *(Holding up pet pamphlets)*— from Tahiti— Fiji Islands— the Coral Sea! *(He displays a magazine)*
Young Mary A new magazine! I never saw it before.
Young George Of course not. Only us explorers can get it. I've been nominated for membership in the National Geographic Society. *(He bends over to scoop more ice cream, his "deaf" ear toward Mary)*
Young Mary Is this the ear you can't hear on? George Bailey, I'll love you 'til the day I die. *(She withdraws quickly, terrified of her confession)*
Young George *(Oblivious)* I'm going out exploring some day— you watch. And I'm going to have a couple of harems, and maybe three or four wives. Wait and see! *(Music underscore ends. George begins whistling cheerfully)*
Gower *(Bleary-eyed, unshaven, chewing unlit cigar, gruff)* George!...George!
Young George Yes sir.
Gower You're not paid to chat with the customers.
Young George No sir. *(He sees a telegram on the counter, almost tosses it, then reads)*
Clarence *(Significant pause)* Michael— what does the telegram say?
Michael Mister Gower has just learned that his son Robert died of influenza while away at college.
Clarence Oh dear.
Young George *(Sympathetic)* Er— Mr. Gower — do you want something?
Gower No.
Young George Anything I can do back here?
Gower No. *(In his drunken stupor, Gower spills pills for a prescription)*
Young George I'll get them, sir. *(Gower sits on stool, defeated. George picks up pills and turns the large bottle from which Gower has taken powder for the capsules to reveal it is labeled "poison" — with skull and crossbones. George freezes in horror, agonizing over what to do)*
Gower Well, what are you waiting for, George? Take that box of capsules over to Mrs. Blaine's. She's waiting for them.
Young George *(Stalling, uncertain)* Er, yes sir. They have diphtheria over there, haven't they, sir?
Gower Ummmm...
Young George Is it a charge, sir?
Gower Ummm— yes — charge.

Young George Er— Mr. Gower— I think that you—
Gower Aww, get going!
Young George Yes sir.

(Music begins: "Potter's Palaver" underscore leading to reprise.)
(George makes his way through the audience to the "Bailey Savings and Loan" staging area, opposite "Gower's Drugstore." The Gower scene players "freeze" as a dimly lit tableau, while the "Bailey" tableau comes to life. Potter and Father appear in pantomimed debate. Uncle Billy dithers over a ledger book)

Clarence Where's George going? This is a curious looking place! What's going on?
Michael Right now, he desperately needs advice. So he's taking a detour to the Bailey Building and Loan, founded by his father...

Clarence Ohhh....
Uncle Billy *(Greeting Young George)* Avast there, Captain Cook! Where ye be heading?

Young George Got to see Pop, Uncle Billy.

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

Tilly *(Entering with Eustace; holding telephone with long cord)* Uncle Billy— telephone.

Eustace Bank examiner.

Uncle Billy *(Looking at his own hand, which has pieces of string tied around two of his fingers)* Bank Examiner! I should have called him yesterday! I'll take it in the inner office. *(He, Tilly and Eustace hastily exit as George now observes the following)*

Pop Bailey I'm not crying, Mr. Potter.

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

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

Young George Pop!

Pop Bailey Just a minute, son. *(To Potter)* Just thirty short days. I'll dig up that five thousand somehow.

Young George Pop!

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

Pop Bailey Times are bad, Mr. Potter. A lot of those people are out of work.

Potter Then foreclose!

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

Young George Pop!

Potter They're not my children.

Pop Bailey But they're somebody's children, Mr. Potter.

Potter Are you running a business here, or a charity ward?

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

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

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

Pop Bailey George! George.

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

Pop Bailey Run along, son. *(He pushes George gently away from Potter)*

Young George Bigger'n him!

Pop Bailey Run along now.

Young George Bigger'n everybody!

Potter Gives you an idea of the Baileys... Get me out of here! *(His goon wheels him out)*

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

Pop Bailey All right, son. Thanks. I'll talk to you tonight... *(Exits)*

(Music begins: "A Prayer for George" underscore, transitioning to "Mists of Time.")

Gower *(Young George returns to "Gower's Drugstore" area via audience; action there resumes)*
(On the telephone) What!? Why, that medicine should have been there an hour ago. It'll be over in five minutes, Mrs. Blaine. Don't worry, I'll get to the bottom of this... You'll have the medicine in five minutes... *(He hangs up the phone and spots George)* George... Where's Mrs. Blaine's box of capsules? *(He grabs George by his shirt and savagely drags him into a corner)*

Young George Capsules...? I— I—

Gower *(Shaking him)* Did you hear what I said?

Young George *(Frightened)* Yes, sir, I— I—

Gower *(Gower starts hitting George about the head with open hands. George attempts to protect himself)*
 What kind of tricks are you playing, anyway? Why didn't you deliver them right away? Don't you know that boy's very sick?

Young George *(In tears)* You're hurting my sore ear — please don't, Mister Gower — please — *(Mary, still seated on stool, winces with each blow)*

Gower You lazy loafer!

Young George *(Sobbing)* Mister Gower— you don't know what you're doing. You put something wrong in those capsules...I know you're unhappy... I read the telegram about your son and I know you're upset. You put something bad in those capsules— it wasn't your fault Mister Gower... *(George pulls box out of his pocket which Gower seizes)*

Young George Just look and see what you did. Look at the bottle you took the powder from. It's poison! I tell you it's poison! I know you feel bad and...and... *(Faltering, George cups his aching ear with his hand. Gower opens package, removes capsule, and cautiously samples contents. Realizing his mistake, he throws the whole mess behind the counter and turns to look at George. George is whimpering mournfully as Gower steps toward him)*

Young George No Mister Gower... please... don't hurt my sore ear again...

Gower *(Sweeping George into a hug and sobbing)* No... no... no...

Young George Please don't hurt my ear again!

Gower *(Weeping)* Oh, George— George—

Young George Mister Gower— I won't ever tell anyone. I know what you're feeling. I won't ever tell a soul, hope to die, I won't.

Gower Oh George... *(He escorts George offstage, embracing him and crying. Lights dim)*

Clarence Quite a remarkable young man, Michael.

SCENE 5: MR. GOWER'S DRUGSTORE AND MAIN STREET, BEDFORD FALLS

SONG: "MISTS OF TIME"

Michael Mists of time are deep and vast
Clarence The days are short, the years are fast
 Although the days and years have passed,
 The choices made will always last— always last— always last.
(Music continues same theme)

George *(The mature George enters Gower's Drugstore area and cheerily calls out to clerk)*
 Hiya, Marty! Hey a couple a weeks ago I special-ordered an overnight bag. Genuine English cowhide, combination lock, fitted with brushes and combs— a real— *(holding out arms to demonstrate)— big one—!* *(George and Marty "freeze" upon a motion from Michael)*

Clarence What did you stop him for?

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

Clarence Who's this?

Michael George Bailey.

Clarence This is the kid who had his ears slapped by the druggist?

Michael That's the kid. *(Clarence "examines" George scrupulously)*

Clarence He's got a good face. I like it. I like George Bailey. Say... did he ever tell anyone about those pills?

Michael Not a soul.

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

Michael Well...wait and see. *(George springs to life again upon Michael's gesture)*

George Big— real big! I don't want one for one night. I want something for a thousand and one nights, with plenty of room for labels from Italy, and Baghdad, and Zanzibar and—

Marty You wanna flying carpet too?

George Very funny.

Marty *(Presenting bag)* Is this the item?

George Oh boy, that's it! Great! And I can use it as a raft in case the boat sinks.

Marty How much?
George No charge.
Marty That's my trick ear, Marty. It sounded as if you said no charge.
George *(Indicating name on suitcase)* That's right.
George What's my name doing on it?
(Mr. Gower observes, unseen by George and Marty)
Marty A little present from old man Gower. He engraved your name himself.
George He did? Whatta you know about that — my old boss...
Gower I hope you enjoy it George. *(To a sheepish Marty)* Old Man Gower, eh?
George Mr. Gower...thanks ever so much for the bag. It's perfect.
Gower *(Obviously a different man from before)* Aw, forget it, George.
George Oh, it's wonderful.
Gower Hope you enjoy it. What boat you sailing on?
George I'm working across on a cattle boat.
Marty A cattle boat?
George Okay, so I like cows. *(Suddenly remembering the old cigar lighter, he closes his eyes and makes a wish)* Oh— wish I had a million dollars. *(As he snaps the lighter, the flame springs up)* Hot dog! *(He shakes Marty's hand vigorously)* See ya, Marty. *(He begins to shake Mr. Gower's hand but is swallowed up in Gower's bear hug. He waves good-bye and ventures toward "Main Street" area — mainstage— where several townfolk appear. Ernie is tending his fruit cart. Bert the Cop roves about greeting folks. Uncle Billy appears with Cousins Eustace and Tilly)*
Marty Take care, George.
(Musical underscore transitions to "Welcome to Bedford Falls")
Uncle Billy Avast there, Captain Cook! So you're off, eh? Got your sea legs yet?
Eustace Parlez- vous Francais? Hey, send us some of them picture post cards, will you, George?
Uncle Billy Hey, George— don't take any wooden nickels. When in Rome, do as the Romans do.
George I'll miss you all. Goodbye, Uncle Billy— *(Hugging all)*— Cousin Eustace— Cousin Tilly.
Uncle Billy Aww, we'll see you soon enough.
Eustace Take care now.
Tilly Hey George, your suitcase is leaking!
George Awww. *(He waves them off and greets Ernie)* Hey, Ernie!
Ernie Hiya, George! Look Bert— it's the world traveler. Architect-at-large!
George Hi, Bert.
Bert George...dashing off on your trip, eh?
George At long last! Leave tomorrow.
Violet *(Passing through with a sultry walk)* Good afternoon, Mister Bailey.
George Hello, Violet. Hey, you look great. That's some dress you're wearing there.
Violet Oh, this old thing? Why, I only wear it when I don't care how I look.
(Violet swaggers away. The men stare, including an elderly man who turns around to gaze at Violet as she passes him, bumping into another pedestrian who drops packages. A pantomimed argument ensues)
Ernie Hmmmm umm!
George Hasn't changed a bit, has she?
Bert Er— think I'll go home and see what's the wife's doing. Have a good trip, George. *(Exits)*
Ernie Family man. *(Shaking George's hand as both exit)* Take care, pal. Drop me a line now and then, okay?
(Music transitions to "The Heavenly Choice" underscore; segues to "Some Things")
Clarence George appears to have some dear friends and relatives.
Michael Indeed he does. But nothing has meant more to him than his immediate family. Take a look over there...

SCENE 6: THE BAILEY FAMILY DINING ROOM

(Pop Bailey is seated at table. Ma Bailey and Annie look up toward a vibrating hanging light fixture overhead. Ad libbed commotion offstage from George and Harry)

Annie *(Pounding broom handle on floor)* Hey up there! It's dinner time, you two fools! Get down here!

Ma Bailey George! Harry! You're shaking the house down! Stop it!
Pop Bailey Oh, leave 'em be. I wish I was up there with them.
Ma Bailey Harry will tear his new dinner suit. George!
Annie Ma Bailey, that's why all children should be girls.
Ma Bailey But if they were all girls, there wouldn't be any— oh, never mind— George! Harry! *(She goes offstage as we hear)* Come down to dinner this minute! Everything's getting cold and you know we've been waiting for you. Ahhh! *(George and Harry carry Ma Bailey in, depositing her gracefully by Pa, who kisses her)* Oh, you two clowns! Sit down and have dinner!
Harry *(Moving threateningly toward Annie)* I've eaten...Look out Annie!
Annie If you— if you try to carry me, I'll hit you with this broom!
Harry *(Exiting with Annie)* Oh, Annie, I'm in love with you and there's a full moon out tonight!
Annie *(Exiting with Harry)* If you don't stop pestering me, I'm gonna whack you on your full moon!
George *(Getting seated)* Boy oh boy— my last meal at the old Bailey boarding house.
Harry *(Returning)* Pop, can I have the car? I'm going to take over a lot of plates and things.
Ma Bailey *(Enters)* What plates?
Harry Oh, Mom— I'm chairman of the food committee for tonight's apple bobbing and we only need a couple dozen. *(Exits)*
Ma Bailey No you don't. Not my best china. *(Exits with Harry)* Let's see what I have.
Pop Bailey Well, I hope you have a good trip, George. Uncle Billy and I are going to miss you.
George I'm going to miss you, too, Pop. What's the matter? You look tired.
Pop Bailey I thought when we put Potter on the Board of Directors, he'd ease up on us.
George I wonder what's eating that old money-grubbing buzzard anyway?
Pop Bailey Oh, he's just a sick old man. Frustrated and sick. Sick in his mind, sick in his soul, if he has one. Hates everybody that has anything that he can't have. Hates us mostly, I guess.
Harry *(Passing through with plates)* Gangway! Gangway! So long, Pop.
Pop Bailey So long, son.
Ma Bailey *(Passing through)* Put those things in the car and I'll get your coat and studs.
Harry Thanks, Mom. You coming later, George? Coming to bob for apples?
George And be bored to death?
Harry A good way to die— there'll be lots of pretty girls there. Suit yourself.
Annie *(Passing through and escorting Harry out)* Boys and girls and music! Sounds like a recipe for sin if I ever did hear one!
Harry *(Exiting with Annie)* Hope to see ya there George.
George Pop, did I act like that when I was Harry's age?
Pop Bailey No, I guess not. Maybe you were born older.
(Musical underscore: "Some Things")
George How's that?
Pop Bailey I say, maybe you were born older. You've always known what you've wanted to do.
George Oh— build things. Design new buildings— plan modern cities.
Pop Bailey Still after that first million before you're thirty?
George No, I'll settle for half that in cash.
(Annie reappears, eavesdropping)
Pop Bailey Of course, it's just a hope, but you wouldn't consider coming back to the Building and Loan, would you?
George Well— I— *(To Annie)*— Annie, why don't you just draw up a chair? Then you'd be more comfortable and you could hear everything that's going on.
Annie *(Exiting)* I would if I thought there was anything worth listening to!
Pop Bailey I know it's soon to talk about it.
George Oh, now Pop, I couldn't. I couldn't face being cooped up for the rest of my life in some shabby little office. *(Pause)* Er— I'm sorry Pop. I didn't mean that remark. But this business of nickels and dimes and spending all your life trying to somehow save three cents on a length of pipe to beat Potter at his own game. I'd go crazy. I want to do something big. Something important.
Pop Bailey *(Quietly)* You know, George, I feel that in a small way we are doing something important. Satisfying a fundamental urge. It's deep in the heart of mankind for families to want their own roof and walls and fireplace. We're helping folks to get those things in our shabby little office.
George I know, Dad. I wish I felt...But...Most of my friends have already begun making something of themselves. I feel if I just don't get away, I'll bust.
Pop Bailey *(Rising; walking downstage)* Yes...Yes...You're right, son.

George You see what I mean, don't you, Pop?
Pop Bailey This town is no place for any man unless he's willing to crawl to Potter. You've got talent son, I've seen it. *(George rises)* Yes, you do. You need to release these gifts of yours. You shake the dust of this town off your shoes and get out of here while you can. Follow those dreams. I believe you, George.

George Pop—you want a shock? I think you're a great guy...

SONG: "SOME THINGS"

George Some things don't need explaining—
Some things you know in your head
Some things well worth proclaiming—
Just never have to be said
Some things are not essential to impart
Some things you know just deep inside your heart
And though it may not matter whether it is said or not
I'd like to take a shot
I love you a lot
Oh, some things don't need explaining
And though you've known how I feel
Some things are worth proclaiming—
It's not imagined— It's real—
And that's the way that—I feel.
(Music segues to next scene and song)

George Oh, did you hear that out there, Annie?
Annie I heard it! About time one of you lunkheads said it!
George Pop—I think I'll go over to Harry's apple bob.
Pop Bailey Have a good time, son...

SCENE 7: BEDFORD FALLS PARK APPLE BOBBING PARTY

SONG: "WELCOME TO BEDFORD FALLS" (Reprise)

Townfolk Now we're bob—bob—bobbin' for apples
In the old traditional way
If you're not prepared to get wet
Then just go home and don't even play
If you lose your balance and topple
In the big and bottomless tub,
You can have your Saturday bath
And you can rub-a-dub-a-dub-dub!

There's no time to dilly or dally
Don't be lollygaggin' around
It's a special Saturday night
And it's a time for paintin' the town
So come one, come all to our party
Just relax, get ready to play
And we're bob—bob—bobbin' for apples
In the old traditional way!
(Music continues)

(Some couples dance while others bob for apples)
Harry Well, my big brother George!
Sam Hello there, George! Hee haw, hee haw! A refugee from Gower's Drugstore and salt mine!
George Sam Wainwright! Hee haw yourself! Great to see ya!
Sam So, heading out to make your fortune, eh?

George Gonna try.
Sam Attaboy! A hard working guy like you'll make his way in the world all right.
Violet Good evening, George.
George Hello, Violet.
Violet Care to dance?
George Er— well— I—
Marty George!
George Hiya, Marty!
Marty Hey, George— do me a favor, will you?
George Anything you want, Marty.
Marty You remember my sister, Mary?
George Oh yeah, yeah, sure.
Sam (*Teasing imitation of Mary*) “Momma wants you, Marty.” “Momma wants you, Marty!”
Remember?
Marty Would you dance with her, George?
George Oh...me? I don't know—
Marty Aw, come on. Be a sport. Just dance with her once— it'll make her night.
Sam Aw, go on.
Marty Hey Sis! (*He goes to find Mary*)
George Er— excuse me, Violet. Don't be long Marty, I don't want to babysit all—
(*He suddenly sees Mary and is enthralled*) Well... well...well...hello.
(*Equally enthralled*) Hello... You look as if you didn't know me.
Mary Well, I don't.
George You've passed me on the street nearly every day.
Mary Me?
George Uh— huh.
Mary Uh— uh. That was a little girl named Mary Hatch. That wasn't you.
George

(*Music turns to fanfare. Song introduction begins*)

Harry Hear ye, hear ye one and all! The night's big Charleston contest is upon us! The prize? A genuine loving cup to be awarded by our distinguished judges. So find your partner!....
(*Song introductions builds as dancing begins*)

SONG: “FULL MOON AND STARRY EYES”

Harry Full moon and starry eyes! How do you do?
It's a great night for dancing, if you're dancing two—by—two—oo —
Full moon and starry eyes! Will you be true?
I'd never dance with anyone but you.

(*Musical interlude*)

Townfolk I don't know anyone I'd rather be dancing with
Foolishly prancing with — no one but you
You are the only one that I am romancing with
And I will always be true— to you— oh—
Full moon and starry eyes! How do you do?
It's a great night for dancing, if we're dancing two— by— two—oo —
Full moon and starry eyes! Will you be true?
I'd never dance with anyone but you.

(*Music and dancing continues*)

George I'm really not very good at this.
Mary Neither am I.
(*The crowd cheers George and Mary, who unwittingly edge closer to apple tubs*)
(*They move backwards and tumble in the tub. The crowd cheers. George and Mary are helped out of the tub*)
(*Music crescendos*)

(Harry awards George and Mary the loving cup trophy to cheers. Ill-fitting “dry clothes” are placed on the couple, including an oversized robe for Mary as the song resumes)

Ensemble I don't know anyone I'd rather be dancing with
Foolishly prancing with— no one but you
You are the only one that I am romancing with
And I will always be true to you.
(Music continues; slow tempo)
(The crowds disperse; the lighting dims)

George and Mary *(Duet harmony)* Full moon and starry eyes— how do you do?
It's a great night for walking —
If we're walking two—by— two— oo—
Full moon and starry eyes— will you be true?
I'd never walk with anyone— but— you—
(Music continues as underscore)

George And I told Harry I thought I'd be bored to death...Here, let me hold that wet stuff of yours.
Mary Do I look as ridiculous as you do?
George *(Looking at oversized jersey)* I guess I'm not quite the football type. You... You look wonderful.
You know, if it wasn't me talking, I'd say you were the prettiest girl in town.
Mary Well, why don't you say it?
George I don't know— maybe I will say it.
Mary What's the matter? Am I still a little kid to you?
George Oh no. Just right. Your age fits you. Yes, sir, you look a little older without your clothes on. Er—
— I mean, without a dress. You look older... I mean younger. Er— you look just... *(He steps on the end of Mary's robe, stopping her)* Oh— oh...
Mary Sir George of Bedford Falls...my train, please.
George A pox upon me for a clumsy lout. *(Hands her sash)* Your caboose, my lady.
Mary *(Spoken)* You may kiss my hand.
George *(Kissing her hand)* Ummmmm... *(Holding her hand, moves closer to her)*
He— hey Mary... *(An elderly man passing by begins eavesdropping)*
(Mary has teasingly turned away from George)

George Okay, then. I'll throw a rock at the old Granville house.
Mary Oh no, George, don't. I love that old house.
George No, you see— you make a wish and you try to break some glass. You gotta be a pretty good shot.
Mary Oh no George, don't. It's full of romance, that old house. I'd like to live in it some day.
George That ol' place? I wouldn't live in it as a ghost. Now watch. Second floor...
(He throws a “stone” toward audience. Glass is heard breaking)

Mary What did you wish, George?
George Well, not just one wish. A whole hatful, Mary. I know what I'm going to do tomorrow and the
next day and the next year and the year after that. I'm going to see the world! Italy, Greece, the
Parthenon, the Colosseum. Then I'm coming back here for graduate education...and then I'm
going to build things. I'm gonna build sky scrapers a hundred stories high. I'm gonna build
bridges a mile long. *(Mary picks up rock)* Er— are you gonna throw a rock too? *(Mary throws rock and breaking glass is heard)* Hey— that's pretty good. What'd you wish, Mary?

Mary If I told you it might not come true.
George What is it, Mary? Do you want the moon? Just say the word and I'll throw a lasso around it and
pull it down for you. Hey, that's a pretty good idea. I'll give you the moon, Mary.
Mary I'll take it. And then what?
George Well, then you could swallow it and it'd all dissolve, see? And the moonbeams'd shoot out of
your fingers and toes and the ends of your hair and— am I talking too much?

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

George Oh, want me to kiss her, eh?

Old Man Aw youth is wasted on the wrong people! *(Exits)*

George Hey! Hold on, mister! I'll show you kissin' that'll put hair back on your head! What are you—
(Mary, startled by prospects of the kiss, runs behind nearby bush. Her robe has flown off, stuck under George's foot)

George Er— Mary? (*Walking toward bush*) Oh, there you are. (*About to toss robe*) Here, catch— (*Stopping*)— Er, wait a minute. What am I doing? This is a very interesting situation.

Mary Please give me my robe.

George A man doesn't get in a situation like this every day. Not in Bedford Falls, anyway.

Mary George Bailey— my robe please!

George I've heard about things like this, but I've never—

Mary Shame on you. I'm going to tell your mother on you.

George Oh, she's way down the street.

Mary I'll call the police.

George Oh, they'd never hear you. They'd be on my side, too.

Mary I'm going to scream!

George Maybe I could sell tickets... Er— I'll make a deal with you, Mary—

Uncle Billy George! George! (*Running into scene*) George, come on home quick! Your father's had a stroke! (*Harry runs into scene and joins them*) (*Music transitions to "Some Things"*)

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

Harry C'mon, George, let's hurry.

George Did you get a doctor?

Uncle Billy Yes. Doctor Campbell's there now... (*All but Mary exit*) (*As music crescendos, Mary emerges from bush, wearing robe, and thoughtfully watches the men leave*)

(*Black out*)

SCENE 8: BOARD ROOM/LOAN OFFICE

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

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

Uncle Billy Oh, that's fine, Potter coming from you— considering you probably drove him to his grave!

Potter Peter Bailey was not a business man. That's what killed him. Oh, I don't mean any disrespect to him, God rest his soul. He was a man of high ideals, so called; but ideals without common sense can ruin a town. (*Picking up loan papers*) Now you take this loan here to Ernie Bishop— you know, that fellow who peddles fruit all day from that ramshackle eyesore cart of his. I happen to know the bank turned down this loan, but he comes here and we're building him a house worth five thousand dollars. Why?

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

Potter (*Sarcastic*) A friend of yours?

George Yes, sir.

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

George Just a minute— just a minute. Now hold on, Mister Potter. You're right when you say my father was no business man. I know that. But neither you nor anyone else can say anything about his character, because his whole life was... why, in the twenty-five years since he and Uncle Billy started this thing, he never once thought about himself. Isn't that right, Uncle Billy? But he did help a few people get out of your slums, Mr. Potter. And what's wrong with that? Why... you're all business people here. Doesn't it make them better citizens? Better customers? You... you said — what did you say a minute ago?... They should wait and save their money before they even ought to think of a decent home. Wait? Wait for what? Until their children grow up and leave them? Until they're so old— do you know how long it takes a working man to save five thousand dollars? Just remember this, Mister Potter, that this rabble you're talking about— they do most of the working and paying and living and dying in this community. Well, is it too much to have them work and pay and live and die in a couple of decent rooms and a bath? Anyway my father didn't think so. People were human beings to him, but to you— a warped, frustrated old man, they're nothing but cattle. Well, in my book he died a much richer man than you'll ever be!

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

George I know very well what you're talking about. The Bailey Building and Loan. Something you can't get your fingers on, and it's galling you. That's what you're talking about, I know. *(To Board)* Well, I've said too much. I— you're the Board here. You do what you want with this thing. Just one thing more, though. This town needs this measly one-horse institution if only to have some place where people can come without crawling to Potter. Come on, Uncle Billy!

(They walk to another stage area)

Potter Sentimental hogwash! Now, I want my motion—
(Potter is interrupted by a babble— ad lib discussion tableau)

Uncle Billy *(To Tilly and Eustace)* Boy, oh, boy, that was telling him! You should have seen George shut Potter's big mouth!

Tilly What happened? I heard a lot yelling.

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

Tilly *(Reading newspaper)* Here it is— "Help Wanted, Female."

Uncle Billy *(To George)* Hey, you'll miss your train.

George I wonder what's going on in there?

Uncle Billy Oh, never mind about that. They're closing us down. So what? I can get another job. I'm only fifty- five.

Tilly Fifty- six!

Uncle Billy Go on— go on. Hey, look— you gave up this trip once, you don't want to miss it again, do you?

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

Uncle Billy Whoopee!

Eustace But they've got one condition— only one condition.

George What's that?

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

George Oh, no! But, Uncle Billy— he's your—

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

George *(Emphatic)* Now let's get this thing straight. I'm leaving right now. I'm going abroad and then I'm going back to school. This is my last chance. Uncle Billy here, he's your man.

Eustace But George— they'll vote with Potter otherwise.
(George freezes in horror)
(Music begins "Mists of Time")
(Lights dim on Bailey Building and Loan area as tableau disperses. The events described in Michael's summary are acted out)

Clarence I know, I know. You don't have to tell me. George didn't go.

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

Clarence Oh, I see. But what happened to George?

Michael George got four years older, waiting for Harry to come back and take over the Building and Loan. But when Harry returned, he surprised everyone with a new wife.

SCENE 9: THE BAILEY FAMILY DINING ROOM AND PORCH

Uncle Billy Oh, this is delicious! I've always said the three greatest sounds in the English language are, "Breakfast is served," "Lunch is served," and "Dinner is served."

Harry *(Entering with Ruth)* Looks like you've got all three there on your plate, Uncle Billy.

Uncle Billy Harry! Ruth! Well, when the fatted calf is cooked for a homecoming like this, one must indulge! And Ruth, dear, how did a pretty girl like you marry this two-headed nephew of mine?
(Ma Bailey, Annie and others laugh)

Ruth Oh, it's purely mercenary. My father offered him a job.

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

George Is it a good job?

Ruth Oh yes, very. My father owns a glass factory in Buffalo. He wants to get Harry started in the research business. A good future there. Harry's a genius at research. My father fell in love with him.

George And you did, too? *(Ruth nods, smiling)* Well, I think I'll go stretch my legs out on the porch. *(He rises, kissing Ruth on the cheek)* We're awfully glad to have you in the family.
(George meanders toward steps, away from action.)

Uncle Billy Let's see now, Ruth. You're my nephew's wife. This family tree is getting more complicated every year. I can barely keep Cousin Eustace and Cousin Tilly straight as to which side of which family... *(Pantomimed dialogue continues. Tilly and Eustace take photographs)*
(Harry approaches George)

Harry George— about that job Ruth spoke of. I— er— I know I'm supposed to pick up where you've left off at the Building and Loan and I won't let you down.

George That job sounds like a good opportunity for you... I think you should take it.

Harry But George— I—

Uncle Billy *(Joining the two)* Oh, boy, oh boy, oh boy! I feel so good I could spit in Potter's eye! I think I will. Oh, maybe I'd better go home. Let's see...Where's my hat? Where's my—
(George takes hat from Uncle Billy's head and hands it to him)—

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

George *(Laughing)* The middle one!

Uncle Billy Oh, thank you, George old boy, old boy.

Harry A little too much celebrating, Uncle Billy?

Uncle Billy Oh perhaps. Now point me home, will ya? *(George pulls Uncle Billy toward right path)* Ah, thank you kindly, Old Building and Loan pal— *(Singing)* “Full moon, and starry skies; how do you do?— Etc.” *(Uncle Billy crashes into a trash can)* I'm all right—I'm all right! *(Resumes singing)*

Harry *(Exiting)* I'd better look after him...

(Music begins: “Some Things.”)

Ma Bailey *(Kissing George)* That's for nothing...How do you like Ruth?

George She's swell. *(Both take a short stroll)*

Ma Bailey She'll keep Harry on his toes.

George Keep him out of Bedford Falls, anyway.

Ma Bailey Did you know that Mary Hatch is back from graduate school?

George Hmmm.

Ma Bailey Came back three days ago.

George Hmmm.

Ma Bailey Nice girl, Mary.

George Hmmm.

Ma Bailey The kind that will help you find the answers, George.

George Hmmm.

Ma Bailey Oh, stop that grunting.

George Hmmm.

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

George Sure. Sam “Hee Haw” Wainright.

Ma Bailey Hmmm?

George Yes, Sam's crazy about Mary.

Ma Bailey Well, she's not crazy about Sam.

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

Ma Bailey No.

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

Ma Bailey Uh— huh. *(She kisses George and hands him his hat)*

George Well, not in a hurry are we? All right, Mother dear, I think I'll go out and do some passionate necking.

Ma Bailey Oh, George!

George Now, if you'll just point me in the right direction...this way? Good night, Mrs. Bailey.
(The Hatch home is in view; Mary is looking out window)
(The music rises, transitioning to slow, romantic tempo of “Full Moon and Starry Eyes.”)

Ma Bailey Good night, George.

SCENE 10: HOME OF MARY HATCH

Mary *(George rakes a stick across picket fence restlessly and lost in thought)*
What are you doing, picketing? *(Mary adjusts radio on window ledge)*

George (Startled) Oh— hello, Mary. I just happened to be passing by.
Mary Yes, so I noticed. Have you made up your mind?
George About what?
Mary About stopping. Your mother phoned before dinner and said you'd be over.
George (To himself) Why that sneaky— (To Mary)— My mother called you?
 Well— how did she know?
Mary Didn't you tell her?
George Didn't tell anybody. I just went out for a walk and happened by... (Mary leaves window) What do you know about— er— just went for a walk, that's all.
Mary (Reappearing and calling out) I'll be downstairs, Mother.
Mrs. Hatch (Offstage voice only) All right, dear.
Mary (To George) Well, are you stopping or aren't you?
George Well, I'll stop for a minute, but I didn't tell anyone I was coming over here. Er— when did you get back?
Mary Tuesday.
George Is that a new dress?
Mary Do you like it?
George It's all right. I thought you'd go out to New York like Sam, and Marty, and the rest of them.
Mary Oh, I worked there a couple of vacations, but I don't know... I guess I was homesick.
George (Shocked) Homesick? For Bedford Falls?
Mary Yes, and my family and...oh, everything. Would you like to sit down?
George All right. For a minute. (Sitting on bench with Mary) I still can't understand it though. You know I really didn't tell anybody that I was coming here.
Mary Would you rather leave?
George No, I don't want to be rude... Is that a new radio?
Mary Uh— huh...
 (Music plays in background, reminding them of their previous encounter)
Mary Remember, George? Remember that song?
George What? Oh— that. Oh yeah. Yeah. (Looks at watch) Well I—
Mary It was nice about your brother Harry and Ruth, wasn't it?
George Oh sure. Sure. That's all right.
Mary What the matter? Don't you like her?
George Well, of course I like her. She's a peach.
Mary Oh, it's just marriage in general you're not enthusiastic about, huh?
George Marriage is all right for Harry and Marty and Sam and you...
Mrs. Hatch (Peering out window in curlers and gown) Mary! Who's that out there with you?
Mary It's George Bailey, Mother.
Mrs. Hatch George Bailey! What does he want?
Mary I don't now. (To George) What do you want?
George Me? (Indignant) Not a thing. I just stopped to rest my feet a minute.
Mary He's getting fresh, Mother!
Mrs. Hatch You tell him to go back home! And you don't leave the house, either. Sam Wainwright promised to call you from New York tonight— remember?
 (Music transitions to slow tempos of "Mary of Bedford Falls" and "Some Things.")
George Well now, you know I didn't come here to— to— to—
Mary (Rising) Well, what did you come for?
George I don't know— you tell me. You're supposed to have all the answers.
Mary Oh, why don't you go home?
George That's where I'm going. Don't know why I came here in the first place. Good night!
 (He begins to walk off)
 (Telephone rings are heard)
Mary Well, good night to you too!
Mrs. Hatch (Bringing upright speaker— style phone outside at front door) Mary! It's Sam!
Mary (Almost weeping) I'll get it.
Mrs. Hatch For heaven's sakes, why didn't you stop to answer it when it started ringing? Hurry— he's waiting!
Mary (Picking up receiver) Hello.
George (Re-entering, at bench) I forgot my hat.

Mary Hee haw! Hello Sam, how are you?
Sam *(At side with young lady on his arm)* Aw great. Good to hear your voice.
Mary Oh, well that's awfully sweet of you Sam. There's an old friend of yours here. George Bailey.
Sam You mean old slave- driven George? Hee haw! Put him on.
Mary George! *(George advances to Mary)*
Mrs. Hatch He doesn't want to talk to George, you fool! *(She goes "upstairs.")*
Mary He does so. He asked for him. *(To George)* Sam wants to speak to you.
George *(Taking phone)* Hello, Sam.
(Mary and George both listen in close proximity)
Sam Well, good ol' George! Fine pal you are! What are you trying' to do— steal my girl?
George What do ya mean? Nobody's trying to steal— here— here's Mary.
Sam No. Wait a minute. I want to talk to both of you.
George Here, you take it.
Mary Mother's eavesdropping on the extension— we'll just both have to listen together. Come here...
 We're listening, Sam.
Sam I have a big deal coming up that's going to make us all rich. George, you remember that night at Mister Martini's Diner when you told me you read someplace about making plastics out of soybeans?
George Huh? Yeah, yeah, yeah...soybeans. Yeah.
Sam Well, Dad snapped up the idea. He's going to build a factory outside of Rochester. Can you think of anything better?
George Rochester...? Why not right here? Remember that old machine works building? Tell your father he can get that for a song. And all the labor he wants, too. Half the town was put out of work when that place closed down.
Sam That's so? Well, I'll tell him. That sounds great! Oh, I knew you'd come through. Mary, you're in on this too. Now listen, both of you. Put every cent you have in our stock, you hear. And George, I may have an exciting job for you, that is, unless you're still chained to that broken— down Building and Loan. This is the biggest thing since radio and I'm letting you in on the ground floor. Oh, Mary— Mary—?
Mary I'm here.
Sam Would you tell that guy I'm giving him the chance of a lifetime, you hear? The chance of a lifetime...
Mary He says it's the chance of a lifetime...
George *(Unable to contain himself; dropping the phone; to Mary)* Now you listen to me! I don't want plastics! I don't want any ground floors—
Sam *(Dumbfoundedly puzzled)* Hello— hello? *(Blacks out on Sam)*
George And I don't want to get married— ever— to anyone! You understand that? I want to do what I want to do. And you're...and you're... *(Pulling Mary into fierce embrace and tearful ecstasy)*
 Oh, Mary— Mary—
(Music crescendos)
Mary George... George... George...
(Mrs. Hatch faints at what she sees)
George Mary... *(The couple kiss)*
(Music rises to crescendo)
(Black out)
(End of Act I)

End of ACT I

ACT II

Entr'acte

SCENE 1: MAIN STREET

Ensemble *(After wedding bells)* Congratulations! Etc.
Mary Remember, George, when we threw stones at the windows of the old Granville House?
George Yes, Mary.
Mary This is what I wished for. *(They kiss)*
Ma Bailey *(To Annie)* I guess it's just us two old maids now
Annie Speak for yourself, Ma Bailey! I'm planning on getting married!
Ernie And where are you two headed for the big honeymoon?
George Where are we going? Look at this. Here's the kitty, Ernie. Been saving it for years. Go ahead and count it, Mary.
Mary I feel like a bootlegger's wife— look at all this!
George You know what we're gonna do? We're gonna shoot the works! A whole week in New York. A whole week in Bermuda. The highest hotels— the oldest champagne— the richest caviar— the latest music— and the prettiest wife!
Bert Then what?
George Then what, honey?
Mary After that, who cares?
(Sound of thunder and rain)
(Townfolk gather as a choreographed assembly in "Building and Loan" staging area)
Ernie Don't look now, but there's something funny going on over there at the Building and Loan, George. I've never really seen one, but that's got all the earmarks of a run. *(Townfolk whisk past them to join the line.)*
Elderly Man Hey, Ernie— if you got any money in that place, you better hurry.
Mary George— let's not stop. Let's go! Please...
George Just a minute, dear. Oh— oh. This looks serious...

SCENE 2: BAILEY'S BUILDING AND LOAN

SONG: "THE RUMOR"

Ensemble

We have heard the dreadful word
It's all through the town Bailey's Bank closed down
If that is so— then we must go
To Bailey's Building and Loan—
We've heard this rather nasty rumor
It is spreading like a tumor
And we don't know who to call on
Looks as if hard times have fallen
Times are tough and getting stranger
All our savings are in danger
We have met with bold resistance
We need money and assistance
George can you— help us through?
We need funds to live!

We heard the bank has called your loan now,
Uncle Billy's on the phone now—
Will there ever be some hope now?
How can we expect to cope now?
Times are tough and getting stranger
All our savings are in danger
We have met with bold resistance
We need money and assistance
George can you— help us through?
We need funds to live— !

(Music continues as underscore; segue to next song segment)

George

Hello, everybody. Mrs. Thompson, how are you? Charlie...What is this, Uncle Billy? A holiday? Come on in everybody. Make yourselves at home... *(Aside to Uncle Billy)* What happened? How did it start?

Uncle Billy

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

George

When?

Uncle Billy

An hour ago. I had to hand over all our cash.

George

All of it?

Uncle Billy

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

George

Holy mackerel!

Uncle Billy

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

George

The whole town's gone crazy.

(The telephone rings)

Uncle Billy

(Answering) Hello?

Potter

(At side stage, phone in hand) Potter here. Get me George Bailey.

Uncle Billy

It's Potter.

George

(Taking phone) Hello?

Potter

George....

(Song resumes— slow, sinister tempo)

Potter

Because of rumors I'm supposing
That is you're on the verge of closing
But if they're not too defiant
I will guarantee your clients—
Fifty cents upon the dollar
As a gentleman and scholar
Take advantage of my offer

Pass along my gracious proffer
George, it's true— you'll be through—
If you close your doors!
(Music continues as underscore, then fades out)

George Aw, you don't miss a trick, do you Potter? Well you're going to miss this one! *(He hangs up)*

Potter *(Oblivious)* If you close your doors before six P.M., you will never reopen...

Hello?...Hello?....

(Black out on Potter)

Uncle Billy George, was it a nice wedding? Golly, I wanted to be there.

George Yeah. *(Examining strings on Billy's hand)* You can take this string off now. *(To his patrons)* Er — folks, I have some news for you. I've just talked to old man Potter and he's guaranteed cash payments at the bank, should you need them.

Patron A But George, I got my money here.

Patron B Did he guarantee this place?

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

(Mary and Ernie enter scene and watch intently)

Patron B I'll take my money now.

George No, but you— you— you're thinking of this place all wrong. As if I had the money in a safe. The money's not here. Your money's in Marty's house... right next to yours... And in the Kennedy house, and Mrs. Macklin's house, and a hundred others. Why, you're lending them the money to build, and then, they're going to pay it back to you as best they can. Now what are you going to do? Foreclose on them?

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

George *(Handing him a slip)* Okay, Tom. All right. Here you are. You sign this and you'll get your money in sixty days.

Patron B Sixty days?

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

Patron C *(Entering)* Tom! Did you get your money?

Patron B No.

Patron C Well, I did! Old Man Potter'll pay fifty cents on the dollar for every share you got. *(Shows bills)*

Crowd *(Ad lib)* Fifty cents on the dollar! Etc...

Patron C Yes. Cash!

Patron B Well, what do you say to that, George?

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

Patron B *(Exiting)* All right...Let's go, Randall.

Patron A Are you going to Potter's?

Patron B Better to get half than nothing.

George Tom! Tom! Wanda! Now wait...now listen. Listen to me... I beg of you not to do this thing. If Potter gets hold of this Building and Loan there'll never be another decent house built in this town. He's already got charge of one bank. He's got the bus line. He's got the department stores. And now he's after us. Why? Well, it's very simple. Because we're cutting in on his business, that's why. And because he wants to keep you living in his slums and paying the kind of rent he decides... Marty, you lived in one of his houses, didn't you? Well, have you forgotten? Have you forgotten what he charged you for that broken-down shack? Here, Ernie. You remember last year when things weren't going so well, and you couldn't make your payments? It was hard on you, too, right, Mister Martini? You didn't lose your homes, did you? Do you think Potter would have let you keep them? Can't you understand what's happening here? Don't you see what's happening? Potter isn't selling. Potter's buying! And why? Because we're panicking and he's not. That's why. He's picking up some bargains. Now, we can get through this thing all right. We've got to stick together, though. We've got to have faith in each other.

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

Patron D How am I going to live until the bank opens?

Patron E I got doctor bills to pay.

Patron F I need cash.

Patron G Can't feed my kids on faith.

Mary *(Suddenly emerging)* How much do you need? *(She holds up the “honeymoon kitty.” George bounds toward her)*

George Hey! I got two thousand dollars! Here’s two thousand dollars. This’ll tide us over until Potter reopens the bank. All right, Tom, how much do you need?

Patron B *(Determined)* Two hundred and forty-two dollars!

George *(Pleading)* Aw, Tom— just enough until the bank reopens.

Patron B I’ll take two hundred and forty-two dollars.

George *(Counting it out)* There you are.

Patron B That’ll close my account. *(Exits)*

George Your account’s still here— that’s a loan. Okay. All right. Ed?

Patron E I got three hundred dollars here, George.

George Aw now, Ed— what’ll it take just to tide you over? What do you need?

Patron E Well, I suppose twenty dollars.

George Twenty dollars. Now you’re talking! Fine, thanks Ed. *(Counts out each amount)* All right, now, Mrs. Thompson. How much do you want?

Patron F But it’s your own money, George.

George Never mind about that. How much do you need?

Patron F I can get along with twenty all right.

George *(Handing it out)* Twenty dollars.

Patron F And I’ll sign a paper.

George You don’t have to sign anything. I know you’ll pay it back when you can. That’s okay. All right, Mrs. Davis...

Patron G Could I have seventeen fifty?

George Seventeen... *(Kisses her on the forehead)* Bless your heart! Of course you can have it. You got fifty cents... *(Additional customers, obviously relieved are able to get funds and begin disbursing as song unfolds)*

(Music begins)

Uncle Billy I think we’re going to make it! We’re going to make it, George! They’ll never close us up today!

SONG: “THE CELEBRATION”

Uncle Billy I didn’t think we’d do it, and I thought I nearly blew it,
But it looks as if we’re going to live another day
The clock is striking six and we’ll survive this awful fix
And Mr. Potter will not get his way!

All Hooray!
Here’s a toast to the Bailey Family
An enterprising company are we!—

Tilly/Eustace We agree!

Uncle Billy And we got out of the cellar like a bunch of Rockefellers
Here’s a toast to our victory!

George We only have two dollars left, without it, we would be bereft
But with it we’ll survive and thrive another day

All And we barely have a nickel, but we got out of this pickle
Mister Potter will not get his way— hooray!
Here’s a toast to the Bailey Family
An enterprising company are we!—

Tilly/Eustace We agree!

All A toast to Papa Dollar and a toast to Mama Dollar
May the two have a family!

Billy/Tilly/Eustace And a toast to the Bailey groom and bride
We’re sorry that’s it’s such a bumpy ride!

George And quick thinking by dear Mary helped our bank to cash and carry

Billy/Tilly/Eustace Here’s a toast to the groom and bride!
(Brief musical interlude; segue to next song)

(George and Mary kiss. Mr. Martini and Townfolk begin assembling)

SCENE 3: MAIN STREET

SONG: "WELCOME TO BEDFORD

FALLS" (Reprise)

Clarence So the Bailey Building and Loan Association's well on its way
They outwitted Old Mister Potter and survived the panic that day
And the Bailey Building and Loan Association's helping the town
Thanks to George and Billy and Mary, it's a place for settlin' down

Townfolk *(To Mr. Martini)* Welcome to Bedford Falls! Welcome to Bedford Falls!
(A sign is revealed
"Martini's Café") The time has come to open a business in the city square
Open for business now! Congratulations, pal!

Martini I owe it all to George and the way he cares
George Welcome to our quaint little Bedford Square.

Sam *(Spoken)* Hee haw, George! Still slaving away, eh?
(Sung) Good ol' George is making a speech, he's always full of something to say
Looks like he is helping Martini open up a brand new café
Hello, George, I'm here for a visit with my wife to start a new plant
That old building you recommended is the greatest, George, you ol' champ!

George/Mary Welcome to Bedford Falls! Welcome to Bedford Falls!
Sam and wife are here for a visit, welcome back to town!
Welcome to Bedford Falls! Welcome to Bedford Falls!

Townfolk

Sam *(Aside, to George)* I just wish that you had not turned me down—
There is more to life than this two-bit town.

George *(Coda)* Well, just perhaps you are right, and we know you've gone far
At least if you're here, then you know who you are
All Welcome to Bedford—
Welcome to Bedford— Welcome— to Bedford Falls— !
(Segue to)

SONG: "POTTER'S PALAVER" (Reprise)

Potter's Goon I hate to have to be the one to tell you
But I have got some news that's sure to quell you.
The Bailey Building Loan Association's doing well
And in the fiscal quarter ending all your profits fell
So I suspect this news is sure to jolt you and compel
A plan from you— to slow down you- know-who.

Potter Oh those Bailey's are a nuisance and they're really in my hair
That is, whatever hair I have at all.
They are all a royal pain in my you— know—where
So it's time I pay a little social call—

SCENE 4: BAILEY'S BUILDING AND LOAN

Potter *(To George)* Dear— George— I— thought I'd take some time to pay a visit
I know you're thinking, "Goodness me, what is it?"
I know that I am old and I have heard the scuttlebutt
For it is widely known that everybody hates my guts
But that's okay because I think that everybody's nuts—
So there! Who cares? I run my own affairs.
Now although I'm in control of nearly everything in town
I haven't licked your little family store

So I must concede defeat, for you have won this round—
In fact, I think that you have won the war—
Oh, yes, George—
You have beaten me and beaten me quite fairly.
You've been honest and you deal with people squarely
But the truth is that you're poor
Because you're always giving more—
And so, I say, it's retribution day!
(*Music continues*)

Potter George, you and I need to have a little talk. You and I were the only ones that kept our heads during the recent depression. You saved the Building and Loan, and I saved all the rest.

George Potter Yes, well— most people say you stole all the rest.

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

George Potter (*Indignant*) Forty-five!

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

George Potter Now, what's your point, Mister Potter?

Potter My point? My point is— I want to hire you.

George Potter (*Shocked*) Hire me?

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

George Potter (*Flabbergasted*) Twenty thou — twenty thousand dollars a year?

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

George Potter Would I? You're not talking to somebody else here, are you? This is me, remember...George Bailey.

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

George Potter Holy mackerel!...Well, what about the Building and Loan?

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

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

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

George Potter I'd like to do that.

Potter In the mean time, I'll draw up the papers.

George Potter All right, sir.

Potter (*Offering hand*) Okay, George...?

George Potter (*Taking hand*) Er— okay, Mister Potter... (*As they shake hands, George feels a revulsion— and knows he can never associate with this man. George drops his hand with a shudder. Peering intently into Potter's face*) No...no...no...no, now wait a minute here! I don't have to tell anybody! I know right now. And the answer is no! No! Doggone it! (*Getting increasingly angry*) You sit around and you spin your little webs and you think the whole world revolves around you and your money. Well, it doesn't Mister Potter! In the vast configuration of things, I'd say you were nothing but a scurvy little spider you... (*To Goon*) And that goes for you, too! (*Potter wheels away in a huff*)

(*Music rises. Theme of "Potter's Palaver" climaxes*)

(Music transitions to “Full Moon and Starry Eyes”)
(Mary, on a park bench, startles George out of his thoughts by singing)

SCENE 5: BAILEY’S BUILDING AND LOAN (EXTERIOR OR MAIN STREET)

(George takes a walk through the audience and visibly reflects upon the voices heard)
Potter *(Voice only)* “You wouldn’t mind living in the nicest house in town. Buying your wife a lot of fine clothes, going to New York on a business trip a couple of times a year. Maybe to Europe once in awhile...your ship’s come in.”
George *(Voice only)* “I know what I’m going to do tomorrow and the next day and the next year and the year after that. I’m shaking the dust of this town off my feet, and I’m going to see the world... And I’m going to build things...skyscrapers a hundred stories high...bridges a mile long...”
Pop Bailey *(Voice only)* “You know George, I feel like in a small way, we are doing something important—we’re helping folks in our shabby little office...”
George *(Voice only)* “What is it you want, Mary? You want the moon? If you do, just say the word. I’ll throw a lasso around it and pull it down for you...”
(Music transitions to “Full Moon and Starry Eyes”)
(Mary, on a park bench, startles George out of his thoughts by singing)

SONG: “FULL MOON AND STARRY EYES” (Reprise)

Mary Full moon and starry eyes! How do you do?
It’s a great night for dreaming, if you’re dreaming two—by—two—oo—
Full moon and starry eyes! Will you be true?
I’d never dream with anyone — but— you—
(Music continues as underscore; segues to next song: Optional “Buffalo Gals”)

George *(Joining her on bench)* What are you doing here, beautiful ?
Mary I saw the lights still on in your office and thought I’d surprise you.
George *(After a pause)* Mary Hatch, why in the world did you ever marry a guy like me?
Mary To keep from being an old maid.
George You could have married Sam Wainwright or anybody else in town.
Mary I didn’t want to marry anybody else in town. I want my baby to look like you.
George You didn’t even have a honeymoon. I promised you... you’re what!?
Mary My baby.
George You mean... Mary, you on the nest?
Mary George Bailey lassoes the stork!
George The stork! You mean you...what is it, a boy or a girl?
Mary *(Nodding her head happily)* Uh-huh!

SCENE 6: BEDFORD FALLS (ABSTRACT MONTAGE)

(The action described by Clarence is re-enacted on stage in a choreographed montage of action occurring during the following song)

SONG: “THE HEAVENLY CHOICE” (Reprise)

Clarence I see it’s clear now, that George stays here now
He never, ever leaves this town—
His deep compassion became the fashion
And the hallmark of this little town’s renown
The baby Mary was proud to carry
Was a healthy baby girl
And all the while they’re wearing smiles

(March-like)

As they welcomed three more babies to the world!
Then the World War hit the nation
And everybody pitched right in
Bedford Falls folks took their stations
To help the Allied Forces win
Mrs. Bailey and Mary's mother
Joined the Red Cross and they sewed
While Harry Bailey, the younger brother
Went wherever Uncle Sam told him to go
Mister Gower and Uncle Billy
Sold their war bonds by the score
While Cousin Eustace and Cousin Tilly
Also helped to sell a hundred dozen more
Potter drafted for the Navy
Marty Hatch sure fought the foe
Bert and Ernie battled bravely
Mary ran the U.S.O.
And Samuel Wainwright could build a plane right
He sold a lot of plastic parts
And in conclusion, the war's confusion
Brought the best of Bedford Falls right from the heart
Yes, the folks of Bedford Falls poured out their hearts
(Music continues as underscore)

Michael And Harry— Harry Bailey topped them all. A Navy flier, he shot down fifteen planes— two of them as they were about to crash into a transport full of soldiers.

Clarence Yes— but what about George?

Michael George was “Four-F” on account of his deaf ear. George fought the battle of Bedford Falls.

George *(In tableau action)* Come on now, folks! There's a war going on and we need to collect every scrap we can get.

Michael He was air raid warden— and took charge of paper drives... scrap drives... rubber drives... And like everybody else, on V-E Day, he wept and prayed to our Lord. And on V-J Day he wept and prayed again.

(Song resumes)

Clarence And in conclusion, the war's confusion

Brought the best of George and Mary from the heart

Townfolk *(Kneeling)* Yes, we folks of Bedford Falls have done our— part—!

(Segue to)

SCENE 7: MAIN STREET: BUILDING AND LOAN/MR. GOWER'S DRUGSTORE

Michael And now we come to this evening, day before Christmas, four fifty—five P.M., Bedford Falls time...

SONG: “WELCOME TO BEDFORD FALLS!” (Reprise)

Townfolk And the news is all around town
That Harry Bailey's coming tonight
He'll receive a wonderful welcome
For courageous battle in flight
He's the talk of town and a hero
For his brave and wonderful deeds
He's the pride of our little township

George *(To Ernie)* And he's what America needs—
He's the pride of our little township
And he's what America needs!

(Music continues as underscore; dreamy waltz feel)

George *(Holding out newspaper front page)* Look at that, Ernie!

Ernie *(Kidding)* Oh, a sale down at Gower's.

George A sale? Look at the headlines.

Ernie I know! I know! I think it's marvelous about your brother!

George *(Handing out newspapers to all familiar townfolk we now know so well)* Extra! Extra! Read all about it! "President Decorates Harry Bailey! Local Boy Wins Congressional Medal of Honor!" Extra! Extra! Here you go, everyone... Oh, I can't wait to see Harry tonight!

Tilly *(Approaching George with Miss Carter with her)* George! George— er— that woman's here again.

George What woman?

Tilly You know... Bank — Bank Examiner.

George Oh— Er— excuse me, folks.

Carter Carter — Bank Examiner.

George Miss Carter, Merry Christmas!

Carter The same.

George My brother just got the Congressional Medal of Honor! *(Holds up newspaper)* The President just decorated him!

Carter Yes, well, I guess they do those things. Well, I trust you had a good year at the bank.

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

Carter Yeah. Very funny. Now if you'll cooperate, hopefully we can finish this up quickly. I want to spend Christmas in Elmira with my family.

George *(Approaching Building and Loan Office area)* Can't blame you at all, Miss Carter. Er— has anybody seen Uncle Billy? He'll know about all this...
(Black out on office tableau. The focus is now on Billy and Potter, who pass on Main Street, then proceed to Gower's Drugstore)
(Music transitions to "The Celebration" theme)

Uncle Billy *(To self)* Let's see... where's my deposit slip? Oh here it is. Hmm. Let's see... *(Writing)* December twenty-fourth. Er— *(Examines fat envelope)*— eight thousand dollars. Hmmm. Eight thousand. Okay. All set to wire this at Gower's Drug— oh! Well, well, well! *(Spotting Potter)* A cheery good evening, Mister Potter. Say, what's in the news tonight? Well, well, well! *(Examining newspaper)* "Harry Bailey Wins Congressional Medal." One of the Bailey boys? Ha ha! You just can't keep those Bailey's down, now can you, Mister Potter?...

Potter And what does slacker George think of all this?

Uncle Billy Jealous! Very jealous! He only burst his buttons with pride, that's all. Of course, slacker George would have won two medals if he could've gone.

Potter Bad ear.

Uncle Billy After all, Potter, some people like George had to stay home. Not every enemy was overseas! *(Billy tosses newspaper, unwittingly folded with the money envelope, into Potter's lap as a taunt)* Ha, ha, ha! Merry Christmas! Ha, ha! *(Potter wheels to opposite side of stage in a rage. He soon discovers what is in his lap— timed to following action— and observes Billy)*

Gower Good evening, Billy.

Uncle Billy Merry Christmas. I need to send this to the Federal Reserve. *(Hands over slip)*

Gower Well, I guess you forgot something.

Uncle Billy Huh?

Gower I'm afraid you forgot something.

Uncle Billy What?

Gower I'll need the money.

Uncle Billy Oh shucks... sure, sure. Ha, ha! *(Searching every pocket)* Hmmm... I don't— I—

Gower *(Pointing to a string on Billy's finger)* How about that string there?

Uncle Billy Hmm? Well— I—

Potter *(Examining envelope)* Hmmm. The Bailey's. *(To Goon)* Take me back to my office. Come one, be sharp about it!
(Billy re-searches his pockets, checks all through Gower's with increasing panic, and retraces his steps. He wanders through audience, searching and ad libbing mutters. The focus returns to the Building and Loan area, where George and Carter are conversing. Tilly and Eustace look on, tensely)

Violet *(Entering)* George, may I speak to you a moment?

George Violet! How in the world are you? *(They hug)*

Violet I've been better.

George Here's that character reference you asked for. *(Hands her envelope)* You tell anyone with questions to call me.

Violet Character? If I had any character, I'd—

George Oh, now, it takes a lot of character to leave your home and start over. *(He pulls out some money from his pocket)*

Violet No, George, I couldn't... *(Carter watches warily)*

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

Violet I know, but...

George Want to walk to New York? It costs money to live there, too, you know. It's a loan — that's my business— Building and Loan. Besides, you'll get a job. Vi, I wish you the best. *(Hugging him)* I'm glad I know you, George Bailey.

Violet Keep in touch. Merry Christmas.

Violet Merry Christmas, George. *(Exits)*

Carter Er— Mister Bailey— if we could just—

George Oh, Miss Carter— I'm sorry. I'll—

Uncle Billy *(Entering, frantic and disheveled)* George— George— I—

George Unc— er — what's going on? The bank examiner's here and I—

Uncle Billy She's here?!

George Yeah, yeah. She wants the accounts payable and — what's the matter with you?

Uncle Billy *(Takes George aside)* Something terrible — *(He whispers with George, who registers alarm)*

(Music: "The Rumor" underscore; slow tempo and ominous)

George *(Examines various papers, ledgers, envelopes, and the safe)* Eustace— Cousin Tilly... Come here, please. *(The four huddle as Carter curiously looks on)* Did you see Uncle Billy with the cash?

Eustace I saw it on his desk earlier today when he was counting it.

George Now look, did you buy anything?

Uncle Billy Not even a stick of gum.

George All right. All right. Now we'll go over every step you took—

Uncle Billy This way...

George *(To Eustace and Tilly, referring to Carter)* Keep her busy, will ya?

Carter Er— Mister Bailey... About your books...

George Tilly and Eustace will help you.

Tilly *(To Carter, while opening shoe box full of wads of slips and papers)* Let's see, Miss Carter... *(Dumps contents on desk)* I'm sure this will interest you.

Eustace Oh, here's that warranty I've been looking for on our mousetrap!... *(Black out on Building and Loan tableau. Spots on Billy and George)* *(George and Billy search everywhere through audience. After searching)*

George And did you put the envelope in your pocket?

Uncle Billy Yeah... yeah... maybe... maybe...

George Maybe!? *(Shouts)* Maybe!? I don't want any maybe. Uncle Billy— we've got to find that money!

Uncle Billy *(Piteously)* I'm no good to you, George. I...

George Listen to me. Do you have any secret hiding place somewhere— someplace you could have put it? Someplace to hide the money?

Uncle Billy *(Blubbing)* I've searched everywhere. Even places I haven't been since I lost Laura. *(He completely breaks down and sobs hysterically)*

George *(At his breaking point)* Listen to me! Listen to me! Think! Think!

Uncle Billy *(Wailing)* I can't think anymore, George. I can't think... it hurts...

George *(Nearly maniacal, frisking Billy, who sinks to his knees.)* Where's that money!? Where's that money, you stupid silly old fool? Where is it?! *(Pulling Billy up)* Where!? *(Both sink to knees)* Do you realize what this means? It means bankruptcy... and scandal... and prison! That's what it means! One of us is going to jail!... Well, it's not going to be me!

(Music crescendos)

(George storms away. Uncle Billy sobs in a heap)

(Black out)