

WATER FOR ELEPHANTS

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BASED ON THE NOVEL
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SECOND DRAFT
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EXT. NURSING HOME - UPSTATE NEW YORK TOWN - SUNDAY MORNING

A residential Nursing Home in a small Upstate N.Y. town.

INT. NURSING HOME - LOBBY/ HALLWAY - SUNDAY MORNING

The daily goings-on of a Nursing Home: The elderly and disabled, in wheelchairs or walkers, some coherent, some not. Nurses at the front desk. Aides going about their duties. The quiet hum of lives that are growing more silent with age.

INT. DAY ROOM - NURSING HOME - SUNDAY MORNING

Three elderly men sit in front of a TV. Two men are asleep.

The third man, JACOB JANKOWSKI, 93, stares into space, dazed, medicated...no sign of life in him, save his breathing.

On the TV, a local station announces a CIRCUS is visiting the town. A GOUNOD WALTZ plays on the commercial.

The Waltz Music attracts the attention of Jacob. And then something strange happens; *The GOUNOD WALTZ GETS LOUDER AND LOUDER, as if it were playing in the room, not on the TV.*

Jacob notices that *as the Waltz gets louder and louder the sounds of the Nursing Home go silent.* Jacob looks alert now, not dazed. He is fascinated: *NO ONE ELSE CAN HEAR THE MUSIC.*

Suddenly; *The Waltz Music screeches to a halt with an ungodly collision of brass, reed and percussion.*

Jacob's eyes register fear. When the Band Music starts again, the song is STARS AND STRIPES FOREVER. Jacob murmurs:

JACOB
The Disaster March.

Suddenly, a RUMBLE courses through him as the floor begins to vibrate. Jacob sees glasses and pitchers shake and tumble off tables. Paintings fall from the walls. An earthquake? No. Jacob recognizes what he hears next:

The sounds of a STAMPEDE; Screams and shouts of terrified people, animals roaring, screeching... hooves pounding....And then, Jacob sees a SURREAL SIGHT:

CIRCUS ANIMALS BURST INTO THE NURSING HOME, CHARGING THROUGH THE HALLS: Frightened Monkeys, Llamas, Zebras, Lions, Giraffes run through the hallway past Nurses and Residents who act unaware of their presence...The animals charge into-

THE DAY ROOM: Jacob is the only one who sees the Animals as they scatter amongst the residents. He is more amazed than fearful; a childlike expression of awe on his face.

AN ORANGUTAN runs directly for Jacob and, upon reaching him, clutches his leg...

JACOB (CONT'D)

AH!

INT. JACOB'S ROOM - NURSING HOME - CONTINUOUS - MORNING

CLOSE-UP: Jacob cries out! He reaches for the Orangutan at his legs - *but nothing is there*. He is confused. He realizes;

Jacob is in his room, having fallen asleep in his wheelchair. His nurse, MARY, enters having heard him cry out;

MARY

Mr. Jankowski, are you all right?
Did you sleep in your wheelchair
again? You can't do that...

She helps him out of wheelchair and back into bed...

JACOB

Couldn't sleep. Was picking out a tie. The circus is today...No, don't put me in bed! I've got to get ready. When are my kids coming?

MARY

We have plenty of time. You have to wait til Ramone comes to wash you.

JACOB

I can wash my damn self.

MARY

If you keep waking up in the middle of the night like this, Dr. Rashid may increase your medication.

JACOB

Rashid can kiss my ass in the center ring! Damn drug pusher is what he is. A man's gotta right to be excited or lonely or pissed off. Don't mean he needs a Goddamn pill!

MARY

All right, stop making speeches. I won't tell him. But don't let me find you spending another night in that wheelchair. I mean it.

(Jacob nods)

You want to try and eat with the others today without starting a riot?

((Jacob shakes his head)

Mr. McCain asked to play cards with you.

JACOB

He can play with himself.

MARY

He can't but he tries. Good Lord, I hate to walk in on that man alone.

This makes Jacob laugh. He likes Mary.

JACOB

Rosie, what time's the Spec?

MARY

The what?

JACOB

What time's the circus start?

MARY

3:00. And you know my name's Mary.

JACOB

What did I say?

MARY

Rosie. And that's not the first time. Now, I know that wasn't your wife's name. So who's this Rosie? The one that got away?

Jacob smiles to himself.

INT. LOBBY - NURSING HOME - SUNDAY AFTERNOON

Jacob sits expectantly in his wheelchair wearing a bow tie. It is Visiting Day. The lobby is filled with residents, waiting for their families. The automatic glass doors at the entrance open by themselves, families greet residents.

Growing more impatient, Jacob eyes the wall clock. It's 2:35. Mary appears:

JACOB

Where they hell are they!? We're not going to make it.

MARY

Well, Mr. Jankowski, I just spoke to your son Simon and I'm afraid your children lost track of who was supposed to visit today.

JACOB

Doesn't matter who! Did you tell Simon it was the circus?

MARY

Yes, it was his turn - but he forgot and made other plans he can't get out of. He's very sorry.

JACOB

He forgot? How could that kid forget the circus?

MARY

Mr. Jankowski, your son is 70 years old. He forgets things sometimes. He promises to come next week.

JACOB

(upset)

I don't need him next week!!

MARY

There were no answers at the other numbers. I'd take you myself but I'm on a 12 hour shift...I'm sorry.

Hurt and disappointed, Jacob feigns indifference ;

JACOB

Ah, the hell with it...Nothing I haven't seen.

Mary sits to comfort him for a moment. Jacob confesses;

JACOB (CONT'D)

Can't believe Simon forgot, of all my kids...You know I got five. And not one of them could find a place for me in their homes.

MARY

Well, it's not always easy.

JACOB

I didn't say it was....I had a life
ya know. A big life.

(Sincere)

I can't die in a place like this,
Rosie.

Beat. Mary empathizes, not correcting him on her name.

MARY

Would you like me to take you back
to your room?

JACOB

No, I'll sit here for a bit. You go
on. Take care of your business. Go
on, I'm all right.

Mary offers a comforting hand on his shoulder, then exits OS.

Jacob looks around. He now sits alone in the lobby. He stares
at the entrance.

BEAT. Jacob hears a SCREECH and looks to the Nurses' Station.

POV: Two Nurses are on the phone, another reads a chart when
A YOUNG CHIMPANZEE pops up onto the desk's counter.

Intrigued, Jacob's eyes dart to see if anyone else notices
the monkey. No one does. It is a remnant of his dream.

The Chimp hops off the Nurses Station and exits through the
automatic entrance without needing to use it's hands to open
the doors. It pauses for a moment to look at Jacob, then runs
outside.

Jacob gets an idea. Inspired, he looks to his walker, beside
him. Everyone is occupied with a job. He giggles to himself.

EXT. SIDEWALK - UPSTATE NEW YORK TOWN - SUNDAY AFTERNOON

Sweating, Jacob makes his way down the street with his
walker. His watch reads 3:35. A WOMAN, 50's, stops to offer:

FIFTYISH WOMAN

May I help you sir?

JACOB

Yeah! Get the hell outta my way!

Startled, she moves quickly past. Jacob looks up to see: The Circus Tent is one city block away...Jacob can hear the real Band Music now. It encourages him to continue.

EXT. CIRCUS ENTRANCE - UPSTATE NY TOWN - SUNDAY AFTERNOON.

RUSS, a teenager with rings through his eyebrows and tattoos sits in the ticket wicket surrounded by cotton candy and blinking toys as Jacob struggles to pass him.

RUSS

Yo, Grandpa. It's twelve bucks.

JACOB

I don't have any money.

RUSS

Then I can't help ya.

JACOB

Look, I just escaped from a home.
They'll be looking for me!

RUSS

You're a little old to be running
away from home.

JACOB

Not my home! A HOME. You dumb shit.
Why don't you pull some of those
rings out your head, maybe you
won't be so stupid...

CHARLIE - a clean shaven, well dressed manager, appears.

CHARLIE

What's the trouble Russ?

JACOB

...In my day, they put old
timers in the front and
freaks in the sideshow....

RUSS

This old guy's trying to sneak in.

JACOB

SNEAK! Why ya little pissant-..

Charlie gives Russ a smack on the head.

CHARLIE

I'm sorry sir. The show's almost
over, but I can find you a seat.

JACOB

I missed the Spec?

CHARLIE

Yeah, I'm afraid so.

Jacob is clearly disappointed. It moves Charlie to be kind;

CHARLIE (CONT'D)

You sound like you know circuses.

JACOB

I should. I was on two shows.

CHARLIE

Which ones?

JACOB

First was Benzini Brothers Most Spectacular Show and the second-

CHARLIE

(Interrupts, excited)

Wait a minute! YOU were with the Benzini Brothers? What years?

JACOB

1931.

CHARLIE

'31? You were there for the-?

JACOB

I was in the middle of it.

CHARLIE

(incredulous)

I don't believe this. After the Hartford Fire and the Hagenback-Wallace Wreck, that's the most famous circus disaster of all time.

JACOB

I remember it like yesterday... better - cause I don't remember yesterday.

CHARLIE

(extends hand)

Charlie O'Brien the third.

JACOB

Jacob Jankowski the only.

CHARLIE

Mr. Jankowski, it would be an honor
and a privilege if you would join
me in my trailer for a drink.

JACOB

I'd be delighted...

Jacob and Russ glare at each other as Charlie escorts him OS.

INT. CHARLIE'S TRAILER -CIRCUS GROUNDS - TWILIGHT

A bottle of expensive, Laphroaig scotch sits on the formica table where Charlie and Jacob are seated. Charlie pours them each a shot. Jacob is thrilled. They clink and drink. The scotch burns so good going down.

JACOB

(to the Scotch)

I remember you...Camel would've
loved this stuff.

CHARLIE

Camels drink scotch?

Jacob laughs, shaking his head No. Charlie pours another;

CHARLIE (CONT'D).

How did that stampede start? The
story is two guys who got thrown
off the train and--

JACOB

No point in telling a story if all
you want to know is the end.

CHARLIE

You're right. Sorry.

(They clink and drink.)

I want to hear everything. From the
beginning.

JACOB

Well, I guess everything began on
the same day everything ended.
Funny how that works....

EXT. CORNELL UNIVERSITY CAMPUS - 1931 - ITHACA, NY - DAY.

JACOB JANKOWSKI - 23, handsome, virile, yearning - walking to
class with three brainy male students.

JACOB (V.O.)

After six years of dissections,
castrations, foalings and shoving
my arm up a cow's ass more times
than I cared to remember, I was
finally going to graduate Cornell.
I was summa cum laude...and the
oldest male virgin on campus.

Jacob can't take his eyes off of BEAUTIFUL COOL BLONDE,
CATHERINE HALE, who walks across campus carrying her books.

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

Her name was Catherine Hale. Man oh
man, was I crazy hot for her...

INT. CORNELL UNIVERSITY LECTURE HALL, 1931 - ITHACA, NY - DAY

FINAL EXAMS is written on the board at the front of the expansive Lecture Hall. Fifty students sit with FINAL EXAM BOOKLETS on each desk. The PROCTOR sits at his desk staring at the clock, waiting for the minute hand to reach the hour.

PROCTOR

You may begin.

The students quickly open the final exam booklet and begin to take the test. Jacob is sitting beside Catherine, distracted again by her legs. She notices him staring, crosses her legs and smooths her skirt. He tries to focus.

JACOB (V.O.)

Catherine Hale. College finals. It was all so important at the time.
And then, with the opening of a door, it all just vanished.

The Lecture Hall door opens and DEAN WILKINS enters. The Dean walks to the Proctor and they confer privately. Then:

THE PROCTOR

Mr. Jankowski? May we have a word?

Fifty pairs of eyes turn to look at Jacob, who looks up.

INT. BASEMENT HALLWAY - ITHACA HOSPITAL - NIGHT

Jacob walks down a dimly lit hall with a Police Chief and a Chaplain to the Morgue led by a Nurse. We follow them inside.

JACOB (V.O.)

You see, there had been an
accident...

INT. CORONER'S MORGUE - ITHACA HOSPITAL - CONTINUOUS - NIGHT

The room is windowless and bare except for TWO GURNEYS, each with a sheet-covered body. A CORONER stands between them.

Jacob sees a steel table upon which lay his parents belongings; wedding rings, pearl necklace, his father's wallet and a crushed cake box with a graduation cake.

CORONER

Are you ready?

The Chaplain places a comforting hand on Jacob's shoulder. Jacob nods. The Coroner exposes first Jacob's father, then Jacob's mother. We see only Jacob's expression:

JACOB (V.O.)

They didn't look like the parents I saw that morning at breakfast. And yet they couldn't be anyone else.

CHAPLAIN

Is there any other family to call?

JACOB

No. Just me.

INT. EDMUND HYDE LAW OFFICES - DAY

Jacob, in a black suit, is seated opposite the lawyer.

HYDE

I'm afraid the house and all their assets, including your father's practise, are now property of the bank in default of the mortgage.

JACOB

But I'm telling you, my father put away every penny he ever earned. They owned that house outright. Why would he have a mortgage?

HYDE

My guess is because he let people pay him in beans, eggs or whatever they had, instead of money.

JACOB

And so he's penalized for not turning away people who couldn't afford his help? He was a doctor.

HYDE

Yes, I know, he was a very good man, beloved and all that, but in banking terms, in the reality of what makes this world actually function, he was an irresponsible man. I'm sorry, but you oughta to know the truth. This Depression is going to last for a long while. And the only ones who will be standing at the end of it, are the ones who fight to take what they need to survive. Everyone else is going to disappear. Don't make the same mistakes as your father.

Jacob is disturbed by this description of his father.

EXT. RESIDENTIAL STREET - OUTSIDE ITHACA, NY - DAY

Jacob in his black suit walking home..looks up ahead to see:

EXT. JANKOWSKI HOUSE - CONTINUOUS - DAY

His home is being overrun by bank representatives and movers. All the family possessions are on the lawn being scoured over by strangers...his father's Philco radio, his mother's jewelry.....

A foreclosure sign hangs beside his father's business sign:

*E. JANKOWSKI
Doctor of Veterinary Medicine*

A DELIVERY TRUCK pulls up at the curb. It is met by A BANK REPRESENTATIVE, who receives a package and carries it to Jacob, meeting him halfway.

BANK REPRESENTATIVE

This just came for you. I also have some papers here for you to sign...

The Bank Representative continues talking MOS, as Jacob opens the package,

JACOB (V.O.)

I didn't believe the lawyer. My mother and father had savings my whole childhood. We were never broke. So why would they need a mortgage?...And then it hit me...

Jacob opens the package revealing a *BRAND NEW SIGN*, reading;

**E. JANKOWSKI AND SON
DOCTORS OF VETERINARY MEDICINE**

JACOB (V.O.)

They did it to pay for my Ivy League education.

For a moment Jacob can't move. This thought stuns him. With his house being picked apart and the Bank Representative speaking about papers, Jacob can take it no longer. He drops the sign and walks away. The Bank Rep calls after him:

BANK REPRESENTATIVE

Mr. Jankowski? Mr. Jankowski, we'll need these signed by the end of the business day.

Jacob walks, pulls off his tie and tosses it. He is crying.

JACOB (V.O.)

I walked and I kept on walking.

EXT. ITHACA STREET - ITHACA, NY - AFTERNOON

Jacob keeps walking, as if with a destination in mind, his emotions coming to the surface without shame.

JACOB (V.O.)

Maybe I thought the further I walked away from it, the less it would hurt. I don't know...

EXT. OUTSKIRTS OF ITHACA - NIGHT

Jacob walks by signs of a small town hit by the Depression. He grieves more silently, more internally now.

JACOB (V.O.)

It's a strange feeling to become an orphan the same time you're becoming a man...

EXT. TRAIN TRACKS - WOODED AREA - OUTSKIRTS OF ITHACA - NIGHT

Jacob walks beside the train tracks on the gravel. There is not a sign of civilization in sight. He is emotionally spent.

JACOB (V.O.)

To be free to do anything you like,
be anything you want...at the same
time you have no idea who you are.

EXT. A CLEARING NEAR A STREAM - OUTSKIRTS OF ITHACA - NIGHT

Angle on Jacob's legs and feet as they suddenly stop.

JACOB (V.O.)

And then I just stopped...

On Jacob, exhausted and suddenly aware of his surroundings.

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

Like I was sleepwalking and all of
a sudden I woke up. And I was lost.

It's pitch black. Dense woods beyond a stream.

Jacob sits on the ground. He takes off his shoes and socks, revealing blistered, swollen feet. He places them in the icy stream and lets out a howl of pain as the cold water hits them. He pants as he settles into it, catching his breath.

Far off beyond the dense woods Jacob sees A MOVING FLICKERING LIGHT - like a distant, silent star moving past the trees.

It intrigues him. Jacob rises and puts his shoes back on.

The Light is moving around the woods until it curves towards Jacob's direction. He hears a distant CLANK-CLANK...

Jacob walks back up the gravel to the TRAIN TRACKS just as:

THE MASSIVE TRAIN ENGINE EXPLODES INTO VIEW PASSING HIM.

Jacob is so close, he is hit by a wall of wind that nearly knocks him down. It is dark and the train is moving fast.

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

What is it inside of us, makes us decide to grab onto life again and again, no matter how many times it seems to abandon us without a second thought?...What is it makes us hungry for more of the same?... I wish I knew.

Jacob makes his decision: He runs parallel to the train...stumbling over gravel, pitching forward and losing his balance, recovering, then running faster, scanning for something to grab hold of to hoist himself up. He sees:

AN OPEN STOCK CAR IS THREE CARS BEHIND HIM...As it catches up to him, he lunges forward, reaching for the iron grab hold and flings himself upward. He clings on with his left leg, elbow and chin. His right hand clings to the grab hold. With his left hand, he claws the floorboards of the stock car, but the aged wood scraps off under his fingers. His right leg is dangling, beneath the train itself, dangerously close to the tracks. Jacob is slipping...slipping...

With everything he's got, Jacob makes one final "life or death" effort, managing to get his left knee up over the edge. Using foot, knee, chin, elbow and fingernails, he scrapes his way inside the stock car and lies panting...

INT. STOCK CAR - EN ROUTE - NIGHT

A dim light barely illuminates the interior. Jacob breaths a sigh of relief and accomplishment. But it is short-lived.

A HUGE HAND CONNECTED TO A EVEN LARGER ARM COMES OUT OF THE DARKNESS, GRABBING JACOB BY HIS COLLAR AND HOISTS HIM UP.

Jacob swings at this Brute with his free arm but it's blocked easily, as the Brute moves him to the open car door.

OLD TIMER (O.S.)

Oh, don't go messin with Blackie.
Throwing people off of trains is
one of the perks of his job.

Jacob can now see THREE MEN playing cards by a kerosene lamp. ONE MAN HAS A RIFLE, aimed at Jacob. Another, A SHRUNKEN, STUBBLE FACED OLD TIMER, drinks out of a jug...

Blackie holds Jacob out on the edge of the open stock car, as trees slam against the train almost cutting Jacob's face.

BLACKIE

We don't need no bums on this train
brother. You can get off right now
and keep running.

Old Timer rises with a lantern and hobbles on one bad leg,
inspects Jacob and his nice suit with the lantern...

OLD TIMER

Now everybody calm down here. Grady
put that damn rifle away. LET'IM GO
THERE, BLACKIE..LET'IM GO...And I
mean on the inside of the train!

Jacob struggles as Blackie pins one arm behind him.

OLD TIMER (CONT'D)

I'm tellin ya, ya can't red light
him, we don't need that trouble.
Look at them clothes - he's no bum.

Blackie scans Jacob's clothes, then tosses him inside the
train and returns to the card game. Jacob pants, relieved.

OLD TIMER (CONT'D)

Don't be sore kid. It's more like a
reflex with Blackie. I'm Camel..And
that there's Grady. And Bill.

JACOB

Jacob. Jankowski. Nice to meet you.

CAMEL

You're pretty young for the rails.
You running from something boy? You
on the lam?

JACOB

No. Nothing like that. Just hungry.

CAMEL

Where you headed?

JACOB

I don't know.

CAMEL

Outta work?
(Jacob nods)
Ain't no shame in it. What can you
do?

JACOB

About anything I guess.

Camel gives him the once-over look then offers the jug.

CAMEL

We land in Deposit in the morning.
We'll find you some work. And if
you're still alive by the end of
it, I'll take you to Uncle August.

Jacob drinks and chokes on the liquor.

JACOB

Uncle August?

GRADY

August Rosenbluth...Lord and Master
of the Known and Unknown Universes.
Ringmaster Extraordinaire.

Jacob looks baffled. Camel laughs as he drinks more;

CAMEL

Oh kid, don't tell me you didn't
notice?

Grady and Bill laugh though Blackie remains un-amused.

BILL

Ha, he really don't know.

CAMEL

HA! You didn't just jump a train
boy. You jumped the Flying Squadron
of the Benzini Brothers Most
Spectacular Show on Earth...
You *done* landed your ass on a
circus, kid!

PRE-LAP: The Circus Train brakes screeching to a halt!

INT. STOCK CAR - DEPOSIT, NY - DAWN.

Jacob is rolled awake as the train stops. He is disoriented
as Blackie, Grady and Bill jump out through the open stock
car door. Camel is struggling to get up on his legs.

EXT. CIRCUS TRAIN/CIRCUS GROUNDS - DEPOSIT, NY - DAWN.

The Train has stopped adjacent to a huge grassy lot. Beyond it, the scattered buildings of Deposit, NY backlit by dawn.

Jacob jumps out of the stock car, in awe of what he sees::

- *Hundreds of dirty, unshaven men pouring out of the train like ants on candy.*

- *Animals of every sort are being escorted out of stock cars, either by tether or in dens on wheels.*

The wagons of the train are painted scarlet red with gold trim and sunburst wheels. Emblazoned on each wagon, is the name; *BENZINI BROTHERS MOST SPECTACULAR SHOW ON EARTH.*

Camel hoists himself down from the stock car with his bum leg. He slaps Jacob's back to have him follow. As they walk through the organized chaos of this massive effort to build a circus, Camel educates:

CAMEL

Now, do yourself a favor and don't talk til you properly understand the vernacular or you'll get the shit can kicked outta ya.

JACOB

OK..Where are the clowns?

CAMEL

Good God Christ All Mighty, kid!
Didn't I just say keep your mouth shut til you know the vernacular!

Jacob listens, watching the circus being created: Canvas tents being raised, the Big Top laying sprawled on the ground. Men standing over seams, bending at the waist, lacing pieces together, as Camel continues:

CAMEL (CONT'D)

Performers are called "kinkers".
Now your department is going be baggage stock. The Flying Squadron, that's us. Horses, men and such that do all the work putting up and tearing down. Then there's ring stock and menagerie men...

JACOB

Menagerie?

CAMEL

...There's two more sections of train still coming. Kinkers and bosses are on'em. They stay up late, come in late...But don't call'em kinkers to their faces.

JACOB

What do I call them?

CAMEL

Performers.

JACOB

Why can't I call them performers all the time?

CAMEL

Cause there's them and there's us. And you're us. Don't ever forget that. You'll live longer.

Around the perimeter, eight man sledge teams pound stakes into the ground at breakneck speed....Teams of men are raising enormous poles with their combined weight, chanting: *Pull it! Shake it! Break it! Again!...Now down stake it!*....Horse after horse, heavy bob-tailed Percherons clomp and move down ramps in harness...A team of men are heaving a bundle of Big Top canvas...Several dozen teams are hitched, pulling wagons towards the run....

CAMEL (O.S.) (CONT'D)

WATCH OUT! JESUS!!....

Camel pulls Jacob out of the path of one of these wagons.

CAMEL (CONT'D)

Let's start with Crazy Joe.

JACOB

Should I call him Crazy Joe?

CAMEL

He's Crazy Joe to us 'cause he was in prison. It has been said he killed a man for spittin' into the wind and hitting the back of Joe's neck. So no, I would not call this man Crazy Joe to his face.

Jacob stops, suddenly apprehensive. Camel senses this, takes out a bottle of "Jake" to drink as he advises:

CAMEL (CONT'D)

Look, kid, before we do this, I gotta ask. I ain't tryin to know your business but I do know you ain't been on the road too long. You're too clean, your clothes too nice and you don't got a possession in the world. You collect things on the road. A boy like you shouldn't be runnin' on the bum. I've been on the bum and it ain't no life. So I ask: if you gotta life to go back to, I reckon that's what you should do.

Jacob stops. He tries to not sound emotional when he says:

JACOB

I don't.

Beat. Camel studies him, as if understanding what isn't said.

CAMEL

I am sorry to hear that.

Camel and Jacob walks on to an open stock car door, where CRAZY JOE stands - a burly man, missing three fingers.

CAMEL (CONT'D)

Hey Joe! I got a First of May here.
Think you can use him?

Crazy Joe scans Jacob, shoots an oyster of dark brown tobacco juice then disappears back inside. Camel tells Jacob;

CAMEL (CONT'D)

You're in, kid.

INT/EXT. BAGGAGE STOCK CAR - DEPOSIT, NY - MORNING

Jacob and another Young Man are shovelling tons of horse manure, both blinking from the stench. Jacob is queasy.

JACOB (V.O.)

There had to be a cubic ton of horse shit if there was an ounce. I hadn't eaten for over a day, so between the heat and my stomach, I was praying for death early on.

EXT. SIDESHOW TENTS/MIDWAY - DEPOSIT, NY - DAY

Jacob is on a very high ladder helping workers put up banners for the sideshows, advertising; *LUCINDA THE FAT LADY*, *THE HUMAN OSTRICH* and the *TATTOOED MAN FROM BORNEO*.

EXT. CIRCUS GROUNDS - DEPOSIT, NY - MORNING

Jacob and several other Flying Squadron men struggle to pull on cables hoisting up the canvases on the Big Top. It takes a tremendous effort. Jacob uses every bit of strength.

When the Big Top is raised, Jacob can't help but be impressed with the accomplishment as the local townsfolk (rubes) cheer.

The ROUSTABOUT beside Jacob is equally proud. He slaps Jacob on the back and they exchange a laugh.

EXT. SIDESHOW TENTS - MIDWAY - DEPOSIT, NY - AFTERNOON

CECIL, THE BARKER, is "speechifying" from a platform beside the sideshow entrance, strutting back and forth, as a crowd gathers... Jacob and other working men are positioned around the perimeter of the crowd.

JACOB (V.O.)

Because of my college looks, I got promoted on my first day. Me and a few other guys would blend in with the rubes and when we got the signal from the Barker, we'd step forward to jostle the suckers into the sideshows.

When Cecil pulls his ear (the Signal)...Jacob and the other men move forward, inching the crowd into the sideshow tents.

EXT. BARBARA'S SHOW TENT - DEPOSIT, NY - LATE AFTERNOON.

Grady hands Jacob a long lead pipe and explains MOS;

JACOB (V.O.)

Or we'd stand inside by the tent flaps and smack the sides to discourage people from peeking and not paying to get in.

Jacob follows Grady into the tent...

INT. BARBARA'S SHOW TENT - CONTINUOUS - LATE AFTERNOON.

Jacob enters and is paralyzed by what he sees:

Camera angles behind BARBARA - a topless woman on stage alone in front of rows of ogling men - as she maneuvers her breasts in circles flipping the tassels attached to them...The men hoot and holler for more as Barbara smiles encouragingly, hiding her routine boredom.

But Jacob is stunned...at a complete loss...his mouth open;

JACOB (V.O.)

It was the first time I'd ever seen a naked woman. My heart stopped and I died for several seconds.

Grady frantically motions for Jacob to snap out of it and use the pipe at the heads sneaking under the tent to peek in...

Startled out of his enthrallment of Barbara, Jacob lifts the pipe too quickly and hits his own forehead. OW!..then proceeds to do his job, banging the heads thru the flaps.

EXT. CIRCUS GROUNDS/MENAGERIE TENT - DEPOSIT, NY - TWILIGHT

Jacob carries two buckets of water into the menagerie.

INT. MENAGERIE TENT - DEPOSIT, NY - CONTINUOUS - TWILIGHT

Jacob enters. A stillness takes the place of the chaos outside: The translucent tent is as tall as the sky. Ten Chandeliers hang and twinkle from the roof illuminating the a gloriously bannered candy stand in the tent's center.

And around this candy stand, are the Animals. Jacob is in awe, as he moves past each one: Camels, llamas, zebras and horses stand behind low ropes slung between iron stakes, some with their heads in mounds of hay.....Two giraffes stand within a chain-link fence....

JACOB (V.O.)

Oh, how I wished my old man could have seen them. And although she never saw one in real life, my mother thought giraffes had to be the strangest, gentlest, most loving of creatures. She was right.

Brilliantly painted red and gold animal dens line two of the four walls, their sides propped open to reveal lions, tigers, panthers, jaguars, bears, chimps, spider monkeys and an orangutan (the same Orangutan we saw in the Nursing Home).

The animals stop moving, as if to give Jacob an acknowledgement. Jacob responds with a nod or a smile.

The Orangutan is stretching it's arm outside it's den for something out of reach. Jacob tries to understand.

JACOB (CONT'D)
What? What do you want?

The Orangutan strains it's arm. Blinking at him. Pointing.

Jacob looks around and sees A HALF SQUASHED ORANGE on the ground in front of the cage. He picks it up.

Jacob opens the den and hands the Orangutan the orange. She takes it and sets it on the floor of her den. She returns and reaches out for Jacob again. Jacob hesitates, not knowing what she wants. But deciding to trust her, Jacob extends his hand to hers.

The Orangutan wraps her long fingers around Jacob's hand and holds it for a beat, looking to his face. Jacob returns the gaze, realizing she is thanking him. He is touched.

JACOB (CONT'D)
You're welcome, ma'am.

The Orangutan lets go and returns to the orange in her den.

Jacob hears someone enter the menagerie. He hides to see:

Beyond the rows of beautiful black and white horses, Jacob catches flashes of pink sequins...pink tights...satin slippers..long pink sequined gloves of a beautiful WOMAN gently grasping the muzzle of a WHITE ARABIAN HORSE WITH A SILVER MANE (SILVER STAR)...grasping his ear in her fist and letting it slide through her pink satin gloved fingers.

Jacob strains to see more of her. When she leans in to nuzzle the horse, Jacob sees her face for the first time;

She is MARLENA. Her shimmering eyes and hair. Her porcelain skin. Her pink sequins make her glisten and sparkle...

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

Now, I know I was young, when it came to a woman's beauty. But, in my mind, Marlena wasn't from any kind of world I recognized. I kept staring at her just to make sure she was real.

Jacob is spellbound as he watches:

Marlena uses signals with her whip or clicking sounds with her tongue to communicate with the horses: they line up at her subtle command, they raise their hooves, they bow down to her leaning back on their hind legs...She clicks her tongue and the Silver Maned Horse lifts a hoof to her, which she inspects. She strokes and kisses them...

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

They understood each other, Marlena and those horses, in a way I'd never seen before. With the click of her tongue or the flick of her whip, they obeyed her every command like devoted servants to a beloved queen.

PRE-LAP:

UNCLE AUGUST (V.O.)
LAAADIIIEESS AND GENTLEMENNNN!

Marlena lines them up and proceeds to lead them out.

Jacob rises from his hiding place to follow them, unseen.

UNCLE AUGUST (V.O.) (CONT'D)

...AND CHILDREN OF ALL AGES..WELCOME TO THE MOST EXTRAVAGANT EXTRAVAGANCY THE HUMAN EYE CAN BEHOLD...WELCOME THE STARS OF THE BENZINI BROTHERS MOST SPECTACULAR SHOW ON EARTH!!!

INT. BIG TOP - DEPOSIT, NY - CONTINUOUS - TWILIGHT

Camera follows Jacob into the Big Top and we reveal:

THE EXTRAORDINARY GRANDEUR OF THE SPEC - EVERY ACT, EVERY ANIMAL - IN FULL REGALIA, PARADE FOR THE AUDIENCE AS THE BAND PLAYS. IN THE CENTER RING IS:

Jacob can barely contain himself...The Audience's faces - young and old - are captivated. Faces of poor Depression era townspeople light up without a care as they try to take it all in, mouths agape.

During Jacob's lines we see; Clowns, jugglers, acrobats, exotic animals, Marlena with her Horses, high divers on fire diving into a tank of water...it is truly spectacular:

JACOB (V.O.)

You never saw anything like it. Out of dirt and sweat and shit and fellas you don't want to be caught dead meeting in the daylight, came such exotic life, such exquisite color and illumination of every kind that you could hardly take it all in without fearing you might go blind from the shine. Magic ain't nearly a good enough word for it. From one kind of world too hard to bear came some kind a heaven no one knew existed.

End on Jacob seeing: Marlena gloriously atop her horses who form a tableau, as a curtain of sparks falls behind them.

EXT. CIRCUS GROUNDS - DEPOSIT, NY - MIDDLE OF NIGHT

The Big Top drops. Poles topple. Horses, men and equipment dismantle the great city of tents.

JACOB (V.O.)

And then just as quickly, heaven was packed away .. and gone.

INT. PERFORMER'S CAR - TRAIN EN ROUTE - MIDDLE OF THE NIGHT

As the train travels, a worn out Jacob sits cramped under a bunk beside A CONTORTIONIST taking up little space. He voraciously eats a plate of food Camel snuck in for him.

JACOB (V.O.)

Camel broke his own rule that night and snuck him and me onto the train with the performers and bosses.

CAMEL

You like the food? You deserve it.
You done good, I hear.

(Jacob chokes)

(MORE)

CAMEL (CONT'D)
 Woah, you better take a breath
 before it all comes back up on ya.
 Here. Have a hit of Jake.

He offers Jacob his "Jake". Jacob drinks and chokes.

CAMEL (CONT'D)
 It's an acquired taste. Now get
 yourself outta there. I'm gonna
 take you in to see August.

As Jacob squeezes out, the Contortionist unwinds himself and takes up more space.

JACOB
 But it's the middle of the night.

CAMEL
 Only time circus people live - when
 they don't have to work. Come on...

INT. SLEEPING CARS/ PLATFORM - TRAIN - MIDDLE OF THE NIGHT

Camel leads Jacob through various sleeping cars, which show us the lowly conditions of life on the road...wooden bunks, no private space, one bathroom for a dozen to share.

THROUGHOUT THIS NARRATION WE JUMP CUT INTO VARIOUS CARS:

- *The Musicians Car:* Men smoking, cleaning instruments...looking at Jacob with suspicion and wry humor. The Trumpet Player plays TAPS. Jacob doesn't understand why.

CAMEL
 I got a son about your age. Lives
 in Providence. Haven't seen him for
 a while. Better off that way, I
 reckon. You go to college?
 (Jacob nods)
 Thought so.

Camel smiles. He likes the kid.

- *The Clown Car:* Clowns without make-up reading or playing cards. They look at Jacob as if he were walking the last mile. One Clown waves goodbye.

CAMEL (CONT'D)
 Just remember, when you meet August
 let him do the talking and don't
 ever mention Ringling. He hates
 them bastards worse than the
 Depression.

JACOB

I don't know how to thank you.

CAMEL

HA! You may not want to after you
been on a show long as I have.

- *Barbara and the Coochie Girl's Car*; Girls in various forms of undress, negligees, sheer robes. Barbara exits a bathroom and bumps into Jacob, who fumbles seeing her half-nude;

BARBARA

How's your pipe, kid?

Camel leads the slack-jawed Jacob away.

CAMEL

Night ladies.

BARBARA AND GIRLS

Night Camel.

EXT. AUGUST'S PRIVATE CAR PLATFORM - TRAIN EN ROUTE - NIGHT

They reach a platform facing the fanciest car yet. Standing upon it is an enormous, muscular BALD MAN (EARL) with a thick head and neck, and tattoos across his knuckles.

CAMEL

This here's Earl. He's going to
take you in. Earl, this here's
Jacob. He's a College Boy..Good
luck to ya, kid.

JACOB

Thanks, Camel.

Camel shakes Jacob's hand and exits. Alone with Earl:

JACOB (CONT'D)

I look OK?

Earl daintily brushes some dust off of Jacob and nods.

EARL

Very nice.

Then with one hand Earl slides back the door and with the other hand, *violently grabs Jacob by the neck and throws him into the car head first*.

INT. AUGUST'S PRIVATE CAR - CONTINUOUS - NIGHT

Jacob falls into Uncle August's opulent living room/private car, a full car wide with wood panelling, cushioned furniture and chandeliers.

Sitting at a table playing cards are CECIL the Barker, DIAMOND JOE (menagerie and ring stock), MR. ERWIN (talent booker), CRAZY JOE (baggage stock) and, with his back to us in a high wing back chair, ringmaster extraordinaire UNCLE AUGUST.

Earl shoves him against the wall, dangling him off the floor.

As August speaks to Jacob, all we see is the back of his head and smoke from his cigar as he plays cards throughout...

AUGUST

What's this?

EARL

That stowaway the old drunk took
under his wing. A college Boy.

Jacob tries to explain but Earl bangs him against the wall.

AUGUST

(to the game)

I'll see your three and raise you
five...

(to Jacob)

I don't believe I've had the
pleasure.

JACOB

Jacob Jankowski.

AUGUST

And what is a "Jacob Jankowski" and
why he is on my train?

JACOB

Just looking for work, sir.

MR. ERWIN

Can you do anything? Juggle, fly,
set yourself on fire?

JACOB

No sir.

AUGUST

Ever worked a show, son?

JACOB

No sir.

AUGUST

Ever been to a show?

JACOB

Yes sir...

Jacob, sensing where this is going, gets August's attention;

JACOB (CONT'D)

Ringling Brothers.

August stops playing cards. The others react with sudden apprehension. Earl casually shakes his head to warn Jacob.

August finally rises and turns to Camera: *handsome, charismatic, fiercely intelligent...matinee idol looks that mask a darker nature to attract what he seeks to conquer.*

AUGUST

Did you say Ringling?

JACOB

Yes. But it was terrible.

AUGUST

Really? Have you seen our show?

(Jacob nods)

What was your favorite act?

Jacob sees a CIRCUS POSTER with Marlena and her Horses.

JACOB

The uh...the one with the black and white horses. And the girl in pink.

AUGUST

Ah, our Star Attraction...Well, I believe we're looking for a boy to carry water for the elephants, aren't we Diamond Joe?

DIAMOND JOE

We don't have an eleph-

AUGUST

Shut-up.

JACOB

I would do that, sir. I'd like to work with the animals.

August and the others chuckle. Jacob doesn't understand why. August crosses to Jacob, as he ridicules:

AUGUST

And you'd carry water for elephants? Ha, ha...you have any idea how much water an elephant drinks, kid? College! Pfft! Never met a college man yet who knew his own ass from shinola.

(More sinister)

You eat my food and you ride my train like you're entitled to survive. But you see, nothing survives here without my permission...Tell me you're nothing and maybe I'll let you stay, although even then you won't last.

Jacob refuses to let August demean him. He stays silent.

AUGUST (CONT'D)

Red light him, Earl. And make sure you see the red light before you toss him. I don't want trouble from the rubes about a dead college boy.

As Earl drags Jacob in tow, August derides him to the others;

AUGUST (CONT'D)

Another one of these runaways mad at mommy and daddy for paying the bills. Probably studied poetry.

CRAZY JOE

I hate people who rhyme.

JACOB

(shouts as he is dragged)
It was veterinary science!

August stops and turns.

AUGUST

Earl wait...Veterinary science?
(Earl stops with Jacob)
May I ask what school?

JACOB

Cornell.

AUGUST
(impressed)
You're a Cornell graduate?

Jacob lies and nods.

AUGUST (CONT'D)
Now why is a Cornell man riding the
rails?

JACOB
Hard times for everybody. Looking
for work, same as everybody.

August wonders whether to trust Jacob. Others chime in;

DIAMOND JOE
He can take a look at Silver Star.
Instead of paying a vet in town.

CECIL
He worked the rubes for me this
afternoon. Pretty good.

August looks reluctant. Until:

JACOB
I'm sure Ringling has it's own vet.

The other men can't believe Jacob spoke up like this. But it
amuses August, who faces him and smiles.

AUGUST
All right, Cornell.

CRAZY JOE
But where we gonna put him? We're
already at capacity.

AUGUST
I know just the place for a man of
his qualifications.

EXT. PLATFORM OF UNCLE AL'S CAR - TRAIN EN ROUTE - NIGHT

August and Jacob exit onto the platform.

AUGUST
Are you sure-footed, Jacob
Jankowski?

JACOB
I believe so.

AUGUST
Good.

Without missing a beat, August leans forward, catches hold of something around the side of the car and disappears.

JACOB
JESUS CHRIST!

The train jerks a curve. Jacob almost falls.

AUGUST (O.S.)
COME ON THEN!

Jacob looks up to see:

August is on the roof of the train: his face moonlit, his hair blowing wildly in the wind...He points downward.

Jacob, none too pleased, advances to the edge of the platform as the train speeds by, and looks where August is pointing;

He can see the edge of a thin iron ladder. He wipes his hands on his thighs. Focuses. Then leaps...

Jacob's right hand meets the ladder. His left grasps wildly until it ensnares the other side. His feet jam into the rungs. Jacob climbs to the roof.

EXT. ROOF OF TRAIN - TRAIN EN ROUTE - CONTINUOUS - NIGHT

August gives Jacob a hand up and they sit cross legged.

POV; THE LENGTH OF THE TRAIN AHEAD OF THEM STRETCHES LIKE A GIANT SNAKE MOVING IN THE NIGHT, BENDING ROUND A CURVE.

AUGUST
Isn't that a breath taking sight?
Always gets me.

August stands and tap dances across the roofs. Jacob has no choice but to follow...

The two men dance and leap atop the train from car to car across the moving train.

Jacob grows increasingly confident and euphoric following August's exultant lead as we hear his narration:

JACOB (V.O.)

Ever meet a man could make you breathless? That was August. Could scare the life out of you one second then make you feel more alive than you ever did the next.

INT. RING STOCK CAR - TRAIN EN ROUTE - NIGHT

August drops into the Ring Stock Car followed by Jacob. Thin strips of moonlight filter through the slatted sides of the ring stock car. On one side is a line of Marlena's Black and White Show Horses. The other side, there is a makeshift door.

AUGUST

This is where we had the goats.

JACOB

Where are they now?

AUGUST

Their contract was up. We didn't renew. Ha!

Jacob doesn't know if he's kidding or not. August kicks through the door, revealing a small room;

INT. KINKO'S ROOM - TRAIN EN ROUTE - CONTINUOUS - NIGHT

This makeshift room is lit by a kerosene lamp on a crate next to a cot, propped up by a wall of trunks.

A DWARF "KINKO" (WALTER) is reading on his cot. He has red hair. He and August greet each other with polite disgust...

AUGUST

Kinko.

KINKO (WALTER)

August.

AUGUST

This is Jacob. He's going to bunk with you a while.

JACOB

How do you do?

KINKO (WALTER)

What is he?

AUGUST

I said his name is Jacob.

KINKO (WALTER)

I asked what, not who.

AUGUST

He's going to help out in the menagerie.

KINKO (WALTER)

A menagerie man? Performers don't bunk with working men.

There's a growl from his loyal Russell terrier, QUEENIE.

AUGUST

Well there are performers..

(his hand indicates high standard)

And then there are performers..

(his hand indicates lower "Kinko" standard.)

...I'm sure Marlena's horses object to sharing their quarters here with you. Of course I can always change that and send you back to a bottom bunk with the other kinkers who sorely miss your sunny personality and affectionate camaraderie.

(Kinko knows this threat)

This gentleman is the show's new veterinarian - Ivy League no less - which puts him a good deal higher than you in my estimation. Perhaps you'd like to offer him your cot.

As the kerosene lamp light flickers in August's face, Kinko knows he has no choice. August smiles and turns to leave.

AUGUST (CONT'D)

I'll find you in the morning. Sleep well, Cornell.

And with that, August exits....Jacob is left staring at resentful Kinko and Queenie, who snarls her teeth at him. Jacob tries to be friendly:

JACOB

A Jack Russell. They're very smart.

KINKO (WALTER)
(calmly)
Queenie attack.

Queenie jumps at Jacob, growling, hunch backed. Jacob is pressed against the wall. Kinko returns to his book.

KINKO (WALTER) (CONT'D)
You're not getting the cot.

EXT. RING STOCK CAR - LIBERTY, NY - MORNING

Diamond Joe and GREG, a ring stock man, lead the last of Marlena's other horses out of the ring stock car, as August tells Jacob:

AUGUST
I'm sure it's nothing serious.
Don't tell her I said this but my wife coddles them too much.

JACOB
Your wife?

AUGUST
Yes. She has a strong affection for Silver Star. I don't know why. It's unhealthy to love an animal that much in our work..Here she is.

Marlena runs up to them, still in her bed clothes/robe. Jacob registers the beautiful horse woman is August's wife.

AUGUST (CONT'D)
Darling, I want you to meet Jacob Jankowski. He's our vet.

JACOB
It's a pleasure to meet you.

Marlena barely acknowledges Jacob as August puts his arm around her and they kiss. August ushers Jacob to lead:

AUGUST
Last stall. Lead the way, doc.

They enter the ring stock car...

INT. RING STOCK CAR - CONTINUOUS - LIBERTY, NY - MORNING

Jacob, Marlena and August arrive at the stall to see Silver Star is laying down. He is breathing heavily, his rib cage rising and falling.

AUGUST

Jesus Marlena, he wasn't this bad in the show.

Jacob moves to examine the horse, but he flinches in pain.

AUGUST (CONT'D)

Marlena can help.

Marlena takes over, by sitting besides Silver Star's head, and stroking his head while singing a soft lullaby.

Jacob registers Marlena's soothing effect causes Silver Star to relax...his breathing grows calmer. So Jacob begins to examine him as Marlena watches protectively.

Jacob runs his right hand down the leg to the fetlock. He lays his hand on the hoof then place his thumb and forefinger on the back of the fetlock. He looks at the sole of the hoof, which is bulging and dark with a red line around the edge.

AUGUST (CONT'D)

Is that the problem?

JACOB

(nods)

Do you have any hoof testers?

AUGUST

Not here. The Smithy might. You want me to send Pete?

JACOB

Not yet.

Marlena looks at him coolly, expecting an explanation. Jacob doesn't want to tell her the truth.

AUGUST

So you're saying it's his feet?

(Jacob nods)

What do we do?

JACOB

(thinking fast)

Uh...We can bed him up real thick,
Grass hay, no grain. And no work...

AUGUST

Stall rest! Out of the question!
He's the star horse on the poster!
Where the hell am I going to get a
new Liberty Horse mid-season?
People want their money back when
the Star Act on the poster isn't in
the ring!

August looks to Marlena, who is clearly upset.

AUGUST (CONT'D)

Now, I don't care what you have to
do, you fix him. Nine bucks a week.
Lose this horse and you're out.

Jacob nods obediently, looking to a distrusting Marlena, who is guided away by August. She leans into his embrace.

EXT. CIRCUS GROUNDS - LIBERTY, NY- TWILIGHT

Jacob is washing himself with dirty water out of a bucket beside Camel. Camel starts hitting his leg.

CAMEL

Ah, this bum gam of mine keeps
falling asleep on me. Pretty soon
the only place for me is going to
be selling tickets but I reckon I'm
too ugly for that.

AUGUST (O.S.)

Jacob!

Camel immediately straightens up and turns his back to continue washing as Jacob faces August.

AUGUST (CONT'D)

We can do better than this for our
new vet. I'll arrange for you to
start getting your own water bucket
like the performers and bosses. Two
buckets per person. Follow me...

August walks away as Jacob hurries to follow...

JACOB
See ya Camel.

CAMEL
Yeah, take care kid.

Camel drinks more "Jake".

INT PERFORMER'S TENT - LIBERTY, NY - CONTINUOUS - TWILIGHT

August and Jacob enter a more upscale tent where male performers and Bosses are washing from personal buckets, each named for them.

AUGUST
..You'll need new clothes. I'll set you up with the Monday Man.

JACOB
Monday Man?

AUGUST
What day of the week did your mother hang out the wash to dry?

JACOB
(realizing)
He takes other people's clothes?

AUGUST
HA, it's the Depression, Cornell - Where have you been? Oh right, Cornell.

August snatches up a bucket with KINKO'S name on it.

JACOB
August, I have to tell you...

AUGUST
Here use one of Kinko's. He doesn't need two. If you need a razor, there are some back there with my name on them.

JACOB
August..
(August stops)
Thanks...for everything.

AUGUST

(sincere)

Hey, it's good to have you here. I needed one other sane man in this operation. You remind me of me.

JACOB

I do?

AUGUST

We understand human nature. We face what needs to be done. I was wrong about you when we first met.

Jacob beams at the compliment. But as August starts walking away Jacob realizes something and calls him;

JACOB

August wait...About Silver Star... I didn't want to say anything in front of Mrs. Rosenbluth...

AUGUST

Yes. She can barely eat she's so worried. When will he be back on his feet?

JACOB

He won't be. He won't walk again. I'm afraid we're going to have to put him down...I'm really sorry.

Beat. August's expression darkens slightly as he stares at Jacob - or rather, stares through him. A penetrating stare that lasts just a beat or two too long...And then just as suddenly, the look is gone:

AUGUST

When you're done here, meet me behind the cookhouse. You can help me feed the cats.

August then winks and smiles as he turns to leave. Jacob doesn't know what this means.

EXT. COOKHOUSE TENT - LIBERTY, NY - TWILIGHT

TWO BUCKETS FILLED WITH PUTRID MEAT. Flies buzzing on top. Diamond Joe finishes filling the buckets as August grabs one.

AUGUST

Joe, I'm going to take Jacob here
to feed the cats today.

(To Jacob)

Grab the other bucket, will you?

DIAMOND JOE

Are you sure, August?

AUGUST

Yes, no worries. Why don't you go
on and water the zebras.

Diamond Joe seems uneasy about this as we follow August and Jacob, who comments on the putrid meat.

JACOB

August, this stuff has gone off. We
can't feed them this. I don't even
think they'll eat it.

AUGUST

They have to.

JACOB

Why?

AUGUST

Because we're all outta goats. Ha!

EXT. CAT CAR - MOMENTS LATER - LIBERTY, NY - TWILIGHT

Jacob waits with the buckets outside the car. August is inside unlocking the padlocks, then reappears and jumps out.

AUGUST

Go ahead. They get a bucket each.

Apprehensive, Jacob hops up. August hands him the buckets.

INT. CAT CAR - CONTINUOUS - TWILIGHT

The cat dens have two compartments: to the left is a pair of lions. To the right, a tiger and a panther. All are massive. As soon as Jacob appears, they lift their heads ominously.

August has unlocked the dens but left the padlock hanging on the cage bars. The animals can smell the buckets now. They growl. Jacob is a bit unhinged:

JACOB

What do I do, just open the door
and toss it in?

AUGUST

Unless you think a formal sit-down
is appropriate.

Jacob approaches the tiger first. The six hundred pound cat rises then roars, his massive head hitting the cage and rattling the loose padlock. Jacob freezes.

AUGUST (CONT'D)

Why don't you start with Rex...
that's him on the left.

August is pointing to one of the lions - with a ratty mane and visible rib cage. Smaller than the tiger, Jacob has a bit more nerve. He reaches for a bucket...August suddenly shouts, unnerving Jacob even more:

AUGUST (CONT'D)

WAIT!

(Jacob jumps)

Not that one, that one.

He points to a difference bucket. Jacob can see no difference between them, but no matter. He lifts the bucket and approaches the lion's cage. Rex, the lion, lunges at the den door. Jacob freezes.

AUGUST (CONT'D)

What's the matter? Didn't they
cover this in school?

August is having a grand time. Jacob smirks. Rex is rubbing his mangy coat against the cage bars.

Jacob fumbles, removing the padlock and laying it at his feet. He lifts the bucket and waits. When Rex turns away from the cage door, Jacob swings it open. But before he can spill out the contents of the bucket:

Rex turns and chomps his huge jaw down on Jacob's arm. JACOB SCREAMS. The bucket drops, spilling the entrails inside which cause Rex to release Jacob's arm and attack the food.

Jacob slams the cage shut and checks to see if he has an arm. He does but it is dripping with saliva and as red as if he'd dipped it in boiling water. But no skin is broken.

August is hysterically laughing. Furious, Jacob storms off;

JACOB

What the hell is wrong with you?
You think that's funny?

AUGUST

(laughing)

Yes I do! Aw Jacob wait! Don't be
sore! I was having a little fun!

JACOB

FUN! I could have lost my arm!

AUGUST

(laughs)

Rex hasn't got any teeth...

Jacob feels more foolish and walks away, when, just as quickly, August's tone of voice turns darker:

AUGUST (O.S.) (CONT'D)

Jacob.

Jacob stops and turns. August isn't laughing any more. *He has that sniper's stare of August's darker side...* August moves towards Jacob, almost menacingly, as he speaks;

AUGUST (CONT'D)

A Star attraction keeps a circus alive. Without it, animals eat that and men eat nothing. It takes time to train another horse so without Silver Star, I have no Star Act.

JACOB

I don't know how he's been performing but, August, you don't have any act now. That horse can't walk and if he does you'll lose him. He's in a lot of pain.

AUGUST

Like this?

August squeezes Jacob's sore arm from Rex's attack. Jacob cries out in pain as August holds his grip yet speaks calmly;

AUGUST (CONT'D)

We always have choices, Jacob - a choice between our pain and someone else's. That horse was performing before you came and he will continue to perform until he drops dead.

(MORE)

AUGUST (CONT'D)
I'm telling you to keep it alive
and that's what you'll do or you'll
be red lit like anyone else who
doesn't obey the law here.
Every nation has it's own laws
under God, Jacob. You left America
the second you jumped my train. I
like you. Believe me, I do. I'm
only thinking of your future.

August lets go of his arm and walks away. Jacob is angry.

INT. KINKO'S ROOM - LIBERTY, NY - TWILIGHT

A pissed-off Jacob enters, taking off his shirt to inspect his arm, only to interrupt:

Kinko masturbating behind a book of SHAKESPEARE.

KINKO JACOB
JESUS! OH GOD! SORRY!

Out of the Shakespeare book falls A COMIC BOOK WITH POPEYE, OLIVE OYL AND WIMPY IN PORNOGRAPHIC SITUATIONS. Jacob's jaw drops. Queenie barks and snarls at Jacob the intruder.

KINKO (O.S.)
WHAT THE HELL ARE YOU DOING?

Kinko starts covering himself up, throwing things at Jacob.

KINKO (CONT'D)
GET OUT!

JACOB
I'M SORRY. I DIDN'T KNOW YOU'D BE
HERE DOING...STUFF...I didn't mean--

KINKO
If any man can tell me how this day could get any worse. And on top of this, somebody used my water bucket and I now I can't take a bath.

JACOB
But August said--

Jacob's guilty expression tells Kinko it was him. Kinko asks with calm matter-of-factness:

KINKO
Were you sent straight from hell?

JACOB

But I only used one of your buckets.

KINKO

I ONLY GET ONE BUCKET!

Jacob realizes August fooled him. Kinko threatens;

KINKO (CONT'D)

Do yourself a favor and stay out of my way. See this face! I'm a clown. This isn't my happy clown face! This is my "I'll cut your throat in your sleep" clown face. Get out!

Jacob exits, holding his shirt. Kinko slams the door.

INT. RING STOCK CAR - CONTINUOUS - TWILIGHT

Jacob inspects his arm - swollen and red from Rex's mouth. He hears: O.S. murmuring coming from Silver Star's stall. He approaches to find Marlena sitting at Silver Star's head, stroking his nose and humming the lullaby.

Marlena strokes Silver Star as Jacob puts on his shirt.

MARLENA

What's wrong with him? Tell me the truth.

Jacob hesitates before answering, then:

JACOB

He's foundering...The connective tissues between the hoof and the coffin bone are compromised and the coffin bone rotates toward the sole of the hoof. If he keeps walking, it'll puncture through...He's in a lot of pain.

MARLENA

And if he rests?

JACOB

You'll lose him anyway. I'm sorry.

Marlena breaths in this bad news and braces herself, tears welling up in her eyes.

MARLENA

Then you have to put him down.

Jacob is impressed and moved by her strength and empathy.

MARLENA (CONT'D)

But August wont' let you.

JACOB

If I'm the show's vet then it's my decision, isn't it?

MARLENA

August won't like it.

JACOB

Then it will be my last decision.

Marlena is surprised by Jacob's clarity of purpose. She doesn't quite know what to make of him.

EXT. STOCK CAR - LIBERTY, NY - MOMENTS LATER - TWILIGHT

A determined, pent-up Jacob marches towards Bill and Grady who are taking a break, smoking. Camel is drinking Jake...

CAMEL

Hey kid. What are you doing on the wrong side of the tracks?

JACOB

I need a gun.

CAMEL

It can't be that bad...

They laugh but Jacob insists boldly.

JACOB

I need a gun! Or a rifle! Now!

Grady leans inside the open car door and gets him a rifle. Jacob takes it and marches back. They watch him, curiously.

Jacob passes Blackie on the way and boldly ignores his intimidating stance....Performers and workmen sense a drama brewing and follow Jacob to see what is happening.

INT. RING STOCK CAR - CONTINUOUS - TWILIGHT

Jacob jumps into the Ring Stock car with the rifle as Kinko exits his room with Queenie. Queenie growls.

KINKO

What do you think you're doing?

JACOB

Shut-up! Both of you!

Kinko is surprised. Queenie stops growling...Jacob continues on to Silver Star's stall. Marlena is still there.

JACOB (CONT'D)

You should go.

MARLENA

No. I'll keep him calm.

Jacob is again impressed by Marlena's guts...Jacob raises the rifle and aims, trembling...Stoic Marlena, tears in her eyes, turns her face away...Jacob pauses, upset...then...shoots.

Jacob's expression tells us everything as the rifle slides to his side. He looks to Marlena. *This is their first moment of intimacy.* She rises gracefully takes the rifle from his grip.

MARLENA (CONT'D)

I'll be sorry to see you go, Mr. Jankowski.

She exits O.S.

INT. MENAGERIE TENT - LIBERTY, NY - LATER - EVENING.

The yaks are motionless. Flies buzz around their head and ears. Jacob swats them away...The Polar Bear is on his stomach, breathing heavily. Jacob smooths his coat. Jacob leans down and hoists a bucket of ice, scattering the ice near the polar bear who rolls closer to it.

Jacob sees Rex, lying on his side in his cage, panting with thirst. He brings a bucket of water to Rex's cage and opens it. Rex gets to his feet but this time Jacob doesn't flinch. He isn't frightened. He gives Rex the bucket of water. Rex drinks as Jacob strokes his mane, which Rex allows...

JACOB

Friends now?

August calmly enters the menagerie with the rifle. He walks to the center and stops, staring at Jacob.

Jacob goes about caring for the animals - moving from one to the next - trying not to be distracted or unnerved by August.

Then August does a surprising thing: *He sits in the center of the menagerie, crossed legged, with the rifle beside him.*

AUGUST

You've got a gift for them. Like Marlena with horses. It's God-given. I can always spot it.

Jacob takes Bobo out of his den. Bobo hugs him tightly. He continues on as he replies;

JACOB

My father used to say that to me.

AUGUST

He must have been a wise man.

This stops Jacob. Beat. He turns to August.

JACOB

How is Marlena?

August tilts his head curiously, with a smile.

AUGUST

You're a genuine curiosity Jacob Jankowski. What am I to do with you? ...I threaten to red light you and you go ahead and shoot my star horse anyway. I should feed you to Rex whole but then I think - Jacob's an educated man. For Jacob to disobey me and shoot that horse, that horse must have been in pretty bad shape. Perhaps bad enough to injure my Marlena during the act. And so I think Jacob Jankowski might be a valuable person to have around.

JACOB

Tell Diamond Joe the animals need more water when the humidity's this bad, if I don't see him before I go.

AUGUST

You're not going anywhere. You belong here. These animals are yours to protect. Besides, you solved a bigger problem for me.

August pulls a pack of Camels from his pocket.

JACOB

What problem?

August lights, inhales, blows smoke then:

AUGUST

The cats. You see, meat eaters are always more valuable to a circus than hay burners.

JACOB

What about the cats?

AUGUST

Feeding the cats. Silver Star. Cat food. We should have just enough now to get us to the next show. Of course Marlena won't speak to me for a day or two...Thank you Jacob. You're a good man.

Jacob is shocked. August exits with rifle on his shoulder.

INT. KINKO'S ROOM - EN ROUTE TO GOSHEN - MORNING

Kinko is reading porn and Jacob sits on bed thinking

JACOB (V.O.)

I couldn't stop thinking about Marlena. I didn't see her for three days. Shows were cancelled and we kept moving because, word was, August found a "dead one"...

The train wheels screech as it begins to stop. Jacob rises and looks out of open train car doors..

EXT. TRAIN - ARRIVING AT GOSHEN, NY - MORNING

The train is pulling into Goshen;

JACOB (V.O.)

August believed in sideshow stars! He'd heard about a man who had a parasitic twin growing out of his chest. The man would dress the twin in a tiny tuxedo and black patent leather shoes. A real money-maker.

INT/EXT. RING STOCK CAR - GOSHEN, NY - MORNING

Jacob sits in the open stock car as the train pulls into Goshen. Performers stick their heads out the window to see:

JACOB (V.O.)

The Man and a Half, as he was called, had been with the Fox Bros Circus which August got word went belly up in Goshen. It was common in '31. Circus bosses saw the end coming and they'd pull a runner with all the money, abandoning performers and their menagerie, which then became the property of whatever town they were staked in.

EXT. FOX BROS. CIRCUS GROUNDS - GOSHEN, NY - MORNING

Jacob sees: A "ghost town" abandoned circus; a dilapidated Big Top, broken wagons and tents, desolate performers walking about idly or sitting in the shade.

JACOB (V.O.)

Most of them would never belong to another show. And they knew it... Theirs was a dead circus. And we were there to feed off the carcass.

He sees August striding through the grounds as performers desperate for work rush up to him. Earl and his men have to keep them at bay clearing the way for Uncle Al to head straight for the Goshen TOWN OFFICIALS, standing beside an Oldsmobile. They exchange greetings.

EXT. FOX BROS CIRCUS GROUNDS - GOSHEN, NY - LATE MORNING

Crazy Joe is organizing the Flying Squadron to take whatever parts of the Fox Circus remains that they can use.

Jacob is checking baggage stock horses when he sees:

Marlena sitting alone outside her stateroom. He walks to her. Just as he reaches her, Marlena turns to him, looking as if she hadn't slept in days. Before they can speak, they hear:

EARL
MARLENA! JACOB! AUGUST WANTS YOU!

EXT. FOX BROS CIRCUS GROUNDS - GOSHEN NY - NIGHT

A CHAMPAGNE BOTTLE IS POPPED OPEN...

A deliriously happy August is walking and holding the champagne, pouring glasses held by Earl who then hands one each to Marlena, Jacob, Diamond Joe and Crazy Joe as they all walk towards the Fox Bros. Menagerie Tent.

AUGUST
We have a new star!

DIAMOND JOE
The Man and a Half?

AUGUST
Better! A bull!

JACOB
A bull?

AUGUST
A bull elephant! Just like Ringling. Her name is Rosie, she's fifty-three and she's brilliant. The best bull they had. I'm going to come up with a whole new star act around her and Marlena..you can ride her in the Spec from now on, since we have no Liberty Horse.

August smiles at Marlena who looks back contemptuously, clearly knowing about Silver Star. August ignores her. Jacob notices the exchange between them.

AUGUST (CONT'D)
(Pours himself a glass.)
...Our own bull! I'm renovating an entire car just for her.

CRAZY JOE
Just for the elephant! But the bunkers are at capacity now! I've got roustabouts three to a bunk.

August tosses off this concern.

AUGUST

We'll find places for everyone. And when our star sells tickets, we'll buy another car! We're a show to be reckoned with now!

(Toasts)

...TO THE BENZINI BROTHERS MOST SPECTACULAR SHOW ON EARTH!

JACOB (V.O.)

Apparently, Ringling had gotten there first and signed the Man and a Half for a three year exclusive.

INT. FOX BROS. MENAGERIE TENT - GOSHEN NY - NIGHT

CAMERA POV: Dozens of Benzini Brothers work men are dismantling and taking what they need...As our characters walk through, this crowd of working men in constant motion part the way to reveal:

ROSIE THE ELEPHANT: She is gargantuan. Ten feet tall at the shoulder. Her skin is mottled and cracked from the tip of her trunk down to her feet. Only her ears are smooth. She has deeply set, amber eyes with extremely long lashes. She stands tall behind a rope, chained to a stake in the ground.

Jacob, Marlena, August, Diamond Joe and Greg observe her.

JACOB

She has such long eye lashes.

DIAMOND JOE

She's a hundred if she's a day.
We're lucky if she can move.

AUGUST

Darling, what do you think? She's magnificent, isn't she?

Marlena's keeps her rage silent, but it is all the more potent. August decides to ignore it. Jacob keeps his eyes on Rosie but feels the tension between them.

ROSIE'S CARETAKER approaches: filthy shirt behind suspenders.

ROSIE'S CARETAKER

You the bull man?

AUGUST

No.

(Refers to Diamond Joe)

This is my menagerie man.

ROSIE'S CARETAKER

Where's your bull man? Ya got no
bull man, I gotta tell the township
or else they can't sell her to ya.

August grabs Jacob's arm and shoves him forward;

AUGUST

Here he is. He's my bull man..

Rosie's Caretaker looks at the surprised Jacob, then:

ROSIE'S CARETAKER

All right. See this animal. This
here's the stupidest Goddamn animal
on the face of God's good
earth....Here's your bull hook.
You're gonna need it.

He tosses A BULL HOOK - a wooden rod about three feet long
with a four inch metal pick coming off the end - to Jacob.

AUGUST

I don't believe it. The mayor said
she was the best bull you had.

ROSIE'S CARETAKER

If she was the best bull, why is
she the only one left? You think
you're the first show to turn up
picking on the bones?

August is annoyed. As the Caretaker gathers his things:

ROSIE'S CARETAKER (CONT'D)

Some elephant tramp who dropped
dead in Genesee sold her for a song
which still ain't no bargain cause
she ain't done a damn thing since
but eat everything in sight.

(Starts to walk away)

Well, good luck to ya. And if I
don't ever see another dumb bull in
my life it'll be too soon.

(Spits)

Rosie pulls her trunk from the trough. She lifts, aims, and blasts the Caretaker with such a force, his hat sails off his head in a stream of water.

Jacob, August, Diamond Joe and Greg bite their lips from laughing. Marlena just stares into Rosie's eyes.

The Caretaker stops, his hair and clothes dripping. He doesn't turn, just stands still for a moment - then moves on.

August enthusiasm is slightly dampened.

AUGUST

Diamond, you and Greg come with me.
We have to find a car to renovate.

(To Jacob)

See what you can do with her.

They exit. Jacob and Marlena are left alone with Rosie as Flying Squadron men continue to work in the tent. There is an awkward pause between them...then:

JACOB

Mrs. Rosenbluth, I hope I'm not speaking out of turn here but - but I had no idea they were going to do that to Silver Star.

MARLENA

I know that, Jacob. But thank you.

This relaxes Jacob, but he senses she is still sad.

MARLENA (CONT'D)

And please, call me Marlena. I hate sounding like August's mother. He didn't like her much.

Jacob smiles. He faces Rosie and tries to cheer Marlena up.

JACOB

Hello Rosie, I'm Jacob Jankowski.
This is Mrs. Marlena Rosenbluth.
Can you say Mrs. Marlena
Rosenbluth?

Marlena smiles as she watches Jacob stroke Rosie's hide.

JACOB (CONT'D)

You're a beauty, huh. Skin's a little dry, you oughta take care of that. First thing you notice about a lady's age is her skin.

Rosie lifts her trunk and begins to explore Jacob's body. Marlena giggles. Jacob plays it up to make her laugh.

JACOB (CONT'D)

Are you flirting with me young lady? I usually like to make the first move...

(Her trunk taps his head)
I like to get to know a girl first...take her out. Meet her folks...

(Her trunk goes lower)
Of course, aggressive women can be a nice change...

(She tickles him)

Jacob and Marlena laugh, her mood lightened because of Jacob.

MARLENA

I think you two are engaged.

They laugh. Jacob is thrilled to have this effect on Marlena.

A HARMONICA PLAYS A TUNE in the distance. They turn towards the sound and see that *the two of them are alone in the tent. All the workmen have left.*

Jacob and Marlena turn back to Rosie who stands between them. There is a awkward, lovely moment of intimacy between the three as Marlena strokes Rosie's trunk. Her hand and Jacob's come very close to overlapping. When their eyes meet, one of them quickly averts their glance...*There is clearly a growing attraction between them. But it's uncomfortable.*

MARLENA (CONT'D)

I think Rosie likes music. That harmonica song is lovely.

JACOB

I'm confessin that I love you.

Marlena stops, her face flushed by Jacob's "confession".

MARLENA

What?

JACOB

The name of the song. "I'm Confessin That I Love You..

MARLENA

(overlaps, realizing)
..."Confessin that I love you..."

Beat. Jacob tries not to laugh. They return to stroking Rosie, trying not to look at each other.

JACOB
Louis Armstrong.

MARLENA
Right.

INT. KINKO'S ROOM - GOSHEN, NY - LATE AFTERNOON.

Jacob enters. Kinko is on his bed reading ARISTOTLE'S POETICS but quickly shuts the book. Queenie growls at Jacob. Kinko calmly orders.

KINKO
Queenie stop.

Queenie stops. Kinko returns to his book. Jacob sees a NEW BED ROLL AND PILLOW, upon which sits a LETTER. He reads it:

JACOB
What's this?

"MR. & MRS. AUGUST ROSENBLUTH REQUEST THE PLEASURE OF YOUR COMPANY IN STATEROOM 3, CAR 48, FOR COCKTAILS AND SUPPER.

Jacob looks up to find Kinko staring at him.

JACOB (CONT'D)
What?

KINKO
Not that I give a damn, but you're playing with dynamite with those two and you're gonna blow all of us up. August is the meanest, sonofabitch I've ever met.

JACOB
I admit he has his moments of insanity but he's really a very generous, charming guy.

KINKO
You don't get it, do you? When August feeds your arm to a lion - that's the real August. The one who's generous and charming - that's the insane August.

They hear a fight outside the car. They move to investigate:

INT/EXT. RING STOCK CAR - CONTINUOUS - LATE AFTERNOON.

Jacob and Kinko look out of the open ring stock car to see:

August is standing before A MAN who is being held by Blackie's Men and punched by Blackie himself. The Man is bleeding and bruised. Various other performers and working men also watch....

KINKO

Six men got red lit last night.
Cancelled shows and that damn
elephant cost August. He needed to
clean house to save on payroll..
..It's a lousy day when an animal
gets paid and men don't.

JACOB

Why are they beating him?

KINKO

He hid one of the men who was
supposed to be tossed off.

They hear:

AUGUST

Get rid of him. He comes back on my
property, you can shoot him.

August walks away, with Earl and his men in tow. Blackie and his men drag the beaten Man away. As they turn, Jacob recognizes the Man;

It is the same Roustabout who slapped Jacob's back with pride when they both helped hoist up the Big Top.

Kinko returns to his reading. Jacob is unnerved.

INT. MARLENA AND AUGUST STATEROOM - GOSHEN, NY - NIGHT

August, wearing a tuxedo, opens the door on the platform.

AUGUST

JACOB! Come in, come in!

Jacob enters their Stateroom which takes up half the car, with an additional room, cordoned off by a velvet curtain. The main room is paneled in walnut and outfitted with damask furniture, a dinette and a Pullman kitchen.

AUGUST (CONT'D)
Darling, our guest has arrived.

Jacob's eyes go wide upon seeing Marlena who appears looking radiant in a rose silk, off the shoulder, evening dress.

MARLENA
I'm so glad you could come. Would you like a beer? Or champagne?

JACOB
I'm not dressed for champagne.

AUGUST
We can fix that, can't we darling?

August winks at Marlena who giggles at their secret as August ushers Jacob to the velvet curtain...

AUGUST (CONT'D)
We're celebrating our new star, Rosie. My plan is to have the act ready for the Manhattan/Jersey show so she can start selling tickets.
(Beat)
Unfortunately we had to let some men go last night...

Jacob listens to how August will explain this:

AUGUST (CONT'D)
...I don't like doing it, not one bit. But to keep hard working men working, I had to get rid of layabouts and thieves who are dead weight. If I had the funds to pay them all I would, but times being as they are...I regret it though.

Jacob believes him. August turns to him, with cheer:

AUGUST (CONT'D)
So tomorrow, my dear and faithful bull man, we begin! But tonight - we dine!! Tonight, we all deserve champagne!

August whisks the velvet curtain aside:

AUGUST (CONT'D)
Ta-dah!

A tuxedo for Jacob, who smiles, impressed.

MONTAGE: A PERIOD SONG COVERS THE IMAGES TAKING US OVER THE COURSE OF THE EVENING ALONG WITH JACOB'S NARRATION:

- Three white-gloved waiters remove the domes off of silver platters revealing oyster bisque, prime rib, boiled potatoes, asparagus in cream.
- Marlena's dress barely covers her shoulders, exposing her porcelain skin and the curves of her breasts. Jacob can barely keep his eyes off of her during dinner...
- Jacob is wiping his plate clean as August proudly offers more. Marlena laughs at Jacob's embarrassment when he realizes his plate is clean...
- Wine is poured over and over...as the evening continues.
- August is at the center of conversation entertaining Marlena and Jacob. They are drunk from the wine!

AUGUST (CONT'D)

Jacob, I want to apologize to you, in front of my darling Marlena so she can witness how truly sorry I am for any bit of nastiness between us..Running this show, the many pressures...It can get the best of me sometimes I'm afraid.

MARLENA

People don't realize how much August does holding everything together. How difficult it is in these times. The whole company is like a family to him.

AUGUST

Thank you my love.
(To Jacob)
From now on I shall trust your judgement in all things veterinarian. Please say you accept my apology.

Jacob is enamoured with August again, especially seeing Marlena in agreement.

JACOB

Of course I do, August. You've been nothing but swell to me.

AUGUST

Good man!

(Sincere)

I could truly use a friend I can
trust.

Jacob once again beams at the compliment as August pours more wine. But Jacob feels a twinge of guilt. He stands to make a dramatic statement. August and Marlena look up to him.

JACOB

I have to tell you something. You
may not trust me after you hear it.

August and Marlena pause - giving Jacob their attention.

JACOB (CONT'D)

I never took my final exams at
Cornell. I'm not a real vet.

Beat. Then August and Marlena burst into laughter at the direness with which Jacob made his statement.

JACOB (CONT'D)

But it's true. I never got my
degree. I'm not a licensed vet.

They laugh even harder.

AUGUST

BAH! A worthless piece of paper
from the ivy bush league! Of course
you're a vet. You have the gift.
You're idealism is just so...sweet.
When are you going to learn that
the rules written of, by and for
the united states of suckers do not
apply to us.

JACOB

Not about this, August.

AUGUST

All right, let me ask you - do you
honestly think this is the most
spectacular show on earth?

JACOB

(laughs)

No

AUGUST

No. It's nowhere near. Lucinda, our Fat Lady, isn't 800 pounds. Four at the tops. And you really think the Tattooed Man got tattooed by headhunters in Borneo? He's from Chicago. Took him nine years to ink himself. And you know what I did when the hippo died? Swapped out her water for formaldehyde and kept showing her. For two weeks, we travelled with a pickled hippo.

(Jacob & Marlena laugh)

The world is run on tricks - in here and out there. So trust me, it's having a talent that counts. In this world, it's all that's real. Look at this country, these dead, God awful towns we play. Talent and illusion bringing life to what is dead...Even for just a matinee.

Jacob believes he's right. Marlena smiles in agreement. August rises to toast. Jacob and Marlena follow.

AUGUST (CONT'D)

To talent and illusion!

JACOB

To Rosie!

MARLENA

And Silver Star.

August takes a beat and smiles warmly at Marlena...

AUGUST

To all we love.

He leans over and kisses Marlena longer than appropriate in front of a guest. Jacob downs his wine, closing his eyes.

Suddenly, August grabs Jacob and Marlena and pulls them up to dance, throwing his arm around him them both as we hear: Louis Armstrong's DREAM A LITTLE DREAM OF ME.

August starts singing along, imitating Satchmo's voice, encouraging Jacob to join in...

AUGUST (CONT'D)

It's customary to sing for your supper. Come on!

Jacob joins in to perform with August for Marlena who loves their Satchmo impersonation. She applauds them.

August breaks away with Marlena to dance with her as Jacob sings on his own.

August and Marlena begin to slow dance, very intimately.

Jacob gives up singing and plops himself on an upholstered chair, drinking more champagne. Jacob watches them dance:

Suddenly, August kisses Marlena - too aggressively.

MARLENA

Darling. Darling, please..

(giggles)

Gently. We have a guest.

August stares at her. His expression darkens - *locking his eyes on Marlena and tilting his head as if he is examining her. Marlena smiles and strokes his face. August doesn't respond. He remains intense...*

MARLENA (CONT'D)

Darling, what is it?

August takes her face by the chin and tilts it with complete control, as if searching for proof of something he can't trust. His grip tightens, hurting her.

Alerted, Jacob sits up, prepared to intervene...But Marlena shows no sign of fear. She knows exactly what to do.

MARLENA (CONT'D)

August, dear...

She manages to moves his hand to her mouth and kisses it.

MARLENA (CONT'D)

You don't know your own strength,
my love.

And then, just as quickly, August's expression softens, relaxes, almost into sadness...as if he's about to cry....Marlena senses it immediately. She whispers lovingly.

MARLENA (CONT'D)

Auggie?

August stops and eyes the bed beyond them. He leaves Marlena and throws himself face first on the bed.

MARLENA (CONT'D)

Excuse me, Jacob.

Jacob watches as Marlena attends to August, lifting his legs onto the bed, taking off his shoes. August begins snoring. Marlena smooths the hair out of his face then closes the curtains and returns to Jacob in the main room.

JACOB

Is everything all right?

Marlena puts a finger to lip and keeps it there, as she returns to her Victrola and selects another record. She cranks it on and plays it low. A *RUTH ETTING SONG*.

MARLENA

Oh yes. He's just had too much to drink, that's all. I hope you had a good time tonight. I wanted so much to make things up to you.

JACOB

Tonight was your idea?

MARLENA

Oh Auggie wanted it too, he felt horrible about what happened. He really does like you Jacob. But it's hard for him. He's under a lot of pressure. He does more than people realize holding things together.

JACOB

You said that.

MARLENA

Well it's true...

(Opens her arms to him.)

One dance before you go?

Jacob cautiously approaches. Marlena takes his hands but when Jacob presses closely against her and places his hand against her bare back, he almost swoons. They slow dance.

MARLENA (CONT'D)

Jankowski is Polish isn't it?

(Jacob nods)

Auggie's family is Jewish but I don't know from where. I was Catholic. My family disowned me when we married.

JACOB

Sorry.

MARLENA

Oh, they weren't much to lose. They
didn't own anything except me...
Tried to marry me off to every
bald, middle aged banker who
promised to pay their debts..
..Thank God Auggie came along and
rescued me...I didn't know they
made men that beautiful until I saw
him.

(Reflective)

I was just 17. God, if Auggie
didn't come by, right now I'd be
Mrs. Bald Middle Aged Banker with a
bunch of bald banker kids...

(They both laugh)

I'd never be a star attraction, I
can bet you. I'm pretty lucky to
have a man like him.

Jacob, lost in her eyes and her voice, blurts out:

JACOB

He's pretty lucky to have you.

Marlena is surprised by the compliment...and endeared.

MARLENA

You're sweet to say so.

Beat. Feeling exposed, Jacob searches to change the subject:

JACOB

Pretty song.

MARLENA

Don't tell him what happened...

Jacob takes this as an intimate moment between them.

JACOB

Oh no Marlena, I won't ever tell.

Marlena smiles, laugh, using Jacob's joke back on him;

MARLENA

That's the name of the song. "Don't
Tell Him What Happened To Me". Ruth
Etting. She's one of my favorites.

Jacob's head starts spinning. Marlena takes care of him;

MARLENA (CONT'D)
Are you much of a wine drinker?

JACOB
I have no idea.

MARLENA
Maybe you should go to bed.

Head spinning, Jacob nods and looks around:

JACOB
Where's that?

Marlena laughs. Jacob's bow tie is undone - she ties it;

MARLENA
Here, let me...We can't let you go
out there all untied. A circus is a
small town. What will people say?

As Marlena ties his tie, Jacob's eyes simply rest on
Marlena's face - sinking deeper in love. When Marlena
finishes, she looks up to Jacob...She can tell Jacob is
enamoured. She smiles warmly, touching his cheek...

MARLENA (CONT'D)
Sweet, sweet Jacob....

JACOB
(sensitive issue)
I'm not so sweet.

MARLENA
(Lowers her hand)
Go on...

Marlena turns and disappears behind the velvet curtain. Jacob
stands still for a moment, then exits.

EXT. RING STOCK CAR - CONTINUOUS - GOSHEN, NY - NIGHT

A drunk Jacob sees the ring stock car door open, filled with
people's leg hanging out and loud voices from within.

INT. RING STOCK CAR - CONTINUOUS - NIGHT

Jacob hops up into the car. Kinko is giving a party, with a
bottle in his hand and drunken hospitality on his face.

Thirty performers cram the area usually occupied by Marlena's horses, including BARBARA and another Coochie girl, NELL.

Kinko and Queenie are performing tricks. Jacob watches. He admires the talent and humor of Kinko and Queenie's act. At the end, the girls laugh and applaud. Jacob joins in:

JACOB
BRAVA QUEENIE! BRAVA!

But the sound of Jacob's voice immediately makes Queenie stop and growl at him. Jacob stops.

Kinko, Barbara and the Coochie girls stop laughing and stare the drunken young man, with his shirt out of his pants. He is ripe for the picking! *They get an idea!*

KINKO
JACOB MY FRIEND!! Folks, this is my friend and roommate Jacob. I'd like you all to make him feel at home!

Kinko starts laughing uncontrollably and before Jacob can protest or escape, Barbara and Nell approach him, moving in for the kill. Blurry-eyed, Jacob staggers back but the others refuse to let him leave. In fact, he is picked up bodily, raised above their heads and transported to Silver Star's empty stall as Barbara and Nell disrobe him.

JACOB (O.S.)
Holy Mother of Mercy!

BLACK OUT....

WE HEAR A SCRAPING NOISE THEN SEE A SLIVER OF LIGHT AS A LID IS OPENED.

INT. TRUNK - EN ROUTE TUXEDO PARK, NY - MORNING

Kinko opens the lid of a trunk, speaking to someone inside;

JACOB (O.S.)
Where am I?

INT. CLOWN ALLEY - CONINUOUS - MORNING

Kinko goes about his business in Clown Alley: a train car filled with racks of costumes, props, vanities with mirrors and an open trunk containing the hidden Jacob.

KINKO

Where are you right now or where
are you in an Aristotelean context
because right now you're in a
trunk.

Inside the trunk, O.S. Jacob lifts his arm to Camera and
discovers he is dressed in a red silk dressing gown...

JACOB (O.S.)

Where are my clothes? I'm not
wearing anything underneath this---
(Then:)
OH MY GOD...SOMEBODY SHAVED MY...

KINKO

Huh-huh.

As Jacob struggles out of the trunk, we only see his arms.

JACOB (O.S.)

What the hell did I do last night?

KINKO

You threw up on Barbara...And maybe
Nell.

JACOB (V.O.)

I feel sick.

KINKO

You look a little pale.

Kinko holds the mirror to Jacob. We see for the first time:

JACOB'S FACE HAS BEEN PAINTED AS A CLOWN.

EXT. CLOWN ALLEY - TUXEDO PARK, NY - MORNING

The train has stopped. Rosie is being guided out of her train car by Diamond Joe and Greg.

Jacob jumps out of the Clown Alley car and races through the grounds clutching his red dressing gown closed with one hand, wiping his face with the other, he is taunted with sexy hoots and hollers from the workmen.

INT. KINKO'S ROOM - TUXEDO PARK, NY - MORNING

Having cleaned up, Jacob is dressing in his own clothes.

Kinko enters with a melancholy Queenie. She gives no reaction to Jacob. Kinko and Queenie sit on his cot. Jacob ignores them. When Jacob scratches his shaven balls...

KINKO
Your balls itchy?

JACOB
YES THANK YOU!

Jacob continues to dress.

KINKO
It'll grow back. Aw come on, you still store about last night? Now I figure we're even. In fact, I probably owe you one.

JACOB
Let's just drop it.

KINKO
Feel free to borrow a book.

JACOB
No thanks!

KINKO
All right.

Kinko opens a book to read. Jacob notices Queenie's quiet.

JACOB
What's wrong with Queenie?

KINKO
What do you mean "wrong"?

JACOB
I mean she's not hating me.
Something's wrong.

KINKO
(Concerned, pets her)
Yeah, she's been like this all day.
I don't know...she must have eaten
something. She did her business and
it was kind of...watery.

JACOB
Her stool? Did you look at it for
parasites?

KINKO
(Shakes head)
I don't like looking at my own.

JACOB
Get some honey from the cookhouse.
And if you can find any slippery
elm powder, add some of that. But
the honey should do it. If not,
we'll check her for parasites.

As Jacob starts to exit, Kinko, reading his book, ;

KINKO
Jacob?

JACOB
(stops)
Yeah?

KINKO
Thanks.

JACOB
(Pause then)
Sure Kinko.

He moves to exit again. Kinko never looks up from book;

KINKO
Jacob?

JACOB
Yeah.

KINKO
My real name's Walter.

They never look at each other but a friendship is formed.
Jacob exits.

EXT. TRAINING RING - TUXEDO PARK, NY - LATE MORNING

Jacob - cleaned, dressed and hung over - sits crossed legged
in front of Rosie. The two stare at each other. Rosie's nose
searching the ground for something to eat. Jacob, without
energy or focus, his head pounding, orders her;

JACOB
Rosie...Up.

Rosie just looks at him without moving.

JACOB (CONT'D)
Up. Rosie. Up.

Rosie's trunk starts to sniff around Jacob.

JACOB (CONT'D)
Rosie....Walk!...STEP!...Rosie STEP!

Rosie's trunk investigates Jacob's body, tapping his head.

JACOB (CONT'D)
Rosie please. My hair hurts.

Rosie's trunk snakes around him.

JACOB (CONT'D)
No...No more Cracker Jack until you
do something....Rosie!....

Rosie curls her trunk around Jacob and slowly topples him
sideways, turning him over as he weakly threatens;

JACOB (CONT'D)
I'm getting really mad now....I
mean it...Rosie stop...

Rosie gets the Cracker Jack from his back pocket...

AUGUST (V.O.)
You just can't get enough of
somebody in your pants, can you?

Jacob quickly gets up as August strides towards him;

AUGUST (V.O. (CONT'D)
Rough night last night?

JACOB
Does everybody know what happened?

AUGUST
Yes.

JACOB
Can somebody tell me?

AUGUST
(laughs, then:)
I'm opening the sideshow midway and
the menagerie this afternoon for
some extra cash before the show
tomorrow night.
(MORE)

AUGUST (CONT'D)
We'll see how she does with the
crowd. She got any skills?

JACOB
Finding food? But I don't really
know how to do this.

AUGUST
Well, first of all, you can't do
anything with a bull without the
bull hook.

August takes the BULL HOOK from the ground.

AUGUST (CONT'D)
It's the only way to train them.
Watch.

Jacob steps back.

AUGUST (CONT'D)
UP!...UP!...COME ON UP!

August stabs Rosie behind the shoulder..Jacob winces. Rosie
lifts her foot a little.

AUGUST (CONT'D)
HIGHER UP...UP!

August keeps jabbing her with the hook...dotting her flesh
with blood. Jacob gets upset.

JACOB
August, there's got to be another
way.

AUGUST
We don't have the time! She should
have been earning her keep
yesterday! MOVE! GET UP! UP!!

August stabs her other shoulder...harder...continuing to
shout. Rosie is getting agitated...pulling away from him but
constrained by her chain. Her eyes fearful.

Other performers rehearsing in the area begin to watch as
August strikes Rosie harder and harder. She begins to bleed.

Jacob tries to stop August by going for the bull hook...

JACOB
Please, August, let me try again.

But August angrily pulls it away and turns on Jacob:

AUGUST

Don't tell me my business! You
don't want to watch this, get the
hell out! Making love to it ain't
going to work. Besides, from what I
hear, you're not that good at it.

(To Rosie)

MOVE! UP YA DUMB FAT BITCH!

Jacob watches, upset and furious at August's treatment.

INT. MENAGERIE TENT - TUXEDO PARK, NY - LATER THAT DAY

Rosie's flesh is dotted with wounds from August's bull hook.
Jacob is applying zinc ointment to them.

JACOB

I'm so sorry girl. Just a few more
here. Hold still...

The un-staked canvas flaps behind Rosie wave up with the
breeze....Rosie trunk rises. She smells something from
outside the tent.

When Jacob bends down for more ointment, Rosie's tries to
turn around but her chain is still staked into the ground. As
Jacob straightens up, he sees:

*Rosie's trunk carefully wrap itself around the stake and pull
it up out of the ground....She then manages to turn herself
around, her butt to Jacob. Rosie's trunk then dives down and
up under the canvas flaps.*

JACOB (CONT'D)

Rosie?

EXT. MENAGERIE TENT/MIDWAY - TUXEDO PARK - CONTINUOUS - DAY

A VAT OF LEMONADE LEFT ON THE CONCESSION STAND, which is in
the process of being dismantled. Work men are carrying items
back to the train.

WE SEE: Rosie's trunk come out from under the canvas, her
body hidden, searching for the lemonade.

Jacob peers out, alongside Rosie to see:

Rosie's trunk dip itself into the vat of lemonade and drink
the entire contents.

Jacob is amazed. He looks around: Workmen are some distance away loading the train. No one else sees her.

Rosie finishes then turns back into the menagerie.

INT. MENAGERIE TENT - TUXEDO PARK, NY - CONTINUOUS - DAY.

Rosie's trunk gathers up the stake and then stakes it back into the ground. Jacob can't believe his eyes. He laughs.

EXT. STREET PARADE - TUXEDO PARK, NY - DAY

Rosie leads a small parade of clowns, including Walter and a perky, healthy Queenie down the main street. Marlena sits atop Rosie, in full costume. Jacob walks astride.

August is smiling, waving his top hat as the same time he is forcing Rosie forward by hitting her with the bull hook.

JACOB (V.O.)

August was right about Rosie. She pulled the people right in...Rosie played that crowd like a pro.

As they pass, we see AN OLD WOMAN standing in front of her green shuttered house waving with delight. We see she has a abundant vegetable garden....

EXT. BIG TOP - SPEC LINE UP - TUXEDO PARK, NY - DAY

WE HEAR: The Band playing from inside the Big Top as the performers and ring stock are lined up for the Grand Spec.

Rosie heads the line. Marlena sits atop her, in her sequins and headdress, grabbing onto Rosie's leather halter.

August stands beside with the bull hook. His face is cold and still. His fingers clutch and release the bull hook.

The SPEC MUSIC begins and everyone makes last minute adjustments...Kinko and Queenie included....August shouts into Rosie's ear.

AUGUST
MOVE! MOVE!

Rosie hesitates so August strikes her right shoulder with the bull hook.

The pain sends Rosie flying through the Big Top flap, causing Marlena to adeptly flatten her back atop Rosie so as not to hit her head on the pole that runs across the Big Top flap.

Others gasp at the near accident. August is already furious.

Jacob senses danger ahead. He follows in, curling the edge of the sidewall so as not to impede the Spec performers.

INT. BIG TOP - TUXEDO PARK, NY - CONTINUOUS - DAY

Jacob watches as Rosie makes it twenty feet down the hippodrome track then stops.

Without missing a beat, Marlena yanks herself upright, beams a smile and thrusts her hands in the air, her back arched, her toes pointed - as if it were all a part of the act.

The crowd goes wild - clapping, throwing peanuts, whistling.

August catches up to them. He's about to lift the bull hook, but realizes the crowd loves it. He turns and bows with a smile...

But when he turns back to face Rosie, he is red faced with anger. He begins to poke Rosie around her underarms and legs with the bull hook, forcing her to move forward.

But Rosie only moves in fits and starts, causing the rest of the Spec to pass them by at times.

August gets angrier as Rosie's reaction gets more unpredictable: She trots ahead of August and then when August reaches her she stops, making August halt awkwardly.

The crowd roars with laughter every time she does it.

After three stops and starts, August plunges the bull hook sharply into her shoulder blade...and Rosie takes off at a faster speed, curling her trunk in the air.

Jacob's presses himself against the bleachers near the entrance as Rosie and Marlena charge toward it.

Marlena grasps Rosie's halter as they fast approach the dangerous pole above the entrance. Jacob holds his breath...

If Marlena doesn't bail, she'll be knocked off by the pole.

August, the Spec and the audience watch enthralled as Rosie charges toward the entrance...when suddenly:

Marlena lets go of the halter and leans hard to the left. Just as Rosie bolts out of the Big Top, Marlena grabs hold of the pole above the entrance and is left hanging there as Rosie exits in a rush...

For a moment, the audience doesn't know if this is part of the act. Jacob, nearest to her, is about to step forward and help her down.

But Marlena, breathing hard, quickly decides what to do; She lets go of the pole with her left hand and quickly swings around so she is facing the audience, still hanging from the pole.

Her face lights up and she points to her toes. The Band Leader takes this as a signal and conducts the band into a drum roll.

Marlena begins swinging, gaining momentum as the band roll mounts. Soon, she is parallel to the ground...and in one final burst of performance inspiration, she releases herself from the pole, sails through the air tucking her body into a ball, rolling twice, uncurling for one sideways rotation and lands firmly in the sawdust in her feet. She straightens up and thrusts her arms in the air.

The crowd goes wild. The Band plays victory music. Coins are thrown from the bleachers. Even the Spec performers cheer. August acknowledges the audience's response by bowing.

But after a moment, Jacob can see Marlena is in pain as she turns and subtly limps out of the Big Top. He follows her.

EXT. BIG TOP - TUXEDO PARK, NY - DAY

Jacob rushes to her. Marlena, in pain, collapses in his arms.

MARLENA

Oh Jacob...

Marlena clutches his shirt, burying her face in his arms.

August rushes out and is stopped cold by the sight of Marlena in Jacob's arms. He immediately tenses up.

JACOB

She's hurt.

August takes her in his arms. Barbara appears to help.

AUGUST

It's all right darling. I've got
you..I've got you..

BARBARA

Bring her to my tent, it's closer.

AUGUST

Jacob, send Joe for ice. You go and
find that Goddamn bull before we're
run out town. And take the hook!

August is seething, his expression cold, as he carries
Marlena O.S. Jacob knows not to argue. He takes the hook and
runs O.S.

EXT. OLD WOMAN'S GREEN SHUTTERED HOUSE - TUXEDO PARK - DAY

Rosie is standing in a vegetable garden calmly feeding
herself cabbages. The owner is the OLD WOMAN who was
delighted by Rosie in the parade. She is now screaming at
Rosie, hitting her with a small garden shovel...Jacob runs
up. He places the bull hook down.

JACOB

I'm sorry ma'am. I'll get her out
of there.

OLD WOMAN

You better before she gets at my..
AAHHH...MY TOMATOES...YOU BEAST!!!

Rosie has helped herself to tomatoes. Jacob steps in.

JACOB

Bad elephant! No! Stop!

Rosie pauses for a moment, flapping her ears at Jacob, then
promptly shoves a bush of tomatoes in her mouth. Jacob has to
stop himself from laughing.

JACOB (CONT'D)

Now, Rosie, that's not nice. These
are not your vegetables and this
kind lady hasn't invited you.

OLD WOMAN

ARE YOU CRAZY TALKING TO AN
ELEPHANT!? SHOOT IT! BEFORE IT EATS
MY HOUSE! I'M CALLING THE POLICE!

She exits into the house as Rosie wraps her trunk around cabbages, uprooting them, as Jacob tries to battle her trunk.

Greg arrives with a bucket he places in front of Rosie. Her trunk stops fighting Jacob and sniffs inside the bucket.

JACOB
What's in the bucket?

GREG
Gin and ginger ale. Elephants love booze. One whiff of this and she's not thinking about cabbages no more.

(Bats her trunk away)
..Isn't that right *moj malutki paczuszek*?

JACOB
Greg, right? Are you Polish?

GREG
(Wipes his hand to shake)
Grabowski.

JACOB
Jankowski.

Greg again pushes Rosie's trunk away from the bucket.

GREG
Last show I worked, one bull faked a belly ache just to get the whiskey...Better grab the hook.

JACOB
Are you a bull man? August would hire you in a minute.

GREG
Don't want the job. Not for him. Besides, I'm not bull man. I just like big beasts.

Jacob gets it and follows Greg who carries the bucket.

GREG (CONT'D)
Is she following?

Jacob turns around to see and sure enough:

Rosie is leaving the garden and trotting behind to catch up to the bucket of gin and ginger ale. Jacob's impressed.

EXT. CIRCUS GROUNDS - TUXEDO PARK, NY - TWILIGHT

The show is still in progress - we can hear the band playing for the aerialist act in the background.

As Jacob makes his way to Marlena's stateroom he crosses paths with August, whose face is "dark as thunder".

JACOB

How's Marlena?

AUGUST

A little shaky. Sore wrists.
Bruised heel. Doc says she'll be
fine. Did you catch the bull?

JACOB

She's in the menagerie.

AUGUST

Good.

August takes the bull hook from Jacob and walks with cold blooded intent towards the menagerie. Jacob panics, realizing what August about to do. Jacob follows to stop him;

JACOB

August! Wait! She was good! She
came back on her own! Besides, you
can't do anything now! The show is
still going on.

AUGUST

(walking)

Good. The band will drown it out.

JACOB

AUGUST, NO!

Jacob touches August's arm. August turns on Jacob with a murderous expression, shoving him to the ground. Jacob is about to get up to fight but August cautions him with the bull hook to stay down. August smiles slightly. Would he really use that bull hook on Jacob or is he kidding? Jacob stays down. August continues on, entering the menagerie tent.

MARLENA

Jacob!

Jacob sees Marlena running towards him.

EXT. CIRCUS GROUNDS - CONTINUOUS - TUXEDO PARK - TWILIGHT

Jacob and Marlena run across the grounds to the menagerie as workmen are running out of the menagerie tent, hearing August screaming from inside. They enter the menagerie tent to see:

INT. MENAGERIE TENT - CONTINUOUS - TUXEDO PARK - TWILIGHT

August is beating Rosie, who cries out with each blow. The animals are panicking from inside their cages - the lions roaring, the monkey's squealing. Marlena freezes at the entrance as Jacob runs to August.

MARLENA
AUGUST...STOP!!!

August turns to see her. Enraged, he stops Jacob with:

AUGUST
Get her out of here! NOW!

Jacob wants to help Rosie but can not disobey August in this moment. He returns to Marlena and ushers her out, as August continues to beat Rosie.

EXT. MENAGERIE TENT - CONTINUOUS

Marlena and Jacob step away, hearing Rosie cry out. Marlena can't bear it. She grabs Jacob's hand for support. Jacob tentatively holds onto her waist, guiding her away. She leans into him. Jacob loves being this close to her.

The screams of August pull their attention to see:

Earl and his men physically dragging a maniacal August out of the tent, his bull hook and clothes bloodied by his rage. He is kicking and struggling against them like a madman.

Marlena pulls away from Jacob and runs back to the train.

INT. MENAGERIE TENT - TUXEDO PARK - LATER THAT NIGHT

Rosie is lying on her side, her foot still chained to the stake. She is quivering, riddled with bloodied holes.

Jacob is kneeling before the enormous beast, applying zinc ointment, not knowing where he can touch that won't hurt her.

JACOB

Jesus, Rosie. What am I going to do with you?

Rosie's eyes look up to him, her lashes blinking. Her trunk lifts and wipes at her own eye.

Greg pours whiskey bottles into a bucket. Several bottles are already empty.

JACOB (CONT'D)

Another bucket?

GREG

It'll help her sleep good.

He puts the bucket before Rosie, who sinks her trunk in and drinks.

EXT. CIRCUS GROUNDS - LATER THAT NIGHT

As Jacob walks back to his train car, August approaches. They stop. Jacob doesn't know how to act with August.

AUGUST

I'm afraid you're going to get awful tired of hearing me apologize. But Marlena won't speak to me until I do. Of course she's right...I've spent too much on this bull, that's my fault. Can't pay the workmen. Attendance is low. I've got no Star Attraction to bring in the people. I don't know what's going to happen to all of us if Rosie doesn't sell tickets...And when I saw her running wild with Marlena, I...I lost my mind..You see, if anything ever happened to Marlena ... Truth is, I'm not much without her.

August's uncharacteristic humble tone has Jacob softening.

AUGUST (CONT'D)

Of course, that's no excuse for taking it out on Rosie...or you. Will she be all right?

JACOB

She'll make the matinee, if that's what you mean.

AUGUST
That's not what I mean.

They exchange a look. Jacob isn't ready to trust him.

AUGUST (CONT'D)
I want to make it up to you. Let me
take you and Marlena out tonight.
Please. Let me make us right again.

Jacob considers his plea.

EXT. TUXEDO PARK, NY STREET - NIGHT

Jacob, August and Marlena exit a cab formally dressed;
Marlena wearing a beautiful, low cut beaded red gown. Jacob
can barely keep his eyes off of her.

They walk into an alleyway of warehouses. August approaches a door and raps. Rectangular peepholes slide open on the door. A pulsating party can be heard from within.

AUGUST
We're here for the show.

BUSHY EYEBROWS
What show?

AUGUST
Why, Frankie's, of course.

The password accepted, the door opens and they enter.

INT. TUXEDO PARK SPEAKEASY - LATER THAT NIGHT

A band plays on a raised platform. The dance floor is jammed with couples. Tables and U-shaped booths surround the dance floor. Tuxedoed bartenders serve from a wooden bar lined with hundreds of bottles in front of a smoky mirror.

August, Jacob and Marlena sit in a booth...drunk...on their third bottle of champagne.

Marlena is particularly drunk - we've never seen her this wild or spontaneous. She sings along with the band...she keeps rhythm by banging her hands on the table.

August is happy she is having a good time. When he slides next to her and puts his arm around her, Marlena stiffens;

AUGUST

Would you like to dance, darling?

MARLENA

No thank you.

Awkward beat. Marlena takes her champagne glass and drinks the last of it. August tries to make light of it.

AUGUST

We need more champagne, don't you think?

JACOB

I'll get it.

AUGUST

No, you stay with Marlena.

August kisses her cheek, but Marlena flinches. She is clearly still upset. August lets her be. He exits O.S. The band plays an uptempo song. Marlena rises.

MARLENA

I want to dance.

JACOB

Maybe you should wait for August.

MARLENA

I want to dance now!

She pulls him up onto the dance floor. Marlena dances light as air. She spins from Jacob then returns to his arms, so that her back is to him. Jacob's forearm is on her collarbone - skin to skin. Her chest rises and falls under his arm. Her hair under his chin, Jacob can smell her fragrance - then she unwinds away from, like a ribbon.

When the music stops, everyone applauds their dance - including Marlena. The crowd enthusiastically cheers them. Jacob beams. He looks up to the bar.

August stands stock still. His eyes glaring at Jacob. The dark expression we've come to know. Seething with quiet rage.

Jacob takes a step back from Marlena when suddenly they hear;

OFF CAMERA SHOUT

RAID!! RAAAAID!!! EVERYBODY OUT!!!

MARLENA

JACOB!

PANDEMONIUM: Jacob is swept by a crush of bodies. People scream, shoving their way towards the exit. Marlena is shoved along with them, a few heads in front of Jacob.

Jacob reaches through the sea of flesh and grabs a hand. By Marlena's expression, we know he has grasped her hand. Jacob scans the panicked crowd for August but all he sees are strangers running in every direction, people screaming..

Jacob's hand is ripped apart from Marlena at the doorway.

EXT. TUXEDO PARK ALLEY - NIGHT

Jacob is thrown into the alley. People are piling into cars, engines are starting, wheels squealing. Suddenly;

Marlena appears, grabbing Jacob's hand. They run and duck into a smaller alley.

EXT. SMALLER ALLEY/ TUXEDO PARK STREETS - NIGHT

Marlena stops Jacob for a moment.

MARLENA

Hang on.

Marlena takes off her shoes. They run through back streets.

EXT. IRON FIRE ESCAPE - TUXEDO PARK ALLEY - NIGHT

They run under a fire escape, panting, out of breath. The sirens and screams of the crowd are distant.

MARLENA

Oh my Lord, that was close. I wonder if August got out.

JACOB

I sure hope so.

Marlena looks up at Jacob and starts laughing hysterically, as if for no reason. They are both still drunk.

JACOB (CONT'D)

What? What is it?

Marlena can't stop laughing, though it's hard to breath.

MARLENA

Nothing. OH GOD! NOTHING! Hahaha...
(takes a deep breath)
Ahh, life is too...crazy, isn't it?

She wipes her eye. Jacob hands her a handkerchief.

JACOB

Are you all right?

MARLENA

Yes. No. Yes, hahaha I'm fine. I'm
a complete mess, ha..No, I'm fine.
(Looks at Jacob)
What makes you such a good man,
Jacob Jankowski?

JACOB

I'm not. And I don't want to be.

MARLENA

Don't say that.

JACOB

No, I don't. Good men don't wind up
with anything in the end except
their goodness. Isn't worth much,
is it?

MARLENA

I guess you're right. I gave up my
goodness years ago and didn't even
miss it.

Marlena's joke makes them laugh out loud. Jacob's drunken
state gives him confidence to say;

JACOB

I think...you're the
most...magnificent woman.

MARLENA

Most magnificent, huh? Auggie
should use that on the poster, what
do you think?

(They laugh)

Oh Jacob, where were you when I was
17?

JACOB

What?

Awkward beat. Marlena covers with a joke;

MARLENA

Nothing. It's the name of a song.

(Mock sings)

"Oh Jacob, where were you when I
was seven--....."

Marlena breaks up laughing before she can finish. Jacob giggles from confusion as much as from the champagne. Marlena sees holes in her stockings and quickly shifts:

MARLENA (CONT'D)

Aw look! My stockings. And they're
silk too.

JACOB

(softly)

Marlena, I....

Suddenly focused, Marlena puts her hands to her mouth and shakes her head: "Don't". She turns away from Jacob, leaning against the wall...but instead of staying turned away, she rotates back to him then away from him again...He watches...On the third rotation, when Marlena is facing him:

In a seemingly simultaneous impulse, Jacob takes her in his arms as Marlena eases into his embrace. And they kiss...Her hand gently rises to trace Jacob's face...Then, just as quickly, she stops and pulls away. Jacob sees fear in her expression. They both look lost;

MARLENA

What ... happens now?

Beat.

JACOB

I wish I knew.

Marlena stares at him with her hand pressed against her mouth. She then leans against the wall and puts on her shoes.

JACOB (CONT'D)

Marlena, please, I'm sorry--

Jacob holds out his hands but an upset Marlena turns and runs away, hiding her face with her hand so Jacob can not see.

EXT. MENAGERIE TENT - TUXEDO PARK - MIDDLE OF THE NIGHT

Jacob reaches the circus. Everyone is asleep. He enters the menagerie tent.

INT. MENAGERIE TENT - TUXEDO PARK - MIDDLE OF THE NIGHT

Jacob walks into the menagerie, heading straight for Rosie. He stands before her huge silhouette sleeping, breathing slowly. He gets on the ground beneath her and lies down.

Rosie raises her trunk to allow Jacob to lie beneath her.

INT/EXT. COOKHOUSE TENT - TUXEDO PARK - MORNING

The cookhouse tent is divided into two sections by a curtain.

The first section is for working men and it includes the buffet table of food. It is made up of benches and bare wood tables with salt and pepper shakers.

The other side of the curtain is filled with performers. The tables have a checkered tablecloth and flowers.

Marlena is sitting alone, drinking a cup of coffee.

Jacob passes her table, continuing on to Walter's table. Walter reacts with measured alarm, so as not to be overheard;

WALTER

What the hell are you doing?
You didn't come home last night and
everybody's talking.

Jacob looks curiously at Walter, who then indicates:

JACOB

Nothing happened.

WALTER

Of course, nothing happened. So get
your ass over to that table and act
like everything's normal before
August gets here.

Walter's stare is commanding and effective. Jacob rises and takes his plate to Marlena's table. He sits opposite her.

JACOB

Good morning.

Marlena smiles. Jacob senses others eavesdropping...but the table is far enough away, so they can't be heard.

JACOB (CONT'D)

I want to, uh...Is there any chance
I could speak with you alone?

MARLENA

About what?

JACOB

Well....I...I'd like to...
(whispers)
...About last night?

Marlena just looks at him curiously, not understanding.

MARLENA

What is Jacob? Is something wrong?

JACOB

Well, I...I just wanted to...to say
how sorry I was about...what
happened...After the speakeasy.

MARLENA

(laughs)

Oh Lord. That! You know champagne
completely overwhelms my sense of
time and space...I always feel the
better for it when I abstain. All I
remember is getting pushed by the
crowd when someone yelled raid and
then running and getting a hole in
my stocking. I don't even know how
I got home. I don't remember a
thing.

JACOB

Well, I want to apologize for--

MARLENA

Ha,ha Jacob, it's silly of you to
apologize for my torn stockings.
You weren't even there.

Jacob is crushed by her reaction. Marlena maintains her
upbeat facade. August enters with his tray of food and
crosses to them. He is smiling like a man who has spent the
night having great sex.

AUGUST

Darling...

August kisses Marlena right in front of Jacob. It is a long
sensual kiss...a holdover from their night together.

AUGUST (CONT'D)

I slept like a baby after last night. Thank you my love.

MARLENA

August please. We're in public.

AUGUST

(Sits)

Ah, nothing to be ashamed of. Man and wife re-uniting in the most sacred of marriage places.

(Beaming)

And how are you this morning Jacob? That was quite an adventure last night. Glad I didn't have to bail you out. How did you get home?

JACOB

I..I don't know. All those people. I just started running.

AUGUST

(eating)

How did you two get separated? You were so close on the dance floor.

MARLENA

I told you, sweetheart. We got pushed apart by the crowd.

JACOB

There was quite a crush. So did you two manage to hook up?

AUGUST

No, we arrived in separate taxis. Twice the expense but I'd pay it a hundred times over to make sure my wife was safe. Because if I thought she was in any danger at all, there's no knowing what I might do.

Jacob makes note of the implication. Marlena ignores it.

INT. MENAGERIE TENT - TUXEDO PARK, NY - DAY

Jacob enters to find Greg still treating Rosie.

JACOB

How is she?

GREG

Oh she's a strong one, this one. A
little more ointment here and
there, she'll be fine.

(To Rosie)

Jestes dobra dziewczynka

Jacob watches as Rosie lifts her foot and Greg rubs ointment.

GREG (CONT'D)

(screwing ointment top)

Potoz noge.

Jacob watches as Rosie puts her foot back on the ground.

GREG (CONT'D)

Masz, moja piekna

Jacob watches as Greg digs in his pocket and pulls out a mint, brushing off the lint. Rosie's trunk investigates, then nimbly plucks it out of his hand and into her mouth.

SUDDENLY, JACOB HAS AN EPIPHANY.

JACOB

Oh my God.

GREG

What?

JACOB

She understands you....

Rosie, noge!

Rosie blinks at him as Jacob speaks Polish.

JACOB (CONT'D)

NOJE, ROSIE!

Rosie blinks, fans her ears and sighs.

JACOB (CONT'D)

PROSZE!

Rosie sighs again, then lifts her foot. Jacob is excited!

JACOB (CONT'D)

AAAHHHH!!

GREG

WHAT THE HELL IS WRONG WITH YOU!

Jacob yelps and kisses Greg on the mouth, then runs out;

JACOB (V.O.)

You see, what that Fox Bros bull man didn't tell us was that the elephant tramp who sold Rosie to them was Polish...

INT. MENAGERIE TENT - BOONTON, NY - DAY

Jacob is cutting fruit and vegetables, feeding them to the primates as he shouts out Polish phrases to August who repeats like an obedient student to Rosie.

JACOB (V.O.)

...So, for the next ten days, in each city before the matinees, I became August's personal coach.

August is delighted as Rosie responds to each command ; lifting a leg, stepping back...

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

His accent was awful but Rosie obeyed without fail.

Marlena watches, maintaining a friendly but professional distance from Jacob.

JACOB (CONT'D)

August created an act for her and Marlena which meant Marlena and I would see each other every day.

EXT. TRAIN - EN ROUTE TO JERSEY - NIGHT

The train passes through night time scenery.

JACOB (V.O.)

Some nights I'd spend with Rosie.

INT. ROSIE'S CAR - EN ROUTE TO JERSEY - CONTINUOUS - NIGHT

Jacob sits alone facing Rosie, in her massive stock car made of steel, talking to her, MOS, in Polish....

JACOB (V.O.)

I'd tell her my whole life story.
It felt good to talk in the language of my mother and father.
It was the first time I talked about them to anyone.

EXT. TRAIN - EN ROUTE TO WEEHAWKEN, NJ - NIGHT

The train is travelling down the Jersey side of the Hudson.

INT. ROSIE'S CAR - EN ROUTE TO WEEHAWKEN, NJ - NIGHT

Jacob stands to look out in between the slats of Rosie's metal sided car. He smiles, excited and impressed;

POV: NEW YORK CITY COMES INTO VIEW ACROSS THE RIVER...THE EMPIRE STATE AND THE CHRYSLER ARE IT'S TALLEST BUILDINGS.

Rosie tilts her head up, above Jacob's, to look.

EXT. CIRCUS GROUNDS - WEEHAWKEN FIELD - DAY

August is sorrowful, leading a group of performers with a horse drawn wagon carrying the body of Lucinda the Fat Lady.

JACOB (V.O.)

Somewhere on the way to New Jersey, Lucinda the Fat Lady died. August put Mr. Erwin, the talent scout, right on the job of finding a replacement...

Mr. Erwin follows looking through Casting magazines.

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

But even though he was now short a sideshow money maker, August was a new man...

EXT. WEEHAWKEN, NJ - NIGHT

Posters of ROSIE and MARLENA highlight the act COMING SOON!

JACOB (V.O.)

He spent payroll money on COMING SOON posters promoting the show as if it actually was Ringling Bros.

Blackie and his men are covering up the Posters of other circuses and town events.

INT. MENAGERIE TENT - WEEHAWKEN, NJ - DAY

August is filling a bucket with gin and ginger ale for Rosie.

JACOB (V.O.)

When he found out Rosie liked gin and ginger ale almost as much as watermelons, he made sure she got both every day...

INT. CENTER RING - BIG TOP - WEEHAWKEN, NJ - DAY

While aerialists, clowns and other acts rehearse in the background: August is creating an act with Rosie as Marlena watches, her ankles bandaged and Jacob coaches his Polish. August is all smiles and good cheer!

JACOB (V.O.)

Of course, I didn't trust him. I'd seen this August before - his shining attention and confidence on everyone...treating Rosie like a favorite child...

Jacob looks to Marlena, but she pretends not to notice him. Marlena focuses all her attention and affection on August.

EXT. CIRCUS GROUNDS - WEEHAWKEN, NJ - DAY

The workmen set up the circus with energy and renewed spirit. August treating them with pats on the back of gratitude.

JACOB (V.O.)

The new August affected the whole show, as word got round his new Rosie act would finally get the men paid. But I kept my eye on him...waiting for the real August to show up.

Jacob watches August, with New York City across the river.

EXT. ROSIE'S CAR - WEEHAWKEN, NJ - MORNING

Out of the darkness of the car, Rosie appears in the light, being guided down the ramp by August, who pets her trunk, whispering in her ear. Her ears flapping, she purrs with affection. Jacob watches.

JACOB (V.O.)

It was when I saw Rosie purring under his touch as if nothing had happened between them, that the worst thought occurred to me.

Marlena walks past, nodding hello to Jacob, then passing him.

JACOB (V.O.) (CONT'D)
Maybe I was the man not to be
trusted...

Marlena curls inside August's arms and kisses him.

INT. KINKO'S ROOM - WEEHAWKEN, NJ - NIGHT

Jacob, Walter and Queenie are asleep when they are awakened by a knock on the door. Walter pulls a KNIFE out of his cot.

WALTER
Who the hell is that?

Queenie growls as Grady opens the door and humbly asks:

GRADY
Sorry doc. We got some trouble.

EXT. CIRCUS GROUNDS - TRAIN TRACKS - NIGHT

Grady leads Jacob and Walter from the performer train to the Flying Squadron train.....They stop and hide when they see ONE OF BLACKIE'S MEN patrolling the area with a rifle....

When he turns a corner, the trio run across the tracks to the Flying Squadron train.

INT. CANVAS CAR - WEEHAWKEN, NJ - PRE-DAWN.

Jacob and Walter enter following Grady. Their eyes adjust to the dim light.

BILL (O.S.)
Over here, Doc.

Bill motions them over to Camel, who is huddled on a pile of feed sacks. Jacob kneels down to him. Camel's in bad shape.

CAMEL
Hey kid. How nice to see ya.

JACOB
Hey, Camel. What's wrong?

CAMEL

I don't rightly know, kid. Woke up a few days ago and my feet was all floppy. Jes can't feel'em right...

(Confidentially)

...It ain't just that though. It's other stuff too.

WALTER

Like down there...man stuff?

Camel, his eyes wide and fearful, nods slowly.

WALTER (CONT'D)

Jamaica ginger paralysis.
Jake leg. I've seen it before.

CAMEL

No such thing. Is there Doc?

Walter looks at Camel's empty "Jake" bottle.

WALTER

The manufacturer started putting this plasticizer in it, or something, to get around regulations that Jamaica ginger extract not be sold as booze. Of course, that didn't stop anybody.

(To Camel)

You're not supposed to drink this stuff, ya know.

CAMEL

Well what the hell am I supposed to drink to stop the shakes? It's Prohibition and I ain't no Astor.

GRADY

It's OK Camel. Tomorrow's payday.
We'll get you some moonshine.

BILL

Grady don't lie to the man. If men were getting paid, we wouldn't have lost four of 'em to red lighting between Boonton and Weehawken.

JACOB

Four?...Will he get better?

Walter looks at him, his expression says No.

BILL

We can't leave him here. They'll
red light him for sure.

Jacob understands. He gets an idea and turns to Walter.
Walter understands and reacts:

WALTER

NO!

EXT. CIRCUS GROUNDS - TRAIN TRACKS - MOMENTS LATER - NIGHT

Walter is walking quickly back to the performer train. Jacob follows, trying to reason with him. Throughout the scene, they are looking out for Blackie's men and speaking low.

JACOB

Walter, please. Blackie and his men
only work the Flying Squadron.
They're never on our train...

WALTER

Keep your voice down!

JACOB

We can hide him easy until-

WALTER

(stops)

Until what? What are we going to do
with him? Shoot him like Silver
Star? Because that's what he is
Jacob. In a week, he won't be able
to move his legs at all.

JACOB

(Thinking, then:)

Providence. He has a son in
Providence. He told me. We're
scheduled to play there Sunday. Six
days Walter. That's all he needs.

Walter doesn't want to do this, but clearly can't say no.

WALTER

You sonofabitch.

Walter stalks off but Jacob knows he has agreed. He follows.

A DISTANT SHADOWY figure with a rifle turns a corner to
patrol.

EXT. BIG TOP ENTRANCE - HOBOKEN, NJ - DAY

Crowds of Rubes (townies) are checking out the sights.

JACOB (V.O.)

Because of August's superior marketing techniques on both sides of the Hudson, the Big Top was sold out the opening night of Marlena and Rosie's debut.

Earl and his men are working security for the Big Top entrance and menagerie...Blackie and his men are working the Midway/Sideshows.

Jacob is keeping a lookout by the menagerie entrance on the Midway. When Cecil begins his rant and the workmen start pushing people towards the sideshow entrances....

Jacob signals Walter....

Walter, in clown make-up, is performing tricks with Queenie for the rubes, attracting their attention. The crowds are surrounded by Blackie's Men, also focused on Walter and Queenie. As Queenie does flips, Walter signals Barbara....

Barbara nods and crosses past the rubes and Blackie's men.

EXT. CIRCUS GROUNDS - TRAIN TRACKS - CONTINUOUS - DAY

Two of Blackie's men are patrolling the area in between the Flying Squadron car and the Performer car.

Barbara and Nell appear with two glasses of lemonade. They are scantily clad, but covered enough for the daytime. They attract Blackie's Men, hand them the lemonade and begin a conversation.

Several cars down, behind the backs of Blackie's Men, Grady and Bill are carrying Camel from the Flying Squadron train to the ring stock car in the performer train.

WE PRE-LAP AUGUST:

AUGUST (V.O.)

The circus is nothing without it's traditions....

INT. MENAGERIE TENT - DAY

August has gathered all the performers and trainers in a circle. As it happens, Jacob is beside Marlena.

AUGUST

One very important tradition is performed before a brand new act goes on - especially one that carries the future of this circus on it's back. We take this moment before the show begins...we take hands...

August takes hands with each person at his side...Everyone follows suit...

Jacob and Marlena, forced to participate, awkwardly join hands.

AUGUST (CONT'D)

We close our eyes...

Everyone closes their eyes.

AUGUST (CONT'D)

..and we see the show happening. We hear the cheers and applause...And we see our new act from beginning to end and it is a triumph for us all. Rosie, whose understanding and graciousness has made it possible for us to have the greatest star attraction in Benzini Brother's history. And we thank her. We thank our Jacob, who found a way to save us all. We're very lucky he chose our train to stowaway.

(People laugh)

We open our eyes.

Everyone opens our eyes.

AUGUST (CONT'D)

We look at our family, for this is our family, now and always...And we wish each one of us to break a leg, maybe two and give the best show of our lives. Now turn to the person on either side of you and--

August takes the aerialist beside him and kisses her on both cheeks...then does the same to the clown on his other side.

AUGUST (CONT'D)

Go on. It won't work without the kiss.

Everyone smiles or giggles as they oblige.

Jacob and Marlena each kiss the person to the other side. But when they face each other, there is an immediate hesitation. They are hesitant to touch each other, let alone kiss. They look at each other and both understand they are too uncomfortable to kiss. What they don't see is:

August is watching them from the other side of the circle. His darkened expression tells us he knows what they are hiding.

WE PRE LAP: DRUM ROLLS begin.

INT. BIG TOP - WEEHAWKEN, NJ - NIGHT.

The audience is anxiously anticipating. Jacob sneaks into the Big Top to watch:

August flicks his hand at the band leader who leads the musicians into a Gounod waltz. And with that cue;

A spotlight hits. Rosie enters the Big Top, promenading beside August. Marlena sits on top of her. Rosie's trunk is curled in a salute, August giving her commands in Polish.

When they enter the center ring, they stop. August gives Rosie the command to lift Marlena down with her trunk.

But when Rosie is surrounded by a packed house, she freezes.

August commands her again, with more force. But Rosie doesn't move forward...she shuffles a foot backwards. Smiling Marlena grips the halter again, preparing for another incident.

Jacob and other performers watch anxiously.

August maintains his cool, even as he tightens his grip around the silver tipped cane. He shouts the order!

Beat. Suddenly, Rosie responds - lifting Marlena with her trunk and placing her on the ground. The crowd applauds.

Marlena blows kisses to the audience. She skips theatrically around the ring, with Rosie trotting behind her, August hovering beside.

Marlena stops and wipes her brow, feigning exhaustion, and sits on a small ball.

Rosie, observes her with a smile and a raised trunk. Rosie copies Marlena's actions, placing her enormous rear down on a much larger ball.

The crowd screams with laughter.

Marlena stands in mock outrage, wagging her finger at Rosie. She turns her back on her, folding her arms.

Rosie also stands, and presents Marlena with her rear end, facing the other way. The audience loves it.

Marlena looks back and scowls. With dramatic flair, she raises one foot and places it on the small ball as if to say, "Take that elephant!"

Rosie, not to be out done (guided by August's Polish commands) curls her trunk, lifts her foot and places it on her larger ball.

Marlena straightens out both arms and extends her other leg, like a ballerina's, toe pointed. She place the foot alongside the other, so that she is now standing atop the ball.

Rosie waits a moment, then lifts her other front foot onto the ball.

The crowd explodes! Jacob is thrilled.

Marlena does a double take, then lifts up her finger as if to say "I have an idea!". With a rising drum roll, she shuffles her feet atop the ball, moving herself around the ring.

The crowd cheers...but then begins to see:

Rosie place all four of her feet onto the larger ball and roll herself around the ring...Marlena and Rosie go faster and faster, along with the music...The crowd cries out, whistles, applause....to the finale.

Marlena smiles to the crowd, extending her arm to invite them to adore Rosie. She then steps down off the ball and skips to Rosie who climbs off her ball. Rosie extends her trunk and lifts Marlena up onto her shoulders.

As they depart the Big Top, showers of coins and money rain upon the center ring. August steps into center ring, his face raised as coins bounce off his nose, cheeks and forehead, uncharacteristically overwhelmed.

EXT. BIG TOP - WEEHAWKEN, NJ - DAY.

Jacob runs out of the Big Top as Marlena slides off of Rosie

JACOB
You were spectacular.

MARLENA
(deflecting his
compliment)

She was wonderful, wasn't she?
Jacob, I want to do something for
August. A surprise. He's been so
wonderful, don't you think?

(Jacob nods)

Could you make sure Rosie is staked
in my tent after the show?

JACOB
Sure. No problem.

MARLENA
Thank you so much...Oh, and I'm
sure it would be nice for August if
you were there too.

Marlena turns and exits O.S. Jacob isn't sure what to think.

INT. MARLENA'S DRESSING TENT - WEEHAWKEN, NJ - NIGHT

Rosie is staked into the grass inside Marlena's tent, happily occupied with a pile of watermelons.

Marlena wears a silk beaded dress with the diamond necklace. There is a serving table with silver domed platters and wine bottles. Marlena is trying to open a champagne bottle when Jacob enters.

MARLENA
Oh, he'll be here any second.
Jacob, can you open this for me?

Jacob takes the champagne bottle and manipulates the cork. Rosie's trunk is curious, inspecting the bottle in Jacob's hand. Jacob laughs. Marlena sees and laughs as well.

JACOB
Rosie...get away....ssstop!!

Rosie continues fooling around, causing Marlena and Jacob to laugh even harder when the cork pops....

AUGUST (O.S.)
What is this?

Jacob and Marlena turn to see August enter, laying down his hat and coat, his shirt unbuttoned at the top.

MARLENA/JACOB
OH!....SURPRISE!..SURPRISE!

Jacob pours the champagne into two flutes, which Marlena rushes up to August, handing him a glass and kissing him.

AUGUST
Did you show Jacob the opening
night present I gave you?

Marlena turns to Jacob and indicates the diamond necklace.

MARLENA
(indicating the necklace)
Oh. No...Do you see Jacob?

JACOB
Beautiful.

AUGUST
It looks stunning on you.

They kiss again. Marlena raises her glass of champagne.

MARLENA
To August - a true, authentic
miracle man because he made a star
attraction out of me!

JACOB
To August!

August nods in gratitude. They tilt their glasses and drink.

AUGUST
Many thanks. Forgive me for
arriving too soon and spoiling the
surprise.

MARLENA

Don't be silly. I couldn't wait for you to come.

AUGUST

I could go back out to give you more time...or better yet, yell RAID and clear the place out so you two can be alone.

In a split second, Jacob and Marlena know the danger present. August gave no sign of it coming.

MARLENA

What?

AUGUST

I'm sorry. I'm probably wrong. I assumed that night after the RAID was the first time you two fucked, but obviously it's been going on longer than that.

MARLENA

Auggie, you're being silly.

AUGUST

Do you think I didn't know?

MARLENA

August don't do this!

AUGUST

Shut-up. SHUT UP!

Marlena gets frightened. August saunters over to the silver tipped cane leaning against the flap. He picks it up as Marlena and Jacob remain still. Suddenly they hear:

Rosie peeing where she is staked. She too is frightened.

AUGUST (CONT'D)

How long did you think you could keep this from me?

MARLENA

August, please, there's nothing-

AUGUST

GO ON! INTERRUPT ME ONE MORE TIME!
GO ON!

August swipes the tables with the cane, knocking all the platters and glasses to the floor.

JACOB
We should go!

AUGUST
WE!...So you two are a couple?

JACOB
NO! I just don't think you're safe
to be around a woman right now.

AUGUST
A woman? This is not a woman. This
is my wife you Ivy League wash out
piece of shit! Say, I bet the
authorities would like to know you
practise medicine without a
license.

MARLENA
Auggie, please... Don't you see how
much I love you?

AUGUST
(To Marlena)
I see you. I see you too clearly.
Always have. I have to admit that
was a nice touch when you got back
from the speakeasy. Being with me
in our bed, after being with him.
Covering your tracks. I should have
known a whore only performs for a
man like that when she wants
something.

JACOB
(to Marlena)
You should come with me...

AUGUST
YOU DON'T EVEN DENY IT! LOUSY
TRAMP!!

He rips Rosie's head piece to shreds. Marlena drops the fluted glasses, crying:

MARLENA
STOP IT!..AUGGIE STOP IT..PLEASE!

Suddenly, he's quiet. He stands still. He looks down at the shreds of material, as if he's awakened from a nightmare.

Marlena approaches him now, cautiously but tenderly.

MARLENA (CONT'D)
Auggie? Are you all right now?...

August looks at her. Marlena's expression is one of care and concern. Jacob watches carefully.

Suddenly, August grabs Marlena and shoves her so hard, she falls against the table, knocking it and her to the ground. He attacks her, trying to rip off her diamond necklace.

Jacob attacks August, pulling him off of Marlena.

JACOB AND AUGUST FIGHT: savagely pounding each other's faces, crashing against broken plates and spilled gravy, banging their heads viciously against the ground, rolling over each other as they alternately share domination...

Marlena screams for them to stop. Rosie bellows, pulling on her leg chain.

The FIGHT SPILLS OUT OF THE TENT INTO THE CIRCUS GROUNDS.

EXT. MARLENA'S DRESSING TENT - CONTINUOUS - WEEHAWKEN - NIGHT

Jacob and August continue beating each other as they roll out into the crowd.

August's madness empowers him. He manages to overpower Jacob in a choke hold. Jacob is losing consciousness.

Because of Marlena's screams - Earl and his men run to the tent. Within seconds, they are pulling August off of Jacob:

JACOB
YOU'RE CRAZY!! CRAZY!!

August gets to his feet and calmly dusts himself off. His cool expression is even more frightening as he re-enters Marlena's tent.

JACOB (CONT'D)
HE'LL KILL HER...LET ME GO!!!

From inside the tent, they hear the crash of plates and Marlena scream.

JACOB (CONT'D)
LET ME GO! HE'S HURTING HER!!

EARL

No he won't, kid. Come on.

Earl disperses the crowd that has gathered, which includes Walter, who sees Jacob's bloodied face and goes to him.

FROM INSIDE THE TENT, THEY HEAR: Two soft thuds..then a louder one...Then an unnerving silence.

EARL (CONT'D)

See. It's all over. Can we let you go now?

Jacob pants and nods. Earl and one of his men let Jacob go in degrees, until he is standing up. Walter holds his waist.

WALTER

Come on Jacob. Walk away.

With Walter's help, he tears his eyes from the billowing flap and walks away, passing rubes who watch with fascination.

INT. KINKO'S ROOM - WEEHAWKEN, NJ - NIGHT

Walter uncorks a jug of moonshine and hands it to Jacob, who holds a towel to his bloody, beaten face.

WALTER

Just drink it fast - then you won't feel anything.

Jacob drinks from the jug, panting, until the pain subsides. Camel speaks from behind the trunks.

WALTER (CONT'D)

The only thing that's keeping you alive right now are the rubes who saw everything. August can't risk getting rid of you here. But you better not get back on this train when we leave tomorrow night.

CAMEL (O.S.)

What happened? Somebody turn me around. Share some of that jug!

WALTER

Shut-up Camel, we've got a situation.

CAMEL (O.S.)

Well, what the hell...

Camel uses whatever strength his has to push aside the trunk and see bloody Jacob.

CAMEL (CONT'D)
Jesus Christ! Who did that to you?

WALTER
August.
(To Jacob)
Is it true?

Jacob wants to deny it but his silence speaks the truth. He can only manage to shake his head NO...But Walter can read between the lines....He lowers his head in despair.

THE TRAIN STARTS TO MOVE. All three react with surprise.

JACOB
Why are we moving? We have a matinee tomorrow.

WALTER
Something's gone wrong.

Jacob and Walter exchange a look of fear and confusion.

SUDDENLY, A KNOCK ON THE DOOR. The three men immediately are on alert. Walter grabs *his* knife from beneath his pillow. Camel tries to shove himself behind the trunks. THE KNOCK COMES AGAIN as we hear:

MARLENA (V.O.)
Jacob? Jacob, it's Marlena.

They breath a sigh. Jacob opens the door to reveal.

Marlena with a black eye. Jacob rises to her. Walter watches this situation getting worse.

MARLENA (CONT'D)
I'm sorry. I had nowhere to go. I need help.

JACOB
Anything.

Beat. Marlena awkwardly enters the room to Walter and Camel's stares. She sees the moonshine and breaks the ice.

MARLENA
Can I have a swig of that?

Walter throws her the moonshine. Marlena drinks like a pro.

WALTER

Why is the train moving?

Marlena sits with the jug, casually talking:

MARLENA

We're being run out. Apparently, because of being sold out, August was so optimistic about money coming in for Rosie, he figured he'd double down and find himself a new fat lady to put him really toe to toe with Ringling...So he sends Mr. Erwin into town who finds this rather large woman in a local restaurant and offers her the job. Except, she...

(starts laughing)

...she was the police chief's wife. Mr. Erwin got a left hook in the jaw and we got til morning to get out of town.

This cracks everybody up. Walter and Camel and Jacob - in spite of their pain and suffering - they find this hilarious. Marlena can barely contain her own laughter.

But the release of the laughter turns to quiet sadness, as each character feels the reality of their situation.

Marlena looks to Jacob and leans into his arms. He holds her, clearly in love with her. Jacob then ushers her out of the room for privacy.

Walter sees this - what he knew all along - and sighs:

WALTER

Aw girl. We're all in it now.

He kisses Queenie.

INT. RING STOCK CAR - EN ROUTE - LATER THAT NIGHT

Marlena and Jacob exit Walter's room outside of which Marlena placed her small suitcase. Jacob picks it up as they pass by Marlena's horses, Marlena's free hand lightly stroking their bodies as they pass.

MARLENA

Why are you hiding that old man?

JACOB

Because he's sick and if we don't
they'll red-light him.

MARLENA

(Softly, to herself)

Dear God...Dear God, I've been so
stupid for so long.

They come upon Silver Star's stall - empty - right before the
door to the next car. They stop.

JACOB

You've got to get away from him. He
can't know where you are. As soon
as we stop...before we stop...we'll
jump off and I'll take you to a
hotel in town.

MARLENA

And after that? What will I do for
money? Where will I go?

JACOB

Marlena, I'm not leaving you. We'll
go together. We'll find a way.
Together. If I have to steal, I
won't let you go back to him. I
promise. Believe me.

Marlena smiles, needing to hear him say those words. She
gently touches her fingers to his lips.

MARLENA

No. Don't steal. I'll call my
parents. Maybe they'll forgive me,
now. Maybe we can stay with them.

JACOB

See, we already have a way.

Marlena is hopeful for the first time.

MARLENA (CONT'D)

All right Jacob....I believe you.

(Then)

I believe you...

(Unbuttoning his shirt)

I believe you...

Marlena lips gently brush by Jacob's bruised lip before
leaning to kiss them, tentative at first, then lingering.

On her next line, Marlena refers to his cut lip, to their kiss, to their love for each other....

MARLENA (CONT'D)
Does this hurt?

JACOB
All the time.

Jacob takes her in his arms and kisses her, his hands roaming through her blouse, until it gently falls off her shoulders.

JACOB (V.O.) (CONT'D)
I was doomed.

Illuminated by the moonlight through the slats of the stock car, they lay in the stall and make love for the first time.

EXT. TRAIN - ALLENTOWN, PA. - DAWN

As the train is slowing down to stop:

WE SEE: Jacob hop off the train, then take Marlena's suitcase...then catch Marlena in his arms. The two of them run towards town, unseen by anyone.

EXT. HOTEL ERIE - ERIE - MAIN STREET

Jacob and Marlena cross the street to the hotel.

INT. HOTEL ERIE - LOBBY - LATER THAT MORNING

Marlena is in a phone booth. We see her speaking but do not hear her.

INT. MARLENA'S HOTEL ROOM - ALLENTOWN, PA - LATER - DAY

Jacob is unpacking Marlena's belongings when Marlena enters.

JACOB
You know, I realized something. If I can take my exams over, get my degree we'll find another show easy. You're a great performer. What show wouldn't want a vet AND a star attraction like you, right?

Throughout his planning, Marlena listens, without moving, as if she knows the real future awaiting them both.

JACOB (CONT'D)

I'm going to have to go back for Camel though but it shouldn't be any trouble getting him out in broad daylight with rubes around. We'll get word to Camel's son to meet us here. And while we wait, we can look through the boards for another show.

Jacob kneels before her, sensing she is despondent.

JACOB (CONT'D)

Marlena? What happened? Did you call your parents?

Marlena smiles weakly...something is wrong.

MARLENA

They wouldn't even accept the charges. I had to pay the hotel manager to hear my father hang up on me. I managed to say "I've left him daddy" and all I heard was "You've made your bed..." Click.

(Looks thru purse)

I don't have enough now to pay for this hotel past tonight. Do you?

JACOB

I haven't been paid since I started. Doesn't matter. We'll sleep in the woods. Maybe hop a train out like two hobos..

He makes her laugh. She touches his face.

MARLENA

All these years with August, I learned how to do it so well. I'd tell myself, "I'm managing. I can manage him. He does love me in his own way. Who am I to say it's the wrong kind of love?" I never knew much about it....And then you came.

She smiles, though she is crying. Jacob kisses her.

MARLENA (CONT'D)

And it was...it was so wonderful.

JACOB

And it will be. Believe me.

Marlena smiles, kisses him long and lingering...then:

MARLENA

You have to go, Jacob. Take your exams...Have your life. Go.

JACOB

(panics)

No. No, I'm not leaving without you. We can have a life together. And August can't do a damn thing about it...

MARLENA

STOP IT JACOB. WILL YOU STOP IT!

Marlena's angry tone startles him as she rises.

MARLENA (CONT'D)

What do you know about it? What do you know about anything? Everything was all right before you came! I was managing. I was making it work. There's no place for a woman like me in any decent kind of world after the way I've lived. The circus, my horses - that's the only life I can have. And being in another circus, August will know and he'll never let me go. He will find me....He always finds me.

JACOB

(realizing)

You...you've tried to leave before?

Marlena's silence is her admission. He touches her face.

JACOB (CONT'D)

Has he...Has he done this before?

(Realizing he has)

I'll kill him if he touches you again.

MARLENA

(cries)

Jacob, no, don't you see? You have to get away from us. From me.

But Jacob refuses to relent so Marlena acts brutally:

MARLENA (CONT'D)

Look, I don't want to be with you, all right! When I'm with August, I don't feel anything and I like it. It's only when I'm with you that everything hurts. You're the one who hurts me! So Get Out! I MEAN IT. I DON'T WANT YOU HERE! GET OUT!

She turns away from him. Jacob doesn't know what to do. He is broken. He moves towards the door. He stops. He starts to open the door. He stops. He turns back to her.

Marlena turns back to him. She clearly loves him. We hold this beat for a moment; will he leave or stay? And then:

THE DOOR BURSTS OPEN OFF IT'S HINGES. BLACKIE AND HIS MEN, FOLLOWED BY AUGUST, CHARGE INTO THE ROOM. THE THUGS DRAG JACOB AWAY FROM MARLENA, BEATING HIM. AUGUST FORCIBLY TAKES MARLENA AS JACOB CRIES OUT:

MARLENA JACOB
DON'T HURT HIM!!! AUGUST NO!! MARLENA! MARLENA!...

JACOB'S HEAD IS HIT HARD FROM BEHIND....BLACKNESS.

EXT. WOODS/STREAM - ALLENTOWN, PA - CONTINUOUS - NIGHT

A bloodied, battered Jacob is semi-conscious face down in a stream in the woods.

THE SOUND OF THE TRAIN WHISTLE stirs him. Jacob, his eyes almost swollen shut, wakes out of unconsciousness. He looks up through blurred vision.

Through the trees, he can see THAT FLICKERING LIGHT he saw the very first night he jumped the train.

He stands. His feet are in a stream again. His knees buckle and he crawls out to the ground. He stands again. And he walks out of the woods towards the sound of the train whistle and the flickering light.

We hear the TRAIN BEGINNING TO MOVE..THE CLANK-CLANK.

Jacob tries to run. He barely has the strength to put one foot in front of the other until he can see the train a hundred yards away...

He stumbles and falls. He rises and fumbles forward...using all his strength to reach the train.

EXT. TRAIN TRACKS - LEAVING ALLENtown, PA - NIGHT

Jacob can barely see, but his determination propels him to leap for the train...holding onto a side ladder...Jacob is dragged for several yards before he can pull himself up.

We see a SHADOWY FIGURE several cars down who witnesses it.

INT. KINKO'S ROOM - EN ROUTE - NIGHT

Kinko reads. Camel drinks. The door opens to their surprise; Jacob appears, collapsing inside the room.

SAME LOCATION - LATER THAT NIGHT.

In Blackness, WE HEAR THE TRAIN RUNNING ON THE TRACKS....

Jacob opens his eyes. Walter is applying wet cloths to his head. Camel watches nearby. Jacob suddenly rises;

JACOB

Marlena!!

WALTER

Sshh. Lie back.

JACOB

Where is she? Did he hurt her?

WALTER

I don't know. Your pupils are two different sizes.

Jacob pushes himself up onto his elbows but his world spins.

JACOB

I have to get Marlena. What if he--

WALTER

Jacob, look at me. You've got a concussion and you're on a moving train. There's nothing you can do.

(Jacob nods, dazed)

Marlena can handle him. She's done it for years...

JACOB

I'm getting her and we're leaving. Come with us. We'll find another show.

WALTER

Where? Shows are collapsing all over the Goddamn country. There's people starving. In the United States of America. Starving. Being a fifth rate clown when second rate circuses are folding, doesn't put me on top of anybody's list, Jacob. Ringling's got a dozen of me in the wings. I couldn't go if I wanted to. I haven't been paid. First time in Benzini Bros history performers haven't been paid. I've got barely enough to see me to next week.

CAMEL

What about family? Gotta have a mother.

WALTER

Not a woman I have any use for. She's sold me to this outfit when I was 13.

CAMEL

She sold you?

WALTER

I'm not exactly cut out for farm work. Don't worry about me. If you and Marlena go, if August doesn't kill you both - I know what to do...what to tell August about how well I know you and how I can help find you. Might even get myself a better room out of the bargain. It won't be anything personal, you understand.

Beat. Each wants the other to survive at any cost.

JACOB

Do whatever you have to, Walter.

WALTER

You too, Jacob.

They exchange a final look, which is a goodbye. Walter turns away from Jacob, holding Queenie to his chest.

Camel looks compassionately at Jacob and says:

CAMEL

Ya poor kid. The night this train passed ya...you shoulda kept on running, I guess.

INT. KINKO'S ROOM - EN ROUTE - LATER THAT NIGHT

Camel and Walter are snoring, asleep with their backs to Jacob. Queenie is asleep, nestled in Walter's arms.

Jacob struggles to raise himself up. His world spins. He holds tight to the bedroll, until the spinning subsides.

Jacob is a man with a mission. His eyes focus on: Walter's Knife, sticking out from beneath Walter's pillow.

EXT. ROOF OF TRAIN - EN ROUTE - NIGHT

The train is moving fast, lit only by moonlight.

Jacob is making his way towards the back of the train, as it moves forward. He holds the knife in his mouth...moving like a tightrope walker.

When he reaches the car's end, he takes a deep breath. With all his strength, he leaps across the divide between the cars and lands, clinging to the top rail, panting like a dog.

He removes the knife from his mouth, having cut his lip. He licks the blood back and replaces the knife, this time keeping his lips retracted.

JACOB MAKES HIS WAY ACROSS SIX CARS...LEAPING FROM CAR TO CAR BY LANDING ON THE ROOF, GETTING TO HIS KNEES THEN TO HIS FEET AND MOVING ON TO THE NEXT...

EXT. ATOP MARLENA AND AUGUST'S STATEROOM CAR - NIGHT

Jacob leaps to the roof of Marlena and August's car. At this moment, the train is making a curve.

Jacob climbs down over the side ladder. Beyond him, we see:

THE TRAIN IS TRAVERSING OVER A TRESTLE, FORTY YARDS ABOVE THE BOULDERS OF A RIVERBANK ILLUMINATED BY MOONLIGHT.

Jacob jumps to the platform. He can see the rocky waters far below the trestle. He catches his breath and waits, as the train straightens out onto land again.

Jacob turns the knob of the door to the stateroom, slowly, hearing a click, pausing, then opening it.

INT. MARLENA AND AUGUST STATEROOM - CONTINUOUS - NIGHT

Jacob enters the stateroom, leaving the door open. He creeps towards the velvet curtain which is closed. He grips the knife. When he reaches it, he pulls the edge and peeks inside.

August is asleep on his side, his arms locked around Marlena, who is awake facing the curtain.

Jacob and Marlena's eyes meet. She sees the knife in his hand.

August suddenly moves, pulls Marlena closer to his chest, burying his face in her neck.

Jacob steps forward, raising the knife. His hands tremble. The moonlight glints off the blade, throwing off light.

Marlena is looking up at him, tears in her eyes. She subtly shakes her head "NO" ... She doesn't want him to do this.

Jacob's hands are shaking now. The knife gripped in his hand. He wants to rescue her, he's so close. We hold the moment....

Marlena's expression convinces Jacob not to do it...not to become a man who kills.

Defeated, Jacob kneels beside her and hangs his head. Marlena reaches out to touch him...this time she really is saying goodbye. But Jacob can not bear it. He looks at her for the last time, then rises and exits.

INT. RING STOCK CAR - EN ROUTE - LATER THAT NIGHT

Jacob returns to the ring stock car, hopping down from the roof. The Horses are stirring. They are agitated. He calms them down... And then Jacob sees: the door to Walter's room is open. He approaches;

JACOB
Walter? Camel?

INT. KINKO'S ROOM/ RING STOCK CAR - CONTINUOUS - NIGHT

Jacob enters to find the room in a shambles. A terrible realization comes over him:

Walter and Camel are gone. They have been red-lighted.

JACOB

WALTER!

(Behind overturned trunks)

CAMEL!!

He finds Queenie, shaking with fear curled in a ball. He takes her in his arms. Jacob panics.

JACOB (CONT'D)

No..no..no..no.....!!!!

With Queenie, he rushes back into the ring stock car...he checks everywhere calling out their names. He stops at the open stock car door. Jacob collapses, holding Queenie to his chest. Tears fill his eyes as he tries to hold it together, looking out the moving train, his worst nightmare realized.

POV; *IN THE DISTANCE, THE TRESTLE THE TRAIN PASSED OVER*

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

I wanted to believe taking Walter's knife didn't make a difference. But still. I left him without a fighting chance. Maybe they survived. Maybe they were tossed over grassy land. I wouldn't believe August would...I just couldn't believe that.

EXT. CIRCUS GROUNDS - ALTOONA, PA - LATE MORNING

The circus is completely set up. Townsfolk, rubes, are already buying tickets for the matinee.

JACOB (V.O.)

I waited almost til matinee time so I could let myself be seen by as many people from town...

EXT. RING STOCK CAR - CONTINUOUS - ALTOONA, PA - LATE MORNING

Jacob opens the ring stock car and jumps out, holding Queenie. He hasn't slept all night.

As he walks through the circus grounds, working men like Greg and performers like Barbara are shocked to see him alive.

With a fool's courage, he brazenly walks past Blackie and his men, cutting a path through performers and working men, right up to August, who stands with Earl at his side. He is dressed and ready for the matinee's performance.

Jacob stops and they exchange looks. August glances at Queenie in Jacob's arms. He says nothing.

JACOB

I'm not here to cause any trouble.
I'm leaving.

AUGUST

Funny, I thought you already left.

JACOB

I'd like to say goodbye. To the menagerie. Just a few minutes and then I'll go.

August's eyes narrow. Earl waits for the outcome.

JACOB (CONT'D)

There's nothing more you can do to me. Killing me'll be more trouble than it's worth, now that the rubes have seen me. You were right about me from the start, August when you said I wouldn't last...I can't survive...

(Then)

I'm nothing.

August feels victorious and therefore benevolent.

AUGUST

Earl, take him to the menagerie. Thirty seconds. Then escort him out of my circus, into Altoona. And if he comes back, you can shoot him, as that is within our lawful rights with regards to trespassers.

August walks away. Earl escorts Jacob to the menagerie. On the way, they pass Barbara. Jacob pauses to hand Queenie to her, then he continues O.S.

INT. MENAGERIE TENT - MOMENTS LATER - ALTOONA, PA - DAY

Jacob enters alone. He takes in all the animals who look back at him. He crosses to Rosie and stands before her. Her trunk greets him, stroking him. He presses his head against her.

Rosie comforts him. It makes Jacob fall apart all the more...He cries without shame.

After a few moments, Jacob turns and walks away. He stops in the center of the menagerie. He looks at each animal in their den - in the same way as when he first met them - this time saying goodbye.

Each animal is at the front of it's den or cage, looking at Jacob. There is a silent exchange between them. Earl enters.

EARL

Come on kid.

When Jacob starts to exit again, something happens :

ALL THE ANIMALS BEGIN BANGING AGAINST THEIR CAGES AND SHAKING THEIR BARS OR STOMPING THEIR FEET, SCREECHING OR ROARING OR BELLOWING, AS IF IN PROTEST OF THEIR JACOB'S DEPARTURE.

The lock on Rex's cage busts a little as he rams against it.

EXT. SIDESHOW TENTS/MIDWAY - ALTOONA, PA - DAY

As Earl escorts Jacob, they walk against the tide of audience members walking to the Big Top entrance. Earl speaks low.

EARL

It's good you're going kid. They must have known you got back on the train last night. He tossed more than half a dozen working men. Kinkers never get tossed. Never. So that was meant for you.

We hear the GOUNOD WALTZ starting in the Big Top.

EARL (CONT'D)

A few of the guys that got tossed caught up with us again.

JACOB

Walter! Is he---?

Instantly, Earl's expression tells Jacob it's bad news. Jacob's breathing almost stops as he listens;

EARL

Keep walking...They got tossed off the trestle, if you can believe it. Camel's head hit the rocks. He died right away....

Jacob is heartbroken and dreads what he's about to hear. Earl pauses for a beat...this part is harder to tell:

EARL (CONT'D)

..Walter...Walter's legs were smashed up real bad..They had to leave him.

(Beat)

They don't reckon he lasted the night.

Jacob is in shock. He can barely walk on...

EARL (CONT'D)

The ones that came back...Bill... Grady.. I don't know how but, one way or another they're taking down August tonight.

Hearing this, Jacob stops to face Earl.

JACOB

Why are you telling me?

Earl can not find the words: it's clear the killing of these men does not sit well with him.

SUDDENLY, WE HEAR THE BIG TOP MUSIC COME TO A CRASHING HALT, FOLLOWED BY AN UNGODLY COLLISION OF BRASS THAT FINISHES WITH A CYMBAL'S HOLLOW CLANG.

Earl shifts his focus - he's alarmed.

JACOB (CONT'D)

Earl, what was that?

All the performers and work men on the midway are on alert.

WE HEAR THE BIG TOP BAND START PLAYING AGAIN...THIS TIME IT'S "STARS AND STRIPES FOREVER".

EARL

Oh Christ! Oh Shit...

Earl runs back towards the Big Top.

JACOB

What is it?

EARL

The Disaster March!

Everyone with the show barrels towards the Big Top when Greg appears amongst them and calls to Jacob:

GREG
JACOB! IT'S THE MENAGERIE!! THE
ANIMALS ARE LOOSE.

JACOB RUNS THROUGH THE PANICKED CROWD, THE GROUND RUMBLING BENEATH HIS FEET...THE SOUNDS AND VIBRATIONS OF HOOVES ON HARD DIRT.

INT. MENAGERIE TENT - CONTINUOUS - NIGHT

Jacob shoots through the tent flap and is immediately flung up against the sidewall as:

THE YAK THUNDERS PAST HIM, HIS HORN INCHES FROM JACOB, THE HYENA ON HIS BACK.

Jacob looks to the menagerie and faces;

A FULL FLEDGED STAMPEDE:

- ALL THE ANIMAL DENS ARE OPEN.
- CREATURES OF EVERY SORT...CHIMP, ORANGUTAN, LLAMAS, ZEBRA, LION, GIRAFFE, CAMEL AND HORSES... RUN IN A MAD TERROR AS THEY SCREECH, SCREAM, SWING, WHINNIE AND ROAR...
- MONKEYS ARE SWINGING ON ROPES, SLITHERING UP POLES
- THE CENTER CONCESSION STAND IS CRUSHED UNDER FOOT.
- A TOWERING POLAR BEAR SLASHES WITH HIS SKILLET-SIZED PAWS, MAKING CONTACT WITH THE LLAMA, KNOCKING IT FLAT.

Jacob is scanning the tent for Marlena when:

- THE ORANGUTAN RUNS THROUGH THE STAMPEDE DIRECTLY TO JACOB AND CLUTCHES ONTO JACOB'S LEG. JACOB MOVES TO PICK HER UP WHEN BOBO SWINGS FROM A ROPE AND JUMPS ONTO JACOB'S BACK.

Jacob manages to hold Bobo in one arm and the Orangutan in the other as his eyes sweep the tent, searching for Marlena:

Then Jacob sees - *THE PANTHER MAKES IT'S WAY THROUGH THE CONNECTED WALKWAY TO THE BIG TOP AUDIENCE.*

- SECONDS LATER, AUDIENCE SCREAMS OF TERROR ARE HEARD. THE CROWD EXPLODES THROUGH THE BIG TOP, TRAMPLING OVER FELLOW AUDIENCE MEMBERS...THEY CHARGE INTO THE MENAGERIE ONLY TO FACE THE STAMPEDE..

- THE MASS OF ANIMALS CHANGE DIRECTIONS AND THERE IS AN INTER-SPECIES FLOCK; LIONS, LLAMAS AND ZEBRAS RUNNING SIDE BY SIDE WITH THE CHIMPS AND ORANGUTANS..A HYENA SHOULDER TO SHOULDER WITH A TIGER...TWELVE HORSES AND A GIRAFFE WITH A SPIDER MONKEY ON IT'S NECK...THE POLAR BEAR NOW ON ALL FOURS, CHARGING...ALL OF THEM HEADING FOR THE CROWD OF PEOPLE...
- THE CROWD SHIFTS, RIOTING BACK INTO THE BIG TOP. CLOGGING THE ENTRANCE...PEOPLE BANGING ON THE BACKS OF THOSE IN FRONT OF THEM..
- THE CLOG BURSTS. PEOPLE AND ANIMALS FLEE IN EVERY DIRECTION...
- A BENGAL TIGER FORCES ITSELF BETWEEN A WOMAN'S LEGS, SWEEPING HER TO THE GROUND...

Searching and dodging animals, Jacob sees a flash of pink sequins. He sees August with Marlena standing beside him, in front of Rosie.

JACOB
MARLENA!

Marlena sees Jacob and makes a run for him, but August quickly grabs her arm and flings her to the ground. She falls out of view from Jacob.

Jacob runs to them, dodging the fleeing animals, when suddenly: *THE BULL HOOK FLIES FROM OUT OF THE AIR ACROSS THE ANIMALS AND PIERCES JACOB'S SHOULDER.* He cries out.

Rosie cries out. She begins to stamp her feet. Marlena lies with her face in the dirt, crawling beneath the ropes to get under Rosie for safety.

August pulls Jacob with the bull hook, tossing him the ground. August glares at him, his eyes full of rage;

AUGUST
YOU! YOU DID THIS TO ME!!

He attacks but Jacob dodges the next blow, grabbing onto the bull hook and twisting it with such strength, it topples August who refuses to let it go...

JACOB AND AUGUST FIGHT SAVAGELY, AMIDST THE STAMPEDE. Like madmen fighting with the intention to kill.

Jacob unleashes a rage and a strength we have yet to see in him, as he beats August without mercy...

But August manages to overpower Jacob, unleashing his own maniacal fury. By taking advantage of the bull hook wound, August gets Jacob into a death grip around his neck.

Marlena screams out, unable to help as animals stampede around the two men locked in combat.

Only Rosie, who towers above them, knows what to do.

Jacob, choking under August's grip, looks up at Rosie. *She raises her trunk to smile at him. Jacob looks down and sees that ROSIE'S STAKE HAS BEEN PULLED OUT OF THE GROUND.*

Jacob fights August to breathe as Rosie reveals she is holding the stake loosely, resting it's end on the dirt. The chain still attached to her foot.

Jacob flips himself which forces August to turn his back on Rosie in order to keep his grip on Jacob.

Marlena covers her head in her arms, not wanting to see.

Jacob can not breath..August has almost squeezed all life from him as:

Rosie lifts the stake as if it weighs nothing and brings it down onto August, splitting his head in one clean move. She continues to hold the stake until August topples forward, dead, his skull opened like a hardboiled egg..

Released of August, Jacob rolls himself under the ropes just before:

A HERD OF ZEBRAS RUN PAST, CRUSHING AUGUST BENEATH THEM.

Rosie then slides the stake back to the ground. Marlena, head hidden under her arms, sees nothing.

The menagerie is clear of the stampeding animals.

Marlena lifts her head up from beneath her arms, remaining under Rosie. She sees August lifeless body. She looks to Jacob. He rises, bloodied and beaten, but alive.

WIDE ANGLE: The empty menagerie except for: Jacob standing, Marlena under Rosie and the two monkeys inspecting August's dead body.

EXT. RESTAURANT - ALTOONA, PA - DAY

The polar bear is walking calmly down main street.

JACOB (V.O.)

It took days to round them up. Some we never did get back.

INT. HOUSE - CHILDREN'S ROOM - ALTOONA, PA - DAY

Two Children are delighted that a GIRAFFE is eating from their second story window.

INT. RESTAURANT - ALTOONA, PA - DAY

Camera discovers a DISHWASHER and REX THE LION, both quivering, huddled opposite each under beneath a sink.

JACOB (V.O.)

I don't know who was more scared - the townsfolk or the animals.

EXT. NESCI BROS. TRAIN - CIRCUS GROUNDS - ALTOONA, PA - DAY

THE NESCI BROS. CIRCUS TRAIN is pulling up alongside the "ghost town" of the Benzini Bros - the ruins of the circus are highlighted by strong winds blowing up dust and dirt.

JACOB (V.O.)

When the Nesci Bros. Circus showed up it was pretty clear we were belly up.

A MAN SCREAMS after unrolling a canvas and making a discovery inside. A crowd forms around the discovery. When Jacob reaches it, he sees:

BLACKIE, DEAD, WITH A MAKESHIFT GARROTTE AROUND HIS NECK.

INT. MENAGERIE TENT - ALTOONA, PA - DAY

DICK NESCI and the Sheriff fight with Jacob over Rosie...

SHERIFF

...These animals are property of Altoona now and we're here to sell them to Mr. Nesci.

JACOB

Not all of them! Some of these animals are mine, like this bull.

DICK NESCI
Do you have any proof?

Jacob is stalled. Greg appears.

GREG
He's right. He's just an elephant
tramp. The bull is his.

JACOB
You don't want her anyway. She
can't do anything. Dumb as a box of
peanut shells.

Skeptical, Dick Nesci steps up to Rosie.

DICK NESCI
What's her name?

JACOB
Gertrude.

Jacob and Rosie exchange eye contact. Nesci is skeptical.

DICK NESCI
Gertrude! Gertrude, step up! UP!

Rosie blows and swings her trunk, throwing dirt across the
people around her.

DICK NESCI (CONT'D)
Gertrude, UP! STEP! UP!

Dick Nesci takes the bull hook and prods under her leg.

DICK NESCI (CONT'D)
Gertrude, back! Step back!

Rosie swings her ears and sniffs Dick Nesci with her trunk.
Then checks his pockets for treats.

Jacob exchanges a look with Rosie.

EXT. CIRCUS GROUNDS - ALTOONA, PA - LATER - DAY.

Jacob is walking Rosie, holding the Orangutan, with Bobo
atop Rosie. They make their way through the wind and dust,
looking for Marlena.

FROM OUT OF A WALL OF WIND BLOWN DUST APPEARS MARLENA AND SIX
OF HER BLACK AND WHITE HORSES. She still wears the pink
sequined costume, but it no longer shines.

Marlena looks spent - shocked, relieved, tearful, smiling, exhausted, hopeful...She reaches Jacob. He puts his arm around her, looking at their new family.

MARLENA

What happens now?

JACOB

I wish I knew.

WIDE ANGLE: Behind Jacob and Marlena and their animals, the giant tent of the Benzini Bros. Big Top falls to the ground.

INT. CHARLIE'S TRAILER - PRESENT DAY - NIGHT

Jacob is finishing his story. Charlie is enthralled. The first bottle of scotch is gone. The second half full.

JACOB

I convinced my dean at Cornell to let me take my finals. With my degree, our animals and Marlena's acts, Ringling got a sweet deal. Our son Simon was born our first season. He spent the first seven years of his life with Ringling.

(Beat)

That's why I...I just can't understand how he forgot me today.

(His eyes glitter
childlike)

There was a circus in town.

Charlie understands. He looks affectionately at Jacob.

JACOB (CONT'D)

By the time our third one came, we'd had enough. Marlena wanted to settle in. We named him Walter.

(Charlie smiles.)

And Rosie was tired by then.

Luckily, the vet at the Albany Zoo dropped dead, so I got the job considering I had my own elephant.

We bought some property so we could keep the horses...then five kids...Bobo and that Orangutan got into more trouble than all of them put together...Never named that Orangutan. Nothing ever sounded.. elegant enough for her. Just called her Ma'am.

(MORE)

JACOB (CONT'D)
(Smiles with great joy)
Man oh man that was...that was a
life, boy, I'll tell ya...
(Beat)
And then before you know it, the
kids are borrowing the car and
moving out. Marlena and I on our
own again...until she passed.

This moment causes Jacob to pause. He still loves her.

JACOB (CONT'D)
And here I am. *Although why I still
"am" confounds the shit outta me.*
I never told Marlena it was Rosie
who got August. I didn't want her
to know. When Rosie passed on, she
cried for days. I owe that bull my
whole life...my kids, everything..

A KNOCK AT THE DOOR. Charlie peeks through the window and
sees a COP:

CHARLIE
Wonder what's up. It's the heat.

JACOB
They're here for me.

Charlie and Jacob exchange a look. Charlie understands.

INT/EXT. TRAILER DOOR - MOMENTS LATER - NIGHT

Charlie opens the door to greet a LOCAL COP.

CHARLIE
Hi Officer, can I help you?

COP
Yes, I'm hoping you can. An elderly
gentleman went missing from the
nursing home down the street. Staff
seems to think he came here.

CHARLIE
We had a lot of folks from the home
today. But no, I haven't seen him.

The Cop peers past Charlie and sees Jacob.

COP
Excuse me, but who is that?

CHARLIE
(Pause, then)
Oh....that's my Dad.

The Cop is suspicious. Charlie covers:

CHARLIE (CONT'D)
He can't talk. Had a major stroke a
few years back. But he's doing
well. Ain't ya Pop?

Understanding the ruse, Jacob starts to play the part of a stroke victim: he opens his mouth, his jaw quivers. He reaches for his glass with a shaking arm. Charlie helps him.

Jacob holds out his tongue like a parrot's as Charlie helps him drink. The Cop watches with a blank expression. Jacob swallows and nods speechless, smiles and manages to drool.

Beat. The Cop wonders. Then, pulling out his card:

COP
OK, well, thanks for your time.
Here's my number in case you hear
of anything. Sorry to bother you.

The Cop exits. Charlie returns to sit opposite Jacob. They consider this unspoken proposal:

JACOB
You sure about this?

Charlie pours another shot.

CHARLIE
I wonder if we can get you into the
book of records. "Oldest man who
ever ran away with the circus".

JACOB
Nah. I'm not running away. Just
coming home.

INT. MENAGERIE TENT - PRESENT DAY - NIGHT

Old Jacob uses his walker to enter the menagerie. He moves to each animal meeting his eyes with theirs. Each animal gives him a look of acknowledgment.

He comes to an ORANGUTAN...younger than the one from his Benzini days. Jacob stops. He steadies himself.

Jacob lets go of the walker and reaches his arm out to the Orangutan's cage.

The Orangutan studies him for a moment. Judging.

Jacob keeps his arm extended, which isn't easy for him.

The Orangutan then extends his hand through the bars to Jacob's hand.

Jacob's fingers entwine around the Orangutan's hand. They hold for a moment. Jacob smiles.

JACOB

Thank you, Ma'am.

THE END