

QUEEN OF THE AIR

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Based on the book "Queen of the Air:  
A True Story of Love and Tragedy at the Circus"  
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INT. VALENCIA MUSIC HALL - NIGHT (1931)

SUPER: Copenhagen, 1931

A DARK ROOM. A CHARGED HUSH. Hundreds of people bristle with anticipation. We catch glimmers of them in the TALL MIRRORS lining the walls: GLAMOROUS WOMEN in ball gowns, WEALTHY MEN in dark suits, GORGEOUS PROSTITUTES looking for rich marks.

And then the moment they're all waiting for: with the POP of a spotlight, a BEAUTIFUL WOMAN SEATED ON A TRAPEZE is revealed, her mint-green dress bright against the GILDED CEILING eighty feet above. WILD APPLAUSE SHAKES THE ROOM.

Red lips. Golden hair. Ivory skin. LEITZEL PELIKAN may be 40, but you'd hardly know it to look at her. She GRINS and every heart in the room throbs at once. The APPLAUSE GROWS LOUDER.

Suddenly she DROPS until she's hanging from her trapeze by her knees, then glides sensually back up the ropes in what amounts to midair burlesque. Her legs curl arabesques before she pulls herself upside-down, pausing for more APPLAUSE.

She drops again to hang by her knees, then pumps herself back and forth until she's FLYING THROUGH THE AIR AT INCREDIBLE SPEED. Momentum established, she spins her arched body around the bar until she's hanging on by JUST THE SMALL OF HER BACK.

And then, gripping the trapeze bar with her toes, she SWOOPS DOWNWARD until she's hanging on by the TOPS OF HER FEET.

The audience is stunned into silence. It's like watching witchcraft. The only sound is the creaking of the ropes. Leitzel squeezes her eyes shut, blissful, lost in the thrill.

As the momentum lessens, she pulls herself back up to the bar and pushes her body upside-down into an aerial handstand. And then something unexpected happens: she LETS GO.

The crowd GASPS IN HORROR ...

... until she hooks the trapeze bar with her right foot, catching herself, and mimes an upside-down curtsy to THUNDEROUS APPLAUSE. She gazes into the crowd and drops a quick wink, seemingly at one of the innumerable faces there.

EMCEE (O.S.)  
Ladies and gentlemen, Lillian  
Leitzel, the Queen of the Air!

CUT TO:

INT. SMALL BEDROOM - EARLY MORNING

SUPER: Chicago, 1909

Leitzel Pelikan's eyes flutter open. She sits up quickly, already exhilarated, like a kid on Christmas morning. She's just 19 years old, and tonight's a big night for her, as the handbill tacked next to her bed informs us:

INSERT - HANDBILL

Over an image of a BEAUTIFUL WOMAN dangling from a trapeze bar by ONLY HER TEETH, the words: "The 1909 Barnum and Bailey Circus, featuring the world-renowned aerialist La Belle Nellie and her sisters in their American debut!"

INT. SITTING ROOM - SAME

Just outside her door, TONI and TINA PELIKAN, late 20s, solid and muscular, pour tea for their sister, NELLIE, 31. La Belle Nellie, true to her name, is as gorgeous as they are plain.

Nellie accepts the tea cup and hands it deferentially to PROFESSOR LEAMY, their act's trainer and manager. In his mid-60s, he has the worldly, distinguished air of a diplomat.

We have just enough time to notice that the three women are all attired in MATCHING, FORMAL DRESSES AND HATS before Leitzel comes bursting in wearing a white practice leotard and nothing else. Nellie's face immediately reddens.

NELLIE

What on earth are you wearing?

Leitzel's eyes roll at the start of a familiar argument.

LEITZEL

My work clothes. Why do I have to spend an hour strapping myself into corsets and garters--

LEAMY

Because society sets strict standards for ladylike comportment.

LEITZEL

I'm an acrobat, not a ... *princess*, or something.

NELLIE

That's enough. I want you out here in ten minutes wearing the dress Mister Leamy bought you.

(MORE)

NELLIE (CONT'D)  
(warning)  
With stockings.

Leitzel SLAMS her bedroom door. Nellie sighs. Disapproving:

LEAMY  
That girl's willfulness is going to  
be the death of her.

INT. BEDROOM - SAME

Holding her dress, irritated, Leitzel wanders to the window. Breaks into a GRIN as she sees on the sidewalk below ...

EXT. CHICAGO STREET - CONTINUOUS

A CRYER thronged with EXCITED CHILDREN is passing by:

CRYER  
Just a few seats left for tonight's  
world premiere of the 1909 Barnum  
and Bailey circus! Better get 'em  
now, folks, they're going fast ...

INT. FANCY HOTEL LOBBY

The Cryer passes by outside as a SNOOTY OLDER WOMAN  
desperately addresses a helpless CONCIERGE:

SNOOTY OLDER WOMAN  
How can every private box be sold  
out? I can't be seen in the stands  
at the social event of the season!

EXT. CHICAGO COLISEUM

A JOSTLING CROWD of working-class patrons. The Cryer, now  
accompanied by a CROWD OF CHILDREN, is drowned out by the  
sounds of SCALPERS bargaining with BUYERS:

SCALPER  
I got three in the sixth row for  
three. Three in the sixth row for  
four. Yessir, the gentleman in the  
back, you're offering five?

The Cryer continues up the steps toward the IMPOSING STONE  
EDIFICE of one of the country's BIGGEST VENUES.

INT. CHICAGO COLISEUM - DAY

A LION ROARS as its HANDLER wheels its cage across the floor. FEATHERS WAVE AND UNDULATE as SHOWGIRLS in headdresses rehearse a dance. BOWLING PINS FLY, ONE FALLS as bare-faced CLOWNS on unicycles juggle away. And in the midst of all the chaos, WORKERS scurry everywhere like ants, readying the arena for the opening night of the new circus season.

Welcome to what was, for centuries, the most DAZZLING, CELEBRATED AND BELOVED form of entertainment in the world.

The CLICK OF CASTANETS draws our eyes upward to where VICTORIA CODONA, 21, a beautiful violet-eyed girl in a flamenco dress, DANCES ACROSS A WIRE. GRETCHEN, 20, a showgirl darting across to join the troupe, glances up.

GRETCHEN

Show-off!

Victoria pauses to stick out her tongue playfully.

GRETCHEN (CONT'D)

Are your brothers here yet?

Victoria points up before resuming her dance. We look higher, just in time to see a TIGHTLY CURLED male body BULLET THROUGH THE AIR, turning a somersault before another FIGURE swings across on a trapeze and catches him with both hands.

As they swing back and forth, slowing down, we get a good look at them: LALO CODONA, 14, boyishly cute, is the catcher. And then there's the bullet: his brother, ALFREDO, 17. He's almost dangerously handsome: muscular, with chiseled features and the same startling eyes as his sister. He has the crooked grin of a guy who relishes getting into trouble.

LALO

(looking down)

There sure are a lot of pretty girls here.

ALFREDO

How about a little focus, huh?

But Alfredo's face is pointed even higher above, where a TINY FIGURE IN WHITE hoists herself aloft on the roman rings.

LALO

You talked to her yet?

ALFREDO

I can't get near her. Her mother watches her like a hawk.

This is Leitzel rehearsing. She begins to spin her body around the invisible axle formed by the rings. As she builds momentum, the layers of fellow performers below turn hazy.

And then it happens. Her left hand SLIPS OFF THE RING. Her right hand quickly follows.

And then she's FALLING.

On the arena floor, Professor Leamy quickly YANKS a guy line in his hand. Leitzel is CAUGHT SHORT mid-fall by a safety harness belted around her waist.

Leamy happens to have halted her descent just level with Alfredo and Lalo's starting platform. As she spins slowly, Alfredo catches her eye and WINKS. She quickly turns away.

Leamy lowers her to the ground. Checking his pocketwatch:

LEAMY  
That's the last time.

LEITZEL  
One more run. I know I can get it.

LEAMY  
This is no time to be playing with new tricks. You need at least four hours' rest before a show--

LEITZEL  
(exasperated)  
Everything's rules! All the time!

LEAMY  
I've been training acrobats since before you were born.

LEITZEL  
But you've never been one.

LEAMY  
I have a better understanding of what you're capable of than you do.

She doesn't budge. Defiant. Shaking his head, enraged:

LEAMY (CONT'D)  
When you make a mistake tonight  
you'll have only yourself to blame!

On the platform above, the boys watch as Leamy walks away, leaving Leitzel alone. Lalo hisses urgently to Alfredo:

LALO

Now's your chance.

Alfredo hesitates, then nods decisively. Gripping his trapeze bar, he LEAPS EXUBERANTLY off the platform, swings until he's positioned above a safety net below, and quickly LETS GO.

On the floor, a WORKER notices him falling and shouts:

WORKER

That net's not bolted--

But it's too late. Leitzel and the other performers fall silent, horrified, as Alfredo hits the net, which CAVES IN IMMEDIATELY, its corners unsecured. He hits the floor in a tight ball. The room HOLDS ITS BREATH.

And then he ROLLS FORWARD before SPRINGING TO HIS FEET right in front of Leitzel, grinning. Sticking out a hand:

ALFREDO

I'm Alfredo. Nice to meetcha.

LEITZEL

How stupid are you?

ALFREDO

I'm invincible. You'll see.

She rolls her eyes, turns her back on him and starts to walk away, but pauses when he calls after her:

ALFREDO (CONT'D)

Chalk.

Leitzel turns again. Eyes the handsome stranger suspiciously.

LEITZEL

Excuse me?

ALFREDO

Sweat. It's why your feet keep slipping. Look at yourself.

Leitzel glances down to see her arms and chest slick with sweat. Irritated at the realization that he's correct:

LEITZEL

The last thing I need right now is another expert on what I should--

ALFREDO

Chalk dust soaks it up. Gives you  
some grip. In Mexico we kept a sack  
of it tied to the trapeze bar.

Leitzel's eyes narrow with the realization:

LEITZEL

You're one of Victoria's brothers.

ALFREDO

Me and Lalo just got in the trapeze  
act. You probably already heard,  
but I can do a double somersault.

Leitzel hadn't heard that. She might be just a little bit  
impressed. But she's never going to let it show:

LEITZEL

Victoria said to watch out for you.  
You have quite the reputation.

ALFREDO

Do I?

(beat)

Look around. Plenty of pretty girls  
here. But I'm talking to you.

LEITZEL

Is that meant to be flattering?

ALFREDO

Well ... yeah.

LEITZEL

Little hint -- was it Alfredo?  
You're going to have to try harder  
if you want to impress me.

She spins on her heel and struts away. But at the last  
moment, she turns back to shoot him a mischievous half-smile.

EXT. CHICAGO COLISEUM - OPENING NIGHT - AERIAL VIEW

An ENORMOUS CROWD OF PATRONS funnels through the entrance.  
The throng reaches into the neighboring streets and  
sidewalks, a MASSIVE AUDIENCE draining into the arena.

INT. CHICAGO COLISEUM - ARENA

SMOKE DRIFTS UPWARDS from countless cigars and cigarettes.  
POPCORN VENDORS roam the aisles.

Between WAGE WORKERS crowding the nosebleeds to BLUEBLOODS in full opera dress in luxury boxes, the arena is packed.

Suddenly the LIGHTS GO DOWN. FULL DARKNESS, until ...

A SINGLE SPOTLIGHT illuminates a jauntily attired RINGMASTER.

RINGMASTER  
(relishing the words)  
Ladies and gentlemen. Children of  
all ages. Prepare to be thrilled.  
Delighted. Scintillated ... and  
excited.

NEAR THE CEILING - Alfredo, Lalo and thirteen other TRAPEZISTS in matching leotards crouch on darkened platforms. The Ringmaster's just a colorful dot far below.

RINGMASTER (O.S.) (CONT'D)  
Our flyers are the finest money  
buys, and grown-ups, look closely.  
They're easy on the eyes.

Alfredo LAUGHS as this joke catches him by surprise. Another Trapezist rolls his eyes: he's an obvious rookie.

FROM THE AUDIENCE - The Ringmaster's face is dripping with sweat from the lights.

RINGMASTER (CONT'D)  
So fellas and fillies, without  
further ado, our troupe of  
trapezists has a show just for you.

The ORCHESTRA launches into a CHEERY MARCH as the lights shift upward to illuminate the band of Trapezists.

NEAR THE CEILING - BUTCH, 20, waits next to Alfredo. As the first few acrobats FLY AWAY, he claps a hand on his shoulder.

BUTCH  
You good?

ALFREDO  
Never better.

ALFREDO'S POV - The sounds of the band and the crowd are MUTED. All we hear is his RAPID HEARTBEAT, his JAGGED BREATH.

And then, terrifyingly, we're FLYING through open air.

FROM THE AUDIENCE - The flyers perform a synchronized MIDAIR BALLET. A Trapezist on the right flies across, turning a somersault, before one on the left does the same.

RINGMASTER

A flying somersault is stunning,  
it's true. But what's even more  
stunning is not one but two!

NEAR THE CEILING - On a downswing, Alfredo LAUNCHES.

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

A mistake can be fatal, so hold  
your breath as Alfredo Codona  
attempts to cheat death.

ALFREDO'S POV - We HURTLE THROUGH THE AIR, spinning out of control: *ceiling walls floor ceiling walls floor--*

And then, with a THUNDEROUS CLAP as Alfredo's hands meet Lalo's, the sound returns ALL AT ONCE. It's a dazzled audience on its feet CHEERING.

INT. LEAMY DRESSING ROOM - SAME

The sound of CHEERING is faint in this lamp-lit space. Mirrors of various sizes reflect Nellie, Toni and Tina as the latter two fuss over Nellie's costume, tightening straps, smoothing loose threads. It's obvious who the star is here, and that's the way Nellie likes it.

NELLIE

Come in!

Leamy enters, walking with a cane he doesn't seem to need.

LEAMY

Are we all ready? Strong,  
sophisticated, beautiful?

TONI

Yes sir.

He taps at his front teeth. Toni glances in the mirror to see she has lipstick on hers. Licks them clean, blushing.

LEAMY

Where's Leitzel?

INT. GRETCHEN'S DRESSING ROOM

Cushions scattered about seat an array of beautiful, HALF-DRESSED YOUNG WOMEN: Gretchen and Victoria; CHARLOTTE, an equestrienne; RUBY, a snake charmer; and, at the center of the group, Leitzel. The girls drink champagne from coupes and share cigarettes.

LEITZEL  
So? What was it like?

Ruby holds up her thumb and forefinger to indicate three, then two inches. The girls COLLAPSE IN LAUGHTER.

VICTORIA  
But he's so burly!

RUBY  
Well, you know what the Bible says.

GRETCHEN  
The Bible says something about it?

RUBY  
Sure. The Lord giveth ... and He taketh away.

LEITZEL  
Speaking of, how's Butch?

Charlotte blushes, holds up her left hand to reveal a slender gold band on her ring finger. The other women SHRIEK.

CHARLOTTE  
He says we can go to Iowa. His family has a plot of land there.

GRETCHEN  
And I've never been on a date.

VICTORIA  
She's still hung up on Hans.

GRETCHEN  
Shut up.

RUBY  
The pole balancing guy?

VICTORIA  
He doesn't even know she exists.

CHARLOTTE  
There's plenty of fish in the sea.

LEITZEL  
Maybe for you all. Leamy acts like he's done us some grand favor by hiring us rooms but it's just so he can control everything we do.

GRETCHEN  
Must be tough, not having to sleep  
in a Pullman car with sixty other  
girls gossiping and crying all  
night. My condolences.

KNOCKING sounds at the door. From outside:

NELLIE (O.S.)  
Leopoldina Alitza Pelikan, get out  
here this minute.

LEITZEL  
(rolling eyes)  
Yes, your majesty.

The other girls GIGGLE at the impertinence.

INT. HALL OUTSIDE

Nellie leans in closer to the wooden door, sniffing.

NELLIE  
If that's cigarette smoke I smell  
you're going to be sorry!

The door swings outward. Leitzel is squared in the doorway.

LEITZEL  
Hello, *sister*.

For some reason this last word sounds accusatory.

LEITZEL (CONT'D)  
How can I help you?

NELLIE  
(looking into the room)  
Are you girls drinking?

RUBY  
No, Miss Nellie. This is a health  
tonic prescribed by a physician.

The girls COLLAPSE IN GIGGLES again.

INT. BACKSTAGE HALLWAY

Nellie marches Leitzel down the hall by her arm.

NELLIE

I expressly forbade you to  
associate with those girls.

LEITZEL

They're fun.

NELLIE

They're vulgar and uneducated. I  
don't want you picking up on their  
loose behavior.

LEITZEL

I can decide who I want to spend  
time with. I'm not some naive  
little girl who's going to get  
herself knocked up because she  
doesn't know any better.

Nellie tightens her grip on Leitzel's arm.

LEITZEL (CONT'D)

You're hurting me!

NELLIE

Get dressed. Now.

INT. ARENA

Eager MURMURS OF ANTICIPATION are cut short by the  
Ringmaster's booming voice:

RINGMASTER

For the first time ever on this  
side of the Atlantic, a show  
guaranteed to drive the gentlemen  
frantic. Swaying, playing and  
sashaying through the air, it's  
Professor Leamy's Ladies of the  
Trapezone Rotaire!

The spotlight CUTS OUT, immersing the hall in total darkness.

Then, near the roof of the hall, a CREAKING is faintly  
audible as the glimmering trapezone rotaire is lowered. Toni  
is silhouetted in the center, seated on a bicycle. As she  
begins to pedal, the arms of the trapezone ROTATE. Tiny  
lights embedded in its beams glitter like starlight.

As the orchestra strikes up a WALTZ, the LIGHTS COME UP to  
reveal Tina, Leitzel and Nellie hanging from the three  
trapeze bars, which ROTATE FASTER AND FASTER as Toni pedals.

While Toni pumps at the bike, Nellie, Leitzel and Tina begin to swing from their respective trapezes - Tina turns flips using her powerful arms, Leitzel hangs by her knees, and Nellie flies back and forth by just the tops of her feet.

At first the audience OOHS and AAHS. But after a minute the originality of the act starts to wear thin: is this it?

The waltz WINDS DOWN. The trapezone slows. Standing on their trapezes, the women curtsy and bow, but no one applauds.

The four Leamy Ladies exchange panicked expressions.

FROM THE AUDIENCE - One by one, the lights trained on the women go dark, plunging them into obscurity. It's over.

NEAR THE CEILING - Leitzel slumps down on her trapeze bar, discouraged. Suddenly she notices a small burlap sack tied to one end. She nudges it open and sees it's full of chalk dust.

She glances toward the backstage area. Alfredo's bright grin glows in the dimness. Her cheeks redden as her look of concentration is briefly replaced with a smile. She quickly powders her hands dry, then gives a loud HORSE WHISTLE.

A set of ROMAN RINGS begin to lower. A SPOTLIGHT is quickly trained on them as Leitzel leaps to them effortlessly.

BACKSTAGE - Alfredo watches as Leitzel swings her body around, just like earlier, but with so much more power now. There's something STUNNING about seeing this tiny creature display such incredible strength. As the audience begins to CHEER WILDLY, Alfredo breaks into a smile.

FROM THE AUDIENCE - On a whim, Leitzel reaches her left hand around the back of her head to unpin her hair. It flies loose and begins to whip around with her. The crowd LOVES IT.

LEITZEL'S POV - Leitzel breathes more rapidly as she picks up speed. She opens her eyes and sees the world SPINNING PAST: the Ringmaster, the audience, the ceiling, IMPOSSIBLY FAST.

FROM THE AUDIENCE - She continues to pump her body around and around while being lowered to the ground. As her bare feet kiss the floor, THUNDEROUS APPLAUSE RATTLES THE BOARDS.

INT. LEAMY'S CARRIAGE - LATER

Leamy explains to the four identically dressed women:

LEAMY

Although he promised me otherwise,  
no matter which way we try it,  
Mister Barnum's "big top" just  
isn't sturdy enough to sustain the  
weight of the trapezone rotaire.

TONI

What's that mean?

NELLIE

When the circus goes on the road in  
a month, we won't be with it. We'll  
go back to Europe ...

She looks out the window disgustedly as a passing Model T, a  
brand-new innovation, CHUGS BY LOUDLY, spewing exhaust.

NELLIE (CONT'D)

... thank God.

EXT. CHICAGO STREET

The carriage clatters to a stop in front of a pool hall.

INT. CARRIAGE

Leamy smiles at the women.

LEAMY

I'll just run in for my cigarettes.

He slides out. Nellie turns her attention to Leitzel.

NELLIE

Well. That was new.

LEITZEL

I had to do something.

NELLIE

I know.

(ominous beat, then)

I'm very ... proud of you.

Leitzel's rapturous expression lets us know how rarely she  
hears these words -- and how much she longs to.

INT. POOL HALL

While Leamy waits at the bar, Lalo approaches him.

LALO

Excuse me, Mister Leamy? I'm Lalo Codona. I'm a catcher? In the trapeze troupe?

LEAMY

Pleasure to meet you, Lalo.

LALO

I was wondering, being as you're an expert trainer and all, if you might help me with something.

INT. CARRIAGE

The women startle at the sound of RAPPING on the glass. It's Alfredo. With excessive formality:

ALFREDO

Begging your pardon for disturbing you ladies, but I was wondering if I might have a word in private with Miss Leitzel.

NELLIE

Absolutely not--

But Leitzel is already sliding out of the carriage.

EXT. CARRIAGE

She grins giddily at Alfredo. He grins back. Finally:

LEITZEL

Okay. I'm impressed.

ALFREDO

What are you doing tonight?

LEITZEL

Being marched home at gunpoint.  
Sitting captive in my high tower.  
Sighing tragically. And yourself?

ALFREDO

I'm rescuing you.

INT. POOL HALL

As Leamy talks, Lalo looks over his shoulder and through the window to the street outside, where Alfredo is whispering something to Leitzel. She LAUGHS.

LEAMY

And that's why I've always  
maintained that lighter weights  
actually do *more* to build strength.

Lalo watches as Leitzel climbs back into the carriage. Alfredo turns and gives him a thumbs-up.

LEAMY (CONT'D)

In fact, there's a curious theory  
evinced by a Mister A.F. Hodkiss--

LALO

Wow. That's great. Thanks a lot,  
Professor Leamy. Let's talk more  
about that some other time.

Lalo darts away as quickly as he appeared. Leamy is briefly puzzled, until a BARTENDER arrives bearing his cigarettes:

BARTENDER

Your Ogdens, sir.

EXT. ROOMING HOUSE - NIGHT

Leitzel clammers down the fire escape. Alfredo is waiting on the street below, holding a single flower and smiling.

EXT. CHICAGO STREETS - NIGHT

Alfredo and Leitzel walk the sidewalks of a brightly lit shopping district together.

ALFREDO

You'd hate Mexico. Hate it.

LEITZEL

How do you know?

ALFREDO

It's not refined.

LEITZEL

I'm hardly refined.

(off his skeptical face)

(MORE)

LEITZEL (CONT'D)  
Once Nellie got famous everything changed. Suddenly I had to speak French, learn the piano, dress up everyday, be a "lady." But that's her idea of success. Not mine.

ALFREDO  
It must have been hard.

LEITZEL  
It was.

ALFREDO  
Your piano was probably too shiny.  
Your fancy dresses were too itchy.

LEITZEL  
You don't believe me.

He shrugs: can't help it.

LEITZEL (CONT'D)  
One winter in Silesia we were so hard-up I had to steal from the butcher shop to keep us fed.

Alfredo glances around, then nods at the illuminated window of a butcher shop down the street.

ALFREDO  
Prove it.

Leitzel hesitates for a moment before, seeing his skepticism start to grow, she marches ahead determinedly.

INT. BUTCHER SHOP

A bell affixed to the door JINGLES as Alfredo and Leitzel enter. The BUTCHER looks up from wiping down the counter:

BUTCHER  
Help you two?

LEITZEL  
My husband and I will take two pounds of szalonna.

ALFREDO  
Yes. This is my wife.

BUTCHER  
(sarcastic)  
Thanks for letting me know.

The Butcher busies himself wrapping the meat in white paper. Alfredo eyes Leitzel skeptically before whispering:

ALFREDO  
You've got nothing.

The Butcher goes to ring up the sale, punching keys on the register until it pops open. Leitzel reaches into her purse as Alfredo eyes her curiously. Then, suddenly:

LEITZEL  
Actually, make that one pound.

Grunting, the Butcher turns around. As he unwraps the meat again, she boosts herself onto the counter. Holding herself aloft with one arm, she uses the other to reach over to the other side and into the register.

Alfredo's eyes widen, alarmed, but Leitzel is smooth, casual, as she pulls back her clenched fist, sets herself down gently and slips whatever she got into her purse. As the Butcher turns back toward her:

BUTCHER  
That'll be twenty cents.

Leitzel hands him a quarter.

LEITZEL  
Keep the change.

EXT. SIDEWALK OUTSIDE

Leitzel and Alfredo half-run, half-walk away from the lighted storefront, LAUGHING.

LEITZEL  
Drinks are on me.

INT. RAGTIME CLUB

The HISS of a snare drum ushers us into this dim basement where men and women dance to a slow, romantic piano tune.

Pushing through couples, we find Alfredo and Leitzel in the center of the floor, SWAYING INEPTLY.

LEITZEL  
Ruby says the girls all take pictures of you into bed with them.

ALFREDO

I don't know anything about that.

LEITZEL

She says you can have your pick.

ALFREDO

And you wanna know why you.

The band ends the slow tune and strikes up a RAPID RAGTIME, to CHEERS from the other patrons. The COUPLES all around Alfredo and Leitzel begin to TWO-STEP RAPIDLY AND EXPERTLY.

LEITZEL

I don't know this dance.

ALFREDO

Me neither.

She takes a moment to watch the feet of the other dancers before beginning to imitate them. She takes his hands and walks him through the steps. After an awkward measure or two, they're indistinguishable from the others.

Alfredo SPINS Leitzel, then DIPS her dramatically to WHISTLES from the men. As he pulls her in close, she murmurs:

LEITZEL

I think I know why. Because nobody can have me.

ALFREDO

No. Because there's nobody else like you.

EXT. ROOMING HOUSE - EARLY MORNING

The sky is just lightening as Alfredo and Leitzel arrive in front of the rooming house. Both are shy, unsure what to do.

ALFREDO

Well. Good night.

LEITZEL

Good night.

Is she a little disappointed? Hard to tell. She gives him a quick smile over her shoulder before leaping to the first rung of the fire escape, then pulling onto it using just her arm strength. A move only an acrobat could do.

## INT. LEITZEL'S BEDROOM - MOMENTS LATER

Leitzel is brushing her hair when she is surprised by a TAPPING at the window. Turns around and sees Alfredo framed there, grinning.

ALFREDO  
Forgot something.

Leitzel goes to the window, pushes it open.

LEITZEL  
What did you--

He interrupts her by kissing her. Just a quick kiss, but she melts into it excitedly. Pulling away, bright red:

ALFREDO  
Okay. Good night.

He darts back down the fire escape. Leitzel grins as she watches him go. Practically swooning.

## INT. CHICAGO COLISEUM - BACKSTAGE - NIGHT

Leitzel watches, fascinated, as the trapeze troupe performs its ballet. Covers her eyes, then peers out from between her fingers when it's time for Alfredo's double somersault. For one long moment she doesn't blink or breathe.

But it goes off without a hitch. Hanging from Lalo's hands, his expression cocky and triumphant, Alfredo is irresistible.

## EXT. STAGE DOOR - LATER

As the door opens, a HUNDRED VOICES CRY OUT AT ONCE:

CROWD  
Leitzel!/Just a look,  
Leitzel!/Leitzel, marry me!

Leamy, Nellie, Toni and Tina emerge, followed finally by Leitzel, who struts with her head held high. A little girl thrusts her hand out toward them.

LITTLE GIRL  
Miss Leitzel, will you sign your  
picture?

Leitzel pauses. Sure enough, the Girl is holding out a crumpled handbill featuring her image. Leitzel smiles and takes it, signing it "to my biggest little fan."

INT. PALMER HOUSE DINING ROOM - LATE NIGHT

Alfredo and Leitzel sit among the restaurant's wealthy patrons, attracting their share of looks as Alfredo TALKS AND LAUGHS loudly. Self-conscious:

LEITZEL

Shhhh. People are staring at us.

ALFREDO

(loudly, to the room)

Get used to seeing this face. I'm gonna be the biggest star the world's ever seen.

LEITZEL

Only one person can be the *biggest* star. But you'll make a very handsome runner-up.

He eyes her. Obviously turned on by the challenge.

INT. CHICAGO COLISEUM - LATER

A silent, dimly lit arena. The steel of the trapeze rigging glimmers faintly. Suddenly Alfredo comes FLYING OUT OF THE DARKNESS on his trapeze, WHOOPING as he pumps his body around the bar. Leitzel follows from the other direction, LAUGHING as she flies through the air, holding the bar by her knees.

On her downswing Leitzel DIVES INTO THE NET. Lands in the center and rolls over onto her back, smiling up at him.

Alfredo's momentum slows. He hangs from his trapeze by his arms, breathing heavily, taking in the tableau of this beautiful girl in the center of the net.

LEITZEL

Are you coming?

He plummets into the net, which rolls him inward until he lands face-down on top of Leitzel. Not exactly on purpose ... but also not an accident. He pushes himself up onto his elbows. Gently brushes the hair from her face.

ALFREDO

Caught you.

He leans down to kiss her. The innocence of their first night together giving way to something harder to control. Before long he's unbuttoning her dress. She's pulling off his shirt. She makes a SMALL SOUND that ECHOES through the arena. After that, the only sound is the creaking of the net.

EXT. STREET - PRE-DAWN

Alfredo walks Leitzel home, holding her hand. Spontaneously raises it to his face to kiss it. Both are thrumming with excitement about what's just happened between them.

ALFREDO

Will your sister be mad if she catches you coming in so late?

LEITZEL

Can I tell you a secret?

ALFREDO

Always.

LEITZEL

Nellie's not my sister. She's my mother.

(beat)

She doesn't like people to know. I think she's ashamed to be alone.

They pass by a wall plastered with ads for the circus: "LAST CHICAGO PERFORMANCE SATURDAY." Alfredo eyes it. Appears to be mustering his courage to say something. Finally he spits it out, quickly and eagerly:

ALFREDO

You don't have to go back to Europe with her, you know.

LEITZEL

What would I do instead?

ALFREDO

Stay here. With me.

LEITZEL

And follow you around the country stealing from butcher shops?

ALFREDO

I had an idea about that. We'll form our own act. Us and Lalo. We can call ourselves the Flying Codonas.

A smile blooms on her face as she realizes what this means.

LEITZEL

But I'm not a Codona.

ALFREDO  
Not yet.

INT. CHICAGO COLISEUM - EVENING

HANS AND CARL JAHN, brothers in their 20s, perform their act on the floor: Carl balances a forty-foot pole on his shoulders while Hans does tricks standing atop it.

BACKSTAGE - In the dimness backstage, Gretchen watches. Blushes as Hans catches her eye and winks at her.

INT. BACKSTAGE HALLWAY - SAME

The ROARING of the crowd is distant as Leitzel and Alfredo carom down the hallway, laughing, half-making-out already. They BURST THROUGH THE DOOR to Gretchen's dressing room ...

INT. GRETCHEN'S DRESSING ROOM

... and stop short at the sight of Nellie sitting there, a sobbing Charlotte cradled in her arms.

Nellie's eyes flash with surprise. Hissing to Alfredo:

NELLIE  
You. Out. Now.

Alfredo bolts back out the door, shutting it behind him. Looking up, red-eyed and apologetic:

CHARLOTTE  
I'm sorry, Leitzel. I didn't know  
who else I could go to.

NELLIE  
Your friend here is in trouble. And  
the young man responsible is  
refusing to marry her.

LEITZEL  
You were seeing someone other than  
Butch?

CHARLOTTE  
(impatient)  
She's talking about Butch. Butch  
broke it off with me.

LEITZEL  
But ... he said he loved you.

Ignoring her naive friend and turning to Nellie instead:

CHARLOTTE

What am I going to do? I'll be  
fired for moral turpitude.

NELLIE

No you won't. You just need a  
midwife. Everyone uses them.

CHARLOTTE

I don't have the money for that.

NELLIE

I'll take care of it. You'll be  
good as new after, you'll see.

(to Leitzel)

I'll deal with you later.

INT. LEITZEL'S BEDROOM - LATE NIGHT

Nellie is putting things in the drawers of Leitzel's steamer trunk as quickly as Leitzel can pull them back out.

LEITZEL

This is different. He's really  
going to marry me.

NELLIE

Did he tell you that?

LEITZEL

Not exactly, but--

NELLIE

I don't do these things to make you  
miserable. I do them because I'm  
older than you, and I know better.

LEITZEL

He's not like you think he is.

NELLIE

Men are the same everywhere.

She grabs her daughter's hands urgently.

NELLIE (CONT'D)

I know you think he loves you. He  
probably thinks he loves you too.  
But no one, no one will ever love  
you the way your mother does.

Seeing that Leitzel is starting to come around:

NELLIE (CONT'D)

There's an easy test. All you have to do is ask yourself one question: does he want what's best for you, or what's best for himself?

EXT. CHICAGO COLISEUM - EARLY EVENING

The banners outside the Coliseum have been plastered over with signs reading "FINAL 1909 PERFORMANCE SOLD OUT."

INT. UNDER THE STANDS - LATER

The CHEERFUL MUSIC of the circus orchestra is a stark contrast to Alfredo's devastation as he stares at Leitzel, unbelieving. She won't meet his eye, stares at her feet.

ALFREDO

What's changed? The other night--

LEITZEL

We were just talking. Fantasizing.

ALFREDO

I wasn't.

LEITZEL

"The Flying Codonas"? You can't have been serious. Why would anyone ever hire us?

ALFREDO

You're in a hit act--

LEITZEL

A hit *sister* act.

ALFREDO

--and I can do a double somersault.

LEITZEL

So can a lot of people.

ALFREDO

Please, Leitzel. I need you.

Her eyes tear up as she realizes: he's failing Nellie's test.

LEITZEL

You need *me*.

ALFREDO  
(not understanding)  
Yes. I don't know what I'd do  
without you. Don't you understand?  
This is fate.

LEITZEL  
Do you know what that word means?

ALFREDO  
It means destiny.

LEITZEL  
It means already decided.

INT. ARENA

The ORCHESTRA launches into Ruby's snake-charming tune as the young woman enters, wicker basket in her arms.

INT. UNDER THE BLEACHERS

At the sound of the music change, Leitzel shakes her head.

LEITZEL  
I have to go.

ALFREDO  
So that's it? This is how we say  
goodbye? Under the stands, with the  
moldy popcorn?

LEITZEL  
I guess that's up to you.

She gives him one last longing expression, then spins on her heel and runs into the darkness.

INT. LEITZEL'S ROOM - LATE NIGHT

Nellie lies on the bed with Leitzel, holding her tightly as sobs shake her tiny frame.

NELLIE  
Shhhh. It's okay.

LEITZEL  
I thought he'd come here, come  
looking for me ... we'd go out  
dancing one last time ...  
(MORE)

LEITZEL (CONT'D)  
(wiping her eyes)  
It was stupid, but I thought ...

NELLIE  
If he really loved you he'd come no  
matter what you said.

Leitzel looks up at her mother, surprised she understands.

LEITZEL  
Yes.

She buries her face in Nellie's shoulder, sobbing again.

NELLIE  
I know how much it hurts. Remember  
that feeling. Never forget how much  
it hurts.

INT. ROOMING HOUSE ENTRYWAY - DAWN

Nellie is bossing around a harried PORTER as he attempts to deal with the women's massive stacks of luggage:

NELLIE  
Be sure you put my hatboxes on top.  
I don't want them getting crushed.

She looks up and is surprised to see Alfredo standing on the stoop. Bags under his swollen eyes, like he's been crying.

EXT. ROOMING HOUSE STOOP

Nellie steps outside, closing the door behind her.

NELLIE  
What are you doing here?

ALFREDO  
Please. I have to see her.

NELLIE  
She doesn't want to see you. She  
told me very specifically that if  
you came I should send you away.

Alfredo's face falls. He holds out an envelope with the word Leitzel written on it in block letters.

ALFREDO  
Will you please give this to her?

NELLIE

You have very neat penmanship for someone with no schooling.

ALFREDO

I paid one of the guys a nickel to write it out for me.

A flicker of sadness crosses Nellie's face.

NELLIE

You know--  
(carefully)  
You're a promising performer.

ALFREDO

(surprised)  
Thank you.

NELLIE

All this focusing on romance is just going to get in your way.  
(beat)  
I'll see that she gets this.

She slides back inside and shuts the door in his face.

INT. ENTRYWAY

Nellie eyes the envelope thoughtfully. Opens it, reads the short note inside. Then, decisively, she tucks it into one of the inner pockets of one of her hatboxes and clamps it shut.

EXT. CHICAGO TRAIN STATION - MORNING

TRAINS CHUG into and out of the busy hub.

INT. CHICAGO TRAIN STATION - PLATFORM

A train FLAMBOYANTLY PAINTED in Barnum's signature blue and cream idles, attracting no small attention from the CROWD waiting on the platform. Lalo boards, followed by Alfredo.

INT. PASSENGER TRAIN

Leitzel sits in a luxurious berth facing Leamy, Nellie, Toni and Tina. The view behind her is of another passenger train ... until it SLIDES AWAY, revealing the Barnum's train.

INT. BARNUM'S TRAIN

Spying something, Alfredo presses his face to a window.

INT. PASSENGER TRAIN

Nellie spots the Barnum's train just as a PORTER walks by:

PORTER  
Now departing for New York City.

As the train begins to move, Leitzel turns toward the window.

NELLIE  
(quick)  
Has anyone seen my other glove? It  
must have fallen on the floor.

INT. BARNUM'S TRAIN

Alfredo pushes through the other PERFORMERS milling about and stowing their bags. He runs out the door and onto the

INT. PLATFORM

As Leitzel's train accelerates, Alfredo RUNS ALONGSIDE IT as fast as he can, shouting:

ALFREDO  
Leitzel! Leitzel!

INT. PASSENGER TRAIN

But his shouts are inaudible over the roaring of the train as it picks up speed. The women continue to feel around the floorboards for Nellie's "missing glove." Through the window, we can see Alfredo leaping and waving.

INT. PLATFORM

Alfredo reaches the end of the platform as the train is SWALLOWED BY DAYLIGHT. Alfredo watches it shrink to a tiny dark point on the horizon. And then it's gone.

FADE TO:

EXT. BLACKPOOL RESORT - SUNSET (1911)

Countless REVELERS flow from the pubs, hotels and beach clubs of Blackpool, the English seaside resort. A GROWING CROWD gathers as what appears to be the entire town travels up the main road to the towering BLACKPOOL TOWER AND CIRCUS.

INT. BLACKPOOL CIRCUS - LATER

A charming British EMCEE in a top hat announces the next act:

EMCEE

Ladies and gents, you've seen 'er  
'ere in Blackpool more times 'an  
you can count. But you 'aven't seen  
nothin' till you've seen her  
protégée too. It's my pleasure to  
announce our 1911 headlinin' act,  
La Belle Nellie and Little Leitzel!

MOTHER AND DAUGHTER perform side by side. Hard to know where to look as Nellie does STUNTS ON THE TRAPEZE while Leitzel SWINGS HER BODY AROUND ON THE RINGS, impossibly fast.

INT. BLACKPOOL DRESSING ROOM - AFTER THE SHOW

Leitzel's small dressing room adjoins Nellie's. She's finishing buttoning her dress as she opens her hatbox, only to discover the hat inside doesn't match.

LEITZEL

(calling out)

Mother, I think our hatboxes got  
switched--

As she picks up the hatbox something flutters to the ground. The envelope. Yellowed, deeply creased where it's been folded. Leitzel picks it up curiously, then opens it hastily when she sees her name. Mouths the words as she reads:

ALFREDO (V.O.)

I hate the way we ended things. I  
want you to know I'll wait for you.  
As long as it takes. Whenever  
you're ready, I'll be here, I  
promise. Yours always, Alfredo.

Nellie enters, holding a similar-looking hatbox.

NELLIE

Is this the one--

She freezes when she sees what Leitzel is holding. Slowly, Leitzel looks up. Eyes blazing with rage.

LEITZEL  
You lied to me.

NELLIE  
Let me explain--

LEITZEL  
You don't really care about me. You never did. All you care about is your act.

NELLIE  
That isn't why I did it.

LEITZEL  
You needed me. You needed my looks and my talent. So you lied to me to make sure I'd never leave you.

NELLIE  
I was protecting you! You don't understand what the world is like--

LEITZEL  
Protecting me from what? Having a life of my own?

NELLIE  
I didn't want you to wind up like all those poor girls in Chicago--

LEITZEL  
No. You want me to wind up like you. Old and ugly and broken.

Now it's Nellie's turn to tear up as she realizes:

NELLIE  
Is that how you see me?

LEITZEL  
Here's a question, Mother: where's my father? Why isn't he with you? Maybe it's because you're selfish and hateful and--

Nellie interrupts her with a SLAP. As Leitzel reels in shock:

NELLIE  
You don't know what you're talking about.

LEITZEL  
Some mother you turned out to be.

She slams her trunk shut and drags it toward the door.

NELLIE  
Where are you going?

LEITZEL  
To America.

Nellie stands in her way, blocking the exit.

NELLIE  
You can't be serious.

LEITZEL  
He said he'd wait for me as long as  
it takes.

(beat)  
You can slow me down, but you can't  
stop me. And you know it.

The two women stare each other down. Finally Nellie relents.  
Hanging her head, she steps to the side. As Leitzel tugs her  
trunk through the doorway:

NELLIE  
You can always come back to me.

LEITZEL  
As if I'd want to.

Nellie begins to sob. Devastated.

NELLIE  
You're breaking my heart.

Leitzel pauses in the doorway. Hesitates. A moment of  
uncertainty: is she sure she's right? Then, deciding:

LEITZEL  
Well, now you know how I felt.

And just like that, Leitzel is gone.

INT. CHICAGO COLISEUM - ARENA - LATE NIGHT

With the evening's show over and the crowds long gone, the  
arena is eerily silent. The only movement is WORKERS walking  
the rows of seats with dustpans and brooms, sweeping up  
popcorn and ticket stubs.

LALO  
This is a bad idea.

Lalo is taller, deeper-voiced than before. He and Alfredo stand on opposite platforms, gripping their trapeze bars.

LALO (CONT'D)  
More people have died trying for  
the Triple--

ALFREDO  
--than any other trick in history.  
That's the point. Imagine the fame  
and riches we'll have when we  
master it. We'll perform  
everywhere. New York. California.  
(beat)  
Europe.

LALO  
Is this about her?

ALFREDO  
This is about you and me, brother.

Gripping the bar, Alfredo launches himself through the air.

LALO  
(under his breath)  
Lunatic.

Lalo tucks his bar under his knees and launches himself toward Alfredo, hanging upside down. The two men swing toward one another. Alfredo LETS GO and HURTLES FORWARD, SOMERSAULTING through the air. One somersault. Two. And then, at the two and a half mark, he begins to PLUMMET.

Alfredo SMACKS into the net, HARD. BOUNCES, HITS AGAIN. As Lalo regains his platform he calls down, panicked:

LALO (CONT'D)  
Alfredo? You okay? Alfredo?

After a moment Alfredo raises his head. Sighing with relief:

LALO (CONT'D)  
I thought you were dead.

Alfredo grins. Exhilarated. Whatever that was, he liked it.

ALFREDO  
We gotta do that again.

EXT. NEW YORK HARBOR - MORNING

Blinking in the bright light, Leitzel crosses the lower-class gangplank to shore. On the gangplank above her, the elegant wealthy are disembarking, but she's no longer one of them.

INT. PENN STATION - AFTERNOON

Leitzel is next in line as she counts the meager coins in her hand. Finally it's her turn. Approaching the counter:

LEITZEL  
How much for a ticket to Chicago?

CASHIER  
Eighteen bucks.

LEITZEL  
If I go third class, I meant.

CASHIER  
That is to go third class.

Leitzel's face falls.

INT. AGENT'S OFFICE

Leitzel sits in a smoky office across from a brash AGENT chewing the end of a cigar. She sets an album on his desk and opens it to reveal clippings from papers around the world.

LEITZEL  
I'm looking to make as much money as I can in as little time as possible. As you can see here, I was part of one of the world's top aerial troupes--

AGENT  
(disinterested)  
You strip?

LEITZEL  
Excuse me?

AGENT  
Strip. Take off your clothes.

LEITZEL  
(mortified)  
Of course not.

SIMILAR OFFICE

AGENT #2

No girls go solo in this business  
without taking off their clothes.

THIRD OFFICE

AGENT #3

I might be able to make room for  
you in a vaudeville show.

LEITZEL

As a headliner?

AGENT #3

Not exactly.

EXT. CHICAGO COLISEUM - DAY

A long line of ASPIRING FEMALE TRAPEZISTS has assembled outside the coliseum. The women shiver in the cold. One holds a handbill reading "NEW TRAPEZE ACT SEEKS LADY ACROBAT."

INT. CHICAGO COLISEUM - SAME

Alfredo stands on the floor with Lalo, holding the handbill. Looks up at their latest candidate, a TIMID GIRL. She's trembling on her platform, clearly afraid to jump in spite of the safety harness around her midsection and the net below.

ALFREDO

They all want to be stars. But they  
don't want to do the work.

LALO

(to the Timid Girl)  
Thanks for coming out.

The Timid Girl begins to carefully climb down the ladder.

ALFREDO

Maybe we don't really need a girl.

LALO

You're handsome, but that's only a draw for half the population. And not the half with the money.

As if on cue, a STUNNING REDHEAD in her early twenties, CLARA, approaches the ladder. Calling to her:

LALO (CONT'D)

Name?

CLARA

Clara Curtain.

In stark contrast to the Timid Girl, Clara practically FLIES up the ladder to the platform high above.

LALO

There's a safety harness--

CLARA

That's okay.

With zero hesitation, she grabs the bar and FLIES OFF THE PLATFORM, turning THEATRICAL FLIPS as she goes.

The mens' eyes meet. No question: she's the one.

EXT. TRAINYARD - DAY

Leitzel and a gaggle of RAGGED-LOOKING PERFORMERS disembark from a milk train and find themselves standing in a muddy, desolate Schenectady trainyard.

LEITZEL

How long until the next train?

JEANETTE, 30s, a fellow aerialist, LAUGHS.

JEANETTE

This is it, girlie.

LEITZEL

There must be some mistake.

But the other performers have already set off on foot.

JEANETTE

Mind you don't complain too much or they'll leave you here. I've seen it happen before.

INT. RUN-DOWN THEATER - DAY

Leitzel does her ministrations on the roman rings for a half-full room. Lackluster applause. Not nearly as thrilling when she's just a few feet from the stage floor.

INT. CHICAGO COLISEUM - ARENA - DAY

Alfredo SWOOPS DOWNWARD on his trapeze, then lets go as Lalo FLIES OUT TO MEET HIM. The familiar sight of Alfredo's gravity-defying somersaults: one, two, two and a half ...

And then, as always, Alfredo falls away from Lalo's arms. He DIVES INTO THE NET, SCREAMING LIKE AN ANIMAL IN FRUSTRATION.

INT. L TRAIN - NIGHT

The elevated train RATTLES ALONG. Alfredo and Lalo look sullen and defeated.

LALO

It's time to move on, Alfredo.

ALFREDO

I don't care if it takes ten years.  
We're going to get it.

LALO

Ten years is a little too late to  
get us into Barnum's this spring.  
We need something else.

ALFREDO

(enraged)

There is nothing else! Nothing else  
will get us where we need to go!

That's it. Lalo can't hold it in any longer.

LALO

Leitzel's back in America!

Alfredo turns pale. Like he's seen a ghost.

ALFREDO

That's ... not possible.

Lalo looks instantly remorseful.

LALO

I wasn't going to say anything, but  
Victoria sent me this from Maine.  
Who knows how long she's been back.

He pulls a folded up newspaper ad from his bag. It advertises a lowbrow vaudeville show on an east coast tour. Sure enough, among the long list of performers' names: Leitzel Pelikan.

LALO (CONT'D)  
She's here, and she's not with you.  
She doesn't want to be with you.  
(beat)  
It's time to stop focusing on the  
past. We have to think about our  
future. *Ours.* The Flying Codonas.

A silence as Alfredo absorbs this. Finally he says:

ALFREDO  
I do have one idea.

INT. ARENA - DAY

A skeptical TALENT SCOUT looks up to where Alfredo and Clara share a platform, while Lalo stands on the one opposite.

TALENT SCOUT  
I like you, Alfredo, but so far I  
haven't seen anything Mister Barnum  
can put on a poster.

Alfredo and Clara exchange a look. From above, she pulls down a gunnysack; Alfredo shimmies into it head-first until only his arms are free. His face is completely covered.

TALENT SCOUT (CONT'D)  
You can't be serious.

Wordlessly, Alfredo grips his trapeze, then DIVES. He SWINGS BLINDLY a few times before HURLING TWO SOMERSAULTS THROUGH THE AIR, only to be caught by Lalo.

But they're not done. On an upswing, Lalo HURLS ALFREDO toward a trapeze tossed by Clara with perfect timing. Alfredo turns three MIDAIR PIROUETTES on the way to catching it. With her help, he regains Clara's platform. She pulls off the sack and the three acrobats turn smugly to the Talent Scout.

CLARA  
How would that look on your poster?

Alfredo looks at Clara as if seeing what she is for the first time: a beautiful fellow thrill-seeker. A talented acrobat. Just like Leitzel ... but Clara is right in front of him.

INT. VAUDEVILLE HOUSE - LOBBY - AFTERNOON

FEMALE SINGING and AUDIENCE LAUGHTER can be heard through the theater doors as Leitzel, in an ill-fitting jacket and cap, disconsolately CRANKS THE POPCORN MACHINE. Through the windows at the front, she watches RAIN POUR.

INT. WOMEN'S TENT - NIGHT

The MANAGER of this ramshackle tour walks up the aisle between the women's cots handing out envelopes:

MANAGER  
Diaz. Pelikan.

Leitzel takes her envelope and counts the cash inside as the Manager walks away. Pulls a roll of bills from her pillowcase and adds the new money to it. Counting the total out loud:

LEITZEL  
Sixteen, seventeen ...

She grins triumphantly.

INT. TRAIN CAR - AFTERNOON

Leitzel bounces up and down in her seat eagerly. Noticing that the OLDER WOMAN next to her appears irritated:

LEITZEL  
Sorry. I'm just so wound up.

OLDER WOMAN  
I can see that.

LEITZEL  
I'm in love.

The Woman rolls her eyes.

EXT. CHICAGO COLISEUM - PERFORMERS' EXIT - EARLY EVENING

Leitzel loiters on the sidewalk. She once came out this exit to uproarious applause; now she's waiting to sneak inside. Finally, a CLOWN exits, and as he walks away she's able to slip through the door before it swings shut.

INT. BACKSTAGE

The familiar sight of the arena grows in size as Leitzel eagerly approaches. She hears familiar voices:

LALO (O.S.)  
Estas listo?

ALFREDO (O.S.)  
Listo!

Leitzel runs forward eagerly, then halts in her tracks at what she sees: high above, Alfredo has just caught a trapeze swung by Clara. As Leitzel watches in disbelief, he lands on her platform and SWEEPS HER INTO A KISS.

Turning in shock to a STAGEHAND standing nearby:

LEITZEL  
Who is that?

STAGEHAND  
Mister Alfredo's girl. She's a peach, isn't she?

Leitzel's face turns white. Her eyes fill as she realizes the meaning of this news: he didn't wait for her after all.

Alfredo pauses: something's caught his eye. He turns toward where Leitzel's watching. But before he can see her, she spins on her heel and RUNS BACK INTO THE DARKNESS.

INT. AGENT'S OFFICE - AFTERNOON

Leitzel finds herself seated again across from the brash Agent who told her she'd have to strip. Amused:

AGENT  
That didn't take long.

He looks down at the contract in front of him. Reading:

AGENT (CONT'D)  
So, Leitzel - Pelikan? Really? We gotta change that - what kinda work are you interested in?

LEITZEL  
Whatever kind I can get.

FADE TO:

INT. AERIAL GARDENS - MIDNIGHT (1915)

WOODEN MALLETS POUND THE TABLES of New York's most exclusive and opulent venue. The stage is curtained and dark; pillars of crystal glimmer in the dimness. As a gilded clock CHIMES MIDNIGHT the pounding intensifies. This DEAFENING RACKET is how the club's MALE PATRONS show their enthusiasm.

An inky velvet curtain WHOOSHES UPWARD to reveal Leitzel with her back to the audience, sitting on a trapeze and WRAPPED TIGHTLY in a cloak. As she casts it off theatrically, revealing the SCARLET CORSET underneath, the POUNDING GROWS.

Her body arches backward. Slow, sensual, revealing her figure inch by inch. She WINKS just as a FLASHBULB POPS.

WOLF WHISTLES, MORE POUNDING as she SLIDES SEDUCTIVELY up and down the trapeze's ropes. But one member of the audience is silent: this is the hulking, imposing figure of MISTER JOHN RINGLING, 50s. He watches analytically, never smiling. Seated next to him is the infinitely more cheerful FLO ZIEGFIELD.

MISTER JOHN  
Risqué, of course, but hardly  
headliner material, Ziegfield.

ZIEGFIELD  
Just wait.

Leitzel pauses, seated. In a flirty, challenging voice:

LEITZEL  
Are you ready for the real show?

MALLETS POUND ENTHUSIASTICALLY.

LEITZEL (CONT'D)  
Anyone here suffer from heart  
problems? Shortness of breath?  
Shortness of ...  
(suggestive)  
... stature?

LAUGHTER as the POUNDING CONTINUES. One man shouts:

AUDIENCE MEMBER  
Nothing wrong with my stature,  
sweetheart!

Leitzel pulls a small burlap bag from her cleavage and rubs her hands with chalk dust. Ever so briefly, her smile fails.

But then she's off, leaping to her roman rings. She swings herself around a few times using both arms, then does something unexpected: she lets the left ring go. Insanely, impossibly strong, she THROWS HER ENTIRE BODY UP AND AROUND using ONLY HER RIGHT ARM. The audience GASPS, STUNNED.

LEITZEL'S POV - As our vision swings from the stage floor to the hot lights to the audience to the rafters, we hear the DULL POP AND CLICK of Leitzel's shoulder DISLOCATING.

FROM THE AUDIENCE - By now Leitzel's spinning body is little more than a blur as the audience starts to count along:

AUDIENCE  
Nineteen! Twenty!

LEITZEL'S POV - The POPPING AND CLICKING of Leitzel's shoulder grows louder. Her breath starts to CATCH, become ragged. We can really feel how much this hurts.

Dimly, as if from deep, deep underwater, we hear:

AUDIENCE (CONT'D)  
Thirty-four! Thirty-five!

FROM THE AUDIENCE - Leitzel's revolutions are now so rapid and jerky that they're almost alarming.

LEITZEL'S POV - Everything's a blur. All sounds are muted, underwater. Then, suddenly, a woman's UNEARTHLY VOICE, low and gravelly, CUTS IN crystal-clear:

UNEARTHLY VOICE (V.O.)  
Let go.

Leitzel's eyes pop open as she continues to spin. She eyes the crowd looking for the voice's source, but sees nothing.

AUDIENCE  
Ninety-eight. Ninety-nine. A  
hundred!

FROM THE AUDIENCE - Leitzel brings herself to a stop as the audience LEAPS TO ITS FEET.

Leitzel is GIDDY, ECSTATIC. The voice forgotten. She does one midair curtsy, then another to UPROARIOUS APPLAUSE.

INT. DRESSING ROOM - EARLY MORNING

Post-performance, Leitzel stares at herself in the mirror. Winces as she pulls a red glove over her right arm to hide the gruesome, bleeding gash her rigging has torn there.

A KNOCK at the door is followed by a STAGEHAND peeking in.

STAGEHAND  
Miss Leitzel? Someone to see you.

The Stagehand steps aside to permit Mister John to enter. Leitzel recognizes him instantly:

LEITZEL  
You're John Ringling.

MISTER JOHN  
To my employees it's Mister John.

Leitzel breaks into an EARSPLITTING GRIN.

LEITZEL  
Well, Mister John. I'm Lillian  
Leitzel. And you're late.

EXT. MADISON SQUARE GARDEN - DAY

Down the wall of this most storied of venues, a brightly colored banner unfurls. It advertises THE RINGLING BROTHERS 1915 CIRCUS above an enormous image of Leitzel dangling from her roman ring. Underneath it reads, "FEATURING LILLIAN LEITZEL, WORLD'S MOST MARVELOUS LADY GYMNAST."

EXT. CIRCUS GROUNDS - DAY

A STAGEHAND leads Leitzel across the circus' sprawling camp.

STAGEHAND  
Wait'll you see your bunk. Mister John got you a good one. All the girls fight to be near the windows.

INT. SIXTY-FOUR CAR - LATER

Leitzel's suitcase rests on an upper bunk next to a window. She's unpacking when she's startled by a little girl's voice:

DOLLY  
Are you really a queen?

Leitzel turns around to see DOLLY, 4, standing behind her, holding a doll under one arm and wearing a tiara. Playful:

LEITZEL  
Are you really a princess?

From outside a woman's voice calls:

GRETCHEN (O.S.)  
Dolly? Where'd you run off to?

As Gretchen, now in her late 30s, steps into the car:

GRETCHEN (CONT'D)  
I'm so sorry if she was - Leitzel?

LEITZEL  
(realizing)  
Oh my God. Gretchen!

She throws herself into the other woman's arms.

INT. HANS AND GRETCHEN'S BERTH - LATER

Gretchen and her husband Hans sit on the bed, Dolly playing next to them. The walls are decorated with posters featuring the "INCREDIBLE JAHN BROTHERS, HANS AND CARL!"

LEITZEL  
She always had a crush on you.

HANS  
She's the prettiest showgirl I've ever seen. And I've seen a few.

GRETCHEN  
*Retired* showgirl.

LEITZEL  
You quit performing? Why?

GRETCHEN  
Woman to woman? Having one of these little devils takes it out of you.

LEITZEL  
But you loved dancing.

GRETCHEN  
(smiling at Dolly)  
It's all worth it. You'll see.

Leitzel nods, taking in this new idea.

EXT. MIDDLE AMERICA FAIRGROUNDS - EARLY EVENING

As PATRONS STREAM THROUGH THE GATE toward the big top, CLYDE INGALLS, 40s, the handsome manager of the sideshow, beseeches them in a BOOMING, impossible-to-ignore voice:

INGALLS

They're all real, they're all  
alive, and they're all anxious to  
meet you -- yes, you! Step right in  
and witness for yourself the  
Amazing Ossified Man, the Lion  
Girl, the Giant of the Jungle ...

INT. BIG TOP - EVENING

The audience counts along as Leitzel spins:

AUDIENCE

One-forty-five! One-forty-six!

EXT. FAIRGROUNDS - SAME

Dolly toddles past the bear cages, clutching her doll. Doesn't notice as one accidentally unlocked door CREAKS OPEN.

INT. BIG TOP

As Leitzel climbs down her rope, the CROWD ROARS. She BEAMS, THRILLED, performs a curtsy with her forearm bent away from the crowd to hide its increasingly deep gouge.

EXT. FAIRGROUNDS

Dolly drops her doll. Bends down to pick it up. When she looks up again she finds herself facing a WALL OF FUR.

INT. BIG TOP

As Leitzel passes into the shadows of the backstage area she faintly hears a CHILD'S SCREAM.

EXT. FAIRGROUNDS

Leitzel runs outside. Her eyes widen when she sees the BAFFLED BEAR calmly holding Dolly in his arms.

LEITZEL  
Help! Somebody!

Ingalls comes SPRINTING UP. With calm fearlessness and authority, he approaches the bear and PLUCKS DOLLY FROM ITS PAWS. Turns to hand the little girl to Leitzel, who embraces her protectively before looking up at her savior. Overwhelmed by the attractive figure he cuts.

LEITZEL (CONT'D)  
Hello.

He grins. This is the last person he ever expected to find gazing up at him, practically batting her eyelashes.

INGALLS  
Hello.

INT. LEITZEL'S TENT - LATER

Leitzel cradles Dolly on her lap, playing with her hair. As maternal-seeming as if Dolly were her own daughter.

DOLLY  
Auntie Leitzel, why don't you have a husband?

LEITZEL  
Because. Not everybody needs a husband.

DOLLY  
But don't you get lonely?

LEITZEL  
Come to think of it ...

Leitzel sets Dolly down on the bed, then gets down on one knee theatrically and takes Dolly's hand. Formally:

LEITZEL (CONT'D)  
Dolly Jahn, will you marry me?

Dolly collapses into DELIGHTED GIGGLES.

DOLLY  
When I'm growed up I wanna be just like you.

INT. SEEDY BAR - NIGHT

Alfredo sits at the bar alone, drinking morosely. As he lifts his glass, we see what he's been using as a coaster.

INSERT - NEWSPAPER

A huge picture of Leitzel and Ingalls standing at an altar is accompanied by the headline "TRUE LOVE UNDER THE BIG TOP."

INT. BARNUM BIG TOP - LATE NIGHT

Alone in the dim space, Alfredo leaps from his platform, flies from the trapeze, and turns two somersaults ... before falling into the net. He quickly rolls off. Climbs back up.

Again and again he HITS THE NET, face screwed up in pain. After the seventh or eighth impact, a voice in the darkness:

CLARA (O.S.)  
It's just a trick.

She materializes out of the gloom. Alfredo can't even look at her as she perches next to him on the net. Eying the rope burns crisscrossing his arms and legs:

CLARA (CONT'D)  
It's eating away at you, and I  
don't understand for what. But I  
wish I did.

ALFREDO  
It's like I'm a drunk. The further  
I get from having a glass in my  
hand, the worse I feel. Up there,  
it's all full glasses, lined up  
just for me. But down here ...

He looks at her, eyes full of hope that she'll understand. After a moment, decisively:

CLARA  
You're going to get it.

ALFREDO  
You really think so?

She's clearly troubled by the thought, but she nods as she takes his hand and clasps it in hers. After a silence:

ALFREDO (CONT'D)  
Will you marry me?

She looks at him in surprise. Unable to believe her ears. Realizing he means it, she suddenly SHRIEKS IN DELIGHT.

FADE TO:

INT. MADISON SQUARE GARDEN - PRIVATE BOX - NIGHT

Silhouetted heads watch intently as in the arena below, two DAREDEVILS are carefully pedalling bicycles across parallel tightwires. They balance on their shoulders a pole with a THIRD DAREDEVIL STANDING BALANCED on it.

A rectangle of yellow light appears at the back. Mister John and an extravagantly attired Leitzel are framed inside. He whispers something to her, points, then departs.

She approaches the man he pointed to, who's sitting in the front row. Pretending to be surprised:

LEITZEL  
You're Colonel Maxwell Howard, the  
paper magnate!

The COLONEL, 50s, turns away from the spectacle below. He looks Leitzel up and down, then smiles.

INT. FRENCH RESTAURANT - EVENING

Leitzel is seated across from the Colonel. A dessert cart trundles by, pushed by a uniformed WAITER; at the sight of the elaborate pastries, Leitzel's eyes widen. As she raises her glass, we notice she's no longer wearing a ring.

COLONEL  
I've been an avid follower of your  
career. I even saw you perform in  
1909, with your sisters.

LEITZEL  
I've had a lot of lucky breaks.

COLONEL  
Never say that. No one gets this  
far on luck. You're here because  
you're strong, and you're smart,  
and because nobody can take their  
eyes off you.

Leitzel blushes at this. Changing the subject:

LEITZEL  
So you run a paper company.

COLONEL

Fastest-expanding in the country.  
Just opened an office in the Empire  
State Building. Guess my secret.

LEITZEL

I don't have much of a head for  
business.

COLONEL

There you go again. How'd you get  
where you are without a head for  
business?

(leaning forward)

I'm going to tell you something,  
and I want you to carry it with you  
wherever you go, and think of it  
whenever you need to: a girl like  
you can do anything. Anything.

(beat)

So go ahead. Guess. What do you  
think is the secret to my success?

LEITZEL

You make the best paper.

COLONEL

I make the most *expensive* paper.  
Maybe there will be in heaven, but  
in this life there's no objective  
measure of value. You have to tell  
people what you're worth. And then  
you have to prove it every day.

He leans forward.

COLONEL (CONT'D)

You're a headliner, but you're not  
a star. And no one will treat you  
like a star until you learn to  
treat yourself like one.

INT. MISTER JOHN'S OFFICE - DAY

Mister John raises his eyebrows at Leitzel, who is seated  
across from him. Raising a cup of coffee to his face:

MISTER JOHN

I only offer private cars to my top  
executives. To give one to you, I'd  
have to boot one of them.

LEITZEL

I notice you say "executives." So  
there are more than one.

MISTER JOHN

That's right.

LEITZEL

So: they can be replaced.  
(gathering her courage)  
While we're on the subject, I'd  
also like an increase. To five-  
hundred a week.

The normally difficult-to-ruffle man CHOKES MID-SIP.

MISTER JOHN

I don't even pay my male headliners  
that much. Not by half.

LEITZEL

Do you think they'll be embarrassed  
when they realize they're being out-  
earned by a girl?

EXT. LEITZEL'S PRIVATE TENT - NIGHT

A cluster of PERFORMERS have gathered outside a MASSIVE  
PRIVATE TENT, which glows from within. Leitzel and the  
Colonel's silhouettes can be seen as she GIGGLES LOUDLY.

INT. LEITZEL'S PRIVATE TENT

Leitzel's new home on the road is more sumptuously furnished  
than most houses. But every gleaming, glittering surface is  
covered in clothes, books, newspapers.

COLONEL

This place is a sty.

Leitzel laughs, begins pulling him toward the bed. Resisting:

COLONEL (CONT'D)

Let's go to my hotel.

LEITZEL

It's just a little mess.

COLONEL

It's not that. Well, not just that.  
I'm married. And you know how  
circus people love to talk.

LEITZEL  
Then let them talk.

He smiles. Pleased. Now that's the attitude of a true star.

EXT. BIG TOP - EARLY EVENING

The sun is setting over the field beyond the Austin, Texas circus grounds as COUNTLESS PEOPLE funnel into the tent. We see every age, every race, every walk of life, before briefly featuring the face of MABEL CLEMINGS, 30. The tall, plain-faced woman has a shining black eye.

EXT. BIG TOP - LATER

The crowd outside the tent is so thick that POLICEMEN with nightclubs and whistles have been enlisted to hold it back. As Leitzel waves and blows kisses, a LITTLE GIRL thrusts a photo toward her. She takes it, signs it and hands it back.

Puzzled, the Girl's MOTHER reads the inscription out loud:

MOTHER  
"There's a little bit of bad in  
every good little girl"?

INT. TRAIN STATION - DAY

Leitzel holds a squirming Dolly as she waits on the platform with Hans and Gretchen.

Suddenly something catches her eye: two of the circus' STRONGMEN removing a woman from the train. Her head is hung, but when she looks up we see it's Mabel.

LEITZEL  
Who's that woman?

GRETCHEN  
Didn't you hear? They found her  
stowed away in the stock car.

Mabel's eyes meet Leitzel's as the men hustle her out the door. Leitzel has just enough time to notice her black eye.

EXT. TRAIN STATION

From behind, Mabel is a dejected figure, slowly trudging away from the station. The Strongmen watch in shock as the Queen of the Air chases after her:

LEITZEL  
Excuse me, miss? Miss?

INT. LEITZEL'S PULLMAN CAR - LATER

Mabel trails Leitzel, eyes wide. Though the two women are the same age, they couldn't look more different: Mabel is plain-faced and tall, and wears a modest, dark dress.

LEITZEL  
You'll keep my car and tent neat,  
see to my costumes and luggage, and  
attend to my every need before and  
after each show. Do you know how to  
make tea? To style hair?

MABEL  
Yes.

LEITZEL  
My work is very strenuous. It makes  
me high-strung. Tempestuous. Ego is  
the curse of the professional  
woman, and you'll have to cater to  
mine constantly.

INT. SEEDY BAR

Alfredo, Lalo, and Clara are gathered around a small table with a newspaper between them. The head reads "ACROBAT ERNIE LANE KILLED ATTEMPTING ELUSIVE TRICK." We notice Clara and Alfredo are both wearing wedding rings.

CLARA  
His neck was broken in four places.  
His face was so bruised his own  
wife didn't recognize him.

Alfredo's eyes flick to the countless photos of pinup girls tacked behind the bar. Prominent among them is the image of Leitzel at the Aerial Garden. With him wherever he goes.

ALFREDO  
The gods took it from Lane for a  
reason. Maybe now it's our turn.

He jumps up decisively.

ALFREDO (CONT'D)  
C'mon, Lalo. Let's go.

He walks out the door. After a moment, with an apologetic glance at Clara, Lalo follows him.

INT. SMALL ARENA - LATE NIGHT

Lalo stands on his platform awaiting Alfredo's cue.

ALFREDO

Listo!

Alfredo seizes his trapeze bar and launches into the air. He somersaults ONCE, TWICE, TWICE AND A HALF ... and then completes a THIRD. A RESOUNDING CLAP as his hands meet Lalo's in a perfect catch.

Alfredo and Lalo plummet into the net together. Both WEEPING WITH JOY. They roll into one another and HUG EXCITEDLY.

LALO

We did it. I can't believe we did it. We goddamn did it!

ALFREDO

We did it!

INT. LEITZEL'S PULLMAN CAR - AFTERNOON

Mabel, Leitzel, Hans and Gretchen play cards. Gretchen LAUGHS at something Hans has just done, kisses him.

Suddenly Leitzel BOLTS UPRIGHT in her seat at something she sees out the window: the side of a barn bearing a two-story, brightly painted advertisement for THE FLYING CODONAS. Lalo, Alfredo ... and the stunningly beautiful Clara.

Then, as quickly as it appeared, the vision is gone, leaving Leitzel staring at her own reflection in the glass.

FADE TO:

EXT. MOVIE THEATER - EVENING (1926)

Leitzel examines her reflection in the glass of the ticket kiosk as she waits in line with the Colonel. Her right arm is hidden by a long, red, satin glove, but her left arm is bare.

Approaching the kiosk, the Colonel leans forward:

COLONEL

Two for Variety.

LEITZEL  
(teasing)  
It's pronounced *Variété*.

INT. MOVIE THEATER

Light flickers over Leitzel and the Colonel's faces. Onscreen, a jerky silent film plays, accompanied by swaying music from a PIT ORCHESTRA.

After a moment we realize it's a circus film, and that the figure performing the acrobatic stunts is none other than Alfredo. On film, before Leitzel's very eyes, he executes a PERFECT TRIPLE SOMERSAULT. As the audience GASPS IN AWE:

LEITZEL  
(marveling)  
He got it. He really got it.

COLONEL  
You know him?

LEITZEL  
We were in Barnum's together in  
Chicago. A hundred years ago.

COLONEL  
Maybe you'll meet again soon.

PATRON (O.S.)  
Shhhh.

LEITZEL  
Not likely. Barnum's will never let  
him go after this.

COLONEL  
Don't tell me you haven't heard.

Leitzel tries to hide her hopefulness with a naive look -- heard what? The Colonel nods, confirming ...

EXT. OFFICE BUILDING - EARLY EVENING

As Mister John exits his building he is BESIEGED by REPORTERS and PHOTOGRAPHERS, all calling out:

## REPORTERS

Mister Ringling, can you tell us more about the decision to merge with Barnum's?/Mister Ringling, one quick question!/Two minutes for the Post, Mister Ringling?

One ASSERTIVE REPORTER'S voice rises above the rest:

## ASSERTIVE REPORTER

Mister Ringling, any idea what you plan to call the combined circus?

Mister John pauses. Cracks a rare smile.

## MISTER JOHN

The Greatest Show on Earth.

INT. MADISON SQUARE GARDEN - ARENA (1927)

An aerial view reveals the insanity of the activity on the arena floor: CLOWNS juggling, DANCERS practicing, ANIMAL TAMERS rolling their caged charges, WORKMEN scurrying about securing cables and riggings.

Into this madness arrive Alfredo, Lalo and Clara, still dressed in their traveling gear and pulling their trunks. A smarmy CIRCUS EXECUTIVE leads them across the floor.

## CIRCUS EXECUTIVE

Such an honor to meet the world-famous Flying Codonas. Clara - may I call you that? - look at your figure! I wish my wife knew your secret. And Alfredo, master of the Triple. Quite the distinction. And Lalo, of course. You're also here.

As if choreographed, the sea of people suddenly parts to reveal Leitzel, a vision in her white tulle costume, being lowered from the ceiling while sitting on her trapeze. Her right arm, as always, is covered in a red satin glove.

Seeing who's approaching, she freezes momentarily. A look of pure excitement crosses her face at the first sight of Alfredo she's had in years. But she recovers quickly, pasting on a polite, welcoming smile.

The Exec's voice diminishes to a mere background MURMUR ...

## CIRCUS EXECUTIVE (CONT'D)

This is the only place for you.  
Truly the greatest show on earth.  
(MORE)

CIRCUS EXECUTIVE (CONT'D)  
 We have over fifteen-hundred  
 performers and workmen, we'll open  
 for a crowd of twenty thousand ...

Leitzel meets their group in the center of the arena.

LEITZEL  
 Well, well. Look at you.

She and Alfredo gaze at one another. The moment goes on just a second too long. Then, turning abruptly to the rest:

LEITZEL (CONT'D)  
 You must be Clara. Welcome. And  
 Lalo! You're so grown up! Well,  
 don't be silent, say something.

ALFREDO  
 You look so ... strong.

LEITZEL  
 So do you, Mister Salto Mortale. I  
 probably saw Variété twenty times.  
 I couldn't believe my eyes!

She seizes Clara's hand and pulls her ahead of the men.

LEITZEL (CONT'D)  
 I hope you two won't be strangers.

Behind the women, the Exec continues PRATTLING ON to Lalo while Alfredo drifts along beside them like a man in shock.

CLARA  
 Alfredo didn't tell me you knew  
 each other.

LEITZEL  
 (beat)  
 Well, everybody from the old  
 Chicago crowd remembers one  
 another, of course. Come along and  
 I'll show you your dressing room.

INT. LEITZEL'S APARTMENT - AFTERNOON

Leitzel is pouring tea for the Colonel, Hans and Gretchen when Mabel leads Clara and Alfredo into the room. Clara is clearly awestruck at the opulence of her surroundings. But Alfredo is only focused on Leitzel.

CLARA  
 This place is like a museum!

Leitzel laughs.

LEITZEL

I'm so glad you came. Have some tea, it's imported. Alfredo, you remember Hans and Gretchen.

The two men embrace warmly; Alfredo kisses Gretchen's hand, making her laugh. Noticing her wedding ring:

ALFREDO

You two are ...

LEITZEL

A circus love story with a happy ending. Imagine that.

(beat)

And the gentleman to my left is Colonel Maxwell Howard. He owns a paper mill in Ohio.

COLONEL

A few paper mills, in fact.

Clara stands aside shyly. In a small voice she ventures:

CLARA

I love your necklace, Lillian.

LEITZEL

What, this? Here, take it.

She takes off her ornate pearl-and-diamond necklace and casually hands it to the other woman with her red-glove-covered arm. As usual, her other arm is bare.

CLARA

Oh, I wasn't--

LEITZEL

For a while there I was positively obsessed with diamonds. Now I hardly even like the look of them.

Leitzel glances quickly at Alfredo to see how he's reacting to this. Clara fingers the expensive jewelry, eyes wide.

COLONEL

Lillian's done well playing the stock market, with some advice from a knowledgeable friend.

HANS

I don't understand how this high  
can possibly last.

LEITZEL

Please. We have the strongest  
economy in the world. Alfredo,  
you've traveled. Tell them.

ALFREDO

Uh ...

Put on the spot, it's clear Alfredo hasn't been following  
this conversation at all. Smoothly moving on:

COLONEL

Now that peace has been restored  
there's nothing in our way. It's a  
historical fact that wars are  
always followed by periods of  
enormous prosperity.

GRETCHEN

(pointed)

Not for everyone.

LEITZEL

Here, let me help you with that.

She reaches over to where Clara has been struggling to put on  
the necklace and clasps it at the back of her neck for her.

INT. ALFREDO AND CLARA'S BERTH - NIGHT

Clara struggles to unclasp the necklace while Alfredo sits on  
the bed. As she goes to put the necklace in a drawer:

ALFREDO

You don't want to put that  
somewhere more safe?

CLARA

I don't have anywhere safe. I don't  
have anything compared to her.

Realizing she's picked up on something, Alfredo deflects:

ALFREDO

You get this way whenever there's  
an attractive woman around. Another  
attractive woman, I mean.

She shoots him a resentful look. We get the sense that he's done more than his part to engender her paranoia.

ALFREDO (CONT'D)  
Oh, don't be that way. Come here.

She perches on the bed next to him.

ALFREDO (CONT'D)  
You know how much I need you.

As he speaks, he loosens the back of her dress.

ALFREDO (CONT'D)  
What would I have in front of me,  
if I didn't have my number-one girl  
behind me?

She smiles uncertainly as he pulls the dress down. As long as he still wants her, everything has to be okay. Right?

INT. MADISON SQUARE GARDEN - AFTERNOON

Hans watches as Leitzel trains Dolly, now a gangly pre-teen, on the trapeze above. As the girl executes a flip:

LEITZEL  
Remember, the strength should come  
out of your abdomen, not your arms.  
(to Hans)  
She's getting good.

HANS  
She has a good teacher.  
(beat)  
It's nice having Alfredo back.

LEITZEL  
Uh-huh. Well done, Dolly!

HANS  
Be careful there.

She won't meet his eye, stares up at Dolly high above.

LEITZEL  
Believe me, the last thing I'm  
interested in is having my heart  
broken again by Alfredo Codona.

INT. SPEAKEASY - NIGHT

Leitzel enters and crosses the smoky space to the bar. She's the only woman in the room, but the BARTENDER greets her as a regular as she finds a stool between two other patrons:

BARTENDER  
Miss Leitzel. What'll it be?

LEITZEL  
Whiskey. Up.

The man next to her turns his head at the sound of her name.

ALFREDO  
Now there's the Leitzel I know.  
None of this have-some-tea, pinky-in-the-air horseshit.

Seeing who it is, Leitzel turns bright red.

LEITZEL  
I'm sorry. I'll go.

ALFREDO  
So proper.

LEITZEL  
I'm single. You're unaccompanied.

He grins temptingly at her. As irresistible as ever.

ALFREDO  
Sounds like a recipe for a great night to me.

Leitzel smiles uncomfortably as the Bartender returns with her drink, deposits it in front of her. Seeming to sense there's something between these two, he quickly departs.

ALFREDO (CONT'D)  
So. No family, even after all these years. Don't you get lonely?

LEITZEL  
The circus is my family.

ALFREDO  
Now there's a sad little story if I ever heard one. What happened to your husband?

LEITZEL  
Which one?

This catches him by surprise.

ALFREDO  
The one from the papers. There was  
another one?

LEITZEL  
When I was still doing vaudeville.  
For about four seconds. Honestly I  
don't even remember his name.

ALFREDO  
Yes you do.

He stares her down. Cocky. Finally she gives in:

LEITZEL  
Fine. It was Alexis.

Grinning triumphantly:

ALFREDO  
You act like you've changed, but I  
still see the real you under there.

He grabs her right arm.

ALFREDO (CONT'D)  
There's just one thing I can't  
figure out. What are you hiding  
under this glove?

She yanks her arm back, exasperated.

LEITZEL  
What do you want from me, Alfredo?  
Time's gone by. We're both  
different people now.

ALFREDO  
Then why do I feel like I'm  
seventeen all over again?  
(raising his glass)  
Remember being that age?

LEITZEL  
Everything felt so possible.

ALFREDO  
That's what getting older is, I  
think. Everything you could have  
been falling away, until all you're  
left with is what you are.

LEITZEL

The most famous acrobat in the world.

ALFREDO

Nah. Just a handsome runner-up.

LATER

A cluster of emptied glasses rests at each of their elbows. Behind them, the bar has all but emptied: it's late.

LEITZEL

So. Tell me about Clara.

ALFREDO

Aw, we don't have to do that, do we? Ask me anything else.

LEITZEL

I want to know.

ALFREDO

I'll tell you one thing. She wouldn't be caught dead in a place like this, drinking this coffin varnish you keep ordering, not even wearing stockings.

LEITZEL

I always hated stockings.

ALFREDO

She's sweet, and beautiful, and kind. She takes care of me.

LEITZEL

So you're just like the rest of them, then.

ALFREDO

What's that supposed to mean?

LEITZEL

Just looking for someone to rub your shoulders and darn your socks.

ALFREDO

Is that so wrong?

Leitzel hesitates. Then, instead of responding, she hails the Bartender, presses coins into his hand.

LEITZEL  
I've got his drinks.

She slides off her stool and walks away, leaving Alfredo to stare after her.

INT. BIG TOP - EVENING

Alfredo BULLETS THROUGH THE AIR, thousands of astonished faces behind him as he turns somersault after somersault. As his hands SLAP into Lalo's the crowd ROARS APPLAUSE.

EXT. PERFORMERS' EXIT - LATER

Alfredo steps outside only to find the Colonel waiting.

ALFREDO  
Leitzel doesn't go on for another hour. I'd think such a big fan of hers would know that.

COLONEL  
I was actually waiting for you.

He nods to where his car is idling nearby.

COLONEL (CONT'D)  
Let's go for a drive.

INT. DUESENBERG - MOMENTS LATER

The Colonel and Alfredo share the backseat while his CHAUFFEUR wordlessly pilots them in no particular direction.

ALFREDO  
Nice car.

COLONEL  
The best they make.

ALFREDO  
You like having things other people can't get.

COLONEL  
It's one of the privileges of being a man of my position.

ALFREDO

So what do you want with me? Want to take me around to your club, put me in the trophy case?

COLONEL

You needn't have so much contempt for me. You might be surprised to learn we have a lot in common.

ALFREDO

I doubt that.

COLONEL

We both started from nothing. Maybe that's why we both have an affinity for risk -- when you start from nothing you have nothing to fear.

ALFREDO

Is this the kind of brilliant observation that separates the millionaires from the rest of us?

COLONEL

(ignoring this)

And of course, we're both married men. So a little advice, one married man to another: have some respect for the institution.

Alfredo studies the Colonel's face, realizing his meaning.

ALFREDO

I suppose your wife thinks you're away on business right now.

COLONEL

My wife and I have a beautiful life with our family. I've never done anything to jeopardize that.

ALFREDO

When I married Clara I thought I'd never see Leitzel again.

COLONEL

That's not a reason to punish either of them.

ALFREDO

Why don't you just tell me to stay away from your woman already so I can get back to work.

COLONEL

(amused)

If you think she's anybody's woman  
but her own, you're already in over  
your head.

(to the Chauffeur)

My friend will be getting out now.

The Chauffeur pulls the car over, then gets out and runs  
around to Alfredo's side.

ALFREDO

We're miles from the fairgrounds.

The Chauffeur opens Alfredo's door for him.

COLONEL

Use the walk as an opportunity to  
think. I'm sure you'll see the  
wisdom in what I've said.

EXT. LONELY STREET

The Duesenburg leaves Alfredo in its dust. He watches it  
round a corner before beginning to walk, then jog, then run.

EXT. BIG TOP

Barely breaking a sweat, Alfredo jogs back onto the circus  
grounds and re-enters the tent.

INT. BIG TOP

Leitzel looks out at the audience. Just a murky blur with the  
spotlight shining in her eyes. As she grins and winks ...

FROM THE AUDIENCE - We see that she's holding herself in a  
seated position between the roman rings. It's an incredible  
feat of arm strength, but she makes it seem casual, natural.

LEITZEL

You know, the last time I was in  
Milwaukee I got into some trouble.

The audience begins to TITTER IN ANTICIPATION.

LEITZEL (CONT'D)

I'd heard you have a world renowned  
gentlemen's club and couldn't  
resist the temptation.

(MORE)

LEITZEL (CONT'D)  
Imagine my disappointment when  
there wasn't a gentleman in the  
place.

BACKSTAGE - Alfredo watches, laughs along as the audience  
ROARS LAUGHTER. The Colonel's warning obviously unheeded.

EXT. LEITZEL'S TENT - NIGHT

The massive tent glows. As Alfredo approaches, the  
tantalizing sounds of LAUGHTER AND MUSIC increase in volume.

He's stopped outside the entrance by a foreboding STRONGMAN.

STRONGMAN  
Name, please?

ALFREDO  
Is that a joke? I'm Alfredo Codona.  
(beat)  
The only trapezist in the world who  
can do a triple somersault?

STRONGMAN  
I'm sorry, sir. You're not  
permitted entrance.

ALFREDO  
There must be a misunderstanding.

STRONGMAN  
I'm sorry. Mister John's orders.

ALFREDO  
(shouting)  
Leitzel! Leitzel, can you hear me?

He attempts to rush past the Strongman, who calmly grabs him  
and pulls him away from the tent. By this time his shouting  
has attracted several curious PERFORMERS, including Clara.

ALFREDO (CONT'D)  
Leitzel!

INT. MISTER JOHN'S TENT - LATER STILL

Mister John pours a drink for Alfredo, then one for himself.

ALFREDO  
You can't control my personal life.

MISTER JOHN  
Your contract includes a very  
strict morality clause.

ALFREDO  
I'm not even doing anything.

MISTER JOHN  
That isn't what I hear. I won't  
have extramarital ... *carrying-on*  
disrupting my circus. I'm only  
going to warn you once: stay away  
from Lillian Leitzel.

ALFREDO  
Or what?

MISTER JOHN  
Or there will be consequences.

INT. CIRCUS TENT - NIGHT

The crowd is still APPLAUDING from Leitzel's performance as  
Mabel meets her in the center ring and wraps her in a cloak.

Alfredo waits backstage with an eager look. As the women  
approach, however, two STRONGMEN appear as if from nowhere to  
flank them. As they pass, Alfredo meets Leitzel's eye. She  
gives him a quick apologetic glance before continuing on.

EXT. CIRCUS CAMP - NIGHT

Leitzel's Pullman car is brightly lit. Her RADIO BLARES as  
PERFORMERS AND WORKERS crowd inside to listen:

ANNOUNCER (V.)  
Mister Charles Lindbergh completed  
his historic flight across the  
Atlantic today ...

Alfredo approaches, but is stopped short when he sees Mister  
John sitting just inside the doorway. Seeing him there, the  
older man slowly shakes his head in warning.

EXT. CIRCUS CAMP - MORNING

By now Alfredo has become accustomed to walking past  
Leitzel's tent without a second look. But he stops when he  
hears the sound of a bell ringing:

LEITZEL (O.S.)  
(gaily)  
Calling to order Auntie Leitzel's  
Free School!

INT. LEITZEL'S TENT - LATER

A banner reading "AUNTIE LEITZEL'S FREE SCHOOL" is strung from the ceiling. Leitzel stands in front of a gaggle of STUDENTS, Dolly among them. On a small chalkboard, she's written "GRAVITY," and underneath, "GIVES THINGS WEIGHT."

LEITZEL  
What else does gravity do?

Dolly raises her hand.

DOLLY  
Makes things fall.

Leitzel begins adding this, but pauses mid-word at the sight of a new student seating himself at the back: Alfredo.

LEITZEL  
What are you doing here?

ALFREDO  
I want to learn.

The other Students giggle at this.

LEITZEL  
You're not supposed to be here.  
Mister John was very clear--

Realizing the kids are listening intently, she changes tack.

LEITZEL (CONT'D)  
This is a school for children.

ALFREDO  
That's okay. I'm young at heart.

As he settles in, sitting Indian-style like the younger kids, Leitzel can't help but smile. Finally she continues:

LEITZEL  
Fine. Anything else gravity does?

STUDENT  
It pulls two things together.

INT. LEITZEL'S PULLMAN CAR - LATE NIGHT

A soft RAP at the door between cars awakens Leitzel. She walks curiously to the door and slides it open to find Alfredo standing there holding a stack of books.

ALFREDO  
No funny business. I swear.  
(holding one up)  
Unless what gets you going is  
elementary school grammar.

Leitzel hesitates, then stands aside so he can come in.

INT. BIG TOP - NIGHT

An astonished AUDIENCE counts along as Leitzel flings herself around and around:

AUDIENCE  
Two-hundred-forty! Two-hundred-  
forty-one!

LEITZEL'S POV - The sound of Leitzel's SHOULDER DISLOCATING is even more GRUESOME and amplified than before. We see the rigging attached to the ring digging into her OPEN WOUND. Suddenly the UNEARTHLY VOICE cuts in, eerie as ever:

UNEARTHLY VOICE (V.O.)  
Let go.

AUDIENCE  
Two-hundred-forty!

FROM BACKSTAGE - Clara watches, eyes wide. She's never seen Leitzel do anything like this before, nor has anyone: she's about to hit her personal record. She begins to slow:

AUDIENCE (CONT'D)  
Two-fifty! Two-fifty-one!

LEITZEL'S POV - the Voice matches the rhythm of her heart:

UNEARTHLY VOICE (V.O.)  
Let go. Let go. Let go. Let go.

FROM THE AUDIENCE - Leitzel pulls two more rotations:

AUDIENCE  
Two-fifty-six! Two-fifty-seven!

Finally, she slows to a stop and hangs by her right arm, barely swinging. Unsmiling. Pale. As if she's seen a ghost.

But if you blinked, you'd have missed it: the next second she's GRINNING TRIUMPHANTLY, pulling one of her AERIAL CURTSIES while the DAZZLED CROWD CHEERS UPROARIOUSLY.

INT. ALFREDO AND CLARA'S BERTH - LATE NIGHT

Alfredo eases himself out of bed while Clara sleeps.

INT. TRAIN CAR

Alfredo tiptoes past shuttered, silent berths. Stops short at the sight of Hans leaning out the window smoking a cigarette.

ALFREDO

Hans.

HANS

Turn around, Alfredo.

Hans stares out the window at the scenery rushing by.

ALFREDO

I know you don't understand--

HANS

Turn around and get back in bed  
with your wife.

Alfredo hesitates. We realize how much he believes it when he finally responds, agonized:

ALFREDO

I can't.

Hans locks eyes with him. Then he flicks his cigarette out the window and re-enters his berth without another word.

INT. LEITZEL'S PULLMAN CAR - LATER

Moonlit fields stream by out the window as Alfredo and Leitzel sit next to one another on her couch. Alfredo's reading out loud from the newspaper, with some difficulty:

ALFREDO

"A time when a p-- P H onograph--"

LEITZEL

Phonograph.

ALFREDO

"When a phonograph owner may enjoy  
a mott-eye-on--"

LEITZEL

Motion. "May enjoy a motion picture  
by putting on his machine a record  
combining the principles of the  
television and the phonograph."

ALFREDO

Wow. Really?

With every pause to help, Leitzel's been leaning in closer  
and closer. Now she laughs, charmed by Alfredo's reaction.

ALFREDO (CONT'D)

"Hit-- Hitherto, he had regarded  
the idea as a sky-- scientific  
novelty. But now, a p-- p--"

LEITZEL

It's okay. Just think it through.

ALFREDO

You have changed, you know.

LEITZEL

I'm sorry you think so.

ALFREDO

Not like that. Seeing this world  
you've created - it's as if you  
built the life we always talked  
about, and now I've finally found  
my way back to it. Where I belong.

He leans in to kiss her, but she turns away, trembling.

LEITZEL

Don't.

ALFREDO

Why not? Is it because I'm married?

LEITZEL

Yes. No.

ALFREDO

Because you're afraid of Mister  
John finding out?

LEITZEL

God no.

ALFREDO  
Then what is it?

LEITZEL  
Because if you try one more time I  
won't be able to say no.

He takes her right arm in his hands and begins to pull at her omnipresent red glove. She doesn't say a word as, inch by inch, he reveals the wound on her arm.

ALFREDO  
Tell me to stop.

Finally he's revealed her whole arm. Examines her weeping gouge before gently turning her face back toward his. He stares in her eyes for a moment before kissing her. Gasping desperately as he pulls away:

LEITZEL  
Don't stop.

MORNING

Through the windows, the scene has changed to an empty Grant Park. Alfredo and Leitzel are asleep in each other's arms when VOICES, INCREASINGLY LOUD, awaken them.

MABEL (O.S.)  
No one's allowed in Miss Leitzel's  
private car without her--

But it's too late. The door SLIDES OPEN, revealing Mister John. Hot on his heels are Mabel ... and a tearful Clara.

Leitzel and Alfredo grab their clothes as Mister John booms:

MISTER JOHN  
What in God's name is happening in  
here?

ALFREDO  
Clara? What did you do?

CLARA  
I woke up and you weren't there.

MISTER JOHN  
This is very serious.

He strides back through the train. Mabel also departs quickly, leaving the three of them alone.

CLARA  
I woke up and you weren't there.

EXT. GRANT PARK (CHICAGO) - DAY

The sun beats down brightly as Clara, Alfredo and Leitzel face Mister John. Their fellow PERFORMERS watch furtively from the windows of the train.

MISTER JOHN  
You have jeopardized the harmony of this community, tarnished the good reputation of this circus and disappointed me personally.

LEITZEL  
I'm sorry. I'm so sorry.

MISTER JOHN  
I can't allow this degenerate behavior to compromise my show. You've left me with no choice: you're fired.

There's a silence as everyone realizes he's looking not at Leitzel and Alfredo, but at Clara.

MISTER JOHN (CONT'D)  
Pack up your things.

ALFREDO  
Wait. Don't do this. Fire me.

LEITZEL  
No. Me. I should be the one to go.

MISTER JOHN  
(to Clara)  
We'll put you on the next train.

ALFREDO  
You can't do this to her!

MISTER JOHN  
I warned you there would be consequences.

ALFREDO  
Fine. Then I quit.

MISTER JOHN  
You have a contract with this circus. You'll be in breach.

Alfredo looks from Clara to Leitzel, helpless, as Clara turns to the train full of onlookers:

CLARA  
I'm not embarrassed. I'm glad  
you're watching! I want you to see  
what she really is!

Mister John nods discreetly at two nearby WORKERS, who step forward to take Clara by the arms and pull her into the train. As they drag her inside:

CLARA (CONT'D)  
I feel sorry for you two! You'll  
never be happy!

Leitzel looks at the faces of the people watching from the train. Sees Dolly among them. Lowers her head, ashamed.

INT. SPEAKEASY - NIGHT

We advance quickly on Alfredo, seated alone at the bar with his back to us. As he turns, smiling, Lalo HITS HIM SQUARE IN THE FACE, knocking him to the ground. Alfredo gets up slowly.

ALFREDO  
I know you don't approve--

LALO  
It wasn't enough for you to break  
her heart. You had to end her  
career too.

ALFREDO  
I did the best I could.

LALO  
She was part of our act. Part of  
our *family*. Doesn't that mean  
anything to you?

ALFREDO  
Lalo Codona, Morality Police.

LALO  
Clara was right. You're never going  
to be happy, because you can't be.  
The moment you get something you  
want is just the moment you start  
wanting something else.

INT. FANCY RESTAURANT - EVENING

Leitzel sits at a table across from the Colonel. From his expression we can tell he just received the bad news.

COLONEL  
So. It's really true love then.

LEITZEL  
I'll always be grateful to you.  
Always. You made me who I am.

COLONEL  
You made you who you are.

LEITZEL  
(fondly)  
There you go again.

He rolls the edge of his glass against the table, despondent.

COLONEL  
It's strange, being my age. The  
world as I knew it is disappearing.  
Society is changing, men are  
changing, women are changing.

He smiles at her.

COLONEL (CONT'D)  
But you make me feel good about  
what's to come. That's a rare  
thing. And a valuable one.

She reaches out and takes his hand. Smiles sadly at him. We  
can tell this goodbye is hard for her.

INT. LEITZEL'S APARTMENT - BEDROOM - NIGHT

Alfredo is pacing back and forth excitedly while Leitzel  
packs his trunk for him.

ALFREDO  
This is going to be huge for me.  
For us. I'm doubling for both the  
leads. For *Janet Gaynor*.

LEITZEL  
I hate the movies. Compared to live  
performance they're just tedious. I  
give it three years before they  
stop making them altogether.

ALFREDO

Oh. I see.

LEITZEL

Do you want me to pack your leotards, or are they going to--

ALFREDO

You're the real star, and I'm spending two weeks in Hollywood for no reason at all.

LEITZEL

Not for no reason at all. Because you need the money.

ALFREDO

You think I'm low-class.

LEITZEL

I think I make more money than you.

ALFREDO

You're so superior to me.

LEITZEL

Superior at earning money, yes.

ALFREDO

With your huge apartment and your fancy jewelry and your nice things.

He gestures at her vanity, which is cluttered with silver toilette items, jewelry, perfume bottles.

ALFREDO (CONT'D)

Is it so hard for you to support me? To tell me I'm incredible instead of telling me I'm not quite as incredible as you?

LEITZEL

You don't have to apologize for being successful. Why should I?

Alfredo stares at her reflection in the vanity mirror, seething, before abruptly picking up a silver hairbrush and hurling it at the mirror, shattering it.

INT. LIVING ROOM - SAME

The CRASH startles Mabel, who looks up from her crocheting as Leitzel and Alfredo's voices escalate in volume.

INT. BEDROOM

Alfredo shoves the drawers into his trunk furiously.

ALFREDO

I can't believe I was stupid enough  
to think I could share a life with  
you. You've never even shared a  
spotlight.

He pulls the suitcase toward the door. With growing hysteria:

LEITZEL

If you walk out that door right now  
it'll be the last time you ever  
walk through it again--

But he kicks the door shut mid-sentence, denying her the satisfaction of finishing her threat.

EXT. FOX LOT - MORNING (1928)

Alfredo and Lalo cross the busy backlot of the old Fox Studios at Sunset and Western, eyes wide at the hustle and purpose of everyone around them. They're headed for what looks incongruously like a country barn.

INT. 4 DEVILS SET

They enter to find the inside staged like a Parisian entertainment hall, complete with a cupola and rows of empty seats. In the center of the floor, famed director F.W. MURNAU explains to his leads, CHARLES MORTON and JANET GAYNOR:

MURNAU

(German accent)

Charles is seduced by the vamp, in  
spite of his promises to Marion.

Turning, Murnau notices Alfredo approaching.

MURNAU (CONT'D)

Wonderful. Alfredo Codona, meet  
Charles Morton and Janet Gaynor.

CHARLES

It's an honor.

JANET

Truly. We're all such big fans.

Alfredo shakes Charles' hand before kissing Janet's.

LALO  
(stepping forward)  
Lalo Codona. Excited to be here.

But neither of the actors acknowledges him.

MURNAU  
I was just explaining the film's penultimate scene, when Marion's heartbreak drives her to madness.

EXT. MIDTOWN AVENUE - MORNING

Mabel trails along after Leitzel, struggling to balance multiple wrapped parcels from stores.

INT. DEPARTMENT STORE

Leitzel pulls things off counters and shelves with reckless abandon, shoving them into Mabel's waiting arms as SHOPGIRLS whisper to one another:

SHOPGIRL #1  
Here she comes again.

SHOPGIRL #2  
Third time this week.

Mabel puts things back as quickly as Leitzel pulls them down, but her boss doesn't seem to notice. She strides ahead without looking back, rattling on manically:

LEITZEL  
I want some of those drop-waist dresses all the girls are wearing now. The beaded ones. And the little hats to match, with paillettes all over them. And a feather boa. Two feather boas.

MABEL  
You have plenty of dresses.

LEITZEL  
Then I'll throw some away. Out with the old, in with the new, that's how the expression goes, isn't it?

MABEL  
Please. Let's just go home.

LEITZEL

You're being awfully dull today.  
Even for you.

MABEL

It's just ...

LEITZEL

Oh, God, Mabel, *spit it out.*

MABEL

It's just hard to watch you waste  
so much money on things you'll  
never take out of the box!

Leitzel reels as if she's been slapped.

LEITZEL

You're fired.

She strides off. Mabel follows her patiently until she whips around again, furious:

LEITZEL (CONT'D)

What's wrong with you? I said  
you're fired.

The scene they're making has attracted the attention of other SHOPPERS, who've stopped what they're doing to watch.

MABEL

Let's just get you home--

LEITZEL

You're like a dog, you know that?  
Your master can beat you within an  
inch of your life and you'll still  
follow him around, hoping he'll  
decide he loves you again.

Mabel is silent. She's ridden out these tantrums before.

LEITZEL (CONT'D)

Nothing to say?

(beat)

Oh. I see what's really going on  
here. You're worried about money,  
aren't you? Well, don't be.

Leitzel reaches into her purse and pulls out a wad of cash. She throws the crumpled bills at Mabel. They bounce off her face, her chest, her legs, and land at her feet in a pile.

Other SHOPPERS stare at Mabel, whose face turns scarlet. This is a new level of humiliation.

LEITZEL (CONT'D)

There. Now you have what you really wanted from me all along.

Leitzel strides off, shouting to no one in particular:

LEITZEL (CONT'D)

There had better be a cab waiting for me when I walk out that door!

INT. 4 DEVILS SET

Alfredo and Murnau stand on a high platform. Alfredo watches over his shoulder as Murnau instructs Janet and Charles, who lie next to one another in the center of the floor, portraying the film's two dead main characters.

MURNAU

Charles, if you could just bend your neck a little further ...

Alfredo is weirdly transfixed by this sight.

MURNAU (CONT'D)

(turning to him)

As an acrobat yourself you must find this ending especially tragic.

ALFREDO

I don't know. Maybe star-crossed lovers are better off this way.

MURNAU

Surely you don't think that.

ALFREDO

Look at them. They won't grow old. Won't start to hate each other. They'll always be remembered just as they are.

INT. LEITZEL'S APARTMENT - LIVING ROOM - NIGHT

Leitzel comes staggering through the door, drunk. The apartment is dark except for a faint glow from Mabel's room.

INT. MABEL'S ROOM

We've never seen this tiny headquarters that Mabel enjoys, the only permanent home she's known in years. It's utilitarian but surprisingly cheerful. The walls are plastered in pictures of flowers, and a crocheted blanket makes the twin bed look cozy and comfortable.

As Leitzel enters unsteadily, she sees Mabel filling a small suitcase with items from her dresser.

LEITZEL  
Come have a drink with me.

INT. LIVING ROOM

Mabel sits across from Leitzel, seeming uncomfortable perched on her fancy sofa. Leitzel pours an inch of whiskey into a glass and hands it to her, then pours one for herself. Sipping it with a grimace:

MABEL  
This tastes like medicine.

LEITZEL  
It's medicine for something all right. Go ahead. It grows on you.

Mabel takes another sip.

LEITZEL (CONT'D)  
Now tell me what I can do to make you stay.

MABEL  
Nothing.

LEITZEL  
I'll double what I pay you. Set you up in your own apartment. Buy you anything you want.

MABEL  
It's not about money.

LEITZEL  
Then what is it about? Why'd you take this job in the first place?

Mabel is quiet for a moment. Then:

MABEL  
I wanted freedom.

LEITZEL  
 (jaded)  
 Don't we all.

MABEL  
 How can you say that? You have all the freedom in the world, and look what you do with it! Sit in a room full of nice things but keep it too dark to see them. Drink bootleg hooch and cry about a man. You might as well be in Elmo, Texas, taking in mending so your husband has extra whorehouse money.

There's a silence as Leitzel takes this in. Then:

LEITZEL  
 You don't have an accent.

MABEL  
 I got rid of it.

LEITZEL  
 Me too. My tutor would slap me with a ruler if I missed a *th* sound.  
 (British accent)  
 "Do you want people to know you're Silesian?" And then *whack*.

MABEL  
 Silesia?

LEITZEL  
 It's gone now. The war. They redrew the map, and it didn't make the cut.  
 (harsh laugh)  
 I have a father I've never met, a mother I never see and a home that doesn't exist anymore. I'm from Nowhere Comma Nowhere.

MABEL  
 Me too.

LEITZEL  
 You're the best friend I have, and I know so little about you.  
 (off Mabel's surprise)  
 Don't get sentimental about it.  
 It's just a fact.

There's a long silence. Then, unprompted:

MABEL

Growing up we didn't have a mirror.  
We didn't even have a glass window.  
For the longest time I had no idea  
what I looked like. None at all.

LEITZEL

I can't imagine that.

MABEL

I think a lot of girls would be sad  
to go all those years only to find  
out they're plain. But not me.  
Having something like that just  
means having something to lose.

Leitzel nods, taking her meaning.

LEITZEL

We'll all get old.

MABEL

That's right.

LEITZEL

This is why I need you. To remind  
me I'm still a person. You'll stay,  
won't you? I promise I'll be  
better. Just stay.

MABEL

I'm not going anywhere. You know  
that.

(beat)

Unless maybe you want to fire me  
again, then offer to pay me double  
one more time ...

Leitzel points at the door. Dramatically, but with a twinkle:

LEITZEL

Mabel, you're fired.

EXT. AIRFIELD - AFTERNOON

Alfredo walks down the steps of a plane to find Leitzel  
standing on the tarmac, waiting.

He hesitates just long enough to make us wonder what he's  
thinking. Then he runs to her and sweeps her into his arms.  
As she starts to cry with relief:

ALFREDO  
I'm sorry. I'm terrible. I'm so  
terrible.

LEITZEL  
I'm worse.

ALFREDO  
I guess that makes us perfect for  
one another.

LEITZEL  
I guess we are.

INT. LEITZEL'S TENT - EVENING

Leitzel and Alfredo lie in an exhausted post-coital heap on her bed. A KNOCK AT THE DOOR startles them:

MABEL (O.S.)  
It's nearly six.

LEITZEL  
Just a minute!

She slides out of bed and walks to her dresser. Flips open a wooden box and pulls out a strip of rubber and a syringe.

ALFREDO  
What are you doing?

With expert swiftness, Leitzel ties off her upper right arm to pop the vein, then inserts the needle.

LEITZEL  
It's caffeine. To quiet the pain. I  
tried cocaine but it made me dizzy.  
(beat)  
You wanted to know what was under  
the glove. Well, here it is.

Alfredo takes this in as Leitzel depresses the plunger, then hastily unwraps her arm and stashes her gear in the box.

ALFREDO  
You should finish getting ready.

Leitzel pulls two costumes off her rack.

LEITZEL  
Red? Or white? I'm thinking white.

ALFREDO  
Definitely red.

INT. CHICAGO COLISEUM - NIGHT

NEAR THE CEILING - Hidden by darkness, Leitzel sits on her trapeze, kicking her feet. She's wearing the white dress. Far below, the Ringmaster is wrapping up his introduction:

RINGMASTER  
... the world's most daring lady  
acrobat, Miss Lillian Leitzel!

As the spotlight ILLUMINATES HER, Leitzel leaps to her feet, bowing and curtsying for the APPLAUDING CROWD. As always, she uses her big toe to nudge open the of chalk dust tied to the bar. But she freezes when something catches her eye.

Suddenly the Ringmaster is illuminated again. The band strikes up an unaccustomed tune: it's the ragtime melody Alfredo and Leitzel danced to so long ago.

RINGMASTER (CONT'D)  
Ladies and gentlemen, we have a  
very special surprise for you.

Leitzel bends over, baffled, to unearth a strange object from the little sack of dust. As she holds it up to the light, we realize it's a MASSIVE DIAMOND RING.

ON THE FLOOR - The Ringmaster has been joined by Alfredo.

RINGMASTER (CONT'D)  
The King of the Trapeze has a  
question for the Queen of the Air.

ALFREDO  
Lillian Leitzel, will you be my--

He can't even get the words out before the crowd ERUPTS INTO ROARING CHEERS AND APPLAUSE. They completely drown him out as he tries again, laughing:

ALFREDO (CONT'D)  
(shouting)  
Will you be my wife?

The stagehands have been lowering Leitzel's trapeze. She's in tears, nodding frantically.

When she's within reach, Alfredo pulls her off the bar, dipping her into a kiss.

His eyes are shut, but Leitzel's are wide open, taking in the POPPING OF FLASHBULBS as countless press photographers capture the moment.

INT. LEITZEL'S PULLMAN CAR - NIGHT

Leitzel is asleep in Alfredo's arms when a QUIET TAP at the door startles her awake. She slides out of his grip, careful not to wake him, and pulls on a robe before stepping outside.

EXT. LEITZEL'S PULLMAN CAR

Three TEENAGED FEMALE PERFORMERS are waiting outside, their hooded oil lamp the only illumination in the darkened camp.

LEITZEL  
(hushed tone)  
Really? All of you?  
(stern)  
Caroline, this is your second.

CAROLINE  
I'm so sorry, Miss Leitzel. I  
screwed up again.

Leitzel shakes her head, pulls a roll of bills from the pocket of her robe. Counting them out:

LEITZEL  
I want all of you to get Dutch  
pessaries. The midwife will have  
them, but you'll have to ask.

CAROLINE  
Aren't those illegal?

Leitzel shoots her a look.

INT. LEITZEL'S PULLMAN CAR

As she slides back into bed, Leitzel awakens Alfredo.

ALFREDO  
Where were you?

LEITZEL  
Nowhere. Go back to sleep.

FADE TO:

EXT. GRANT PARK - AFTERNOON - AERIAL VIEW

The normally bustling circus camp is empty except for a few STRAGGLERS running across the grounds in formal wear.

INT. PALMER HOUSE SUITE - EARLY AFTERNOON

Mabel is putting the finishing touches on Leitzel's hair at the vanity. In the reflection of the room behind them, her wedding dress can be seen hanging in a corner. A KNOCK at the suite's front door interrupts them.

As Leitzel walks toward the door and unlocks it:

LEITZEL  
You'd better have your eyes shut.  
You know it's bad luck to--

She stops short when she sees who it is.

LEITZEL (CONT'D)  
Oh. Come in.

INT. PRESBYTERIAN CHURCH

Church bells ring the hour: ONE, TWO, THREE. Alfredo, dapper in a pricy-looking morning suit, stands at the altar to the left of a MINISTER, BEAMING.

We REVERSE to see the pews PACKED with faces familiar and unfamiliar: Mister John, the Ringmaster, Hans, Gretchen and Dolly. Seated with Lalo and the other TRAPEZISTS is VERA BRUCE, 22, a wide-eyed, gorgeous new addition to the circus.

The DOUBLE-DOORS at the back of the room BANG OPEN. The GUESTS leap to their feet and turn around. But it's just a late arrival: a JUGGLER and his DATE.

ALFREDO  
Fashionably late. That's Leitzel.

The Guests LAUGH WARMLY.

INT. SUITE - SITTING ROOM - SAME

Leitzel pours the Colonel a glass of champagne.

COLONEL  
I hope you don't mind the  
intrusion. I saw the big news in  
the papers.

LEITZEL

I'm actually already late.

COLONEL

I came all this way. You should at least hear what I have to say.

She glances at the clock. Hesitates.

LEITZEL

Well, I suppose they can't very well start without me.

INT. CHURCH

We hear the bells ringing ONE, TWO, THREE, FOUR as Alfredo PACES at the front of the room. The Guests have grown RESTLESS, are TALKING and TITTERING amongst themselves. Vera is VISIBLY THRILLED to bear witness to the scandal.

INT. SUITE

Leitzel and the Colonel are mid-argument.

LEITZEL

It's no surprise you don't like him. I just can't believe you hate him enough to try to talk me out of marrying him.

COLONEL

Have I ever not had your best interests at heart? Have I ever been jealous, demanding, unkind? Have I ever asked anything of you?

LEITZEL

No. I suppose not.

COLONEL

Then I'm asking you now: Please don't do this. You have no idea what kind of mistake you're making.

INT. CHURCH

ONE, TWO, THREE, FOUR, FIVE CHIMES as men take off their jackets and unbutton their shirts, women fan their faces. Alfredo sits on the steps to the altar, face in hands. Looks up hopefully as Lalo enters from the rectory:

LALO

No one's seen her in the lobby, and  
her suite isn't picking up.

INT. SUITE

Leitzel and the Colonel stare each other down as a phone RINGS in the background. When it finally goes silent:

LEITZEL

Maybe it's time for me to make some decisions without your help.

COLONEL

If you let him make you his wife,  
one day that's all you'll be.

LEITZEL

I guess you don't know me that well after all.

COLONEL

I know how you feel about him. It's more than love. It's as if he's a battle you're trying to win.

(beat)

What wouldn't you be willing to sacrifice, if it meant he'd stay by your side? What wouldn't you give up, if it meant keeping him?

LEITZEL

He would never ask me to make that kind of choice.

COLONEL

If you really believed that, we wouldn't still be sitting here.

LEITZEL

My God. What time is it?

COLONEL

You know what time it is. I've seen you looking at the clock over my shoulder. There. You did it again.

Leitzel opens her mouth to respond, then shuts it again.

COLONEL (CONT'D)

You can do it now, while it's still easy, or you can do it later, when it's going to really hurt.

(MORE)

COLONEL (CONT'D)  
 But at some point, everyone has to  
 choose between ambition and love.

She takes this in. Then downs her champagne and stands up, ready to issue her final, best retort:

LEITZEL  
 You didn't.

She waits for him to respond. But the Colonel has no comeback for this. After all, she's right.

INT. CHURCH

The bells chime SIX. As they RING, INEXORABLY COUNTING OUT THE HOUR, Alfredo stares out at the RESTLESS ROOM. Scraps of WHISPERED GOSSIP come drifting toward him:

CLOWN  
 ... running around with those rich  
 friends of Mister John's ...

EQUESTRIENNE  
 ... heard she once made a pass at  
 Woodrow Wilson!

LION GIRL  
 ... he thought he was getting a  
 wife, not becoming one.

Suddenly the doors at the back BURST OPEN. Everyone RISES AND TURNS. The sound of Leitzel GIGGLING DELIGHTEDLY precedes her appearance. At the sight of her, the whole room GASPS.

Alfredo raises his head to see his bride STRIDING DOWN THE AISLE EXCITEDLY. Tears in her eyes, a vision in white satin. Everything about the tableau she presents is perfect, except for the man on her arm: she's accompanied by the Colonel.

He walks arm-in-arm with her until they reach the altar. Then he nods deferentially at the baffled Alfredo and steps to the side to take a seat in a front pew. Leitzel smiles at Alfredo, then turns to address the room:

LEITZEL  
 Am I late?

The crowd LAUGHS. She turns back to Alfredo and grabs both of his hands. Seeing his face, she murmurs:

LEITZEL (CONT'D)  
 We waited all these years, what's  
 another couple of hours?

The Minister comes dashing in from the rectory with Lalo, who went to retrieve him. Straightening his vestments, he steps between the couple of the hour and addresses Alfredo:

MINISTER  
Shall we begin?

A PAINFUL SILENCE follows. Leitzel looks up at Alfredo lovingly, pleadingly. Finally, he speaks:

ALFREDO  
Please.

EXT. CHICAGO STREET

An OLDER COUPLE strolling down the sidewalk turn their heads at the sound of a GOOFY HORN BLASTING. We REVERSE to see the THRILLED FACES of Leitzel and Alfredo hanging out of an open-top automobile piloted by a CLOWN in full makeup.

INT. CIRCUS TENT - LATER

The tent has been filled with LONG BENCHES AND TABLES, at which the wedding's HUNDREDS OF GUESTS eat and drink merrily. Dead-center on the floor are Leitzel and Alfredo. Leitzel flings back champagne with abandon, but he appears troubled:

ALFREDO  
I thought we were having roast  
chicken and potatoes.

As he speaks, DEcadent PLATTERS crowded with LOBSTERS, OYSTERS and CRAB LEGS are passed under their noses.

LEITZEL  
The Colonel wanted to jazz it up a  
bit. In fact he insisted.

ALFREDO  
Did it ever occur to you I might  
not want the Colonel buying my  
wedding dinner?

LEITZEL  
Smile. Everyone's watching us.

She jumps to her feet and bangs on her glass with her fork to get everyone's attention. As the guests quiet down:

LEITZEL (CONT'D)  
We're so honored to have you all  
here to celebrate our marriage.

She looks down at Alfredo, still BEAMING RADIANTLY.

LEITZEL (CONT'D)

For so long I searched for a man  
who was my perfect match in every  
way, only to discover that I'd  
known him all along.

Alfredo leaps to his feet and pulls her in close for a kiss.  
The GUESTS APPLAUD WILDLY.

LATER

A TEAM OF UNIFORMED WAITERS is hard at work popping bottle  
after bottle of champagne. The pale gold liquid FIZZES in  
glasses, OVERFLOWS bottles as the REVELERS continue to party.

As we travel over the benches crammed with guests, we find  
Alfredo STALKING ALONG the aisles between tables.

He finds Lalo at a table with a cluster of other performers,  
laughing at something a beautiful young woman, ANITA, has  
just said. Alfredo taps him on the shoulder and he  
reluctantly tears himself away.

ALFREDO

Have you seen Leitzel?

LALO

Was she the one standing next to  
you at the altar earlier?

He turns back to the table as Anita finishes her joke:

ANITA

So he says, you of all people  
should know how to let go!

INT. CHICAGO COLISEUM

The arena is barely lit and silent. Leitzel eyes the trapeze  
rigging high above before unbuttoning her wedding dress.

NEAR THE CEILING - Leitzel flies back and forth on the  
trapeze wearing only her slip. Eyes squeezed shut. Happy. And  
then, suddenly, her eyes pop open at the sound of the VOICE:

UNEARTHLY VOICE (V.O.)

Let go.

The trapeze slows to a stop. Leitzel hangs from it by her  
knees, eyes wide, frightened.

LEITZEL  
Who are you?

But there's no answer.

INT. LEITZEL'S PULLMAN CAR - LATE NIGHT

Alfredo sits on the bed, morosely studying the drink in his hand. Takes a gulp and squeezes his eyes shut against the burn. When he opens them again, Leitzel is standing there.

LEITZEL  
There you are.

ALFREDO  
Here I am?

LEITZEL  
Did you have a good time?

ALFREDO  
What do you think?

She sits next to him and rests her head on his shoulder.

LEITZEL  
This was the happiest day of my life.

ALFREDO  
Really? Who'd you spend it with?

LEITZEL  
I'm not going to report to you everywhere I've been like a child.

ALFREDO  
Leitzel.

LEITZEL  
Fine.  
(beat)  
I went to practice.

ALFREDO  
You expect me to believe that?

Leitzel pulls off her gloves and holds out her arms. Her wound is torn open again, her hands white from chalk.

LEITZEL

It's just with all the wedding preparations there hasn't been any time to rehearse, and we open in a week, and I started to panic thinking there's been all this publicity and I might turn around and make a fool of myself--

He rises. Paces across the room, then THROWS DOWN HIS DRINK drunkenly, decisively. The glass SHATTERS.

She flinches. It seems as if he's furious. This might really be it. The end, their marriage over before it even began.

And then, bafflingly, he begins to LAUGH.

ALFREDO

You're perfect. You couldn't be more perfect.

Leitzel rushes to him. He wraps his arms around her, crushes her against his chest.

LEITZEL

I wanted you for so long, I almost can't believe I have you. It feels like a dream.

ALFREDO

That's because it is.

He leans down to kiss her.

INT. MOVIE THEATER

Silhouetted heads watch a flickering newsreel.

INSERT - FILM - "KING AND QUEEN OF THE BIG TOP"

*In scratchy black and white, Leitzel and Alfredo exit a town car outside the edifice of a chic apartment building.*

NARRATOR (V.O.)

A real-life Romeo and Juliet story played out under the big top when Lillian Leitzel, world's foremost lady gymnast, said "I do" to Alfredo Codona, world's greatest living trapeze artist.

*In a practice tent, Alfredo executes the Triple flawlessly.*

NARRATOR (V.O.)

Sorry, gentlemen, she's off the market. And there's never been a more adoring wife. In a recent interview with the Ladies Home Journal, the new Mrs. Codona gave a hint of what may be in store ...

*Suspended high in the air in Grant Park, Leitzel performs her rotations against a backdrop of tall buildings.*

NARRATOR (V.O.)

Telling the publication that although she's a worldwide celebrity, the act she's most looking forward to next is motherhood.

*Stiffly posed on a couch, the couple smiles for the camera.*

NARRATOR (V.O.)

It was a magical day for fans of the circus when these two were wed.

INT. MOVIE THEATER

We REVERSE to see Mister John seated in the balcony, reveling in this brilliant act of publicity.

NARRATOR (V.O.)

But it's their fellow performers who bear witness daily to the *real* greatest show on earth ...

INT. MADISON SQUARE GARDEN - ARENA - DAY

PERFORMERS and STAFF, including a wide-eyed Vera and a quiet, watchful Lalo, stare upward at Alfredo and Leitzel rehearsing on side-by-side trapezes. Something undeniably thrilling about the way these two play off one another.

SHOWGIRL

I wanna see the Triple!

VERA

Yeah! Triple! Triple!

Soon it catches on, becomes a CHANT:

CROWD

Tri-ple! Tri-ple! Tri-ple!

Shrugging with false modesty - *aw, shucks* - Alfredo stands on one platform, while Leitzel positions herself on the other. From below Lalo calls up:

LALO  
He can't come out to the bar. He  
needs a catcher.

LEITZEL  
I'll be his catcher.

The crowd RUSTLES WITH WHISPERED REACTIONS to this gauntlet being thrown. Pleading, to Alfredo:

LALO  
She doesn't know how to catch.

Alfredo peers across the arena at Leitzel. From below:

VERA  
She can do it!

LEITZEL  
I like her.

The crowd below LAUGHS. Alfredo takes a deep breath before SWINGING OUTWARD to build speed. As he returns, Leitzel tucks her legs around her trapeze, then SWINGS OUT TO MEET HIM.

Letting go of the bar, Alfredo somersaults as the other performers count:

CROWD  
One ... two ... three!

Coming out of the third, it looks as if he'll miss Leitzel completely. Did she dive just a second too late? But no: she's just bulleting toward him more quickly than Lalo would. She reaches her arms down and their hands CLAP TOGETHER.

As the crowd ERUPTS INTO APPLAUSE, he looks up at her and grins. She grins back. Exhilarated.

INT. LEITZEL'S TENT - DAY

The banner for Auntie Leitzel's Free School is strung across the makeshift classroom. As the they leave, Mabel gathers the STUDENTS' books and cushions. Dolly, now a gawky pre-teen, is walking out when Leitzel calls after her:

LEITZEL  
Dolly, stay a minute.

From her armoire, Leitzel begins to pull out box after box with labels from fancy department stores. As she opens them for Dolly, we realize they all contain beautiful dresses.

LEITZEL (CONT'D)  
You're getting too tall for your  
old things.

Dolly throws her arms around Leitzel.

DOLLY  
I love you so much, Aunt Leitzel.

Dolly skips giddily from the room. Mabel wags a finger at Leitzel scoldingly.

MABEL  
You shouldn't have done that.

LEITZEL  
(fake-furious)  
Mabel, you're fired.

Mabel laughs. By now this is a warm inside joke.

INT. TEA SALON - MORNING

Leitzel and Vera sit across from one another at a little table with a teapot and finger sandwiches. Vera clearly enthralled by the luxuriousness of their surroundings.

LEITZEL  
The training and rehearsal will be  
significantly more intense than  
what you've been accustomed to.

VERA  
I'm equal to the task.

LEITZEL  
And you'll comport yourself with  
utmost professionalism around my  
husband. And Lalo.

VERA  
Of course. Absolutely.

As Leitzel signals to a passing WAITER for the check:

VERA (CONT'D)  
Can I ask you something? Why me?

Leitzel eyes Vera's unmarked ivory arms before reaching forward with her gloved one to pour the last of the tea.

LEITZEL  
You won't forget who's in charge.

INT. LEITZEL'S PRIVATE TENT - EVENING

Leitzel sits at her vanity, preparing her syringe and watching in the mirror as Alfredo pulls on his costume.

ALFREDO  
We've been trying for a baby for almost a year now. Maybe you should think about seeing a doctor.

LEITZEL  
I don't think that's the problem.

ALFREDO  
Then what do you think it is?

LEITZEL  
Maybe it's the stress of this place. The intensity of the demands it places on me. On both of us.

On cue, she shoots her arm full of caffeine, wincing.

EXT. INDIANA FAIRGROUNDS - SUNSET

Leitzel finds Hans sitting alone on a slight rise just beyond the fairgrounds, looking out over a cornfield rippling in the breeze. It stretches as far away as the eye can see.

Seating herself next to him:

LEITZEL  
Gretchen's been looking everywhere for you. She seems upset.

He raises a flask and takes a swig, then passes it to Leitzel, who takes a drink in commiseration.

HANS  
Mister John cut my wages again. But I guess the Queen of the Air doesn't have to worry about that kind of thing.  
(beat)  
(MORE)

HANS (CONT'D)

You know, there's a thin line  
between helping and making a show  
of helping. Too thin lately.

LEITZEL

It was just a few dresses.

HANS

How do you think it makes me feel  
when you give her better than what  
I can provide myself? And anyway,  
shouldn't you be starting a family  
of your own by now?

LEITZEL

You sound like Alfredo.

HANS

I know it's not for lack of effort.  
You two should consider shutting  
your windows at night.

(beat)

Lately I feel like something's ...  
ending. Do you?

LEITZEL

I hate seeing you like this.

HANS

I don't know what we'd do without  
this circus. Where we'd go.

LEITZEL

(taking his arm)

You're not going to have to worry  
about that. I promise.

They stare out at the sunset together.

INT. MISTER JOHN'S CAR - AFTERNOON

Mister John is exhausted, defeated-looking; on the other side  
of his desk, Leitzel and Alfredo are IRATE.

LEITZEL

If you won't do it for them, do it  
for me. Gretchen is like my sister.

MISTER JOHN

The Jahns' act is dated. It doesn't  
pull in the crowds it used to. But  
then, what does?

(beat)

(MORE)

MISTER JOHN (CONT'D)

Now's as good a time as any to tell  
you: I'm taking you both down as  
well. To four-hundred a week.

ALFREDO

Is that a joke?

MISTER JOHN

That's still a handsome sum. No  
other circus can pay it.

LEITZEL

So we should be *grateful*.

MISTER JOHN

This isn't personal. Ticket sales  
are off. You're both too young to  
remember the 1901 panic--

ALFREDO

What if Leitzel and I were to start  
our own circus?

He means this as a threat, but the older man merely shakes  
his head in warning:

MISTER JOHN

I'd strongly advise against that.

INT. LEITZEL'S PULLMAN CAR - EVENING

Leitzel sits at her vanity applying her makeup while Alfredo  
flips through a bound book of press clippings.

ALFREDO

What's this one? The one that calls  
you "Queen of the Flock"?

INT. BIG TOP - SAME

Hans and Carl are in the middle of their act. Hans stands  
atop the forty-foot pole balanced on Carl's shoulders.

INT. LEITZEL'S PULLMAN CAR

LEITZEL

Just a thing from the war. The  
soldiers all voted.

INT. BIG TOP

Hans, teeth gritted as he struggles to maintain his balance, is sliding a cushioned headrest onto the top of his pole in preparation for his final stunt.

## INT. LEITZEL'S PULLMAN CAR

ALFREDO  
(reading)  
And they declared you--

She looks at him in the mirror, eyes full of the question: *do you still agree?* But he ignores it, looks down again.

INT. BIG TOP

Gripping the pole, Hans lowers his head onto the cushion, then lets his arms go so that he is balanced only by his head. Then an alarming TREMOR passes through his body. The audience CHUCKLES, assumes this is part of the show.

## INT. LEITZEL'S PULLMAN CAR

Alfredo slides a photo out of the book. It's the shot of Leitzel in her skimpy costume at the Aerial Garden. Glances up at her again. A reminder that they're both getting older.

ALFREDO  
Did you think more about my idea?

INT. BIG TOP

Hans' body SHUDDERS VIOLENTLY. The audience is now MURMURING, ALARMED, as he STARTS TO FALL.

## INT. LEITZEL'S PULLMAN CAR

ALFREDO  
Maybe if we ran our own show we  
could focus more on having a  
family. Isn't that what you want?

LEITZEL  
Of course.

Suddenly a WOMAN'S SCREAM ECHOES across the camp.

EXT. CIRCUS GROUNDS

Leitzel and Alfredo, alarmed, join the STREAM OF PERFORMERS flocking toward the circus tent.

INT. CIRCUS TENT

It's SHEER PANDEMONIUM as WORKERS and PERFORMERS surround Carl and Hans. Carl is barely conscious, woozy, while Hans is limp, eyes shut. Gretchen is holding one of his hands, seems confused at his lack of response:

GRETCHEN

Something's wrong with my husband.

Taking in what's happened, Leitzel turns pale. Alfredo runs to Gretchen and pulls her away from the body as the circus DOCTOR comes running up.

ALFREDO

Let's give the doctor room--

GRETCHEN

Tell him there's something wrong  
with my husband!

Leitzel is running to join them when she sees Dolly on the other side of the floor. Realizing what's happening:

DOLLY

Dad!

Dolly CHARGES TOWARD THE BODIES. Performers try to catch her and miss as she BULLETS TOWARD HER FATHER. Finally, Leitzel intercepts her just feet from where Hans lies. Grabs her and HOLDS ONTO HER TIGHTLY, stroking her hair, as she shrieks:

DOLLY (CONT'D)

Dad! Dad!

Alfredo and Gretchen approach. Gretchen quickly pulls Dolly away, and the girl buries her face in her mother's chest.

DOLLY (CONT'D)

No. No. No.

The Doctor looks up from Hans' body to their small group. He shakes his head: he's gone.

EXT. CIRCUS GROUNDS - DAY

Gretchen and Dolly, wearing black, stand next to a small stack of suitcases. Leitzel is crying as they say goodbye.

LEITZEL

I don't want you to go.

GRETCHEN

Now that Hans is gone there's no place for us here.

LEITZEL

Dolly can join the trapezists. I was performing every night by her age.

Dolly shakes her head, tearful. Gretchen holds her daughter close as she says, her voice shaking with fear:

DOLLY

I can't, Aunt Leitzel. I can't go up there ever again.

Leitzel shakes her head apologetically.

LEITZEL

No, of course not.

She puts her arms around the other two women. The three of them hold each other and cry.

INT. LEITZEL'S PULLMAN CAR - LATER

Leitzel stares out the window at the place where they stood. Alfredo sits next to her, silent.

LEITZEL

They were the only family I had.

ALFREDO

That's not true.

He kisses her hand gently.

ALFREDO (CONT'D)

Let me take you away. I can make you happy again. I promise.

She nods. A spark of desperate hope in her eyes.

LEITZEL

You're right. It's time.

INT. WAREHOUSE - DAY

Leitzel and Alfredo are handed fabric samples by a sleazy SALESMAN. As Leitzel fingers a thick, gold canvas:

SALESMAN

That's the best quality tent canvas we got. Eighty cents a square foot.

LEITZEL

I don't know ...

SALESMAN

Did I mention it's flame resistant?

ALFREDO

(to Leitzel)

You can't put a price on safety.

INT. LEITZEL'S APARTMENT - LIVING ROOM - DAY

Leitzel and Alfredo sit opposite two crewmen, MIKE and ROB.

ALFREDO

Whatever Mister John's been paying you, I'll double it.

Rob and Mike look at one another. Impressed.

ROB

Okay. We're in.

INT. TRAINYARD - DAY

Leitzel watches as Alfredo runs his hand lovingly across the machined surface of a brand new, unpainted train.

LEITZEL

I can see it across there. "The Great Codona Circus," in gold leaf.

Alfredo looks at her in surprise.

ALFREDO

You don't want your name on it?

LEITZEL

Your name is my name now. Remember? We're a family.

She takes his arm. He sighs.

ALFREDO

I wish we could afford this one.

LEITZEL

We can if I sell my apartment.

ALFREDO

I can't take anymore of your money.

LEITZEL

It's our money. And I want you to have it.

(beat)

I believe in you.

Alfredo beams. He's waited a long time to hear those words.

ALFREDO

1929 is going to be our year.

FADE TO:

EXT. CIRCUS GROUNDS - AFTERNOON

Leitzel and Alfredo stand outside their brand-new, blue and gold big top, smiling with pride as their CRYER announces to an ENORMOUS, JOSTLING CROWD:

CRYER

Right this way! Step right up for the Great Codona Circus!

EXT. CIRCUS CAMP - NIGHT

Leitzel, carefully balancing a martini, enters the big top. A tiny figure swallowed by its enormous entrance.

INT. BIG TOP

She finds Alfredo sequestered in the ticket booth, counting the money from a lock box by lantern light.

LEITZEL

How are we doing?

ALFREDO

You know what? I think we might just pull this thing off. How do you like the new flyer?

He hands her a proof of a handbill: "THE GREAT CODONA CIRCUS IN ITS PREMIERE SEASON, FEATURING THE WORLD-FAMOUS FLYING CODONAS." No mention of Leitzel.

LEITZEL

I love it.

He sips his drink. Grimaces. Starting to laugh:

ALFREDO

What is this?

LEITZEL

A martini. I made it myself.

She takes it from him and takes a sip, then immediately SPITS IT OUT. By now they're both laughing hysterically.

ALFREDO

You, wife, are good at a lot of unusual things. But you're better off leaving the usual ones to someone else.

INT. LEITZEL AND ALFREDO'S TENT - LATE NIGHT

A post-coital tangle of sheets. Alfredo spoons Leitzel, stroking her wounded arm.

ALFREDO

This was the right decision.

LEITZEL

We do seem to be doing well.

ALFREDO

Not because of that. Because of you. You're different here.

A calculating look on her face as she absorbs this. Maybe her good wife routine isn't coming as naturally as he thinks.

EXT. LAREDO MAIN STREET - DAY

Performers and workmen stream from the train depot, LAUGHING and JOSTLING EACH OTHER. Alfredo and Leitzel among them, holding hands. But the group quickly slows at what it sees.

A desolate main street. Like a ghost town. Although it's the middle of the day, all the businesses are shuttered.

ALFREDO  
Where is everyone?

The group wanders down the street. Not a soul in sight. As they get further down the road, they start to hear a HUBBUB. ANGRY SHOUTING grows in volume as they near a corner.

MAN (O.S.)  
Give us back our money!

EXT. LAREDO SAVINGS BANK

Alfredo and Leitzel round the corner to find an ANGRY MOB gathered outside the bank. MEN HURL THEMSELVES AGAINST ITS LOCKED DOORS, then fall back into the street, GROANING.

WOMAN  
We want our money back or we'll  
burn this place to the ground!

Leitzel turns to Alfredo, terrified.

LEITZEL  
What's happening?

INT. PASSENGER CAR - LATE NIGHT

The sixty or so members of the circus travel in a single, cramped passenger car. As we travel down its center aisle to a curtained-off area at the rear, we see what these reduced circumstances mean for the PERFORMERS:

--A SHOWGIRL and CLOWN try to silence their SQUALLING BABY.

--VERA removes her stage makeup using a small compact mirror, her eyes occasionally flicking toward the curtains.

--A GAGGLE OF EQUESTRIENNES bicker over a Life magazine.

--Mabel tries to get comfortable lying on the hard floor.

Finally, we see Lalo and Anita sitting against the wall just outside the curtains, her head on his shoulder. At the sound of Alfredo shouting, Mabel looks over at Lalo, worried.

ALFREDO (O.S.)  
We're not shutting down and that's  
final!

INT. PARTITIONED AREA - SAME

The section of the train that Leitzel and Alfredo have reserved for themselves is small, but contains a real, narrow bed and a table, over which the two are now ARGUING.

LEITZEL

The whole world is falling apart.  
Millionaires are throwing  
themselves off skyscrapers.

She gestures at a newspaper on the table. The boldface headline declares "BILLIONS LOST AS STOCKS CRASH."

LEITZEL (CONT'D)

If we keep operating at a loss  
we'll bankrupt ourselves.

ALFREDO

"Operating at a loss"? Who taught  
you all this fancy little  
businesslady talk? The Colonel?

LEITZEL

Please be reasonable--

ALFREDO

This is my goddamn circus and I'll  
run it how I want to!

Leitzel's eyes flare. With barely controlled anger:

LEITZEL

Your circus? Yours? Who paid for  
it? Whose lifetime of earnings,  
jewelry, cars ... apartment--

ALFREDO

I knew you were waiting for the  
chance to throw that in my face.

He sloshes his drink. Takes a gulp. Trying to defuse the situation, Leitzel changes tack. Putting a hand on his arm:

LEITZEL

I'm just trying to help.

ALFREDO

*Cógete!*

Leitzel recoils. Even if we don't know that he just told her to go fuck herself, the cruelty of the phrase is clear.

INT. BIG TOP - MORNING

NEAR THE CEILING - Dressed in their rehearsal leotards, Vera and Alfredo stand on a platform. Suddenly, out of nowhere:

VERA

I think you're right. Not shutting us down, I mean.

Alfredo turns to her, surprised. She blushes demurely.

VERA (CONT'D)

I know it's not my place--

ALFREDO

No, no. Go on.

VERA

I just think, you grew up in the circus. If anyone in the world knows how to run one? It's you.

Alfredo looks at her with new appreciation. Seems to realize for the first time how gorgeous and young she is.

ALFREDO

Thank you.

ON THE FLOOR - Leitzel watches as Alfredo whispers something in Vera's ear. The younger woman ERUPTS INTO LAUGHTER.

EXT. PERFORMERS' EXIT - MOMENTS LATER

Leitzel bolts out of the big top, looking sick. She's immediately approached by Mike.

MIKE

Excuse me, Mrs. Codona? I'm sorry to bother you--

LEITZEL

What is it?

MIKE

We're all real happy to be here. We are. But the thing is, Mister Codona's got behind on our wages.

LEITZEL

How behind?

MIKE

Two weeks. I'm not asking for myself, you understand. But the McConnells, they have a baby--

LEITZEL

Of course. It's okay. I'm glad you said something.

MIKE

Should I talk to Mister Codona?

LEITZEL

No. I'll take care of it.

EXT. CIRCUS CAMP - NIGHT

PERFORMERS AND CREW gather around a campfire. They're all huddled and shivering. Leitzel scrambles from employee to employee, handing over steaming bowls of soup.

Mike lifts his to discover a ten-dollar bill folded underneath. Leitzel presses a finger to her lips: *shhh*.

Her deliveries finished, she joins the circle. Looks from face to resentful face. Catches Mike's eye, but he doesn't smile. She hasn't even paid him half of what he's owed.

Suddenly Vera begins to sing:

VERA

Day is ending, birds are wending  
back to the shelter of each little  
nest they love ...

Realizing what she's singing, an EQUESTRIENNE chimes in:

EQUESTRIENNE

Night shade's falling ...

Alfredo joins the song, catching Vera's eye:

ALFREDO

Lovers calling ... What makes the world go round? Nothing but love.

Now the whole group, except for Leitzel, sings together:

ALL

When the whippoorwill calls, and evening is nigh ...

Leitzel backs away from the circle. Mabel quickly rises to follow her into the train as the song continues:

ALL (CONT'D)  
I hurry to my blue heaven.

INT. TRAIN CAR - MOMENTS LATER

Leitzel lies on the floor of the empty car crying. Mabel gently peels her from the ground and wraps her arms around her as her sobs shake both their bodies. Over Mabel's shoulder we see her devastated, miserable face:

LEITZEL  
No matter what I do I can't make  
him happy. And all it takes her to  
make him happy is a *song*.

INT. LEITZEL AND ALFREDO'S TENT - LATER

Leitzel enters wearing a low-cut nightgown. Conciliatory, trying to seem sexy. But her fragile confidence fails at the sight of Alfredo sitting on the bed, head hung.

ALFREDO  
Is this what I think it is?

He holds up something much like a diaphragm: Leitzel's Dutch pessary, the birth control she told the teenage girls to get.

ALFREDO (CONT'D)  
All this time you've been lying to  
me. Pretending to want a family.  
But all you really want is to keep  
being Lillian Leitzel. Star.

LEITZEL  
Give me that.

She lunges for it, furious, but he holds it away from her.

ALFREDO  
That's how you're going to play  
this. You're not even going to try  
to say you're sorry.

LEITZEL  
We both know the real reason you're  
so eager for a family. Because then  
you'll finally get to be on top.  
While I'm locked away growing your  
next little flying Codona--  
(MORE)

LEITZEL (CONT'D)  
(with boundless contempt)  
--feeding it and burping it and  
rocking it to sleep, you'll be up  
there every night. With her.

ALFREDO  
You've lost your mind.

LEITZEL  
You've always competed with me. As  
long as I've known you. It kills  
you that I'm more famous, that I'm  
smarter, that I make more money.  
That's why you like her. Because  
standing next to her is like  
standing next to no one at all.

ALFREDO  
When did you become such a  
miserable bitch?

He tears the pessary in half and throws the pieces on the  
ground. Leitzel's eyes follow them, panicked.

ALFREDO (CONT'D)  
You can be the Queen of the Air or  
you can be my wife. But you can't  
be both forever.

He storms out.

INT. BIG TOP - LATE NIGHT

Alfredo and Lalo stand on opposite platforms.

ALFREDO  
*Listo!*

Alfredo launches. As Lalo swings down to meet him, he turns  
one, two, three somersaults ... then seems to try for a  
fourth. But he doesn't make it, sailing past Lalo's  
outstretched arms before PLUMMETING HEADFIRST INTO THE NET.

ALFREDO (CONT'D)  
Goddammit!

Lalo drops, landing next to him. They lie on their backs for  
a moment before Alfredo pulls himself up:

ALFREDO (CONT'D)  
Let's try it again.

LALO

Come on, Alfredo. I'm exhausted.

ALFREDO

We were so close last time. Didn't you feel it?

LALO

We've been practicing for four hours. I can't feel anything.

ALFREDO

I'm not going to let you take this from me just because you're tired.

LALO

This is as much my trick as yours.

ALFREDO

Keep telling yourself that.

And just like that, they're fighting, rolling back and forth in the net, throwing punches every chance they get. Finally Lalo lands one square in Alfredo's face. When he pulls his hand back, it's covered in blood. Wiping his bloodied nose, seeming incredulous that Lalo could actually win a fight:

ALFREDO (CONT'D)

You weren't like this when we were going after the Triple.

LALO

Things have changed since then.

INT. PASSENGER CAR - EVENING

Alfredo and Leitzel address the company of performers.

LEITZEL

I don't know how to thank you all for following us here, for putting your trust in us ...

(wiping her eyes)

You're our family. We wanted so badly to take care of you.

A room of morose expressions. Suddenly, with forced gusto:

ALFREDO

Why all the long faces? This is a celebration! It may be our final show, but it's also going to be our best. We're going out with a bang.

VERA  
Here, here!

Leitzel locks eyes with the younger woman, disapproving. But Vera just stares right back at her. Unashamed and unafraid.

INT. BIG TOP - MIDNIGHT

The Flying Codonas finish the show for a half-full audience. Alfredo hangs from Lalo's hands as the two men SWING INWARD. Matching them on the other side is Vera, hanging from her trapeze by her knees. When the two meet in the middle, Vera and Alfredo SWITCH PLACES with magical-seeming grace.

As the three descend their ladders, the Grand Codona Circus' BAND strikes up "Auld Lang Syne." Gold confetti falls from the ceiling like snow. The Performers begin to SING ALONG, putting arms around each others' shoulders and swaying.

Lalo finds Anita in the crowd and kisses her. Leitzel scans the faces of the revelers and finally spots Alfredo. His back is to her. And his arm is around Vera.

INT. TRAIN STATION - MORNING

The various members of the Codona circus hug each other goodbye as Leitzel gets ready to put Mabel on a train.

LEITZEL  
I'll send for you as soon as I have  
the money. I promise.

They step apart. Then Leitzel grabs Mabel again and pulls her into a tight hug, surprising them both.

FADE TO:

INT. TOWN CAR - MORNING

Vera, Alfredo and Lalo talk excitedly while Leitzel stares out the window at Central Park passing by.

ALFREDO  
So we ran into some trouble here.  
It happens. Everything will be fine  
once we get to Europe.

VERA  
Is the food in Paris as good as  
they say?

LALO

Better. Not to mention the wine.

ALFREDO

Or the girls. Those accents. Oui  
oui oui, je t'aime, je t'adore!

Vera playfully mock-punches him. As Leitzel continues to stare out the window, a break in the treeline reveals a HUGE SHANTYTOWN on the park's Great Lawn. The sight of a TEENAGE GIRL who resembles Dolly catches her eye. But then the treeline resumes and the vision is gone.

EXT. CIRQUE D'HIVER - MORNING

A BANNER UNFURLS over the venue's front entrance reading

"LES PLUS FORMIDABLES SPECTACLES DU MONDE: LES CODONAS  
VOLANT ET LA REINE DE L'AIR!"

INT. HOTEL DINING ROOM - SAME

Leitzel and Lalo are on one side of the table, Alfredo and Vera the other as the foursome eats breakfast.

LEITZEL

I thought we could visit the Louvre  
this afternoon.

ALFREDO

Why don't you take Lalo? He could  
use a little culture.

Alfredo eyes her challengingly, then rests his hand on Vera's knee. The message is clear: I want you to see this.

INT. LOUVRE GALLERY - AFTERNOON

Leitzel and Lalo make somber figures in the midst of the excited crowd as they walk along in silence. Finally:

LEITZEL

Wonder what they're doing right  
now, all alone, in a fancy hotel.

LALO

I can't talk to you about this.

LEITZEL

Then talk about anything. Anything  
you want. Talk or I'll scream.

(MORE)

LEITZEL (CONT'D)

(beat)

How are you?

LALO

No one ever asks me that.

LEITZEL

I'm sorry.

LALO

I'd kinda gotten used to it.

They've paused in front of the Venus de Milo. Leitzel reaches her hand toward the statue's torso, fascinated by the holes in its smooth surface. Suddenly a nearby GUARD shouts:

GUARD

Mademoiselle! Ne touche pas!

Leitzel steps back, face burning. After a moment:

LALO

I'm going to ask Anita to marry me.

LEITZEL

That's ... wonderful.

LALO

I've been saving up. She says she doesn't care about a ring, so I'm going to put it toward some land. California, maybe. We like it there.

LEITZEL

A home.

LALO

For when we're ready for it.

LEITZEL

It doesn't scare you? The idea of leaving all this behind?

LALO

No. I mean, what we do is exciting and all. But nothing's more exciting than she is.

Leitzel begins to cry. We know what she's thinking: Alfredo would never say that about her. Noticing:

LALO (CONT'D)

Aw, jeez. I'm sorry.

LEITZEL

This isn't - I'm just happy for  
you. That's all.

INT. CIRQUE D'HIVER - EVENING

The arena's BIG CHANDELIERS make its gilded cornices and ceiling GLIMMER as Leitzel climbs up her rope, pausing every so often to wink or gesture flirtatiously at the audience. They GASP as she LEAPS TO HER ROMAN RING, then begin to count along, enthralled, as her revolutions grow faster and faster:

AUDIENCE

Un! Deux! Trois! Quatre!

BACKSTAGE - Vera and Alfredo watch through the gap between heavy velvet curtains as Leitzel becomes just a blur.

LEITZEL'S POV - As the gold and maroon of the arena spin by at a nauseating pace, the sound of Leitzel's shoulder DISLOCATING is gruesomely loud.

BACKSTAGE - Vera continues to watch in awe, transfixed. Alfredo, meanwhile, is only watching Vera.

VERA

She's still incredible, even after  
all these years.

Alfredo is surprised to realize:

ALFREDO

You admire her.

VERA

Why wouldn't I? She has everything  
I want.

She glances quickly at Alfredo, then looks away coyly.

ALFREDO

You're very ambitious.

VERA

Thank you.

ALFREDO

Most women wouldn't consider that a  
compliment.

VERA

I guess I'm not most women.

LEITZEL'S POV - As Leitzel continues to SPIN, she does the old dancer's trick of focusing on the same spot with each turn. This time, that spot is the backstage entrance, where she can see Alfredo and Vera's silhouettes. Suddenly the VOICE cuts in, as gravelly and disturbing as ever:

UNEARTHLY VOICE (O.S.)

Let go.

Leitzel ACCELERATES, trying to drown it out.

UNEARTHLY VOICE (O.S.) (CONT'D)

Let go. Let go. Let go. Let--

LEITZEL

*STOP!*

BACKSTAGE - Alfredo and Vera hear Leitzel SHRIEK, then see her abruptly stop swinging, so that she's just hanging by her arm. A MURMUR runs through the audience - what's happening?

Then Leitzel, ever the professional, turns herself upside down so that she's suspended feet-up. As if it were all part of the show. The audience, relieved, begins to APPLAUD.

INT. HOTEL SUITE - SITTING ROOM - EARLY MORNING

Leitzel enters from the bedroom. Without her usual mask of makeup, she looks as vulnerable as a little girl.

LEITZEL

Alfredo? Are you here?

The silence is resounding. All the answer she needs.

INT. BEDROOM - LATER

Leitzel quickly packs her trunk. Has to stand on it to close it - she's not used to doing this for herself.

INT. TRAIN CAR - MORNING

The winter light is cold on Leitzel's face as the train slides out of the station. As it picks up speed and gets noisier and noisier, she allows herself to start to SOB.

INT. BERLIN APARTMENT BUILDING - HALLWAY

An ELDERLY WOMAN with a dog on a leash eyes Leitzel curiously as she stands in front of a door. She waits until the Woman has gone down the stairs before KNOCKING LOUDLY.

After a moment the door swings open. Leitzel's face crumples.

LEITZEL

I didn't know where else to go.

We REVERSE to see the middle-aged woman standing on the threshold. It's Nellie, now 52.

NELLIE

You came to the right place.

Leitzel throws herself into her mother's arms.

INT. NELLIE'S APARTMENT - DAY

Dozens of SHINY CIRCUS ACROBATS dangle above our heads. They sway gently in the breeze. Their eyes are black, unseeing, as they drift toward, then away from one another.

From above, we see Leitzel and Nellie lying next to one another on the bed. The ceramic figurines hang from the ceiling. Nellie's collection. Leitzel swats at one idly, sending it flying, as Nellie turns to look at her.

NELLIE

I can't believe you're really here.

LEITZEL

You said I could always come back to you. I never forgot that.

NELLIE

I was a bad mother.

LEITZEL

No. You were right all along. Once you told me, "Men are the same everywhere." I was so sure I knew better ... I should have listened.

She sits up suddenly.

LEITZEL (CONT'D)

What happened between you and my father?

Nellie swallows. After a moment's hesitation:

NELLIE

He ran a circus in the Carpathians.  
A small one, just a wagon and a  
horse. He was always after the  
young girls. One night I tried to  
run away. But he caught me.

(beat)

I was eleven years old.

Leitzel's eyes tear up as the meaning of this hits her.

LEITZEL

Why didn't you tell me?

NELLIE

I don't know. I suppose I thought  
if you knew where you came from  
you'd think you belonged there.

(beat)

I wanted you to have a different  
kind of life.

Leitzel wraps Nellie in her arms as the older woman begins to cry. Rocking her back and forth gently:

LEITZEL

Don't worry. I did.

INT. CIRQUE D'HIVER - MORNING

A lone JANITOR travels the rows of empty seats sweeping. We watch with him as Alfredo and Lalo swing back and forth on their trapezes, building momentum. Then Alfredo's off: one somersault, two, three ... and a half.

He flips himself upside down one last time and his ankles SMACK into Lalo's outstretched hands.

They drop into the net, LAUGHING HYSTERICALLY, hugging one another, like they did on that night long ago when they got the Triple for the first time.

INT. PARIS RESTAURANT - EVENING

Vera and Lalo talk as a WAITER pours champagne. But their words are a MUTED BABBLE to Alfredo. He snaps out of it only when he realizes Vera is addressing him:

VERA  
(raising her glass)  
To Alfredo, the only trapezist in  
the world to get the triple-and-a-  
half. You're an inspiration.

ALFREDO  
(snappish)  
Give it a rest, Vera.

Her face falls. But she recovers quickly. Pasting on a  
saccharine smile and a tone to match:

VERA  
Fine, then. To us.

INT. NELLIE'S APARTMENT - AFTERNOON

Leitzel is folding clothes while Nellie listens to the radio.  
A KNOCK AT THE DOOR turns both their heads. Leitzel goes to  
open it, her face lighting up when she sees who it is:

LEITZEL  
You're here.

We REVERSE to see that it's Mabel waiting there.

INT. NELLIE'S APARTMENT

Leitzel, Nellie and Mabel sit in a triangle, eying one  
another cautiously. Leitzel holds a sealed envelope.

LEITZEL  
He brought you over for this?

MABEL  
He wanted it hand-delivered.

LEITZEL  
Well. This should be good.

Her feigned bravado is betrayed by the trembling of her hands  
as she unseals the envelope and removes the letter inside.

INT. TRAIN CAR - NIGHT

Alfredo scribbles furtively while Vera sleeps, her head  
resting on his shoulder.

ALFREDO (V.O.)

When it comes to you, I've always  
been a coward. I've been afraid to  
have you and afraid to lose you.

INT. HOTEL LOBBY - AFTERNOON

Alfredo, Lalo and Vera are led across the lobby by a BELLBOY.

ALFREDO (V.O.)

The truth is we're both cowards.  
Isn't that funny to say?

INT. HOTEL SUITE

Vera unpacks her trunk. Looks up at Alfredo, her smile ever-so-slightly triumphant.

ALFREDO (V.O.)

We risk our lives every night. But  
loving someone else, all of them --  
I realize now that that's the real  
daredevil act.

INT. HOTEL SUITE - EARLY MORNING

Vera awakens to see a short note resting on Alfredo's pillow.

ALFREDO

Give me one more chance, and I  
promise I will finally be brave.

INT. NELLIE'S APARTMENT

Leitzel finishes reading. Her head stays down for one long moment. When she looks up again, she's crying. Mabel and Nellie's faces both say, Well? Leitzel nods frantically.

Mabel pulls the front door open to reveal Alfredo waiting in the hall, smiling shyly. He'd been there all along.

EXT. BERLIN STREET - EARLY EVENING

Leitzel and Alfredo walk hand-in-hand in the bluish dusk. A pair of LAMPLIGHTERS work both sides of the street, igniting halos of yellow light that fall on the sidewalks.

LEITZEL

This is my favorite time here.

ALFREDO

In New York they're replacing them  
with electric.

LEITZEL

Everything seems like it's changing  
so much faster than it used to.

They pause to look in the window of a bookstore.

ALFREDO

I see people reading that  
everywhere.

We realize they're looking at a display that prominently  
features "Mein Kampf."

LEITZEL

People are very excited about  
Mister Hitler. They think he can  
solve all of Germany's problems.

They continue walking.

ALFREDO

Sometimes I feel like I've only  
seen the big events of my lifetime  
from the windows of trains.

INT. LEITZEL'S ROOM - LATER

Leitzel and Alfredo lie on the bed. She's boosted herself up  
on her elbow and is laughing, mock-horrified:

LEITZEL

You never ask a lady that!

ALFREDO

I'm sorry, is there a lady here?

He looks around. She laughs again, pushes him away playfully.

ALFREDO (CONT'D)

Well, I for one am not ashamed.  
Thirty-seven.

LEITZEL

Thirty-seven?

ALFREDO

We were apart for a long time. And  
I couldn't help it if the girls  
found me irresistible.

LEITZEL

You know, back in Chicago we had a word for people like you.

ALFREDO

Heroes?

He's grinning, but she looks away, suddenly serious. This game isn't as much fun as she thought it was going to be.

ALFREDO (CONT'D)

I thought we were putting everything on the table.

LEITZEL

I guess I didn't realize how much everything there was.

ALFREDO

Well, since I already told you how many in the past, I might as well tell you how many in the future.

He holds up a single finger solemnly. She laughs.

EXT. BERLIN STREET - DAY

The streets are now covered in a thick blanket of snow. KIDS run back and forth, throwing snowballs, as Leitzel and Alfredo walk along, carrying wrapped packages. Suddenly:

LEITZEL

Why'd you come back?

There's a brief silence. Then:

ALFREDO

We got the three and a half.

LEITZEL

You did?

ALFREDO

Something just clicked. We couldn't do it, and then suddenly we could.

LEITZEL

That's incredible!

He shrugs. Not the reaction she was expecting. Baffled:

LEITZEL (CONT'D)

You don't seem excited.

ALFREDO

I remember when we got the Triple.  
There was this unreality, like I'd  
split in two - the me I'd always  
been, and the man who'd mastered  
the Leap of Death. I didn't know  
which one I wanted to be more.

LEITZEL

But this time was different.

ALFREDO

No. That was the problem. It was  
all the same. But then I realized,  
the first time I wanted to be both  
those men. This time I didn't want  
to be either of them.

He stops to take both of her hands.

ALFREDO (CONT'D)

What's the point in flying if you  
don't have anywhere to land?

Realizing what he's getting at:

LEITZEL

We can't quit. We're penniless.

ALFREDO

We can go to Hollywood and do  
stunts in the movies. You'll see.  
Compared to circus work it's easy.

LEITZEL

How will we get there? Neither of  
us has performed in weeks.

ALFREDO

You still have the Copenhagen show.

LEITZEL

I was planning on canceling.

ALFREDO

But you haven't yet.

She's silent. After a moment he drops her hands.

ALFREDO (CONT'D)

Well. It's just an idea.

He resumes walking. Leitzel is surprised to see him smiling.

LEITZEL  
You're not angry.

ALFREDO  
I'm not going to give you an ultimatum. This time you decide.

INT. NELLIE'S APARTMENT - EVENING

A Christmas tree is lit with candles, strung with popcorn. Nellie opens a package to find a ceramic acrobat to add to her collection. She hugs Alfredo, who immediately sets about stringing it from the ceiling for her.

INT. WINTERGARTEN THEATER - DAY

Leitzel and Alfredo are admitted to the backstage of the empty theater by a JANITOR. Pressing money into his hand:

LEITZEL  
Danke.

Alfredo walks out onto the darkened stage while Leitzel feels around for something on the wall until she finds it: a handle. She pulls down forcefully and the hundreds of lights hanging from the theater's ceiling ILLUMINATE ALL AT ONCE.

She joins Alfredo on the stage. He stares up at the constellations of bulbs in awe.

ALFREDO  
It's beautiful.

LEITZEL  
This is where the agent from Barnum's first noticed us. I was only eighteen, but somehow I knew my life was about to change.

She lies down on the stage so that she's staring up at the sea of lights. Alfredo joins her. After a silence:

LEITZEL (CONT'D)  
I hear a voice in my head. When I'm performing.

ALFREDO  
What does it say?

LEITZEL  
"Let go."

She sits up. Stares out at the theater's hundreds of seats.

LEITZEL (CONT'D)  
I'm ready.

He sits up next to her. Studies her face.

ALFREDO  
Are you sure?

LEITZEL  
I want to go home.

ALFREDO  
But we don't have a home.

LEITZEL  
Yes we do.

She takes his hand. Realizing her meaning:

ALFREDO  
I love you, Leitzel.

She turns to him in surprise. Unbelievable though it seems, they've never said those words to each other before.

LEITZEL  
I love you too.

INT. COPENHAGEN HOTEL ROOM - AFTERNOON

Alfredo is reading the paper as Leitzel enters, trailed by Mabel carrying an enormous box from a department store. She opens it to reveal a beautiful mint-green dress.

ALFREDO  
Have you seen this?

He holds out a full-page ad for the VALENCIA THEATER, listing the performers in tonight's show and featuring a publicity image of Leitzel. Although the ad is in Danish, it's easy to see that Leitzel is the last and thirteenth performer listed.

ALFREDO (CONT'D)  
You're the thirteenth act on Friday  
the thirteenth.

She hesitates. His fear is persuasive, contagious. Rallying:

LEITZEL  
I'm thirteenth because I'm the big  
finish.  
(MORE)

LEITZEL (CONT'D)  
 And it's Friday the thirteenth  
 because all the major engagements  
 premiere on Fridays.

She shuts herself in the bathroom. Mabel begins unpacking the dress. Catching her smiling at him:

ALFREDO  
 What?

MABEL  
 I like seeing you worry about her.

EXT. VALENCIA MUSIC HALL - DAY

A banner depicting Leitzel hanging from her roman ring hangs over the double doors. Alfredo lines up in a crowd of WELL-TO-DO PATRONS waiting for admittance.

INT. VALENCIA MUSIC HALL - LATER

Alfredo watches Leitzel's fake fall from the audience, grinning. APPLAUSE RISES as the audience realizes it's a trick. She pulls an upside-down curtsy, then drops a sly little wink in Alfredo's direction.

EMCEE  
 Ladies and gentlemen, Lillian  
 Leitzel, the Queen of the Air!

At this, Leitzel pulls herself up, then LEAPS from her trapeze to her roman ring. She swings back and forth, building momentum, until she can FLING HER BODY OVER ITSELF. She quickly gains in speed, a human propeller in a flowing dress. The AUDIENCE begins to count along:

AUDIENCE  
 Tre ... Fire ... Fern ... Seks ...

LEITZEL'S POV - We hear the familiar CLICK AND POP as Leitzel's shoulder dislocates, her STRAINED BREATHING. Her eyes fix on the glittering chandelier beyond her upturned feet every time she reaches the bottom of a rotation.

And then something strange happens. The chandelier gets smaller. It takes a moment before we realize why: she's FALLING AWAY FROM IT, feet still pointed upward.

FROM THE AUDIENCE - As she PLUMMETS TOWARD THE FLOOR, sixty feet below, she reaches for her trapeze bar. Alfredo holds his breath - surely she'll grab it and recover. But her fingers just brush it uselessly, PUSHING IT AWAY.

Alfredo sees the PANIC on her face. Rises to his feet.

The SHOCKED SILENCE that follows is just enough time to see that Leitzel still clutches her roman ring in her right hand. She didn't let go - it somehow came loose from its rigging.

A woman's SCREAM punctuates the silence just before Leitzel HITS THE FLOOR FLAT ON HER BACK. A HOLLOW BOOM echoes.

Alfredo CLAMBERS DOWN the rows of seats as quickly as he can. He and Mabel, coming from backstage, reach Leitzel's body at the same time. She's still. Eyes shut. Alfredo is HYSTERICALLY:

ALFREDO  
Is anybody going to call a doctor?

He grabs her hand, which still clutches the ring tightly. The metal clasp that connected it to its rigging is broken.

Two ATTENDANTS rush onto the floor with a stretcher. Leitzel opens her eyes, looks left and right before waving them off.

LEITZEL  
(rasping)  
I'm all right. I can go on.

Mabel strokes her hair soothingly. It's streaked with blood.

MABEL  
It's okay. Just be still.

Leitzel cracks a smile. Weakly, shutting her eyes again:

LEITZEL  
Mabel ... you're fired.

INT. COPENHAGEN HOSPITAL - CORRIDOR - NIGHT

Alfredo, alone in the echoing corridor, PACES ANXIOUSLY. After several excruciating moments an exhausted DOCTOR emerges from a nearby room.

DOCTOR  
Mister Leitzel?

ALFREDO  
It's - Yes.

DOCTOR  
We gave your wife the highest dose of morphine permitted for someone her size. But I don't know how much it's helping.

Alfredo tries to push past him, but the Doctor stops him en route to the door. Gently:

DOCTOR (CONT'D)  
It won't help either of you if you let your shock show on your face.

ALFREDO  
I've seen circus accidents before.

DOCTOR  
You've never seen anything like this.

INT. HOSPITAL ROOM

Leitzel sits upright in the bed, dressed in a short hospital gown. She looks like an alien: her arms and legs are black and blue, her face yellow, her eyes bloodshot. When she sees Alfredo coming through the door, she tries to smile.

LEITZEL  
So? Think there's a place for me in the sideshow?

Because even her vocal chords are bruised, her voice comes out as a strange, low almost-croak that we've heard before: it's the voice Leitzel used to hear in her head.

ALFREDO  
You're beautiful.

He rushes to her side. Leans in to kiss her before realizing how bruised her face and lips are.

LEITZEL  
What did the doctor say?

ALFREDO  
He said you're doing great.

Leitzel tries to laugh, starts to COUGH VIOLENTLY. She holds a handkerchief over her mouth. When she pulls it away it's spattered with blood.

LEITZEL  
What did he really say?

There's a long silence as Alfredo gathers the courage to tell her the truth. Beginning to cry:

ALFREDO  
He said you're going to die.

Leitzel nods. Stunned by the actual words, but not surprised.

ALFREDO (CONT'D)

Your skull is cracked. Your bones  
are shattered. And you're bleeding  
inside. You're bleeding everywhere.

He ERUPTS INTO A SOB. Leans forward to hide his head between his knees as he cries. When he looks up again, her eyes are closed, her breath shuddering in and out of her broken chest.

ALFREDO (CONT'D)

Hey, remember the night we went  
dancing? In Chicago? You asked me  
why I chose you over all the other  
girls, remember that? And I said--

He stops to collect himself.

ALFREDO (CONT'D)

I said it was because there's no  
one else like you. But what I meant  
was there's no one else like me.

He begins to sob again. Kisses her hand, hoping she'll respond. But Leitzel is silent. Asleep.

INT. WAITING ROOM - THE NEXT DAY

Mabel and Nellie sit together. Mabel's head on Nellie's shoulder. Through the windows behind them, a thick snow falls hard and fast. Mabel squeezes her eyes shut, crying.

INT. HOSPITAL ROOM - SAME

Alfredo, sitting next to her bed, presses something into Leitzel's hand: her pouch of chalk dust. As her fingers close around it, her eyes flutter open and land on him.

She smiles. Extends her free hand weakly. He grabs it, holds it tight as she opens her mouth, struggles to speak.

ALFREDO

It's okay. Don't talk.

She croaks something. Impossible to understand, but Alfredo seems to get it somehow:

ALFREDO (CONT'D)

Me too.

She shuts her eyes as the pouch of chalk dust slips from her hand. Alfredo looks down as it BURSTS ON THE FLOOR. When he looks up again, her chest is still.

INT. SHIP CABIN - NIGHT

Alfredo sits alone in his cabin with a copper urn cradled in his lap. His eyes are red and sunken.

EXT. SHIP DECK - DAY

Alfredo stands at the rail, watching the distant shape of the New York skyline slowly come into focus. The LOUD BUZZING of a plane propeller turns his face upward. A SNOWFALL OF FLOWER PETALS swirls suddenly around the deck. What's happening?

The BUZZING grows faint and is gone. The flower petals settle and we see their source: an ENORMOUS WREATH OF RED AND WHITE ROSES that the plane has dropped onto the ship. Alfredo steps toward it, eyes it, finally finds the small card. He opens it to see a single word, printed in bold: "COLONEL."

EXT. INGLEWOOD PARK CEMETERY - DAY

HANDS slide that same urn into a niche in a MARBLE SLAB. We PULL AWAY to reveal

An ENORMOUS CROWD extends down a hillside away from a HUGE MARBLE MONUMENT. Rolling green hills studded with white gravestones behind them. We can't yet see the front of the monument, but we can see that they're perturbed by it:

GUEST #1  
I heard he commissioned it after  
seeing it in a dream.

GUEST #2  
What's it supposed to mean?

We REVERSE to reveal a FIFTEEN-FOOT STATUE depicting Alfredo with ENORMOUS ANGEL'S WINGS. He's embracing a wingless, BARELY CLOTHED Leitzel. Beneath their feet, two roman rings are carved. The rope attached to one is severed.

After a moment, Alfredo steps up and positions himself in front of the statue. The crowd falls silent.

ALFREDO  
People often said my wife was  
difficult. They were right.

Relieved LAUGHTER from the guests.

ALFREDO (CONT'D)  
 Difficult, demanding, high-strung.  
 I don't feel bad saying that  
 because she would've said so  
 herself. She loved being difficult.

He locks eyes with familiar faces in the crowd - Mister John, Mabel, Victoria. Finally he lands on Lalo as he continues:

ALFREDO (CONT'D)  
 Someone once said that the moment I  
 get something I want, I start  
 wanting something else. Leitzel and  
 I had that in common. It's not a  
 good thing. We were never very  
 good. But we were lucky.

(beat)

We were lucky because we lived to  
 see the day something was finally  
 enough for both of us. It turned  
 out to be something harder and more  
 daring than any circus trick. But  
 so much more spectacular.

FADE TO:

EXT. MADISON SQUARE GARDEN - EARLY EVENING (1935)

The country is still hobbled from the depression, and the line outside the Garden is sparse, unenthusiastic.

INT. MADISON SQUARE GARDEN - ARENA - LATER

ON THE FLOOR - The RINGMASTER addresses the half-full room:

RINGMASTER  
 You've never seen anything like  
 them in your life: Alfredo Codona  
 ... and his dazzling wife!

NEAR THE CEILING - Vera and Alfredo stand on their platform.

ALFREDO  
 You look beautiful.

VERA  
 Shut up. I'm trying to concentrate.

Alfredo's mouth sets in a grim line. It's clear the bloom is off the rose: he knows now what Vera really wanted all along.

She dives, SWEEPS ACROSS THE ARENA on her trapeze. But the audience doesn't react. Something unconvincing about her.

## RINGMASTER

His brother Lalo's in the act too.  
And you won't believe what these  
two can do.

(as a DRUMROLL begins)  
They risk life and limb in this  
deadly feat. And all you risk is a  
quarter a seat.

He CHUCKLES BITTERLY. But the audience doesn't laugh along. They watch, unimpressed, as Alfredo swings forward, then back, gaining momentum. On the next swing, he LETS GO, BULLETING THROUGH THE AIR as he turns his first somersault.

ALFREDO'S POV - Alfredo's eyes lock on Lalo just leaving his platform. He spins again before seeing him a second time, now halfway there. He spins once more and looks up to see ...

Leitzel. She's grinning widely and swinging toward him from her knees like she did during rehearsal long ago. She reaches her arms downward to lock them with his. They're bare and perfectly white, unscarred. He reaches out to meet her grasp.

FROM THE AUDIENCE - Alfredo SOARS RIGHT PAST LALO, leaving his brother flying toward the opposite side of the arena alone. Lalo SWIVELS HIS NECK DESPERATELY in time to see Alfredo ROCKET HEAD-FIRST INTO THE NET.

He BOUNCES CARELESSLY off the woven ropes, his body LIMP AS A DOLL'S, and RICOCHETS into a pole, which sends him FLYING DOWNWARD. With every impact the crowd SUCKS IN ITS BREATH. Finally, he lands FLAT ON HIS BACK on the dirt floor.

ON THE FLOOR - Alfredo's right arm is twisted at an odd angle as he stares up at the ceiling. He COUGHS and SUCKS IN AIR, the wind knocked out of him as we begin to PULL AWAY.

Higher and higher we go. Alfredo turns his head to the side and suddenly Leitzel is lying there too, her body as broken as his. Side by side, they're an almost perfect match to the final shot of Murnau's film.

As we ascend into the rafters, the two commas of their bodies become little more than white shapes on a dark floor.

## ALFREDO (V.O.)

They won't grow old. Won't start to  
hate each other. They'll always be  
remembered just as they are.

CUT TO:

## EXT. INGLEWOOD PARK CEMETERY - PRESENT DAY

The STATUE OF ALFREDO AND LEITZEL still stands on its hillside, but bushes have grown up around the back of it. A series of CLOSE SHOTS reveal places where plaques have been pried off, the marble chipped and stained.

Over these flashes, we learn ...

*Alfredo broke his back in his fall. He never flew again.*

*Two years later, Vera asked him for a divorce. He shot her to death, then turned the gun on himself.*

*In his suicide note, he wrote, "I am going back to Leitzel, the only woman who ever really loved me."*

We hold on the forgotten monument for a moment after this last piece of information fades. Alfredo squints at us over Leitzel's shoulder. Although he's the one with wings, it looks as if he's trying to keep her from floating away.

It's a regular day here. There's the drone of a lawn mower in the distance, the hum as a car drives by. There was a time when everyone knew the names Alfredo Codona and Lillian Leitzel, the king and queen of the big top. Now no one does.

THE END