

WATER FOR ELEPHANTS

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BASED ON THE NOVEL
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SECOND DRAFT REVISED
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EXT. MODERN CIRCUS GROUNDS - PRESENT DAY - NIGHT

An upstate New York town. A CIRCUS is being dismantled...The Big Top falls and is gathered up by workmen...Trucks are being loaded with animals.

EXT. PARKING LOT - CIRCUS GROUNDS - CONTINUOUS - NIGHT

AN ELDERLY MAN , JACOB JANKOWSKI - 93 year old - stands alone, with a walker in the middle of the empty parking lot. His shirt is stained with sweat - as if it took great effort for him to get there. As he watches the Circus disappear, Jacob looks lost, bewildered and fragile.

CHARLIE, 50's circus manager, and RUSS, a tattooed teen with rings through his eyebrows, approach him with a wheelchair.

CHARLIE

Excuse me sir, can we help you?
(No reply from Jacob)
Did you miss your ride?

JACOB

I missed the Spec.

RUSS

The what?

CHARLIE

Yes, I'm afraid you did. Can we call someone for you?

JACOB

(sad)
Where'd it all go?

RUSS

He's seriously old.

CHARLIE

Did you come with the folks from the retirement home?

JACOB

No, I came on my own.

CHARLIE

(ignoring him)
Let's go inside and we can call them to pick you up.

Charlie motions for Russ to get Jacob in the wheelchair. Jacob resists.

JACOB

No, I told ya, I came on my own and I'm not going back. Get your hands off me.

RUSS

(as if talking to a child)
It's OK. We're gonna call the home so they can come pick you up.

JACOB

(Suddenly lucid)
Why don't you pick some of those rings out ya head maybe you won't be so stupid, ya dumb little shit.

RUSS

Woah! The language. Uncalled for.

CHARLIE

Sir, we need to get you out of this parking lot. My trucks have to come through here. Please...

He offers the wheelchair. Jacob relents and sits.

CHARLIE (CONT'D)

I got it Russ. Take the walker.
Finish closing up the ticket booth.

Russ takes the walker and exits as Charlie wheels Jacob.

JACOB

In my day, they had old timers in the ticket wicket and freaks like him in the sideshow. Damn kid didn't even know what the Spec was.

CHARLIE

You sound like you know circuses.

Charlie checks his watch, impatient to get Jacob home.

JACOB

I should. I was on two.

CHARLIE

(Calling OS to Trucks)
Malcolm, tell them to come through!
(Patronizing, to Jacob)
Two circuses. Wow, that's something.

JACOB
 Ringling, of course, but that was
 later...

CHARLIE
 I'll need your name when I call the
 home.

JACOB
 ...First one was called Benzini
 Brothers Most Spectacular Show ...

Charlie suddenly stops upon hearing that name.

CHARLIE
 What?...Wait a minute! Did you say
 you were with the Benzini Brothers?
 (Jacob nods)
 What years?

JACOB
 1931.

CHARLIE
 '31?...You're saying you were there
 for the---?

JACOB
 I was in the middle of it.

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

JACOB
 I remember it like yesterday...
 Better - cause I don't remember
 yesterday.

CHARLIE
 (extends hand)
 Charlie O'Brien the third.

JACOB
 Jacob Jankowski the only.

CHARLIE
 Mr. Jankowski, I would be honored
 if you would have a drink with me
 in my trailer.

INT. CHARLIE'S TRAILER -CIRCUS GROUNDS - TWILIGHT

A bottle of expensive, Laphroaig scotch sits on the table. Charlie pours them each a shot. Jacobs drinks. It feels good.

JACOB
 (to the Scotch)
 Ah, I remember you...Camel would've loved this stuff.

CHARLIE
 Camels drink scotch?

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

CHARLIE (CONT'D)
 You really got here on you're own?

JACOB
 The Great Escape! But I got lost.

CHARLIE
 I should call the home, let them know where you are.

JACOB
 I don't know why they call it a "home". You don't know anybody there. They fill you so full of drugs, you don't care...Five kids and not one has a place for me since their mother died. They take turns visiting me on weekends. They forgot whose turn it was today so nobody showed up..
 (Beat)
 I had a life, ya know. A big life...It isn't right.

Charlie empathizes. Pours another. Changes the subject.

CHARLIE
 So, how did the Benzini Brothers stampede start? The story is two guys got thrown off the train and--

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

CHARLIE
 Sorry. From the beginning.

JACOB

Now, let's see...the beginning...
Well, everything began the same day
everything ended...Ha, isn't that
how it always works?...

INT. JANKOWSKI HOUSE - JACOB'S BATHROOM - 1931 - MORNING

A mirrored medicine cabinet closes revealing the reflection of JACOB JANKOWSKI - 23 years old, handsome, full of energy.

JACOB (V.O.)

It was a big day. My final exams.

INT. JANKOWSKI HOUSE - CONTINUOUS - MORNING

Jacob bounds down the stairs and into the kitchen.

JACOB'S MOTHER AND FATHER are finishing up breakfast. The Father tunes a Philco Radio while smoking a pipe...The Mother pours coffee wearing a cardigan sweater and pearls.

Late for class, Jacob grabs a piece of bread and bacon and downs a coffee as his mother sweetly scolds him in POLISH... His father says something supportive in POLISH as well. Jacob thanks him in POLISH. He kisses his mother and exits.

EXT. JANKOWSKI HOUSE - ITHACA NY - 1931 - MORNING

A simple, clapboard house in a middle class neighborhood. Jacob runs out, passing his father's sign on the front lawn:

E. JANKOWSKI

Doctor of Veterinary Medicine

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

The beautiful campus of Cornell University. Jacob runs.

JACOB (V.O.)

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

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

Jacob sits beside a beautiful Blonde who distracts him with her legs. She notices him staring, crosses her legs and smooths her skirt.

VETERINARY SCIENCES FINAL EXAMS is written on the board of a Lecture Hall. The Proctor announces from his desk.

THE PROCTOR
You may begin.

Jacob, the Blonde and fifty other students open their exam booklets and begin under The PROCTOR's supervision.

JACOB (V.O.)
I had my whole life planned. I knew exactly where it was taking me... And then, with the opening of a door, it all vanished.

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

THE PROCTOR
Mr. Jankowski? May we have a word?

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

EXT. LECTURE HALL - CONTINUOUS - DAY

Jacob steps outside with Dean Wilkins.

DEAN WILKINS
Jacob, it's your parents. I'm afraid there's been a car accident.

INT. BASEMENT HALLWAY - ITHACA HOSPITAL - NIGHT

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

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

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

Jacob sees a steel table upon which lay his parents belongings; wedding rings, pearl necklace, his father's pipe.

CORONER

Are you ready?

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

CHAPLAIN

Is there any other family to call?

JACOB

No. Just me.

INT. EDMUND HYDE LAW OFFICES - DAY

Jacob, in a black suit. Mr. Hyde is seated opposite him.

HYDE

I know this is difficult for you, but there's been no mistake. The house and all their assets, including your father's practise, are now property of the bank in default of the mortgage.

JACOB

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

HYDE

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

JACOB

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

HYDE

Yes, I know, he was a very good man but in banking terms, in the reality of what makes this world actually function, he was an irresponsible man. I'm sorry, but you oughta to know the truth. This Depression is going to last for a long while..

(MORE)

HYDE (CONT'D)

..And the only ones who will be standing at the end of it, are the ones who fight to take what they need to survive. Everyone else is going to disappear. Don't make the same mistakes as your father.

Jacob is disturbed by this description of his father.

EXT. RESIDENTIAL STREET - OUTSIDE ITHACA, NY - DAY

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

EXT. JANKOWSKI HOUSE - CONTINUOUS - DAY

All the family possessions are on the lawn being scoured over by strangers: father's Philco radio, mother's jewelry...A foreclosure sign hangs beside his father's business sign:

JACOB (V.O.)

Things happened so fast, my head was spinning. And that mortgage...I just couldn't figure it out.

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

BANK REPRESENTATIVE

This just came for you, Jacob. Whatever it is I'm going to have to include in the bank's report of assets. Sorry. You OK?

(Jacob nods)

I also have documents to sign..

The Bank Representative continues MOS as Jacob opens the package,

JACOB (V.O.)

I didn't believe the lawyer or the bank. My mother worked. They had savings. We were never broke. So why would they need a mortgage? And then it hit me...

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

E. JANKOWSKI AND SON
DOCTORS OF VETERINARY MEDICINE

JACOB (V.O.)
 They did it to pay for my Ivy
 League education.

For a moment Jacob can't move. This thought stuns him. With his house being picked apart and the Bank Representative speaking about papers, Jacob can't take it any longer. He drops the sign and walks away. The Bank Rep calls after him:

BANK REPRESENTATIVE
 Jacob? Jacob they need these signed
 by the end of the business day.

Jacob walks away from the Bank Rep, pulling off his tie and tossing it. He is crying - the reality finally hitting him.

JACOB (V.O.)
 I walked and I kept on walking...
 It's a strange feeling becoming an
 orphan the same time you're
 becoming a man...To have this
 freedom to be anything you want at
 the same time everything you were
 is taken away. So I just walked
 ...Then all of a sudden, I stopped.

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

Jacob stands with his feet in a clear stream. He is no longer crying. There are dense woods, pitch black, all around him.

JACOB (V.O.)
 Like I'd been sleepwalking and I
 woke up. I had no idea where I was.

Jacob can hear the buzz of insects, the glow of fireflies and the cries of distant animals in the woods. It unnerves him.

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

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

Curious, Jacob puts his shoes on and walks back to a gravel path that leads to TRAIN TRACKS just as:

THE MASSIVE TRAIN ENGINE EXPLODES INTO VIEW PASSING HIM.

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

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

What is it inside of us makes us
decide to grab onto life again and
again, no matter how many times it
abandons us without a second
thought?...What is it makes us
hungry for more of the same?
Somebody smart should figure that
one out.

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

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

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

INT. STOCK CAR - EN ROUTE - NIGHT

A dim light barely illuminates the interior. Jacob breaths a brief sigh of relief and accomplishment when suddenly: A HUGE HAND CONNECTED TO A EVEN LARGER ARM COMES OUT OF THE DARKNESS, GRABBING JACOB BY HIS COLLAR, HOISTING HIM UP.

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

OLD TIMER (O.S.)

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

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

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

BLACKIE

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

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

OLD TIMER

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

Jacob struggles as Blackie pins one arm behind him.

OLD TIMER (CONT'D)

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

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

OLD TIMER (CONT'D)

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

JACOB

Jacob. Jankowski. Nice to meet you.

CAMEL

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

JACOB

No. Nothing like that.

CAMEL

Where you headed?

JACOB

I don't know.

CAMEL

Hungry? Outta work?
(Jacob nods)
No shame in it. What can you do?

JACOB

About anything I guess.

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

CAMEL

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

Jacob drinks and chokes on the liquor.

JACOB

Who's that?

GRADY

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

Jacob looks baffled. Camel laughs as he drinks more;

CAMEL

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

Grady and Bill laugh though Blackie remains un-amused.

BILL

Ha, he really don't know.

CAMEL

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

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

INT. STOCK CAR - DEPOSIT, NY - DAWN.

Jacob is rolled awake as the train stops. He is disoriented as Blackie, Grady and Bill jump out through the open stock car door. Camel is fast asleep, drunk from the jug.

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

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

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

Hundreds of dirty, unshaven men pouring out of the train like ants on candy. The wagons of the train are painted scarlet red with gold trim and sunburst wheels. Emblazoned on each wagon; *BENZINI BROTHERS MOST SPECTACULAR SHOW ON EARTH.*

Jacob wanders as the Circus is being created: Canvas tents are raised, the Big Top laying sprawled on the ground. Men standing over seams, lacing pieces together...Eight man sledge teams pound stakes into the ground at breakneck speed....Teams of men are raising enormous poles with their combined weight, chanting: *Pull it! Shake it! Break it! Again!...Now down stake it!...Several teams horses pulling wagons are charging right for Jacob..*

Jacob jumps out of the way, nearly being run down. He is out of place...in the way of this finely tuned machine.

Jacob ducks into a LARGE TENT for safety.

INT. MENAGERIE TENT - CONTINUOUS - MORNING

Jacob enters. A stillness takes the place of the chaos outside: The translucent tent is as tall as the sky. It has barely been set up - just the tent and:

THE ANIMALS.

Jacob is in awe. Camels, llamas, zebras and horses stand behind low ropes slung between iron stakes, some with their heads in mounds of hay.....Two giraffes stand within a chain-link fence....lions, tigers, panthers, jaguars, bears, chimps and an Orangutan.

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

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

JACOB

What is it? What do you want?

The Orangutan strains its arm. Blinking at him. Pointing.

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

Jacob opens the den and hands the Orangutan the orange. She takes it and sets it on the floor of her den. She returns and reaches out for Jacob again.

Jacob hesitates, not knowing what she wants. But deciding to trust her, Jacob extends his hand to hers.

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

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

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

CAMEL (O.S.)
What the hell you doing in here?
Get outta there!! You ain't a
menagerie man. Only menagerie men
is allowed in there.

Jacob runs out to Camel.

EXT. MENAGERIE TENT - CONTINUOUS - MORNING

Camel escorts Jacob through the grounds to a baggage car.

CAMEL
Gonna try to get you set up with
Crazy Joe.

JACOB
Do I call him Crazy Joe?

CAMEL
It has been said Crazy Joe went to
prison for killing a man who spit
into the wind and hit the back of
Joe's neck. So no, I would not call
this man Crazy Joe to his face.

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

CAMEL (CONT'D)
Hey Joe! I got a First of May here.
Think you can use him?

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

CAMEL (CONT'D)
You're in, kid.

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

Jacob and another Young Man, WADE, with their shirts off, are shovelling tons of horse manure. Jacob is queasy, blinking from the stench. The Young Man doesn't seem bothered.

JACOB

I've never seen so much manure!

WADE

Baggage stock horses. They pack'em in 27 a car.

JACOB

How do you stand the smell?

WADE

What smell?

EXT. CIRCUS GROUNDS - DEPOSIT, NY - MORNING

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

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

INT. MENAGERIE TENT - DAY

Jacob struggles to shovel LLAMA manure out of the menagerie. He checks his hands - they are blistered and bleeding.

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

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

WADE

When Cecil gives the signal ya gotta push the rubes in towards the entrance but without them catching on or else they'll be a fight.

Jacob, Wade and the other men position themselves equidistant around the perimeter of the crowd facing Cecil.

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

EXT. MENAGERIE TENT - DAY

Jacob shovels YAK manure more easily having taped his blistered hands.

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

Grady hands Jacob a long lead pipe.

GRADY

Stand inside the tent and smack the sides with this when you see a head trying to peek in without paying.

Jacob follows Grady into the tent...

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

Jacob enters and is paralyzed by what he sees:

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

Jacob is paralyzed by the sight of a naked woman.

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

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

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

Jacob shovels ZEBRA manure, no longer affected by the scent.

By this point, the menagerie tent has been fully installed: Ten chandeliers hang and twinkle from the roof illuminating the a gloriously bannered candy stand in the tent's center.

Jacob hears someone entering the menagerie. He turns to see;

Behind the rows of beautiful black and white horses, Jacob catches flashes of pink sequins...pink tights...pink sequined gloves of a WOMAN caressing and whispering to them.

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

Jacob is spellbound as he watches Marlana's gift with horses;

Marlena uses signals with her whip or clicking sounds with her tongue to communicate with the horses: they line up at her subtle command, they raise their hooves, they bow down to her, rise up on their hind legs...

She clicks her tongue and one White Silver Maned Horse lifts a hoof for her to inspect. She clicks for him to take a step.

Jacob notices the Silver Maned Horse walks tenderly on the foot. He decides to help....Approaching the shimmering Marlana, Jacob looks like he's been shovelling shit all day.

JACOB

Excuse me, ma'am? Hi. I'm Jacob.

Marlena doesn't respond. She looks at him with suspicion.

JACOB (CONT'D)

May I? He may be foundering.

Marlena nods. Jacob also clicks his tongue as he glides his hands up Silver Star's fetlock. To Marlana's surprise, the horse trusts Jacob, lifting its hoof. Jacob examines it.

JACOB (CONT'D)

He should be all right for tonight.
But I'd put him on stall rest as soon as possible.

He clicks his tongue and eases the hoof down. Marlana looks both impressed and insulted. Jacob smiles. Marlana does not. She clicks and assembles her horses in formation, then leads them out of the menagerie....Jacob looks after her adoringly.

WE PRE-LAP:

UNCLE AUGUST (V.O.)

LAAADIIIEESS AND GENTLEMENNNNN!
AND CHILDREN OF ALL AGES.

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

Camera follows Jacob into the Big Top ...

UNCLE AUGUST
 WELCOME TO THE MOST EXTRAVAGANT
 EXTRAVAGANCY THE HUMAN EYE CAN
 BEHOLD...WELCOME THE STARS OF THE
 BENZINI BROTHERS MOST SPECTACULAR
 SHOW ON EARTH!!!

Jacob arrives as we reveal:

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

Jacob can barely contain himself...The Audience - young and old - is captivated. Faces of poor Depression era townspeople light up with joy and amazement;

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

JACOB (V.O.)
 You never saw anything like it. You
 could hardly take it all in without
 fearing you might go blind from the
 shine. From one kind of world too
 hard to bear came some kind a
 heaven no one knew existed.

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

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

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

JACOB (V.O.)
 And then just as quickly, heaven
 was packed away and gone.

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

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

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

(MORE)

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

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

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

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

JACOB
 But it's the middle of the night.

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

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

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

THROUGHOUT THIS NARRATION WE JUMP CUT INTO VARIOUS CARS:

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

CAMEL
 I got a son about your age. Lives
 outside of Reading, PA. Haven't
 seen him for years. Fix your shirt
 there.

Jacob shoves in his shirt. Camel smiles. He likes the kid.

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

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

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

BARBARA
How's your pipe, kid?

Camel leads the slack-jawed Jacob away.

CAMEL
Night ladies.

BARBARA AND GIRLS
Night Camel.

INT. PERFORMER STATEROOM CARS - TRAIN EN ROUTE - NIGHT

Slightly more upscale and private quarters with a passenger aisle outside individual doors and windows.

JACOB
Hey Camel - who's that woman who works the horses?

CAMEL
(stops)
Now stop right there. That's Marlena. She don't talk to nobody and you don't talk to her. And don't mention her to August. Ain't no right way to talk about somebody's wife and make it sound like a compliment.

JACOB
Wife?

Camel takes this opportunity to drink some Jake and ask:

CAMEL
Look, kid, before we do this, I gotta ask... ..I ain't tryin to know your business but I do know you ain't been on the road too long. You're too clean, your clothes too nice and you don't got a possession on you. See, a man on the road collects little things. It's not a big life I can tell ya. So before you start, I ask: if you got any kind of life to go back to, that's what you should do.

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

JACOB

I don't.

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

CAMEL

I am sorry to hear that.

They move on.

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

They reach a platform facing the fanciest car yet. Standing upon it is an enormous, muscular BALD MAN, EARL...

CAMEL

This here's Earl. He's gonna take you in. Earl, this here's Jacob.

JACOB

(shakes hands w/Camel)

I don't know how to thank you.

CAMEL

HA! You may not want to after you been on a show long as I have. Good luck to ya, kid.

Camel exits OS. Alone with Earl, Jacob asks:

JACOB

Do I look OK?

EARL

Very nice.

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

INT. AUGUST'S PRIVATE CAR - CONTINUOUS - NIGHT

Jacob falls into Uncle August's opulent private car, with wood panelling, cushioned furniture and chandeliers.

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

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

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

AUGUST

What's this?

EARL

That stowaway the old drunk took under his wing. College boy.

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

AUGUST

(to the game)

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

(to Jacob)

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

JACOB

Jacob Jankowski, sir.

AUGUST

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

JACOB

Just looking for work, sir.

MR. ERWIN

Can you fly? Set yourself on fire?

JACOB

No sir.

AUGUST

Ever worked a show, son?

JACOB

No sir.

AUGUST

Ever been to a show?

JACOB

Yes sir...

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

JACOB (CONT'D)
Ringling Brothers.

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

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

AUGUST
Ringling, you say?

JACOB
Yes. But it was terrible.

AUGUST
Really? Have you seen our show?
(Jacob nods)
What was your favorite act?

Jacob sees a CIRCUS POSTER with Marlana and her Horses.

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

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

DIAMOND JOE
We don't have an eleph-

AUGUST
Shut-up.

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

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

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

(MORE)

AUGUST (CONT'D)

(More sinister)

You eat my food and you ride my train like you're entitled to survive. But you see, nothing survives here without my permission...Maybe if you tell me you're nothing, I'll let you stay, although my bet is you won't last.

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

AUGUST (CONT'D)

You smell like every kind of shit. Why would a college boy want that?

JACOB

Times are hard for everybody...And I guess because ... out of all the dirt and sweat and shit and working with fellas you don't want to be caught dead meeting in the daylight, comes...so much beauty.

We think August and the men are moved by Jacob's words.

AUGUST

That's beautifully put.

(Then:)

Toss him off, Earl. And make sure you see the red light before you red light him.

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

AUGUST (CONT'D)

Another sonny boy mad at mommy and daddy for paying the bills. Sounds like he studied poetry.

CRAZY JOE

I got no use for people who rhyme.

JACOB

(shouts as he is dragged)

It was veterinary science! And I can tell you one thing - that Star Attraction horse of yours won't be walking in a few days let alone performing center ring!!

August stops and turns.

AUGUST

Earl wait!

Earl stops with Jacob. Now all the men are intrigued...

AUGUST (CONT'D)
 Veterinary science?
 (Earl stops with Jacob)
 May I ask what school?

JACOB
 Cornell.

AUGUST
 (impressed)
 You're a Cornell graduate?

Jacob lies and nods...August wonders whether to trust Jacob.

DIAMOND JOE
 Marlena did want a vet to take a
 look at Silver Star. They cost.

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

CRAZY JOE
 He shovelled horse shit. Don't make
 him a horse doctor.

August looks reluctant. Until Jacob caps it:

JACOB
 I hear Ringling has its own vet.

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

AUGUST
 All right, Cornell. Come with me.

August leads Jacob out.

EXT. PLATFORM - TRAIN EN ROUTE - CONTINUOUS - NIGHT

August and Jacob exit onto the platform.

AUGUST
 Are you sure-footed, Jacob
 Jankowski?

JACOB
 I believe so.

AUGUST

Good.

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

JACOB

JESUS CHRIST!

The train jerks a curve. Jacob almost falls.

AUGUST (O.S.)

COME ON THEN!

Jacob looks up to see:

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

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

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

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

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

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

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

AUGUST

It's a breath taking sight, isn't it? Always gets me.

(Then:)

I can't get a new Liberty Horse mid-season. So you make sure this horse performs and the job's yours. Nine bucks a week. If you cross me, I'll feed you to my meat eaters and there won't be a trace left of you...

Jacob hangs on every word. August smiles;

(MORE)

AUGUST (CONT'D)

You do right by me, Jacob
Jankowski...I'll show you what it's
like to travel every inch of this
country, every inch of this world,
and be welcomed home in every
street, be loved in every
town...I'll give you a life most
suckers can't dream of.

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

*The two men dance and leap atop the train from car to car
across the moving train...Jacob grows increasingly confident
and euphoric following August's exultant lead.*

INT. RING STOCK CAR - TRAIN EN ROUTE - NIGHT

August drops into the Ring Stock Car followed by Jacob. On
one side is a line of Marlena's Black and White Show Horses.
The other side, there is a makeshift door.

August kicks through the door, revealing a small room;

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

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

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

AUGUST

Kinko.

KINKO (WALTER)

August.

AUGUST

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

JACOB

How do you do?

KINKO (WALTER)

What is he?

AUGUST

I said his name is Jacob.

KINKO (WALTER)
I asked what, not who.

AUGUST
He's going to help out in the
menagerie.

KINKO (WALTER)
A menagerie man? Performers don't
bunk with working men.

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

AUGUST
Well there are performers..
(his hand indicates high
standard)
And then there are performers..
(his hand indicates lower
"Kinko" standard)
Considering we used to keep the
goats in here, I'm sure Marlena's
horses out there object to now
sharing their quarters with you. Of
course I can always change that and
send you back to a bottom bunk with
the other kinkers who sorely miss
your sunny personality and
affectionate camaraderie.
(Kinko knows this threat)
This gentleman is the show's new
veterinarian - Ivy League no less -
which puts him a good deal higher
than you in my estimation. Perhaps
you'd like to offer him your cot.

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

AUGUST (CONT'D)
I'll find you in the morning. Sleep
well, Cornell.

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

JACOB
A Jack Russell. They're very smart.

KINKO (WALTER)
(calmly)
Queenie attack.

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

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

EXT. CIRCUS GROUNDS - LIBERTY, NY - DAWN.

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

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

AUGUST (O.S.)
Jacob!

Camel straightens up when August appears, clearly on his guard. He turns his back to continue washing.

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

August walks away as Jacob hurries to follow...

JACOB
See ya Camel.

CAMEL
(sips his Jake)
Yeah, take care kid.

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

August and Jacob enter a more upscale tent where male performers are washing from personal buckets of water.

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

JACOB
Monday Man?

AUGUST

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

JACOB

(realizing)

He takes other people's clothes?

AUGUST

It's the Depression, Cornell. Where
have you been? Oh right - Cornell.

Kinko is bathing with his two buckets when August snatches
one of them away.

AUGUST (CONT'D)

Here, use Kinko's second bucket for
now.

(To Kinko)

You barely use up one.

Kinko fumes. Jacob tries to placate.

JACOB

August, it's all right, I'll--

AUGUST

(ignores him)

If you need a razor, there are some
back there with my name on them.

August walks away. Jacob follows August away from Kinko.

JACOB

August..

When August stops, Jacob is caught off guard...

AUGUST

(sincere)

It's good to have an educated man
like you around. I need one other
sane individual in this operation.

JACOB

(complimented)

Thank you for everything, August.

August pats his back and exits. Jacob heads for the bucket.

AUGUST (O.S.)

Ah...Jacob?

JACOB
 (stops)
 Yes, August?

AUGUST
 The horse.

August wants Jacob to follow him to the horse. Jacob thought he was going to bathe.

JACOB
 Oh! Yes...The horse.

Jacob follows behind August's commanding stride.

EXT. RING STOCK CAR - LIBERTY, NY - MORNING

Diamond Joe and GREG, a ring stock man in overalls, are leading the Marlena's horses out of the ring stock car...

AUGUST
 I'm sure it's nothing serious.
 Don't tell my wife I said this but she coddles them too much. She has a particularly strong affection for Silver Star. I don't encourage it. It's unhealthy to love an animal that much...Here she is.

Marlena runs up to them, still in her bed clothes/robe.

AUGUST (CONT'D)
 Darling, meet Jacob Jankowski,
 Benzini Brothers own veterinarian.

JACOB
 It's a pleasure to meet you.

Marlena barely acknowledges Jacob - keeping their previous meeting a secret (for which Jacob is grateful). August puts his arm around her and they kiss.

AUGUST
 Last stall. Lead the way, doc.

They enter the ring stock car...

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

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

AUGUST

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

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

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

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

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

Jacob's expression tells us this is a bad sign.

AUGUST (CONT'D)

Is that the problem?

(Jacob nods)

Do you need any hoof testers?

Diamond Joe has them...

JACOB

Not yet.

AUGUST

Well, how are you going to fix it?

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

Jacob looks to August and rises, leaving Marlana with the horse. Jacob pulls August away to whisper.

JACOB

I didn't want to say anything in
front of... Mrs. Rosenbluth...he's
already foundering.

AUGUST

English.

JACOB

This horse isn't getting back on his feet, August. If there was anything I could do, I would but we're going to have to put him down...I'm real sorry.

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

AUGUST

I know you are. Come with me.

August exits. Jacob doesn't know what this means. He follows.

EXT. COOKHOUSE TENT - LIBERTY, NY - TWILIGHT

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

AUGUST

Joe, bad report for Silver Star I'm afraid. Jacob here says there's no hope. We're going to have to put him down...

Diamond Joe registers a concerned, anxious look to Jacob.

AUGUST (CONT'D)

...So I need you to round up Pete and Greg, get a wagon and a harness stretcher. He has to be hauled.

DIAMOND JOE

A harness what?

AUGUST

Jacob and I'll take care of the cats. We'll meet you back at the stall.

(To Jacob)

Grab the other bucket, will you?

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

JACOB

August, this stuff has gone off. Do the cats really eat this?

AUGUST
 No, they really love goats.
 (Jacob looks to him)
 We're all out of goats.

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

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

AUGUST
 Go ahead. They get a bucket each.

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

INT. CAT CAR - CONTINUOUS - TWILIGHT

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

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

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

AUGUST
 Unless you think a formal sit-down
 is appropriate.

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

AUGUST (CONT'D)
 Why don't you start with Rex...
 that's him on the left.

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

AUGUST (CONT'D)
 WAIT!
 (Jacob jumps)
 Not that one, that one.

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

AUGUST (CONT'D)

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

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

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

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

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

August is hysterically laughing. Furious, Jacob storms off;

JACOB

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

AUGUST

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

JACOB

FUN! I could have lost my arm!

AUGUST

(laughs)
Rex hasn't got any teeth...

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

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

Jacob..

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

AUGUST (CONT'D)

..people want their money back when the Star Act on the poster isn't in the ring! A Star Attraction keeps a circus alive. Without it, animals eat that and men eat nothing. It takes time to find and train another horse so without Silver Star, I have no Star Act.

JACOB

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

AUGUST

Like this?

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

AUGUST (CONT'D)

We always have choices, Jacob - a choice between our pain and someone else's. That horse was performing before you came and he will continue to perform until he drops dead. I'm telling you to keep it alive and that's what you'll do or you'll be red lit like anyone else who doesn't obey the law here. Every nation has it's own laws under God, Jacob. You left America the second you jumped my train. I like you. Believe me, I do. I'm only thinking of your future.

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

INT. RING STOCK CAR - CONTINUOUS - TWILIGHT

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

Marlana strokes Silver Star as Jacob appears. And Marlana speaks to him for the first time;

MARLENA

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

Jacob hesitates before answering, then:

JACOB

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

MARLENA

And if he rests?

JACOB

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

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

MARLENA

Then you have to put him down.

Jacob is impressed by her...and a little surprised.

JACOB

It's the right thing to do.

MARLENA

But August won't let you.

JACOB

(Beat. Then:)

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

MARLENA

But August won't like it.

JACOB

Then it'll be my last decision.

Marlena is impressed by Jacob. And surprised. She doesn't
quite know what to make of him.

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

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

CAMEL

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

JACOB

I need a gun.

CAMEL

It can't be that bad...

They laugh but Jacob insists boldly.

JACOB

I need a gun! Or a rifle! Now!

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

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

INT. RING STOCK CAR - CONTINUOUS - TWILIGHT

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

KINKO

What do you think you're doing?

JACOB

Shut-up! Both of you!

Jacob continues on to Silver Star and Marlana.

JACOB (CONT'D)

You should go.

MARLENA

No. I'll keep him calm.

Jacob respects Marlana's fortitude...Jacob raises the rifle and aims, trembling...Stoic Marlana, tears in her eyes, turns her face away...Jacob pauses, upset...then...shoots.

Jacob's distraught expression tells us everything as the rifle slides to his side. He looks to Marlana. *This is their first moment of intimacy.* She rises and takes the rifle from his grip. She sees his arm bruised from the cats. She seems to know what it means. She offers a respectful farewell.

MARLENA (CONT'D)

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

She exits O.S. with the rifle.

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

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

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

JACOB

Friends now?

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

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

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

AUGUST

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

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

JACOB

My father used to say that to me.

AUGUST

He must have been a wise man.

This stops Jacob. Beat. He turns to August.

JACOB
How is Marlina?

August tilts his head curiously, with a smile.

AUGUST
You're a genuine curiosity Jacob Jankowski. What am I to do with you? ... I threaten to throw you off a moving train, feed you to my lions and you go ahead and shoot my star horse anyway. So I think - Jacob's an educated man. For Jacob to disobey me and shoot that horse, that horse must have been in pretty bad shape. Perhaps bad enough to injure my Marlina during the show. And so I think Jacob Jankowski might be a valuable person to have around.

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

AUGUST
You're not going anywhere. You belong here. These animals..they've been waiting for you.

Jacob doesn't know whether to believe him or not. Then:

AUGUST (CONT'D)
But don't ever disobey me like that again. I'll give you this one. I'll call it "respect"...Next one I call "betrayal". Understood?
(Jacob nods)
I do thank you though. You and Silver Star solved a much bigger problem for me.

August pulls a pack of Camels from his pocket.

JACOB
What problem?

August lights, inhales, blows smoke then:

AUGUST

The cats. You see, meat eaters are always more valuable to a circus than hay burners. And you saw what we had to feed them.

JACOB

What does Silver Star have to do with the cats?

AUGUST

We should have just enough food for them to get us to the next show, thanks to you. Of course Marlina won't speak to me for a day or two but she'll come around...So, I was right. You are a valuable man.

As he walks away, rifle over his arm, Jacob is unnerved;

JACOB

August, what did you do? August?

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

Queenie sleeps. Kinko reads comic book porn inside a book of Aristotle's Poetics. Jacob sits on his bed thinking.

JACOB (V.O.)

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

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

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

The train is pulling into the site of a "ghost town" abandoned circus; a dilapidated Big Top, broken wagons and tents, desolate performers walking about idly or sitting in the shade.

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

As the train pulls into Goshen, performers stick their heads out the window to see....Jacob sits in the open stock car with Kinko and Queenie:

JACOB

Why are we stopping?

KINKO

August loves his sideshow freaks. There's a guy with this outfit who has a parasitic twin growing out of his chest. He dresses it in a tiny tuxedo and black patent leather shoes. No talent but a real money-maker with the rubes. Calls himself the Man and a Half. Goddamn August'll pay him double what he pays me just for the irony.

JACOB

What happened to this circus?

KINKO

Went belly up. Pretty common nowadays. Circus bosses see the end coming and they'd pull a runner with all the money. Menagerie belongs to the town now. August can get anything he wants for a song.

Jacob and Kinko watch August striding through the grounds as desperate performers hopeful for work rush up to him.

KINKO (CONT'D)

Most of them will never belong to another show. And they know it.

August is helped by Earl, who pushes the performers aside so August can head straight for the Goshen TOWN OFFICIALS, standing beside an Oldsmobile. They exchange greetings.

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

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

Jacob is checking baggage stock horses when he sees:

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

EARL

MARLENA! JACOB! AUGUST WANTS YOU!

EXT. FOX BROS CIRCUS GROUNDS - GOSHEN NY - NIGHT

A CHAMPAGNE BOTTLE IS POPPED OPEN...

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

AUGUST

We have a new star!

DIAMOND JOE

The Man and a Half?

AUGUST

Nah, lousy Ringling got here first.
But we got better! A bull!

JACOB

A bull?

AUGUST

A bull elephant! Her name is Rosie,
she's fifty-three and she's
brilliant. The best bull they had.
I'm going to come up with a whole
new Star Act around her and
Marlena..

(To Marlana)

You can ride her in the Spec from
now on, since we have no Liberty
Horse.

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

AUGUST (CONT'D)

(Pours himself a glass.)

...Our own bull! Ringling can't
hold that over us now. I'm
renovating an entire car just for
her.

CRAZY JOE

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

August tosses off this concern.

AUGUST

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

(Toasts)

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

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

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

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

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

JACOB

She has such long eye lashes.

DIAMOND JOE

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

AUGUST

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

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

ROSIE'S CARETAKER approaches: filthy shirt behind suspenders.

ROSIE'S CARETAKER

You the bull man?

AUGUST

No.

(Refers to Diamond Joe)
This is my menagerie man.

ROSIE'S CARETAKER

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

August grabs Jacob's arm and shoves him forward;

AUGUST

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

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

ROSIE'S CARETAKER

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

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

AUGUST

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

ROSIE'S CARETAKER

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

August is annoyed. As the Caretaker gathers his things:

ROSIE'S CARETAKER (CONT'D)

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

(Starts to walk away)

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

(Spits)

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

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

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

August's enthusiasm is slightly dampened.

AUGUST

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

(To Jacob)

See what you can do with her.

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

JACOB

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

MARLENA

I know....Thank you.

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

MARLENA (CONT'D)

And please, call me Marlana. I'm not a snob like everybody thinks.

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

JACOB

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

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

JACOB (CONT'D)

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

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

JACOB (CONT'D)

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

(MORE)

JACOB (CONT'D)

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

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

(She tickles him)

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

MARLENA

I think you two are engaged.

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

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

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

MARLENA (CONT'D)

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

JACOB

I'm confessin that I love you.

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

MARLENA

What?

JACOB

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

MARLENA

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

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

JACOB

Louis Armstrong.

MARLENA

Right.

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

Jacob enters. Kinko is on his bed reading his "Aristotle" but quickly shuts the book. Queenie growls at Jacob.

KINKO
Queenie stop.

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

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

Jacob looks up to find Kinko staring at him.

JACOB
What is it?

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

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

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

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

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

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

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

KINKO

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

JACOB

Why are they beating him?

KINKO

He hid one of the men who was
supposed to be tossed. Word was the
train was over a trestle instead of
land. Nobody comes back from that.

They hear:

AUGUST

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

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

It is WADE who worked Jacob on his first day.

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

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

AUGUST

JACOB! Come in, come in!

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

AUGUST (CONT'D)

Darling, our guest has arrived.

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

MARLENA

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

JACOB
I'm not dressed for champagne.

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

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

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

Jacob listens to how August will explain this:

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

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

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

August whisks the velvet curtain aside:

AUGUST (CONT'D)
Ta-dah!

A tuxedo for Jacob, who smiles, impressed.

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

- Three white-gloved waiters remove the domes off of silver platters revealing oyster bisque, prime rib, boiled potatoes, asparagus in cream.

- Marlana's dress barely covers her shoulders, exposing her porcelain skin and the curves of her breasts. Jacob can barely keep his eyes off of her during dinner...

- Jacob is wiping his plate clean as August proudly offers more. Marlana laughs at Jacob's embarrassment when he realizes his plate is clean...
- Wine is poured over and over...as the evening continues.
- August is at the center of conversation entertaining Marlana and Jacob. They are drunk from the wine!

AUGUST (CONT'D)

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

MARLENA

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

AUGUST

Thank you my love.

He kisses her hand then turns to Jacob;

AUGUST (CONT'D)

From now on I shall trust your judgement in all things veterinarian. Please say you accept my apology.

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

JACOB

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

AUGUST

Good man!

(Sincere)

I could truly use a friend I can trust.

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

JACOB

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

August and Marlena pause - giving Jacob their attention.

JACOB (CONT'D)

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

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

JACOB (CONT'D)

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

They laugh even harder.

AUGUST

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

JACOB

Not about this, August.

AUGUST

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

JACOB

(Beat. Then laughs)

No.

AUGUST

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

(MORE)

AUGUST (CONT'D)

(Jacob & Marlana laugh)

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

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

AUGUST (CONT'D)

To talent and illusion!

JACOB

To Rosie!

MARLENA

And Silver Star.

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

AUGUST

To all we love.

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

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

August starts singing along, imitating Satchmo's voice, encouraging Jacob to join in...August is a great performer, filling up the space with his impersonation. Jacob can only laugh along.

AUGUST (CONT'D)

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

Jacob joins in to perform with August. Marlana applauds them.

August breaks away to dance with Marlana as Jacob sings. They begin to slow dance, very intimately.

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

JACOB (V.O.)

He looked like a different man when he looked at her. I said to myself, maybe love does that to a man. I didn't know much about it.

Suddenly, August kisses Marlana - a bit too aggressively.

MARLENA

Darling. Darling, please..
(giggles)
Gently. We have a guest.

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

MARLENA (CONT'D)

Darling, what is it?

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

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

MARLENA (CONT'D)

August, dear...

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

MARLENA (CONT'D)

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

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

MARLENA (CONT'D)

Auggie?

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

MARLENA (CONT'D)

Excuse me, Jacob.

Jacob watches as Marlana attends to August, lifting his legs onto the bed, taking off his shoes. August begins snoring.

Marlena smooths the hair out of his face then closes the curtains and returns to Jacob in the main room.

JACOB

Is everything all right?

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

MARLENA

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

JACOB

Tonight was your idea?

MARLENA

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

JACOB

You said that.

MARLENA

Well it's true...
(Opens her arms to him.)
One dance before you go?

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

MARLENA (CONT'D)

Jankowski is Polish isn't it?

JACOB

(nods)
Is that all right?

MARLENA

(laughs)
Yes, of course, sorry...I just think it's interesting. I don't know what I am, besides August's wife....I grew up in foster homes since I was a baby.

(MORE)

MARLENA (CONT'D)
 Kentucky, Oklahoma, Kansas,
 Texas...I must have covered a dozen
 states by the time I was 17. I'd
 make up stories about who my
 parents were....

(laughs)

When I was five, I pretended for a
 whole year my mother was an
 Appaloosa mare...

They both laugh.

MARLENA (CONT'D)
 I did! ... and I pretended that I
 was really an Appaloosa filly...and
 that I was just dreaming I was a
 girl and one day, I'd wake up...and
 I'd run home.

(Laughs)

Anyway, I was a lot safer inside
 those stables than I ever was
 inside those homes...

Marlena stops, not wanting to continue. Jacob finds a new
 route for her conversation.

JACOB
 What happened at 17?

MARLENA
 There was a parade for the circus.
 At the head, there were six black
 Fresians, 17 hands high wearing red
 tassles. So proud! So beautiful.
 And August was leading them. The
 second he looked at me, the way he
 looked at me, I knew I'd never live
 with strangers again. And the way
 he talked. Told me "I'd find a home
 in every city..welcomed in every
 town...and he'd give me--

JACOB/MARLENA
 -- a life most suckers can't dream
 of"!

MARLENA
 (laughs)
 Ha, you too, huh?
 (Jacob nods)
 It's a wonderful lie, isn't it?
 (Jacob nods)
 (MORE)

MARLENA (CONT'D)
But he said he'd make me a Star
Attraction and he did. I'm pretty
lucky he found me.

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

JACOB
He was pretty lucky to find you.

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

MARLENA
You're sweet to say so.

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

JACOB
Pretty song.

MARLENA
Don't tell him what happened...

Jacob takes this as an intimate moment between them.

JACOB
Oh no Marlena, I won't ever tell.

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

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

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

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

JACOB
I have no idea.

MARLENA
Maybe you should go to bed.

JACOB
(nods)
Where's that?

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

MARLENA

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

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

MARLENA (CONT'D)

Sweet, sweet Jacob....

JACOB

(Sensitive issue)
I'm not that sweet.

MARLENA

(Lowers her hand)
Good night.

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

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

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

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

Jacob hops up into the car. Kinko is giving a party, with a bottle in his hand and drunken hospitality on his face. Thirty performers cram the area usually occupied by Marlana's horses, including BARBARA and another Coochie girl, NELL.

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

JACOB

BRAVA QUEENIE! BRAVA!

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

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

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

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

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

INT. TRAIN CAR/CLOWN ALLEY CAR - EN ROUTE - MORNING

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

JACOB (O.S.)
 Where am I?

Kinko moves about a car filled with racks of costumes, props and an open trunk containing the hidden Jacob.

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

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

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

KINKO
 Huh-huh.

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

JACOB (O.S.)
 What the hell did I do last night?

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

JACOB (V.O.)
I feel sick.

KINKO
You look a little pale.

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

JACOB'S FACE HAS BEEN PAINTED AS A CLOWN.

INT. TRAIN CARS - CONTINUOUS - MORNING

Jacob races through each car - past musicians, clowns and the Coochie Girls - clutching his robe, rubbing the make-up off.

Along the way, the circus company taunt and tease him with sexy hoots and hollers. Kinko follows him, delighted.

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

Having cleaned up, Jacob is dressing in his own clothes. Kinko sits on his cot "reading Shakespeare" with a melancholy Queenie at his side. When Jacob scratches his shaven balls...

KINKO
Your balls itchy?

JACOB
YES THANK YOU!

Pissed off, Jacob continues to dress.

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

JACOB
Let's just drop it.

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

JACOB (CONT'D)
What's wrong with Queenie?

KINKO
What do you mean "wrong"?

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

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

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

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

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

Jacob starts to exit. As Kinko reads his book;

KINKO
Jacob?
(Jacob stops)
Thanks.

JACOB
Sure Kinko.

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

KINKO
Jacob?

JACOB
Yeah.

KINKO
My real name's Walter.

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

EXT. RING STOCK CAR - CIRCUS GROUNDS - MORNING

When Jacob hops out, he sees performers and roustabouts all gathered by a performer train car, huddling and discussing. He crosses to investigate, meeting up with August Diamond Joe and Mr. Erwin....

AUGUST

We got big trouble. Lucinda died.
Now we've got no center ring star
act and no sideshow star...

JACOB

How did she die?

MR. ERWIN

I don't know where we're gonna find
a fat lady this late in the season.

AUGUST

I don't care where you find one,
but find one.
(To Diamond Joe)
Better get some kind of rig set up
to lift her out of the car. How did
you carry Silver Star out?

DIAMOND JOE

In pieces.

AUGUST

Oh yes...
(considers for a second)
Mmmm....

JACOB

August!

AUGUST

No, no, of course, don't be silly!
Right. Well, figure something else
out Joe but get it down for the
performance. Put her in the hippo
tank for now.
(To Jacob)
You better start on that elephant.
We need her performing yesterday.

EXT. ROSIE'S TRAIN CAR - MORNING

Out of the darkness of her car, the enormous elephant emerges, being led down a ramp by Jacob.

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

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

JACOB
Rosie...Up.

Rosie just looks at him without moving.

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

Rosie's trunk starts to sniff around Jacob.

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

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

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

Rosie's trunk snakes around him.

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

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

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

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

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

Jacob quickly gets up as August strides towards him;

AUGUST (V.O. (CONT'D))
Heard you had a rough night?

JACOB
Does everybody know what happened?

AUGUST
Yes.

JACOB
Can somebody tell me?

August suppresses a laugh.

AUGUST
I'm opening the midway and the menagerie this afternoon for some extra cash before the show tomorrow night. We'll see how she does with the crowd. She got any skills?

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

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

August takes the BULL HOOK from the ground.

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

Jacob steps back.

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

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

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

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

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

AUGUST

We don't have the time! She has to
start earning her keep MOVE! UP!
UP!!

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

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

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

JACOB

Please, August, let me try again.

But August angrily pulls it away and turns on Jacob:

AUGUST

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

(To Rosie)

GET UP! UP!!!

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

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

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

JACOB

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

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

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

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

JACOB (CONT'D)

Rosie?

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

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

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

Jacob peers out to see: Rosie's trunk dip itself into the vat of lemonade and drink the entire contents.

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

Rosie finishes then turns back into the menagerie.

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

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

EXT. TRAIN - EN ROUTE TO NEW JERSEY - DAY

As the train travels to Weehawken, New Jersey...Jacob is looking out of open car to NYC skyline across the river.

JACOB (V.O.)

We were on our way to the
Manhattan/ Jersey show and Mr.
Erwin still hadn't found a fat
lady. Tickets sales were low. So
August, ha,ha...August pulled a hat
trick.

EXT. STREET PARADE - WEEHAWKEN, N.J. - DAY

August is sitting atop Rosie, smiling, waving his top hat, then forlornly placing it against his chest and lowering his head in respect for Lucinda. Manhattan is in the distance.

JACOB (V.O.)

A parade like you never saw, a funeral and a celebration, saying goodbye to one star, introducing a new one...playing those rubes dying to get a peek like he was rolling a coin over his finger tips...

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

Lucinda's Wagon, carrying "the dead Lucinda", follows.

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

It wasn't really Lucinda in there. It was Barbara in a fat suit and wig inside the hippo den. We buried the real Lucinda by the railroad tracks between towns. Cemeteries cost too much. We were the only family she knew.

People line up to cheer and offer their silent respects...and satisfy a ghoulish fascination at the "dead" fat lady.

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

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

The rubes love the exotic Rosie...kids run up to pet her with their parents.

As Rosie passes, we see AN OLD WOMAN standing in front of her green shuttered house waving with delight. We see she has a abundant vegetable garden which Rosie eyes covertly.

EXT. BIG TOP - SPEC LINE UP - WEEHAWKEN, NJ - DAY

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

JACOB

But as soon as the Spec started, we all knew it was too soon for Rosie's debut.

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

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

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

AUGUST
MOVE! MOVE!

Rosie hesitates so August strikes her right shoulder with the bull hook. The pain sends Rosie flying through the Big Top flap, causing Marlana to adeptly flatten her back atop Rosie so as not to hit her head on the pole that runs across the Big Top flap.

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

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

INT. BIG TOP - WEEHAWKEN, NJ - CONTINUOUS - DAY

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

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

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

Rosie only moves in fits and starts, causing the rest of the Spec to pass them by at times. She trots ahead of August and then when August reaches her she stops, making August halt awkwardly. August feels humiliated until:

The crowd laughs, thinking it's the act. They applaud.

August realizes the crowd loves it. *So August, the performer, starts to play the infuriated fool to the audience, acting comically angry and frustrated with Rosie..*

But when he turns back to Rosie, he is red-faced with real anger, poking under her shoulders with the bull hook.

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

Marlena grasps Rosie's halter as they fast approach the dangerous pole above the entrance. If Marlena doesn't bail, she'll be knocked off by the pole.

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

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

For a moment, the audience doesn't know if this is part of the act. Jacob wants to run to help her...

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

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

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

The crowd goes wild. The Band plays victory music. Coins are thrown from the bleachers. Even the Spec performers cheer. August acknowledges the audience's response by bowing as if it were all his creation.

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

EXT. BIG TOP - WEEHAWKEN NJ - DAY

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

MARLENA

Oh Jacob...

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

JACOB

August, she's hurt.

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

AUGUST

I'm here, darling, I've got you.

BARBARA

Bring her to my tent, it's closer.

AUGUST

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

August is seething, his expression cold, as he carries Marlena O.S. Jacob, concerned, takes the hook and runs O.S.

EXT. OLD WOMAN'S GREEN SHUTTERED HOUSE - WEEHAWKEN - DAY

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

JACOB

I'm sorry ma'am. I'll get her.

OLD WOMAN

You better before she gets at my --
AAHHH, MY TOMATOES! YOU MONSTER!!

Rosie has helped herself to tomatoes. Jacob steps in.

JACOB

Rosie, no! Stop!

Rosie pauses for a moment, flapping her ears at Jacob, then shoves a bush of tomatoes in her mouth. Jacob almost laughs.

JACOB (CONT'D)

Bad elephant, that's not nice. This kind lady hasn't invited you.

OLD WOMAN

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

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

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

JACOB
What's in the bucket?

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

(Bats her trunk away)
... *moj malutki paczuszek?*

JACOB
Greg, right? Are you Polish?

GREG
Grabowski.

JACOB
Jankowski.

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

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

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

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

Jacob gets it and follows Greg who carries the bucket.

GREG (CONT'D)
Is she following?

Jacob turns around to see and sure enough:

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

EXT. CIRCUS GROUNDS - WEEHAWKEN, NJ - TWILIGHT

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

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

JACOB
How's Marlana?

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

JACOB
She's in the menagerie.

AUGUST
Good.

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

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

AUGUST
(walking)
Good. The band will drown it out.

JACOB
AUGUST, NO!

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

MARLENA (O.S.)
Jacob!

Jacob sees Marlana running towards him.

EXT. CIRCUS GROUNDS - CONTINUOUS - WEEHAWKEN - TWILIGHT

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

INT. MENAGERIE TENT - CONTINUOUS - WEEHAWKEN - TWILIGHT

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

MARLENA

AUGUST...STOP!!!

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

AUGUST

Get her out of here! NOW!

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

EXT. MENAGERIE TENT - CONTINUOUS - WEEHAWKEN - TWILIGHT

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

The screams of August O.S. pull their attention to see:

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

Jacob is shocked by August's behavior. But Marlana has seen it before. She pulls away from Jacob and exits O.S. alone.

INT. MENAGERIE TENT - WEEHAWKEN, NJ - LATER THAT NIGHT

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

Jacob is kneeling, applying zinc ointment, not knowing where he can touch that won't hurt her. He is heart broken.

JACOB

Rosie, what am I going to do with you?

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

Greg appears with a bucket and several bottles of whiskey. He begins pouring whiskey bottles into a bucket.

GREG

Here this will help. Poor beast. He really hurt her. Told you about him.

(Curses August in POLISH)
Don't understand why a man like that wants to be around animals in the first place. He shouldn't have the right, if you ask me.

Listening to Greg, Jacob gets increasingly angry. He sees the bull hook. He grabs it and marches out of the menagerie.

EXT. CIRCUS GROUNDS - CONTINUOUS - WEEHAWKEN, NJ - NIGHT

Earl's men are smoking, when one sees Jacob marching angrily towards August's stateroom, carrying the bull hook. Alerted;

EARL'S MAN

Somebody better find Earl.

INT. MARLENA AND AUGUST STATEROOM - CONTINUOUS - NIGHT

Jacob reaches the platform to find the door ajar. He moves through it. The stateroom is in a shambles. An open suitcase of women's clothes lies strewn across the floor.

AUGUST (O.S.)

Marlena...!

August appears from behind the curtain ; he looks uncharacteristically distraught...teary eyed and unkempt.

AUGUST (CONT'D)

Do you know where Marlena is? Did she send you?

JACOB

No....What happened?

AUGUST

She won't speak to me...

He can't finish. He sits, burying his head in his hands.

AUGUST (CONT'D)

...She won't let me apologize...
She won't forgive me.

Jacob is astounded by August's sad, pitiable state.

AUGUST (CONT'D)

I don't know what happens to me,
Jacob. When I saw that bull running
wild with Marlana, I...I lost my
mind. But it's because I love her.
Why can't she understand that?

(Jacob stands coldly)

Isn't there anyone who understands?

(Jacob remains silent)

Ah, it's all my fault, I know it
is. I've spent too much money on
that bull. I can't pay the workmen.
Our debts are piling. We're losing
attendance at every show. I have no
Star Attraction. I don't know
what's going to happen to us if
Rosie doesn't sell tickets.

(Confesses)

If I lose this circus, I'll lose
Marlana - I know it.

Jacob softens, seeing August in this helpless, humble light.

JACOB

I'm sure that's not true.

AUGUST

Maybe you can talk to her. She's
tired of my apologies but, this
pressure I'm under...Of course,
that's no excuse for what I did...

(Rubs the images away)

...I can't believe what I did. Is
she all right? The bull. Rosie.

JACOB

She'll be OK.

AUGUST

Would you tell Marlana? And tell
her...tell her I'll do anything.
Anything she wants.

JACOB

August, I can't...

(then)

I'm sure she'll forgive you...She
loves you...Anyone can see that.

August wants to believe him. He seems more hopeful.

AUGUST
Thank you. My friend.

Jacob nods, confused, his anger diffused. As he exits;

AUGUST (CONT'D)
Jacob?

Jacob stops and turns back as August asks:

AUGUST (CONT'D)
What were you planning to do with
that bull hook?

Jacob realizes he's holding the bull hook. August smiles.

AUGUST (CONT'D)
Ha. You look like me.

Jacob looks in the mirror and indeed - with Rosie's blood on his open shirt, bull hook in hand - he looks like a violent man.

AUGUST (CONT'D)
Maybe there is someone who
understands me.

August smiles. But Jacob is unnerved by the smile...and the comparison. Suddenly, Earl enters and looks around, on alert;

EARL
What's going on?

AUGUST
Everything's fine, Earl.

August nods to Jacob, who pushes past Earl to exit.

EXT. TRAIN - CONTINUOUS - WEEHAWKEN, NJ - NIGHT

Jacob jumps down off the platform. Confused and disgusted, he takes the bull hook, wedges it under the train and breaks it in half.

INT. MENAGERIE TENT - WEEHAWKEN, NJ - MOMENTS LATER - NIGHT

Jacob enters to find Greg still treating Rosie.

JACOB
How's she doing?

GREG
 Oh she's a strong one, this one.
 (To Rosie)
Jestes dobra dziewczynka

Jacob watches as Rosie lifts her foot and Greg rubs ointment.
 Jacob sees the many empty whiskey bottles.

JACOB
 Is she drunk?

GREG
 (laughs)
 She's four tons..she'll just sleep
 good.
 (Screwing ointment top)
Potoz noge.

Jacob watches as Rosie puts her foot back on the ground.

GREG (CONT'D)
Masz, moja piekna

Jacob watches as Greg digs in his pocket and pulls out a
 mint, brushing off the lint. Rosie's trunk investigates, then
 nimbly plucks it out of his hand and into her mouth.

SUDDENLY, JACOB HAS AN EPIPHANY.

JACOB
 Oh my God...

EXT. MIDWAY - WEEHAWKEN, NJ - LATER THAT NIGHT

An excited Jacob is leading August to the menagerie tent.

INT. MENAGERIE TENT - CONTINUOUS - NIGHT

Jacob leads August to Rosie. A curious Greg stops tending to
 Rosie. Jacob hands August a slip of paper with Polish words.

JACOB
 Just read those out loud. To Rosie.

August reads the words in Polish with Jacob's help...

AUGUST
 Rosie...da--da---

JACOB
Daj.

AUGUST
Daj...daj..no-ge.

Rosie does nothing. August looks to Jacob. Jacob is worried. Greg suggests, in a low whisper;

GREG
 Might help if he said please.

JACOB
Say...Prosze Rosie daj noge.

AUGUST
Pros--Prozze Rosie...daj noge.

Rosie lifts her foot. August's eyes gleam.

JACOB
 Go on.

AUGUST
 (Reads and recites)
Rosie...potoz noge.

Rosie puts her foot down. August starts to understand.

AUGUST (CONT'D)
 (Reads and recites)
Do tylu, Rosie! Do tylu!

Rosie sighs, shifts her weight, then takes a couple of steps backward. August is amazed. Jacob is thrilled.

JACOB (V.O.)
 That Fox Bros bull man didn't tell us was the elephant tramp who sold Rosie to them was Polish...

August grabs Jacob and kisses him on the mouth.

AUGUST
 We've got a new star!

Greg remains cautious.

PRE-LAP : LIVE JAZZ BAND MUSIC.

INT. NEW YORK CITY SPEAKEASY - LATER THAT NIGHT

The live band plays on a raised platform. The dance floor is jammed with couples.

Tables and U-shaped booths surround the dance floor. Tuxedoed bartenders serve from a wooden bar lined with hundreds of bottles in front of a smoky mirror.

August, Jacob and Marlana sit in a booth. They are drunk on their third bottle of champagne. *Marlana is wearing a beautiful, low cut beaded red gown. Jacob can barely keep his eyes off of her.*

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

However, she is acting distant to August.

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

AUGUST

Would you like to dance, darling?

MARLENA

No, thank you.

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

AUGUST

We need more champagne.

JACOB

I'll get it.

AUGUST

No, you stay with Marlana.

August kisses her cheek, but Marlana is clearly still upset. August lets her be. He exits O.S.

JACOB

You ever going to let him off the hook?

MARLENA

Hook? That's an unfortunate choice of words.

JACOB

Rosie's going be great. He won't hurt her again. I know it.

MARLENA

Jacob, what you know about August is pretty much nothing.

Jacob feels put down. Marlana realizes that came out too brusquely. She softens, and explains with vulnerability;

MARLENA (CONT'D)

You know how many star acts we've had? How much money we've made and lost and made...? Silver Star paid for our new stateroom and look what happened to him. Everything August touches gets fed to the cats one way or another.

(Sadly)

He'll never change.

Jacob is moved. Marlana shifts gears and rises.

MARLENA (CONT'D)

I want to dance.

JACOB

Maybe you should wait for August.

MARLENA

I want to dance now!

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

When the music stops, everyone applauds their dance - including Marlana. Jacob beams. He looks up to the bar:

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

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

OFF CAMERA SHOUT

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

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

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

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

EXT. NEW YORK CITY ALLEY - NIGHT

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

Suddenly, Marlana appears, grabbing Jacob's hand. She takes off her shoes. They run through back streets.

EXT. IRON FIRE ESCAPE - NEW YORK CITY ALLEY - NIGHT

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

MARLENA

Lord, that was close...Aw, look at my stockings! And they're silk too.

JACOB

I wonder if August got out...

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

JACOB (CONT'D)

...I don't know how we're going to get home. I've never been in New York, have you?

Marlena's laughing subsides as she gets an idea.

MARLENA

I want to see the Empire State Building.

JACOB

What...what about August?

MARLENA

I don't know where he is, do you? And he doesn't know where we are. It's not our fault. Like you said, who knows how long it'll take us to get back.

Jacob is hesitant. Marlana takes his hand and softly pleads;

MARLENA (CONT'D)

Just a few hours, Jacob. For just a few hours, we don't belong anywhere...we don't belong to anyone...Please.

Jacob looks in her eyes and knows he shouldn't, but...

JACOB (V.O.)
I was doomed.

He smiles. Marlena beams. They run off.

EXT. TOP OF THE EMPIRE STATE BUILDING - NYC - NIGHT

A summer storm with thunder and lightening is coming towards them from over the Hudson River.

Marlena and Jacob are looking out at the expansive 1931 view of New York City. Other couples stroll about the sky deck. Marlena breathes in deeply...

MARLENA
I've never seen so far. Have you?
(Jacob shakes head)
Look at it. As far as the eye can see and it's nowhere near all that's out there.

Jacob notices tears in her eyes.

JACOB
Are you all right?

MARLENA
(laughing/crying)
Yes. No. Yes, hahaha I'm fine. I'm a complete mess...ha...

THE THUNDER BREAKS AND THE RAIN BEGINS TO POUR...

Suddenly, MARLENA SCREAMS as loud as she can, startling the other couples. Jacob laughs. Beat of silence, then:

MARLENA (CONT'D)
Sorry.

But Jacob understands; He screams and Marlena joins in.

JACOB
AAAHAAHAAHAAHAAHAAAA

MARLENA
AHAHAHAHAHAHAHAHAHAHAH

The other couples leave the sky deck to get out of the rain and away from "that crazy couple".

Marlena and Jacob stop, wet, panting, laughing from the release. Then, looking out at the view, not at each other...

Marlena begins to confess what she needs Jacob to know.

MARLENA (CONT'D)

Jacob? I need you to do something for me. Promise me you will.

JACOB

(hopeful)
Anything.

MARLENA

I want you to go. I want you get away from us, from the show. You're smart Jacob. You deserve better than us. Leave as soon as you can or something terrible's going to happen.

JACOB

(surprised, confused)
Why are you saying this?

MARLENA

It's all right. No one can hear. We'll never get another chance to say it all.

Marlena looks into Jacob's eyes and finally addresses what they're both thinking;

MARLENA (CONT'D)

Nothing can ever happen with us, you know. It's too dangerous. August will never let me go. You don't know what he's capable of.

JACOB

How can you be with a man you're frightened of?

MARLENA

I'm not. I don't have to feel afraid of him if I don't feel anything...After all these years, I've learned how to do it so well. I tell myself, "I'm managing. I can manage him. August loves me. Nobody else ever did. Who am I to say it's the wrong kind of love?" .. See, there's no place for a woman like me in any decent kind of world. You know where they found me when I was a baby? ...

(MORE)

MARLENA (CONT'D)

...In an alley behind a whore house in Baltimore wrapped in newspaper. No one even bothered to leave a note...This circus, my horses - this is the only kind of life I can have.

(Breaking down)

August made a woman like *me* a star attraction...I'm lucky. And I'm safe...And I was fine - before you came.

Jacob feels sorry and hopeful at the same time....

MARLENA (CONT'D)

There's nothing that can cause a woman so much trouble as a good man.

JACOB

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

MARLENA

Don't say that.

JACOB

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

MARLENA

(sadly)

See? ... Look what we've done to you already.

She touches Jacob's face gently. Until this moment, they didn't realize how close they are to each other tracing Jacob's face with her hands, as he leans in closer....

MARLENA (CONT'D)

Sweet Jacob.

JACOB

You deserve as good a life any other girl.

MARLENA

Am I still a girl? I feel so old.

They kiss. They stop and silently acknowledge where this is going. As they move towards a secluded spot, they continue to kiss in between lines;

MARLENA (CONT'D)

This can only be tonight. We have to go back. Promise me you understand.

JACOB

I understand.

MARLENA

Promise me you'll suffer.

JACOB

I already am.

MARLENA

Promise you'll look in my eyes the whole time.

JACOB

I promise.

Jacob kisses her with his eyes locked onto hers...With Marlina's back pressed against the entrance, Jacob reaches up and locks the door. They sink to the ground.

EXT. FERRY - HUDSON RIVER - NYC TO WEEHAWKEN - NIGHT

Marlena sits inside Jacob's embrace on the ferry, her head leaning against his chest - their hands entwined.

JACOB

If I had money, if I could take care of you, would we be going back?

MARLENA

You'd have to be a Rockefeller... August would find me. He always does.

JACOB

Have you tried to get away before?

MARLENA

Jacob you promised. You said you understood it was only tonight.

JACOB

I know. I do....I'm sorry.

EXT. WEEHAWKEN FERRY PORT - NIGHT

Jacob walks Marlana out of the port to a waiting cab. They stop a few feet from the cab. Jacob gives her all the money in his pockets. Marlana looks at him as if for the last time.

MARLENA

Where were you when I was 17?

Jacob smiles. They kiss not wanting to let go. Marlana pulls away and runs into the cab. Jacob watches it drive away.

EXT. MENAGERIE TENT - WEEHAWKEN, NJ - PRE-DAWN.

Jacob reaches the circus. Everyone is asleep.

INT. MENAGERIE TENT - CONTINUOUS - WEEHAWKEN, NJ - PRE DAWN.

Jacob enters the menagerie, heading straight for Rosie. He gets on the ground beneath her and lies down...Rosie raises her trunk to allow Jacob to lie beneath her.

DISSOLVE TO:

SAME LOCATION - DAWN

Jacob is asleep under Rosie when Walter wakes him up.

WALTER

Why are you sleeping here?
Somebody's looking for you.

INT. CANVAS CAR - WEEHAWKEN, NJ - PRE-DAWN.

Jacob and Walter enter to find Bill and Grady hiding an ailing Camel in a dimly lit car. Jacob kneels down to him.

CAMEL

Hey kid. How nice to see ya.

JACOB

Hey, Camel. What's wrong?

CAMEL

I don't know, kid. Woke up a few days ago and my feet was all floppy. Jes can't feel'em right...

CAMEL (CONT'D)
(confidentially)
...It ain't just that though. It's
other stuff too.

WALTER
Like down there...man stuff?

Camel, his eyes wide and fearful, nods slowly.

BILL
What's wrong with him, doc?

JACOB
I don't know.

WALTER
Jamaica ginger paralysis.
Jake leg. I've seen it before.

CAMEL
No such thing. Is there Doc?

Walter looks at Camel's empty "Jake" bottle.

WALTER
The manufacturer started putting
this plasticizer in it, or
something, to get around
regulations that Jamaica ginger
extract not be sold as booze.
(To Camel)
You're not supposed to drink this
stuff, ya know.

CAMEL
Well what the hell am I supposed to
drink to stop the shakes? It's
Prohibition and I ain't no Astor.

GRADY
It's OK Camel. Tomorrow's payday.
We'll get you some moonshine.

BILL
Grady don't lie to the man. If men
were getting paid, Blackie wouldn't
have tossed four of 'em between
Boonton and Weehawken.

JACOB
Four?...Will he get better?

Walter looks at him, his expression says No.

BILL

We can't leave him here. They'll
red light him for sure.

Jacob understands. He gets an idea and turns to Walter.
Walter understands and reacts with an adamant:

WALTER

NO! NO!

EXT. CIRCUS GROUNDS - MOMENTS LATER - WEEHAWKEN - DAWN

Walter is walking quickly back to the performer train. Jacob follows, trying to reason with him. Throughout the scene, they are looking out for Blackie's men and speaking low.

JACOB

Walter, please. Blackie and his men
only patrol the roustabout cars.
They don't work the performer
train. We can hide him easy until-

WALTER

(stops)

Until when? What are we going to do
with him? Shoot him like Silver
Star? Because that's what he is
Jacob. In a week, he won't be able
to move his legs at all.

JACOB

(Thinking fast:)

He has a son in Pennsylvania. Near
Reading. We're playing there in
three weeks. That's all he needs.

Walter doesn't want to do this, but clearly can't say no.

WALTER

I was right about you. You're going
blow us all up...August got home
tonight before you and Marlena.
People are talking.

Walter stalks off leaving Jacob unhinged by the news.

WALTER (CONT'D)

I shouldn't be a clown. I should be
a Goddamn fortune teller.

INT/EXT. COOKHOUSE TENT - WEEHAWKEN, NJ - MORNING

The cookhouse tent is divided into two sections by a curtain. One side: working men and the buffet table of food. It is made up of benches and bare wood tables with salt and pepper shakers.

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

Marlena is sitting alone, drinking a cup of coffee. Jacob approaches. He sits opposite her.

JACOB

Good morning.

MARLENA

Good morning Jacob, how are you?

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

JACOB

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

MARLENA

About what? Is something wrong?

JACOB

No, I...I just wanted to...Walter said people are talking about what happened...last night...

MARLENA

(laughs)

Oh Jacob, champagne completely overwhelms my senses..I always feel the better for it when I abstain. All I remember is getting pushed by the crowd and then running and getting a hole in my stocking. I don't even know how I got home. I don't remember a thing.

JACOB

Well, I want to apologize for--

MARLENA

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

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

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

AUGUST

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

MARLENA

August, please. We're in public.

Jacob understands his meaning and is quietly devastated.

AUGUST

(Sits)

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

(Beaming)

My Marlana has forgiven me. All's well with the world again, right Jacob?

(Jacob nods)

That was quite an adventure last night. I'm glad I didn't have to bail you out. How did you get home?

JACOB

I don't know. I just ran.

AUGUST

(eating)

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

MARLENA

I told you, sweetheart. We got pushed apart by the crowd. This older married couple brought me to the ferry.

AUGUST

I'd like to look them up and invite them to the show free of charge...

(MORE)

AUGUST (CONT'D)
 ...I'll even pay for their transportation. I'd pay it a hundred times over to anyone who helped my wife to safety. Thank goodness she had chaperones. If anyone had harmed her, or even touched her, there's no knowing what I might do.

Jacob makes note of the implication. Marlena ignores it.

EXT. TRAINING RING - ASBURY PARK, NJ - DAY

While Jacob coaches August from the sidelines, the company of performers and workmen watch August command Rosie in Polish.

JACOB (V.O.)
 ...August said he would create an act for Marlena and Rosie that would have'em line up for miles...

August and the company are delighted when Rosie lifts her foot...or walks forward, then backward..

JACOB (V.O.) (CONT'D)
 His accent was awful but Rosie obeyed without fail.

Marlena watches, full of excitement and praise for August. He instructs Marlena where to stand. He commands Rosie who lifts Marlena up with her trunk.

Everyone cheers and applauds. Those near Jacob pat him on the back, grateful that he saved the circus. Jacob smiles.

JACOB (V.O.) (CONT'D)
 I was finally a part of them.

PRE-LAP - CHEERS AND APPLAUSE, AS ROSIE LIFTS MARLENA ONTO HER BACK AND WE CUT TO:

INT. BIG TOP/MARLENA AND ROSIE'S ACT - ASBURY, PARK - NIGHT.

MARLENA ATOP ROSIE IN FULL COSTUME MAKING THEIR ENTRANCE TO A PACKED HOUSE AS AUGUST LEADS THE WAY TO CHEERS AND APPLAUSE.

When they enter the center ring, they stop. August gives Rosie the command to lift Marlena down with her trunk.

But Rosie hesitates. August commands her again, with more force. But Rosie doesn't move forward...she shuffles a foot backwards. August grips his silver tipped cane. Oh-oh...

Jacob and other performers watch anxiously. Will Rosie fail?

Then August turns to the audience and mimes apologizing to the crowd. When he back is turned, Rosie hits his butt with her trunk. August freezes. The crowd laughs uproariously.

Jacob and the others realize it's all part of the act. Walter slaps his back. Barbara kisses his cheek.

August displays great performance skills. He turns to Rosie acting suspicious. Rosie lifts her head away, as if to say "It wasn't me".

August turns back to the crowd to apologize and once again, Rosie flicks his behind with her trunk. This time August knows it her. He turns to her, tips his hat over his brow and shakes his finger, scolding, as if to say, "No, no, no"

Rosie responds by waving her trunk, mocking him.

And the crowd bursts into applause.

August commands Rosie, who lifts Marlena with her trunk and places her on the ground.

EXT. NEW EGYPT, NJ - NIGHT

Posters of ROSIE and MARLENA highlight the act COMING SOON! Blackie and his men are covering up the Posters of other circuses and town events.

JACOB (V.O.)

August could have given Barnum a run for his money. He spent the payroll money on expensive posters promoting that act like it was bigger than Ringling. And we sold out every performance in every town...

INT. BIG TOP/MARLENA AND ROSIE'S ACT - NEW EGYPT, NJ - DAY

Marlena blows kisses to the audience. She skips theatrically around the ring, with Rosie trotting behind her, August hovering beside.

Marlena stops and wipes her brow, feigning exhaustion, and sits on a small ball.

Rosie observes her with a smile and a raised trunk. Rosie copies Marlana's actions, placing her enormous rear down on a much larger ball.

The crowd screams with laughter.

Marlena stands in mock outrage, wagging her finger at Rosie. She turns her back on her, folding her arms.

Rosie also stands and presents Marlana with her rear end facing the other way. The audience loves it.

JACOB (V.O.)

In that center ring, Rosie became a guaranteed star attraction...

INT. ROSIE'S CAR - EN ROUTE - CONTINUOUS - NIGHT

Jacob sits alone facing Rosie, in her massive stock car made of steel, talking to her, in Polish....

JACOB (V.O.)

Alone with me, telling her every thing I couldn't tell anyone else, she became the closest thing I had to family.

INT. BIG TOP/MARLENA AND ROSIE'S ACT - FRIENDSHIP, NJ - DAY

Marlena looks back and scowls. With dramatic flair, she raises one foot and places it on the small ball as if to say, *"Take that, elephant!"*

Rosie, not to be out done (guided by August's Polish commands) curls her trunk, lifts her foot and places it on her larger ball.

Marlena straightens out both arms and extends her other leg, like a ballerina's, toe pointed. She place the foot alongside the other, so that she is now standing atop the ball.

Rosie waits a moment, then lifts her other front foot onto the ball.

The crowd explodes! August pretends to be outraged with Marlana. But as showers of coins and money rain upon them, August and Marlana stand beneath showers of glittering coins.

JACOB (V.O.)

And August! Ha, August was a new man..

EXT. CIRCUS GROUNDS - ELMER, NJ - DAY

The workmen set up the circus with energy and renewed spirit.
August treating them with pats on the back of gratitude.

JACOB (V.O.)
..treating everybody first class,
spreading the word his Rosie act
would finally get the men paid..

INT. KINKO'S ROOM - EN ROUTE - NIGHT

Jacob, Walter and a Camel enjoy a card game and moonshine.

JACOB (V.O.)
..And with business so strong,
nobody was worried about getting
tossed, so we didn't have to worry
so much about old Camel.

INT. MENAGERIE TENT - FRIENDSHIP, NJ - DAY

August is filling a bucket with gin and ginger ale for Rosie.

JACOB (V.O.).
And nothing was too good for Rosie.
When August found out she liked gin
and ginger ale, he made sure she
got both every day, treating her
like some favorite child...

INT. BIG TOP/MARLENA AND ROSIE'S ACT - SALEM, NJ - DAY

Marlena does a double take, then lifts up her finger as if to say "I have an idea!". With a rising drum roll, she shuffles her feet atop the ball, moving herself around the ring...

Rosie places all four of her feet onto the larger ball and rolls herself around the ring...Marlena and Rosie go faster and faster, along with the music...

THE CROWD GOES WILD....August takes Marlena's hand and kisses it as they take their bows.

JACOB (V.O.)
But I didn't trust the new August.
I kept waiting for the real one to
show up.

EXT. ROSIE'S CAR - SALEM, NJ - MORNING

Out of the darkness of the car, Rosie appears in the light, being guided down the ramp by August, who gently pets her trunk, whispering in her ear. Her ears flapping, she purrs with affection. Jacob watches.

JACOB (V.O.)

It was when I saw Rosie purring under his touch as if nothing had happened between them, that the worst thought occurred to me.

INT. MARLENA AND AUGUST STATEROOM - EN ROUTE - NIGHT

Marlena and Jacob are laughing, listening to August telling a story after a private dinner. Jacob glances at Marlena...

JACOB (V.O.)

Maybe, I was the man not to be trusted.

Marlena moves to August's lap. They kiss...Jacob watches

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

Marlena looked happy...And it broke my heart.

PRE-LAP AUGUST:

AUGUST (V.O.)

The circus is nothing without it's traditions..

INT. MENAGERIE TENT - SALEM, NJ - DAY

August has gathered all the performers and trainers in a circle. Jacob stands in the center. Marlena beside August.

AUGUST

..It's a family. And like any family, when a new member is born, it's arrival must be greeted with celebration and gratitude. Now, we've been a little busy with sold out performances, thank the Gods..

(Everyone cheers)

(MORE)

AUGUST (CONT'D)

..but right now I want to take this moment before today's show to gather together..We close our eyes..

Everyone closes their eyes.

AUGUST (CONT'D)

..and we thank whoever's up there that sends desperate men running for the rails..

Everyone laughs.

AUGUST (CONT'D)

..because it was a lucky day when Jacob Jankowski jumped our train. Because of him - together with our beautiful Rosie and my beloved Marlena - we have the greatest star attraction in Benzini Brother's history. He found a way to save us all. And so, to officially welcome Jacob into the family, we open our eyes..

Everyone opens their eyes.

AUGUST (CONT'D)

..And we give him the traditional Benzini Brothers baptism.

SUDDENLY, EVERY CLOWN PULLS OUT A SELZTER BOTTLE AND DOUSES JACOB..BARBARA AND ALL THE GIRLS THROW HALF A DOZEN PIES INTO HIS FACE AND BODY. OTHERS THROW CONFETTI, STREAMERS...

Jacob is a mess, covered in pies, seltzer and confetti. The company breaks up with laughter, applauds and cheers...Walter and Barbara bring Jacob towels, embracing and kissing him. The rest of the company follows suit.

August motions for Marlena, who retrieves a large mens clothing box and carries it to Jacob as August watches from a distance...The crowd parts as Marlena hands him the box.

August watches Jacob open the box to find his own TUXEDO.

AUGUST (CONT'D)

Now you don't have to borrow mine.

Everyone applauds, hugging and kissing Jacob:

JACOB

Thank you, August.

AUGUST
It's from both of us.

Jacob looks to Marlana. It is awkward between them. They can't kiss each other. Jacob nods and says courteously;

JACOB
Thank you, Marlana.

MARLENA
You're welcome, Jacob.

As Marlana exits with the others, we discover August watching from them a distance;

August's expression tells us he knows what they are hiding.

EXT. BIG TOP - SALEM, NJ - DAY.

Marlana and Rosie exits the Big Top. We hear tumultuous applause coming from inside. Jacob awaits them, as usual. Jacob commands Rosie, who lifts Marlana off his back and places her carefully on the ground. Jacob pets and commands Rosie to follow him, but stops when:

MARLENA
I wonder if you could help me.

JACOB
Sure.

MARLENA
(professional tone)
I've planned a surprise for August. He's been so wonderful, don't you think?

(Jacob nods)
Could you make sure Rosie is staked in my tent after the show?

JACOB
No problem.

MARLENA
Thank you so much...Oh, and I'm sure it would be nice for August if you were there too.

Marlana turns and exits O.S. Jacob isn't sure what to think.

INT. MARLENA'S DRESSING TENT - SALEM, NJ - NIGHT

Rosie is staked into the grass inside Marlana's tent, happily occupied with a pile of watermelons.

Marlena wears a silk beaded dress with the diamond necklace. There is a serving table with silver domed platters and wine bottles. Marlana is trying to open a champagne bottle when Jacob enters.

MARLENA

Oh, he'll be here any second.
Jacob, can you open this for me?

Jacob takes the champagne bottle and manipulates the cork. Rosie's trunk is curious, inspecting the bottle in Jacob's hand. Jacob laughs. Marlana sees and laughs as well.

JACOB

Rosie...get away....ssstop!!

Rosie continues fooling around, causing Marlana and Jacob to laugh even harder when the cork pops....

AUGUST (O.S.)

What is this?

Jacob and Marlana turn to see August enter, laying down his hat and coat, his shirt unbuttoned at the top.

MARLENA/JACOB

OH!....SURPRISE!..SURPRISE!

Jacob pours the champagne into two flutes, which Marlana rushes up to August, handing him a glass and kissing him.

AUGUST

Did you show Jacob the opening
night present I gave you?

Marlena turns to Jacob and indicates the diamond necklace.

MARLENA

(indicating the necklace)
Oh. No...Do you see Jacob?

JACOB

Beautiful.

AUGUST

It looks stunning on you.

They kiss again. Marlena raises her glass of champagne.

MARLENA

To August - an authentic miracle
man because he made a star
attraction out of me.

JACOB

To August!

August nods in gratitude. They tilt their glasses and drink.

AUGUST

Many thanks. Forgive me for
arriving too soon and spoiling the
surprise.

August takes out a cigarette and lights it.

MARLENA

Don't be silly. I couldn't wait for
you to come.

AUGUST

I could go back out to give you
more time...or better yet, yell
RAID and clear the place out so you
two can be alone.

*In a split second, Jacob and Marlena know the danger present.
August gave no sign of it coming.*

MARLENA

What?

AUGUST

I'm sorry. I'm probably wrong. I
assumed that night after the RAID
was the first time you two fucked,
but obviously it's been going on
longer than that.

MARLENA

Auggie, you're being silly.

AUGUST

Did you think I didn't know?

MARLENA

August don't do this!

AUGUST

Shut-up. SHUT UP!

Marlena gets frightened. August saunters over to the silver tipped cane leaning against the flap. He picks it up as Marlena and Jacob remain still. Suddenly they hear:

Rosie peeing where she is staked. She too is frightened.

AUGUST (CONT'D)

How long did you think you could keep this from me?

MARLENA

August, please, there's nothing-

AUGUST

GO ON! INTERRUPT ME ONE MORE TIME!

August swipes the tables with the cane, knocking all the platters and glasses to the floor.

JACOB

We should go!

AUGUST

WE!...So you two are a couple?

JACOB

NO! I just don't think you're safe to be around a woman right now.

AUGUST

A woman? This is not a woman. This is my wife you Ivy League lying piece of shit! Say, I bet the authorities would like to know you practise without a license.

MARLENA

Auggie, please... Don't you see how much I love you?

AUGUST

I see you. I see you too clearly. Always have. I have to admit that was a nice touch when you got back from the speakeasy. Being with me in our bed, after being with him. Covering your tracks. I should have known a whore only performs for a man like that when she wants something.

JACOB

Marlena, come with me...

AUGUST
 YOU DON'T EVEN DENY IT! LOUSY
 TRAMP!!

Marlena drops the fluted glasses, crying:

MARLENA
 STOP IT!..AUGGIE STOP IT..PLEASE!

Suddenly, he's quiet. He stands still. Marlena approaches him now, cautiously but tenderly.

MARLENA (CONT'D)
 Auggie? Are you all right now?...

August looks at her. Marlena's expression is one of care and concern. Jacob watches carefully. Has it passed?

Suddenly, August flicks his lit cigarette into Rosie's open mouth - Rosie reacts and Jacob moves to help her - as August grabs Marlena, shoving her so hard she falls against the table, knocking it and her to the ground. He attacks her, trying to rip off her diamond necklace.

Jacob attacks August, pulling him off of Marlena.

JACOB AND AUGUST FIGHT: savagely pounding each other's faces, crashing against broken plates and spilled gravy, banging their heads viciously against the ground, rolling over each other as they alternately share domination...

Marlena screams for them to stop. Rosie bellows, pulling on her leg chain.

The FIGHT SPILLS OUT OF THE TENT INTO THE CIRCUS GROUNDS.

EXT. MARLENA'S DRESSING TENT - CONTINUOUS - SALEM, NJ - NIGHT

Jacob and August continue beating each other as they roll out into the crowd.

August's madness empowers him. He manages to overpower Jacob in a choke hold. Jacob is losing consciousness.

Because of Marlena's screams - Earl and his men run to the tent. Within seconds, they are pulling August off of Jacob.

August gets to his feet. His cool expression is even more frightening as he re-enters Marlena's tent.

JACOB
 LET ME GO!! HE'LL KILL HER!!!

From inside the tent, they hear a crash. Marlena screams.

JACOB (CONT'D)
HE'S HURTING HER!!LET ME GO!

EARL
 No he won't, kid. Come on.

Earl disperses the crowd that has gathered, which includes Walter, who sees Jacob's bloodied face and goes to him.

FROM INSIDE THE TENT, THEY HEAR: Two soft thuds..then a louder one...Then an unnerving silence.

EARL (CONT'D)
 See, it's over. Can we let you go?

Jacob pants and nods. Earl and one of his men let Jacob go in degrees, until he is standing up. Walter holds his waist.

WALTER
 Come on Jacob. Walk away.

With Walter's help, he tears his eyes from the billowing flap and walks away, passing rubes who watch with fascination.

INT. KINKO'S ROOM - SALEM, NJ - LATER THAT NIGHT

Walter uncorks a jug of moonshine and hands it to Jacob, who holds a towel to his bloody, beaten face. Jacob drinks from the jug, panting, until the pain subsides. Camel speaks from behind the trunks.

WALTER
 The only thing that's keeping you alive right now are the rubes who saw everything. August can't risk getting rid of you here. But you better not get back on this train when we leave tomorrow night.

CAMEL (O.S.)
 What happened? Somebody turn me around. Share some of that jug!

WALTER
 Shut-up Camel.

CAMEL (O.S.)
 Well, what the hell...!

Camel uses whatever strength his has to push aside the trunk and see bloody Jacob.

CAMEL (CONT'D)
Jesus Christ! Who did that to you?

WALTER
August.
(To Jacob)
Is it true?

Jacob wants to deny it but his silence speaks the truth. He can only manage to shake his head NO...But Walter can read between the lines....He lowers his head in despair.

THE TRAIN STARTS TO MOVE. All three react with surprise.

JACOB
Why are we moving? We have a matinee tomorrow.

WALTER
Something's gone wrong.

SUDDENLY, A KNOCK ON THE DOOR. The three men immediately are on alert. Walter grabs *his knife* from beneath his pillow. Camel tries to shove himself behind the trunks. THE KNOCK COMES AGAIN as we hear:

MARLENA (V.O.)
Jacob? Jacob, it's Marlana.

They breath a sigh. Jacob opens the door to reveal.

Marlena with a black eye. Jacob rises to her.

MARLENA (CONT'D)
I'm sorry. I had nowhere to go. I told him I'm leaving him.

JACOB
My God. Are you all right?

MARLENA
Looks worse than it feels.
(Re: Jacob's face, laughs)
Ha, look at the two of us.

Marlena awkwardly enters the room to Walter and Camel's stares. She sees the moonshine and breaks the ice.

MARLENA (CONT'D)
Can I have a swig of that?

Walter throws her the moonshine. Marlana drinks like a pro.

WALTER

Why is the train moving?

Marlena sits with the jug, casually talking:

MARLENA

We're being run out. Apparently, August was so optimistic about money coming in for Rosie, he figured he'd double down and find himself a new fat lady to put him really toe to toe with Ringling...So he sent Mr. Erwin into town who finds this rather large woman in a restaurant and offers her the job. Except, she...

(starts laughing)

...she was the police chief's wife. Mr. Erwin got a left hook in the jaw and we got til morning to get out of town.

This cracks everybody up. Laughter. A release of tension.

But the laughter turns to quiet sadness as the reality of their situation sinks in....Marlena looks to Jacob and leans into his arms. He holds her, clearly in love, then ushers her out of the room for privacy.

Walter sees what he knew all along. He kisses Queenie:

WALTER

Aw girl. We're all in it now.

INT. RING STOCK CAR - EN ROUTE - CONTINUOUS - NIGHT

Marlena and Jacob exit Walter's room outside of which Marlana placed her small suitcase. They pass by Marlana's horses..

MARLENA

Why are you hiding that roustabout?

JACOB

Because Blackie and his men don't work the performer train and they'll red-light him if they find him. He can't work anymore.

MARLENA

My God.

They come upon Silver Star's stall - empty - right before the door to the next car. They stop.

JACOB

Does August know where you are?

MARLENA

No. He thinks I'm with Barbara and the girls. He won't go there.

JACOB

He can't find you. As soon as we stop - before we stop - we'll jump off and I'll take you to a hotel in town.

MARLENA

And after that? August has all our money. Where will I go?

JACOB

Marlena, I'm not leaving you. We'll find a way together. I won't let you go back to him. I promise.

Marlena smiles, needing to hear him say those words. She embraces him, grateful. Jacob holds her tight, assuring;

JACOB (CONT'D)

..I'll call my dean at Cornell..If I can take my finals again, get my degree, I can get my license.

They lay in the Silver Star's empty stall. Moonlit through the wooden slats. Making plans...

MARLENA

Oh Jacob, that would be wonderful. You know, I bet Ringling would take us both then - they'd be getting a vet and a star attraction - that's a sweet deal for them. Although I won't be a star but I don't care. I'll take no billing at all...We'd be safe from August if we were with Ringling.

JACOB

Don't worry about him.

MARLENA

Of course, I'd have to wait a while until I can work again...

JACOB
What do you mean?

MARLENA
Jacob...I'm going to have a baby.

Jacob is stunned...then confused...

MARLENA (CONT'D)
It's yours. Please don't ask me how
I know...Is it all right? You can
change your mind. I'd understand.

Overwhelmed, Jacob keeps kissing her. Marlena lets go of all
the anxiety she had about him. He loves her. She knows it.

JACOB
Change my mind??? Oh Marlena,
please...please be happy.

MARLENA
(Cries, relieved)
I will...I promise...as soon as I
stop being terrified.

Jacob kisses her. He guides her to the ground, against the
hay. She nestles in his arms.

MARLENA (CONT'D)
I'm so tired.

JACOB
Rest...I've got you now.

Marlena tries, closing her eyes.....Then, without warning;

FROM THE ROOF, AUGUST, BLACKIE & HIS MEN JUMP IN THROUGH THE
OPEN STOCK CAR DOOR. THEY CHARGE INTO THE ROOM CAUSING THE
HORSES TO PANIC. THE THUGS DRAG JACOB AWAY FROM MARLENA,
BEATING HIM. AUGUST FORCIBLY TAKES MARLENA, HITTING HER...

MARLENA	JACOB
DON'T HURT HIM!!!AUGUST NO!!	MARLENA! MARLENA!...

AS BLACKIE AND HIS MEN DRAG JACOB PAST WALTER'S MAKESHIFT
DOOR, JACOB FIGHTS EVEN HARDER TO PULL THEM AWAY FROM
BREAKING INTO WALTER AND CAMEL'S ROOM.

FAST CUT TO:

INT. KINKO'S ROOM - CONTINUOUS - BRONX

Kinko sits against the door, holding a trembling Queenie hearing the screams and struggle. Camel quivers in fear behind the trunks.

FAST CUT BACK:

INT. RING STOCK CAR - CONTINUOUS - NIGHT

AUGUST IS DRAGGING A SCREAMING MARLENA THROUGH THE DOOR TO THE PLATFORM - TAKING HER THROUGH THE TRAIN BACK TO HIS CAR.

BLACKIE BEATS JACOB WHO CRIES OUT FOR MARLENA'S SAFETY, HOLDING ONTO THE OPEN CAR DOORS. THE MEN BANG HIS HANDS WITH THEIR FISTS UNTIL JACOB LOSES HIS GRIP AND BLACK TOSSES HIM OFF THE FAST MOVING TRAIN.

EXT. TRAIN TRACKS - GRAVEL/GROUND - NIGHT

JACOB ROLLS DOWN THE GRAVEL. BLACKIE AND HIS MEN JUMP OFF THE TRAIN AND RUN TOWARDS HIM. JUST AS JACOB GETS TO HIS FEET, THE MEN REACH HIM - AND BEGIN TO BEAT HIM.

WITH A SINGLE BLOW TO THE BACK OF HIS HEAD, JACOB IS THROWN INTO BLACKNESS.

EXT. WOODS/STREAM - ALLENTOWN, PA - LATER THAT NIGHT

A heavy rain pours. A bloodied, battered Jacob is semi-conscious face down in a stream in the woods.

Jacob, his eyes almost swollen shut, wakes out of unconsciousness. He looks up through blurred vision.

Through the trees, he can see A DISTANT FLICKERING RED LIGHT.

He stands. His knees buckle and he crawls out to the ground. He stands again. And he walks out of the woods towards the flickering light.

He stumbles and falls. He rises and fumbles forward...using all his strength to get himself out of the woods.

EXT. CLEARING TO TRAIN TRACKS - CONTINUOUS - NIGHT

Jacob struggles out of the woods to a clearing. Squinting through the rain with swollen eyes, he sees:

THE FLICKERING RED LIGHT IS A SIGNAL LIGHT ON A TRAIN TRACK.

He walks, with legs barely able to move. He climbs up the gravel to the train tracks and begins to walk...

EXT. TRAIN TRACKS - PRE DAWN

Jacob is walking on the train tracks in the direction of Marlena's train. He has walked all night and into the day.

EXT. TRAIN TRACKS - A PENNSYLVANIA TOWN - DAY

Jacob - beaten, bloodied, exhausted - looks up ahead:

THE BENZINI BROS. TRAIN and THE BIG TOP TENTS already set up.

EXT. CIRCUS GROUNDS - A PENNSYLVANIA TOWN - DAY

It's pre-matinee. All the tents have been set up. The rubes are filling the grounds. The midway is packed with people.

EXT. TRAIN - BEHIND THE CIRCUS GROUNDS - CONTINUOUS - DAY

Nell is sitting by an open window fanning herself from the heat when she sees:

Jacob wandering behind the back of the train where no one can see him...Nell watches as Jacob tries to reach the train, then falls unconscious.

Nell quickly brings Barbara to the window. Barbara sees Jacob and immediately takes charge.

Camera tracks Barbara and the girls through the windows, as they walk through the car...Barbara is organizing a plan with the girls.

EXT. CIRCUS GROUNDS - CONTINUOUS - DAY

Nell and two Coochie Girls hold their robes closed as they walk among the crowd. The Coochie girls head for Blackie and his security men...They talk to them to distract them.

We see Nell approach Walter in full clown make-up doing tricks with Queenie for the crowd. Nell whispers to Walter. His expression tells us what we know.

EXT. TRAIN - BEHIND THE CIRCUS GROUNDS - DAY

Barbara and the Tattooed Man sneak to the fallen Jacob with a blanket. They turn him over, shocked by his condition. Jacob's eyes open - he's delirious.

BARBARA
Poor Kid...Help me with him..

JACOB
(delirious to Tattoo man)
Don't you work the matinee?

TATTOOED MAN
Not today. I'm fading. I gotta re-ink.

BARBARA
Don't talk.

Jacob nods. They cover him, pick him up and carry him off.

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

Jacob opens his eyes. Walter is applying wet cloths to his head. Camel watches nearby. Jacob suddenly rises;

JACOB
Marlena!!

WALTER
Sshh. Lie back.

JACOB
Where is she? Did he hurt her?

WALTER
I don't know. Your pupils are two different sizes.

Jacob pushes himself up onto his elbows but his world spins.

JACOB
I have to get Marlena. What if he--

WALTER
Jacob, look at me. You've got a concussion and you're on a moving train. There's nothing you can do. Marlena can handle him. She's done it for years...

JACOB
I have to get her.

WALTER
Jacob, you can't.

JACOB
She's going to have a baby.

Walter is stopped. Camel shakes his head.

WALTER
Does August know?
(Jacob shakes his head)
What have you done to us?

JACOB
We're going to Ringling. Me,
Marlena. You can too.

WALTER
I'm a fifth rate clown when second
rate circuses are folding all over
the place. Doesn't put me on top
of Ringling's list. They've got a
dozen of me in the wings. I
couldn't even go if I wanted to.
August won't pay anyone. Says the
show's debts have to come first.
First time in Benzini Bros history
performers haven't been paid.
People are starving out there,
Jacob. In the United States of
America. Starving. Where am I going
to go?

CAMEL
What about family? Like my son.
Gotta have somebody...a mother.

WALTER
Not a woman I have any use for.
She's sold me to this outfit when I
was 13.

CAMEL
She sold you?

WALTER
I'm not exactly cut out for farm
work. Don't worry about me..
(MORE)

WALTER (CONT'D)

..If you and Marlana go, if August doesn't kill you first - I'll know what to do...I'll tell August how well I got to know you and how I can help him find you. Might even get myself a better room out of the bargain... It won't be anything personal, you understand.

Beat. Each wants the other to survive at any cost.

JACOB

Do whatever you have to, Walter.

WALTER

You too, Jacob.

They exchange a final look, which is a goodbye. Walter turns away from Jacob, holding Queenie to his chest.

Camel looks compassionately at Jacob and says:

CAMEL

Ya poor kid. The night this train passed ya...you shoulda kept on running, I guess.

INT. KINKO'S ROOM - EN ROUTE - LATER THAT NIGHT

Camel and Walter are snoring, asleep with their backs to Jacob. Queenie is asleep, nestled in Walter's arms.

Jacob struggles to raise himself up. His world spins. He holds tight to the bedroll, until the spinning subsides.

Jacob is a man with a mission. His eyes focus on: Walter's Knife, sticking out from beneath Walter's pillow.

EXT. ROOF OF TRAIN - EN ROUTE - NIGHT

The train is moving fast. The rain has returned.

Jacob is making his way towards the back of the train, as it moves forward. He holds the knife in his mouth...moving like a tightrope walker over the wet train roof, as rain pours.

When he reaches the car's end, he takes a deep breath. With all his strength, he leaps across the divide between the cars and lands, clinging to the top rail, panting like a dog.

He removes the knife from his mouth, having cut his lip. He licks the blood back and replaces the knife, this time keeping his lips retracted.

JACOB MAKES HIS WAY ACROSS SIX CARS...LEAPING FROM CAR TO CAR BY LANDING ON THE ROOF, GETTING TO HIS KNEES THEN TO HIS FEET AND MOVING ON TO THE NEXT...

EXT. ATOP MARLENA AND AUGUST'S STATEROOM CAR - NIGHT

Jacob leaps to the roof of Marlena and August's car. At this moment, the train is making a curve.

Jacob climbs down over the side ladder. Beyond him, we see:

THE TRAIN IS TRAVERSING OVER A TRESTLE, FORTY YARDS ABOVE THE BOULDERS OF A RIVERBANK ILLUMINATED BY MOONLIGHT.

Jacob jumps to the platform. He can see the rocky waters far below the trestle. He catches his breath and waits, as the train straightens out onto land again.

Jacob turns the knob of the door to the stateroom, slowly, hearing a click, pausing, then opening it.

INT. MARLENA AND AUGUST STATEROOM - CONTINUOUS - NIGHT

Jacob enters the stateroom, leaving the door open. He creeps towards the velvet curtain which is closed. He grips the knife. When he reaches it, he pulls the edge and peeks inside.

August is asleep on his side, his arms locked around Marlena, who is awake facing the curtain.

Jacob and Marlena's eyes meet. She sees the knife in his hand

August suddenly moves, pulls Marlena closer to his chest, burying his face in her neck.

Jacob steps forward, raising the knife. His hands tremble. The moonlight glints off the blade, throwing off light.

Marlena is looking up at him, tears in her eyes. She subtly shakes her head "NO"...She doesn't want him to do this.

Jacob's hands are shaking now. The knife gripped in his hand. He wants to rescue her, he's so close. We hold the moment....

Marlena's expression convinces Jacob not to do it...not to cross that line and kill August.

Defeated, Jacob kneels beside her and hangs his head. Marlana reaches out to touch him...this time she really is saying goodbye. But Jacob can not bear it. He looks at her for the last time, then rises and exits.

INT. RING STOCK CAR - EN ROUTE - LATER THAT NIGHT

Jacob returns to the ring stock car, hopping down from the roof. The Horses are stirring, agitated. He calms them...

And then Jacob sees: *the door to Walter's room is open. He approaches;*

JACOB
Walter? Camel?

INT. KINKO'S ROOM/ RING STOCK CAR - CONTINUOUS - NIGHT

Jacob enters to find the room in a shambles. A terrible realization comes over him:

Walter and Camel are gone. They have been red-lighted.

JACOB
WALTER! CAMEL!!

He finds Queenie, shaking with fear curled in a ball. He takes her in his arms. Jacob panics.

JACOB (CONT'D)
No..no..no..no....!!!!

With Queenie, he rushes back into the ring stock car...he checks everywhere calling out their names. He stops at the open stock car door. The rain continues to fall. Jacob collapses, holding Queenie to his chest. Tears fill his eyes as he tries to hold it together, looking out the moving train, his worst nightmare realized.

POV; *IN THE DISTANCE, THE TRESTLE THE TRAIN PASSED OVER*

JACOB (V.O.) (CONT'D)
I wanted to believe taking Walter's knife didn't make a difference. But still. I left him without a fighting chance. Maybe they survived. Maybe they were tossed over grassy land...I couldn't let myself believe what I already knew.

Jacob falls apart, crying without shame.

EXT. CIRCUS GROUNDS - ALTOONA, PA - LATE MORNING

A sunny day. The circus is completely set up. Townsfolk, rubes, are already buying tickets for the matinee.

JACOB (V.O.)

I waited almost til matinee time so
I could let myself be seen by as
many people from town.

EXT. RING STOCK CAR - CONTINUOUS - ALTOONA, PA - LATE MORNING

Jacob opens the ring stock car and jumps out, holding Queenie. He hasn't slept all night.

As he walks through the circus grounds, working men like Greg and performers like Barbara are shocked to see him alive.

With a fool's courage, he brazenly walks past Blackie and his men, cutting a path through performers and working men, right up to August, who stands with Earl at his side. He is dressed and ready for the matinee's performance.

Jacob stops and they exchange looks. August glances at Queenie in Jacob's arms. He says nothing.

JACOB

I'm not here to cause any trouble.
I'm leaving.

AUGUST

Funny, I thought you already left.

JACOB

I'd like to say goodbye. To the
menagerie. Just a few minutes and
then I'll go.

August's eyes narrow. Earl waits for the outcome.

JACOB (CONT'D)

There's nothing more you can do to
me. Killing me'll be more trouble
than it's worth, now that the rubes
have seen me. You were right about
me from the start August, when you
said I wouldn't last...I can't
survive here...

(Then)

I am nothing.

August feels victorious and therefore benevolent.

AUGUST

Earl, take him to the menagerie.
Thirty seconds. Then escort him out
of my circus, into Altoona. And if
he comes back, you can shoot him,
as that is within our lawful rights
with regards to trespassers.

August walks away. Earl escorts Jacob to the menagerie. On the way, they pass Barbara. Jacob pauses to hand Queenie to her. She has tears in her eyes. Jacob continues with Earl.

INT. MENAGERIE TENT - MOMENTS LATER - ALTOONA, PA - DAY

Jacob enters alone. He takes in all the animals who look back at him. He crosses to Rosie and stands before her. Her trunk greets him, stroking him. He presses his head against her. Rosie comforts him. It makes Jacob fall apart all the more...

After a few moments, Jacob turns and walks away. He stops in the center of the menagerie. *He looks at each animal in their den - in the same way as when he first met them - this time saying goodbye.*

Each animal is at the front of it's den or cage, looking at Jacob. There is a silent exchange between them. Earl enters.

EARL

Come on kid.

When Jacob starts to exit again, something happens:

ALL THE ANIMALS BEGIN BANGING AGAINST THEIR CAGES AND SHAKING THEIR BARS OR STOMPING THEIR FEET, SCREECHING OR ROARING OR BELLOWING, AS IF IN PROTEST OF THEIR JACOB'S DEPARTURE.

The lock on Rex's cage busts a little as he rams against it.

EXT. SIDESHOW TENTS/MIDWAY - ALTOONA, PA - DAY

As Earl escorts Jacob, they walk against the tide of audience members walking to the Big Top entrance. Earl speaks low.

EARL

It's good you're going. They must have known you got back on the train last night. He tossed more than half a dozen working men.

(MORE)

EARL (CONT'D)
 Kinkers never get tossed. Never. So
 that was meant for you.

We hear the GOUNOD WALTZ starting in the Big Top.

EARL (CONT'D)
 A few of the guys that got tossed
 caught up with us again.

JACOB
 Walter! Is he---?

*Instantly, Earl's expression tells Jacob it's bad news.
 Jacob's breathing almost stops as he listens;*

EARL
 Keep walking...They got tossed off
 the trestle, if you can believe it.
 Camel's head hit the rocks. He died
 right away...

Jacob is heartbroken and dreads what he's about to hear. Earl
 pauses for a beat...this part is harder to tell:

EARL (CONT'D)
 ...Walter...Walter's legs were
 smashed up real bad..They had to
 leave him.
 (Beat)
 They don't reckon he lasted the
 night.

Jacob is in shock. He can barely walk on...

EARL (CONT'D)
 The ones that came back...Bill...
 Grady.. I don't know how but, one
 way or another they're taking down
 August tonight.

Hearing this, Jacob stops to face Earl.

JACOB
 Why are you telling me?

Earl can not find the words: it's clear the killing of these
 men does not sit well with him.

*SUDDENLY, WE HEAR THE BIG TOP MUSIC COME TO A CRASHING HALT,
 FOLLOWED BY AN UNGODLY COLLISION OF BRASS THAT FINISHES WITH
 A CYMBAL'S HOLLOW CLANG.*

Earl shifts his focus - he's alarmed.

JACOB (CONT'D)
Earl, what was that?

All the performers and work men on the midway are on alert.

WE HEAR THE BIG TOP BAND START PLAYING AGAIN...THIS TIME IT'S "STARS AND STRIPES FOREVER".

EARL
Oh Christ! Oh Shit...

Earl runs back towards the Big Top.

JACOB
What is it?

EARL
The Disaster March!

Everyone with the show barrels towards the Big Top when Greg appears amongst them and calls to Jacob:

GREG
JACOB! IT'S THE MENAGERIE!! THE ANIMALS ARE LOOSE.

JACOB RUNS THROUGH THE PANICKED CROWD, THE GROUND RUMBLING BENEATH HIS FEET...THE SOUNDS OF HOOVES ON HARD DIRT.

INT. MENAGERIE TENT - CONTINUOUS - NIGHT

Jacob shoots through the tent flap and is immediately flung up against the sidewall as:

THE YAK THUNDERS PAST HIM, HIS HORN INCHES FROM JACOB, THE HYENA ON HIS BACK. Jacob looks to the menagerie and faces;

A FULL FLEDGED STAMPEDE:

- ALL THE ANIMAL DENS ARE OPEN.
- CREATURES OF EVERY SORT...CHIMP, ORANGUTAN, LLAMAS, ZEBRA, LION, GIRAFFE, CAMEL AND HORSES... RUN IN A MAD TERROR AS THEY SCREECH, SCREAM, SWING, WHINY AND ROAR...
- MONKEYS ARE SWINGING ON ROPES, SLITHERING UP POLES
- THE CENTER CONCESSION STAND IS CRUSHED UNDER FOOT.
- A TOWERING POLAR BEAR SLASHES WITH HIS SKILLET-SIZED PAWS, MAKING CONTACT WITH THE LLAMA, KNOCKING IT FLAT.

Jacob is scanning the tent for Marlena when:

- *THE ORANGUTAN RUNS THROUGH THE STAMPEDE DIRECTLY TO JACOB AND CLUTCHES ONTO JACOB'S LEG. JACOB MOVES TO PICK HER UP WHEN BOBO SWINGS FROM A ROPE AND JUMPS ONTO JACOB'S BACK.*

Jacob manages to hold Bobo in one arm and the Orangutan in the other as his eyes sweep the tent, searching for Marlena:

Then Jacob sees - *THE PANTHER MAKES IT'S WAY THROUGH THE CONNECTED WALKWAY TO THE BIG TOP AUDIENCE.*

- *SECONDS LATER, AUDIENCE SCREAMS OF TERROR ARE HEARD. THE CROWD EXPLODES THROUGH THE BIG TOP, TRAMPLING OVER FELLOW AUDIENCE MEMBERS...THEY CHARGE INTO THE MENAGERIE ONLY TO FACE THE STAMPEDE..*

- *THE MASS OF ANIMALS CHANGE DIRECTIONS AND THERE IS AN INTER-SPECIES FLOCK; LIONS, LLAMAS AND ZEBRAS RUNNING SIDE BY SIDE WITH THE CHIMPS AND ORANGUTANS..A HYENA SHOULDER TO SHOULDER WITH A TIGER...TWELVE HORSES AND A GIRAFFE WITH A SPIDER MONKEY ON IT'S NECK...THE POLAR BEAR NOW ON ALL FOURS, CHARGING...ALL OF THEM HEADING FOR THE CROWD OF PEOPLE...*

- *THE CROWD SHIFTS, RIOTING BACK INTO THE BIG TOP. CLOGGING THE ENTRANCE...PEOPLE BANGING ON THE BACKS OF THOSE IN FRONT OF THEM..*

- *THE CLOG BURSTS. PEOPLE AND ANIMALS FLEE IN EVERY DIRECTION...*

- *A BENGAL TIGER FORCES ITSELF BETWEEN A WOMAN'S LEGS, SWEEPING HER TO THE GROUND...*

Searching and dodging animals, Jacob sees a flash of pink sequins. He sees August with Marlena standing beside him, in front of Rosie.

JACOB

MARLENA!

Marlena sees Jacob and makes a run for him, but August quickly grabs her arm and flings her to the ground. She falls out of view from Jacob.

Jacob runs to them, dodging the fleeing animals, when suddenly: *A BULL HOOK FLIES FROM OUT OF THE AIR ACROSS THE ANIMALS AND PIERCES JACOB'S SHOULDER.* He cries out.

Rosie cries out. She begins to stamp her feet. Marlena lies with her face in the dirt, crawling beneath the ropes to get under Rosie for safety.

August pulls Jacob with a new bull hook, tossing him the ground. August glares at him, his eyes full of rage;

AUGUST
YOU! YOU DID THIS!!

He attacks but Jacob dodges the next blow, grabbing onto the bull hook and twisting it with such strength, it topples August who refuses to let it go...

JACOB AND AUGUST FIGHT SAVAGELY, AMIDST THE STAMPEDE. Like madmen fighting with the intention to kill.

Jacob unleashes a rage and a strength we have yet to see in him, as he beats August without mercy...

But August manages to overpower Jacob, unleashing his own maniacal fury. By taking advantage of the bull hook wound, August gets Jacob into a death grip around his neck.

Marlena screams out, unable to help as animals stampede around the two men locked in combat.

Only Rosie, who towers above them, knows what to do.

Jacob, choking under August's grip, looks up at Rosie. *She raises her trunk to smile at him. Jacob looks down and sees that ROSIE'S STAKE HAS BEEN PULLED OUT OF THE GROUND.*

Jacob fights August to breathe as *Rosie reveals she is holding the stake loosely, resting it's end on the dirt. The chain still attached to her foot.*

Jacob flips himself which forces August to turn his back on Rosie in order to keep his grip on Jacob.

Marlena covers her head in her arms, not wanting to see.

Jacob can not breathe..August is squeezing the life from him as:

Rosie lifts the stake as if it weighs nothing and brings it down onto August, splitting his head in one clean move. She continues to hold the stake until August topples forward, dead, his skull opened like a hardboiled egg..

Released of August, Jacob rolls himself under the ropes just before:

A HERD OF ZEBRAS RUN PAST, CRUSHING AUGUST BENEATH THEM.

Rosie then slides the stake back to the ground. Marlana, head hidden under her arms, sees nothing. The menagerie is clear of the stampeding animals.

Marlana lifts her head up from beneath her arms, remaining under Rosie. She sees August lifeless body. She looks to Jacob. He rises, bloodied and beaten, but alive.

WIDE ANGLE: The empty menagerie except for: Jacob standing, Marlana under Rosie and the two monkeys inspecting August's dead body.

EXT. RESTAURANT - ALTOONA, PA - DAY

The polar bear is walking calmly down main street.

JACOB (V.O.)

It took days to round them up. Some we never did get back.

INT. HOUSE - CHILDREN'S ROOM - ALTOONA, PA - DAY

Two Children are delighted that a GIRAFFE is eating from their second story window.

INT. RESTAURANT - ALTOONA, PA - DAY

Camera discovers a DISHWASHER and REX THE LION, both quivering, huddled opposite each other beneath a sink.

JACOB (V.O.)

I don't know who was more scared - the rubes or the animals.

EXT. NESCI BROS. TRAIN - CIRCUS GROUNDS - ALTOONA, PA - DAY

THE NESCI BROS. CIRCUS TRAIN is pulling up alongside the "ghost town" of the Benzini Bros - the ruins of the circus are highlighted by strong winds blowing up dust and dirt.

JACOB (V.O.)

When the Nesci Bros. Circus showed, we were officially belly up.

A MAN SCREAMS after unrolling a canvas and making a discovery inside. A crowd forms. When Jacob reaches it, he sees:

BLACKIE, DEAD, WITH A MAKESHIFT GARROTTE AROUND HIS NECK.

INT. MENAGERIE TENT - ALTOONA, PA - DAY

DICK NESCI and the Sheriff fight with Jacob over Rosie...

SHERIFF

...These animals are now the property of Altoona and we're here to sell them to Mr. Nesci.

JACOB

Not all of them! Some of these animals are mine, like this bull.

DICK NESCI

Do you have any proof?

Jacob is stalled. Greg appears.

GREG

He's right. He's just an elephant tramp. The bull is his.

JACOB

You don't want her anyway. She can't do anything. Dumb as a box of peanut shells.

Skeptical, Dick Nesci steps up to Rosie.

DICK NESCI

What's her name?

JACOB

Gertrude.

Jacob and Rosie exchange eye contact. Nesci is skeptical.

DICK NESCI

Gertrude! Gertrude, step up! UP!

Rosie blows and swings her trunk, throwing dirt across the people around her.

Dick Nesci takes the bull hook and prods under her leg, ordering her UP! Rosie just swings her ears and sniffs Dick Nesci with her trunk. Then checks his pockets for treats.

Jacob exchanges a look with Rosie.

EXT. CIRCUS GROUNDS - ALTOONA, PA - LATER - DAY.

Jacob is walking Rosie, holding the Orangutan, with Bobo atop Rosie. Through the wind and dust, they look for Marlana.

FROM OUT OF A WALL OF WIND BLOWN DUST APPEARS MARLENA AND SIX OF HER BLACK AND WHITE HORSES. Marlana looks spent - shocked, relieved, tearful, hopeful. She reaches Jacob.

MARLENA

What happens now?

JACOB

I wish I knew.

Marlana exhausted, eases into Jacob's arms. It's over.

WIDE ANGLE: Jacob and Marlana and their animals, as the giant tent of the Benzini Bros. Big Top falls to the ground.

INT. CHARLIE'S TRAILER - PRESENT DAY - NIGHT

Jacob is finishing his story. Charlie is enthralled. The first bottle of scotch is gone. The second half full.

JACOB

I convinced my dean to let me take my finals. Marlana was right. With my degree, our animals and Marlana's acts, Ringling got a sweet deal. Our son was born our first season. We named him Walter. He spent the first seven years of his life with Ringling.

(Beat)

That's why I...I just can't understand how he forgot to show up today.

(His eyes glitter
childlike)

There was a circus in town.

Charlie understands. He looks affectionately at Jacob.

JACOB (CONT'D)

By the time our third son came, we'd had enough. Rosie was tired.

(Charlie smiles.)

Luckily, the vet at the Albany Zoo dropped dead, so I got the job.

(MORE)

JACOB (CONT'D)

We bought some property so we could keep the horses...Rosie...then five kids...Bobo and that Orangutan...Never named that Orangutan. Nothing ever sounded.. elegant enough for her. Just called her Ma'am.

(Smiles with great joy)

Man oh man that was...that was a life, boy, I'll tell ya...

Charlie smiles, appreciating this old man's big life.

JACOB (CONT'D)

And then before you know it, the kids are borrowing the car and moving out. Marlana and I on our own again...until she passed.

This moment causes Jacob to pause. He still loves her.

JACOB (CONT'D)

I never told Marlana it was Rosie who got August. I didn't want her to know. When Rosie passed on, she cried for days. I owe that bull my whole life...my kids, everything..

A KNOCK. Charlie peeks through the window and sees a COP:

CHARLIE

It's the heat.

JACOB

They're here for me.

Charlie and Jacob exchange a look. Charlie understands.

INT/EXT. TRAILER DOOR - MOMENTS LATER - NIGHT

Charlie opens the door to greet a LOCAL COP.

CHARLIE

Hi Officer, can I help you?

COP

Yes, I'm hoping you can. An elderly gentleman went missing from the nursing home down the street. Staff seems to think he came here.

CHARLIE

We had a lot of folks from the home today. But no, I haven't seen him.

The Cop peers past Charlie and sees Jacob.

COP

Excuse me, but who is that?

CHARLIE

(Pause, then)

Oh....that's my Dad.

The Cop is suspicious. Charlie covers:

CHARLIE (CONT'D)

He can't talk. Had a major stroke a few years back. But he's doing well. Ain't ya Pop?

Understanding the ruse, Jacob starts to play the part of a stroke victim: he opens his mouth, his jaw quivers. He reaches for his glass with a shaking arm. Charlie helps him.

Jacob holds out his tongue like a parrot's as Charlie helps him drink. The Cop watches with a blank expression. Jacob swallows and nods speechless, smiles and manages to drool.

Beat. The Cop wonders. Then, pulling out his card:

COP

OK, well, thanks for your time. Here's my number in case you hear of anything. Sorry to bother you.

The Cop exits. Charlie returns to sit opposite Jacob. They consider this unspoken proposal:

JACOB

You sure about this?

Beat as Charlie pours another shot. Then:

CHARLIE

I wonder if we can get you into the book of records. "Oldest man who ever ran away with the circus".

JACOB

Nah, I'm not running away. Just coming home.

INT. MENAGERIE TENT - PRESENT DAY - NIGHT

Old Jacob uses his walker to enter the menagerie. He moves to each animal meeting his eyes with theirs. Each animal gives him a look of acknowledgment.

He comes to an ORANGUTAN...younger than the one from his Benzini days. Jacob stops. He steadies himself.

Jacob lets go of the walker and reaches his arm out to the Orangutan's cage.

The Orangutan studies him for a moment. Judging.

Jacob keeps his arm extended, which isn't easy for him.

The Orangutan then extends his hand through the bars to Jacob's hand.

Jacob's fingers entwine around the Orangutan's hand. They hold for a moment. Jacob smiles.

JACOB
Thank you, Ma'am.

THE END