

CINDERELLA

EXT. MEADOW - DAY

We see a BABY in a straw Moses basket.

FAIRY GODMOTHER (V.O.)
There was a child named Ella.

This sequence will be narrated by a voice we eventually come to identify as the Fairy Godmother.

FAIRY GODMOTHER (CONT'D)
To her parents, she was a princess.
True, she had no title, nor crown
or castle, but still she was the
ruler of her own little kingdom,
whose borders were the house and
meadow where her family had lived
for generations.

NOW WE ARE LOOKING UP AT ELLA'S PARENTS, who are besotted with her.

FAIRY GODMOTHER (V.O.) (CONT'D)
She wanted for nothing. Her loving
mother and father cared for her
better than a hundred palace
servants could. As for her powers,
she ruled the land and sky itself.

We see a BLUE SKY, clouds scudding across it -- and then we see her "holding" the clouds within her tiny fingers.

FAIRY GODMOTHER (CONT'D)
-- She befriended all the beasts of
creation, and borrowed their
shapes.

THREE-YEAR-OLD ELLA plays with a bleating LAMB as a flock chews the grass. With the halting motions of a toddler, she leans down and rips some grass to feed the lamb by hand; and then tries some HERSELF. Her mother rushes over to stop her.

FAIRY GODMOTHER (CONT'D)
She could magically transform
herself from a tiny honey-bee --

Under the watchful eye of her mother, she sinks her nose into the petals of a flower in the meadow behind her house, imitating the bees that hover and swoop nearby.

FAIRY GODMOTHER (CONT'D)
 -- into a mighty elephant.

Ella, in her CHILDHOOD ROOM, knocks over some building-blocks arranged into a wall.

We see -- but the "people" do not -- a little grey mouse, and a little white mouse. These are METHUSELAH and EDNA, the parents of the mice we will later come to know. The small accident of the blocks falling is a gigantic and frightening event for them, and they scurry away through a crack in the corner of the wall.

FAIRY GODMOTHER (CONT'D)
 Such was her strength of body and will that there was nothing she could not accomplish.

Ella manages to climb onto a chair, to the applause of her mother and father.

FAIRY GODMOTHER (CONT'D)
 And to oppose her, one risked the gravest consequences.

Ella's mother moves a plate of meringues away from Ella, who has yet to finish her green beans. She is assailed with screams and tears.

FAIRY GODMOTHER (CONT'D)
 Yet she ruled fairly and justly.

IN THE BACK MEADOW, Ella is spreading breadcrumbs for a motley crew of birds. DUCKS jump from the splashing FOUNTAIN and join the DOVES in getting most of the food, with smaller SPARROWS and FINCHES shoved aside. Ella makes sure that the smaller birds get their fair share.

Then -- she hears something, and turns and RUSHES through the house to the front door.

Father is coming home from a trip.

We see him COMING DOWN THE ROAD, leading GALAHAD, a tired old horse that CLIP-CLOPS along beside him. Galahad pulls a cart covered in a colorful tarpaulin.

FAIRY GODMOTHER (CONT'D)
 Father, a merchant, went abroad and brought tribute back from all her subject lands.

FATHER has a toy butterfly of marvelous invention in his hand, and flutters it about Ella's face. She grabs the butterfly, delighted.

INT. KITCHEN - DAY

Ella stands by the basement KITCHEN HEARTH, warm and inviting, where a pot of porridge bubbles and a cake sits cooling on a ledge. Her cheeks are bathed in the glow of the fire.

FAIRY GODMOTHER

Mother was a tireless enchantress,
 who could summon laughter from
 tears, conjure cakes from the base
 matters of flour and sugar, and
 know Ella's mind before she guessed
 it herself.

Ella notices something curious about the cake -- a trail of crumbs leads away from it. She's just the right height to see what Mother does not -- that the mice have hollowed out a little chamber in the cake and are nibbling away at it. Ella giggles to herself and does not alert Mother to it...

INT. THE HOUSE - (ANOTHER) DAY

As they look at a picture-book, Ella falls asleep in her mother's arms. We can see that the house is beautifully appointed -- Ella's little family is well-off.

MOTHER

Lavender's blue, dilly dilly,
 Lavender's green... When I am King,
 dilly dilly, you shall be queen...

Ella's mother SINGS a beautiful LULLABY as she picks her up to take her to bed.

FAIRY GODMOTHER (V.O.)

In short, all was just as it should
 be.

INT. ELLA'S ROOM - SAME

Mother lays Ella down in bed. Outside it is sunset. she sings --

MOTHER

Lavender's green, dilly dilly,
Lavender's blue... You must love me
for I love you...

The toy butterfly sits by her bed alongside other wonderful little things that Father has brought back through the years.

FAIRY GODMOTHER (V.O.)

But the time came when the princess
without a care...

Ella looks at a candle in a little Moroccan lantern -- a sort of night-light that Father has lit -- as she is left to sleep. She leans and BLOWS IT OUT.

INT. MOTHER AND FATHER'S ROOM - DAY

Mother lies in bed -- her death bed as it will turn out.

FAIRY GODMOTHER

...became a little girl without a
mother.

Ella, now SEVEN, hovers at the doorway, afraid. She sees Father and a Doctor conferring down the hall, where her mother can't see them.

Ella can tell that the Doctor has bad news to report.

ELLA

Mother?

Ella's mother knows that she is dying. She is desperate to prepare Ella for the days to come.

MOTHER

Ella. It is time for me to leave.

ELLA

When will you come back?

MOTHER

(smiles)

This is a different sort of journey
from the ones your father takes.

(off Ella's tears)

Ella, do you remember when we would
pretend to go to sea?

ELLA

Yes...

MOTHER

I am like a ship on your horizon. I see the bright new country ahead, that is beyond your sight; and I also see the storms that are before you. I want to set your course before I am out of your sight.

Ella is too moved to do anything but nod.

MOTHER (CONT'D)

You are a very good girl. The best in the world. But the world can be cruel.

(beat)

Always remember this: Have courage. And be kind. Do not let the world change you. That is the greatest strength there is.

ELLA

But I don't understand.

MOTHER

You will, my love. Be kind, have courage. And then we will meet again. Will you promise me?

ELLA

(tearful)

I promise.

Mother seems tremendously relieved to have given this final message to Ella.

MOTHER

Good... good. Now I have to go, my princess. But I can go in peace.

-- And we see Mother take Cinderella's hand. Mother still wears her gold wedding ring. The hands both squeeze, and then the larger hand relaxes.

As Ella sits there, TEARS begin to roll down her face. A WIND blows the window open, but she doesn't seem to notice. We see the IVY begin to creep through -- GRASS grows from the floor of the room, a TREE sprouts and climbs --

What seems to be an invasion of the house by nature is actually a transition into a scene of the forest, in which Ella sits, mourning by her mother.

Black butterflies hover about her.

CUT TO:

EXT. HILLSIDE - DAY

Cinderella and Father are at Mother's funeral. We see a PASTOR giving the eulogy.

The funeral is well attended by the local gentry and the artisans of the town. We will later recognize some of the mourners, including the seamstress MRS. HAYWARD.

FAIRY GODMOTHER

The pastor said that mother was in Heaven, at the right hand of the Father. But Father was here, and mother was there in the ground. Ella could not understand.

Ella looks up and see her Father crying. It's frightening to her.

INT. ELLA'S ROOM

Father, more composed, is now putting Ella to bed. He lights the old lantern, ans shows her a little MINIATURE -- a tiny portrait in a compact frame -- of her mother.

FATHER

I've brought your Mother's picture... we can hang it above your bed, so that you can always see her when you wish.

ELLA

Father -- if Mother is in Heaven, why can't she come and see us? Doesn't she want to?

FATHER

But she can see us...

ELLA

Then why can't we see her? Why can't she answer back when I speak to her? Won't they let her out of Heaven for just a tiny bit?

Father given up on trying to convince her, and instead speaks plainly.

FATHER

In truth, I don't know why. These
are great mysteries, Ella. But
maybe we will know in time.

Father kisses her on the forehead and goes, leaving Ella's
night candle on.

A breeze from the open window blows out the candle. Only the
moon illuminates the room now.

She gets up and goes over to close the window. Through it,
IN THE MEADOW behind the house she sees -- barely -- a
figure standing by the fountain.

ELLA

(to herself)

Mother?

But it's not -- it is an old BEGGAR WOMAN, using a battered
tin cup to drink water from the fountain. The beggar woman
turns and looks right at her. Ella, frightened, ducks away
-- and then looks again. The beggar woman turns and walks
into the forest.

As Ella looks out the window, a black BUTTERFLY lands on her
hand; then another. She gently holds up the butterflies as
more and more accumulate on her, until it is nothing
but black butterflies -- and then they start departing,
revealing us in a different place and moment --

CUT TO:

EXT. MEADOW - DAY

We reveal ELLA, now SEVENTEEN, as the butterflies disappear.

FAIRY GODMOTHER (V.O.)

Time passed. Ella grew...

She is feeding the ducks, as we saw her do as a child. She
still takes pains to make sure that smaller birds get their
share.

FAIRY GODMOTHER (V.O.) (CONT'D)

But as her Mother had asked, she
did not change.

INT. HOUSE - DRAWING ROOM - DAY

Ella is reading aloud to her father (the traditional form of home entertainment). We do not hear her, but it is clear that she reads with fluency and verve.

FAIRY GODMOTHER

She took after her Mother more and more. And she understood, as children do, that the resemblance pained her father. Seeing this ghost of his wife in the face of his daughter, he fell into melancholy. And thence into folly.

FATHER

Ella, you know I must still go away to trade.

(off her look; reassuring)

So you will want someone to take care of you when I am gone.

ELLA

But I can take care of myself. I run the household as it is.

FATHER

Yes, but you need a mother. Well, a Stepmother.

ELLA

...Stepmother?

FATHER

(nods)

And two lovely sisters to play with.

Ella doesn't know what to make of this. We see the BACKGROUND CHANGE BEHIND HER as she still ponders, to --

EXT. IN FRONT OF HOUSE - DAY

Where Ella awaits the arrival of her Stepmother, the imminent changes to her life weighing heavily on her.

ELLA

(to herself)

Have courage... be kind...

She looks expectantly as --

-- an ornate (rented) CARRIAGE arrives. Hired footmen jump to the ground and open the door. Out of it step, one after the other, two beautiful girls -- Ella's new STEPSISTERS.

FAIRY GODMOTHER (V.O.)

Ella's two new Stepsisters were lovely to behold. And they had such confidence! Anastasia was convinced she was the most beautiful girl in the world, and Noémie, likewise, convinced that she was the cleverest.

As Anastasia fluffs her hair after the carriage ride, Noémie looks appraisingly at Ella. She leans in and rudely WHISPERS something to her sister.

FAIRY GODMOTHER (V.O.) (CONT'D)

And her Stepmother not only beautiful but worldly.

Then, out of the carriage comes Ella's new STEPMOTHER -- stunningly beautiful and gorgeously arrayed.

FAIRY GODMOTHER (V.O.) (CONT'D)

She had promised to take care of Cinderella as if she were her own daughter.

The Stepmother and Ella lock eyes, and the Stepmother gives Ella a winning SMILE.

Ella graciously CURTSIES.

INT. HOUSE - DRAWING ROOM - CONTINUOUS

The door opens and the Stepmother strides through, followed by the rest. Father hangs on her opinion of the place.

STEPMOTHER

(pause)

Charming. So...

(casting her eyes about)

...snug. It will make a perfect summer cottage when we've moved to town.

Ella looks at Father -- Moved to town? -- but Father motions her to be quiet.

NOÉMIE

I'm Noémie and this is Anastasia. She's very beautiful and I'm very clever. Well, I'm beautiful too, but she even is more beautiful and I'm even more clever. That's right, isn't it, Anastasia.

ANASTASIA

I am the beautifullest. And Noémie is the smartiest. What are you?

ELLA

I'm... Ella.

(beat)

Would you like to see my room?

The Stepsisters look at one another, as if each can't decide on her own. They nod.

ELLA (CONT'D)

It's up the stairs.

Then, in a flash, they race to the stairs and start clattering up, not waiting for Cinderella.

Meanwhile, the Stepmother has picked up an objet that is clearly a memento of Father's trips abroad (and thus Ella's happy past); she eyes it and then opens a cupboard to store it out of sight.

INT. CHURCH - DAY

Ella is formally, though simply, dressed. On either side of her are her new Stepsisters. Ella, dazed, seems uncomfortable between them, but they smile at her quite cordially...

FAIRY GODMOTHER (V.O.)

The wedding was a very grand affair.

...As does her new STEPMOTHER, who turns from a kiss with Father. As they walk down the aisle the congregation STANDS.

FAIRY GODMOTHER (V.O.) (CONT'D)

For a time, all was pleasant enough. But Ella's Stepmother was fond of grand and expensive parties.

INT. HOUSE - DAY

We see the house in a different light -- candlelit, in fact. Worthies, hangers-on, and downright blackguards have the run of the house...

In one corner, Ella's Stepmother plays cards at a baize table. As she takes a drink from a glass of wine. We see that the Stepmother is LOSING.

FAIRY GODMOTHER (V.O.)
Some of the persons who visited the
house were no better than cheats;
and so the household suffered.

The Stepmother's coins are scraped along the table, away from her. She looks up and catches Father's eye.

CUT TO:

INT. FATHER'S SECRETARY - DAY

This is a tiny little office where Father keeps his accounts. It is stuffed with papers, quills, ink bottles, oddments from here and there. Books of history and philosophy line the shelves.

ELLA
Leave? So soon?

FATHER
Yes, Ella. I must. We need money.
(beat)
Fortunately, I've an order for
nutmegs, cloves, peppercorns,
canary nuts... all luxuries of the
court.

ELLA
But it's not safe abroad. The
wars...

Father takes Ella's hand.

FATHER
Ella, I have no business with
soldiers or battles. I will come
home safe, my love.

Father is looking at a ledger stuffed with receipts, trying to make sense of a column of figures.

FATHER (CONT'D)
No, this does not add up.

ELLA
You must carry the seven.
(off his look)
Here.

Ella takes the ledger and corrects his accounts. Father looks at her with pride.

FATHER
Thank you. Yes... poppy blossoms,
cinnamon bark, a hundred bolts of
silk taffeta for the palace...

At this, Ella looks out the little window of the secretary, and sees in the distance the palace (the entire back side of the house has view of the distant palace, though the view is clearer the higher one goes).

ELLA
What's it like?

FATHER
The palace?
(beat)
More marvelous than anything. The
halls... the furnishings... the
paintings and the perfumes...
You've never seen the like.

ELLA
And the King?

FATHER
(laughs)
The King? I haven't met the King.
(beat)
In truth I haven't seen much of the
palace, Ella. But if the rest of it
is anything like the
antechambers...
(beat)
Now -- what would you like me to
bring you home from abroad? Your
sisters --

ELLA
Stepsisters.

FATHER
 -- have asked me for parasols and
 lace. What will you have?

ELLA
 (thinks)
 Nothing. Just you. Bring
 yourself back.

FATHER
 That is the least I can do. And
 Ella --
 (off Ella's look)
 Remember, you are the mistress of
 this house. You must be a good
 hostess. What did you mother say?

ELLA
 Be kind. Have courage.

FATHER
 Precisely.

EXT. HOUSE - DAY

Cinderella hugs her Father as the Stepmother and Stepsisters
 look on.

ANASTASIA
 Remember the lace! I simply
 must have it!

FATHER
 Yes Anastasia.

NOÉMIE
 -- And my parasol. For my
 complexion. That means skin if you
 don't know.

FATHER
 Yes Noémie.

Ella's Stepmother approaches Father. She kisses him fully on
 the lips as Ella watches -- and she gives him a list.

FATHER (CONT'D)
 And these. Yes.

He looks at Ella, who has tears in her eyes.

As Father's cart pulls away, the Stepmother and Stepsisters return to the house, while Ella stays outside to watch him go.

STEPMOTHER (O.S.)

Ella dear!

INT. HOUSE - DRAWING ROOM - CONTINUOUS

Ella comes in. Her Stepmother is seated comfortably. Ella is wiping the tears from her eyes.

STEPMOTHER

(smiling)

Now now. Mustn't blub.

ELLA

Yes madam.

Ella tries her best to obey her Stepmother.

STEPMOTHER

(beat

Ella, my dear, do you know that your sisters Anastasia and Noémie have always shared a room? Such dear, silly, affectionate girls. And there is only one bedroom big enough for that.

Ella divines her Stepmother's meaning.

ELLA

My bedroom.

STEPMOTHER

A wonderful suggestion. What a good girl you are.

ELLA

We shall all three share it?

STEPMOTHER

Oh, no. I couldn't force you to do that, not after you have had your own room for so long. No, I thought the attic would do very well for you.

ELLA

The attic?

STEPMOTHER

Yes -- it's nice and airy.

(beat)

And I thought -- well, it would be even more cozy for you if you kept all of this...

The Stepmother gestures airily at the objets around the room.

STEPMOTHER (CONT'D)

...bric a brac up there with you. To keep you amused.

She waves airily at the books in their shelves.

STEPMOTHER (CONT'D)

You may take these away as well. Science... mathematics... histories. These books are too... bookish for me. They depress my spirits. My taste runs to romances.

(beat)

You needn't hurry to take it all up. By the end of the day will do.

The Stepmother hands Ella a book, and as she does, Ella notices to her horror that she is wearing Mother's engagement ring. Ella doesn't know what to say. She hears a clanging from upstairs, and turns to go --

FAIRY GODMOTHER (V.O.)

Evidently Father had never told his new wife that Ella was the mistress of the house. But that could all be remedied upon his return.

INT. OUTSIDE ELLA'S ROOM

A little pile of Ella's things is accruing on the threshold of her (former) bedroom. The mechanical butterfly is tumbled under a ballerina doll, and next a length of silk. Ella sees that Anastasia and Noémie have already set to work clearing out her bedroom.

Seeing Ella, they stop for a moment, but only a moment.

NOÉMIE

Lucky you, getting to live up high in the attic. Just like a bird of prey. That's a bird that looks like it's praying.

ELLA

But -- isn't a bird of prey a bird
that hunts its prey?

ANASTASIA

Oh, no. Noémie is always right
about these things. It's a gift,
like my looks.

Ella doesn't want to argue. She starts picking up her
things.

INT. ATTIC - DAY

The attic is cold and drafty.

Ella sits down on the narrow, broken-down bed. She is lost
in thought until she hears a SQUEAK. It's two mice, Jacques
and Gussy, who have made their home here.

When she looks around in response to the noise, Jacques and
Gussy scurry away, frightened.

ELLA

Don't... I won't hurt you...

But the mice are too frightened. Ella looks somewhat bereft
as they disappear into the walls.

ELLA (CONT'D)

I suppose it's your home too...

OUTSIDE ELLA'S ROOM - DAY

Anastasia and Noémie, hearing Ella's voice, look up.

ANASTASIA

Who's she talking to?

NOÉMIE

She's mad.

CUT TO:

INT./EXT. PANTRY - DAY

Ella readies some breakfast trays -- we hear her cut slabs
off a side of bacon, remove slices of bread from a hob where
they have been toasting, scrape fresh butter from a churn.

FAIRY GODMOTHER

Her new Stepmother and Stepsisters
were exhausted by country living,
and prevailed upon her to fix them
breakfast.

We hear a BELL ring, and see that there are little bells
from various rooms in the house ingeniously linked to cords
that run through the walls. Cinderella rushes upstairs after
pouring boiling water for tea.

INT. STAIRWAY - MORNING

Ella hurries up the stairs.

FAIRY GODMOTHER

They were so impressed with Ella's
talents in the kitchen that they
endeavored to remain exhausted
every morning thereafter.

INT. STEPMOTHER'S BEDROOM - MORNING

Ella's Stepmother is propped up in bed, feverishly tugging
at the cord for the bell, as Ella coming in with her
breakfast tray. She settles back comfortably as Ella brings
the tray to her bedside.

INT. PANTRY - AFTERNOON - ANOTHER DAY

Ella is now readying a roast, her face flush from the heat
of the oven. Again we hear the BELLS from various rooms
ringing.

FAIRY GODMOTHER

And soon, their lethargy began to
extend through supper, tea and
dinner as well.

INT. DRAWING ROOM - ANOTHER DAY

Ella, still in constant motion, is cleaning the drawing room
as the Stepsisters and Stepmother loll around. Noémie
languidly dandles a length of string for the cat, Lucifer,
to pounce on. After being "tricked" a couple of times,
Lucifer goes straight to the source and jumps on Noémie's
hand, BITING it.

NOÉMIE

Tricked you! Tricked you! -- OW!

Anastasia, practicing one of the young lady's "accomplishments" of the time, draws a (poor) likeness of her mother, who is adding up figures in an accounts-book.

FAIRY GODMOTHER

Her Stepsisters, to their great regret, lacked accomplishment in the domestic arts. In fact, they lacked accomplishment in any art. That did not keep them from whiling away Ella's busy hours with sweet music.

INT. SAME - LATER

Anastasia and Noémie play the spinet and sing. It is a miserable cacophony.

A guadily-dressed MUSIC MASTER smiles to their faces and pulls at his hair in frustration when they don't see.

ANASTASIA

You're doing it wrong!

NOÉMIE

Nonsense! I have perfect pitch!
That's so, isn't it, Mr. Scarlatti?

The Music Master hedges.

MUSIC MASTER

Perfect for you, Miss Noémie.

NOÉMIE

There we are. It's you who is off key!

Anastasia turns to her mother and says airily --

ANASTASIA

Really, I don't know why I need to learn anything, Mama. Just look at me.

The Stepmother looks at her children, and then at Ella, who is laboriously cleaning up the room.

FAIRY GODMOTHER

When her Stepmother came to realize all the advantages, in temperament and habit, that nature had bestowed upon Ella, and not her daughters...

STEPMOTHER

Come now, girls, you don't want to be a country bumpkin like your stepsister.

(to Ella)

You understand, don't you?
Forgive me.

Ella straightens up and, without any irony at all, says --

ELLA

(kindly)

Yes, I understand you. But I give it no heed.

The Stepmother is angered by this honest remark as if it were a clever barb.

She "accidentally" spills some of her tea on the floor and nods at it. Ella comes over to clean it up.

FAIRY GODMOTHER (V.O.)

...The unhappy woman set about balancing the scales -- not by improving her daughters, but by treating Ella as shabbily as she could, that the light of her good character might be extinguished.

Ella stands up, her back sore, but her Stepmother points to a spot she seems to have missed.

FAIRY GODMOTHER (V.O.) (CONT'D)

But Ella would not be changed from kind to cruel. And this provoked her Stepmother more than any defiance could. And she thought up more tasks to try her spirit.

Ella complies, as the Stepmother looks on, frustrated.

CUT TO:

INT. FOYER - DAY

Ella is mopping the floor, her face flushed, her hands chapped, her apron dirty.

CINDERELLA
 (muttering to herself)
 Father will return... Father will
 return...

-- There is a loud knocking at the door.

Ella, possessed of a foreboding, lets the mop fall to the ground.

she walks to the front door and slowly opens it --

INT./EXT. DOOR - DAY

A FARMER stands in the doorway, and as the door opens, grabs his hat from his head.

ELLA
 ...Yes?

FARMER
 Miss Ella, is it?

A terrible presentiment is sweeping over her.

ELLA
 Yes.

FARMER
 It's your father, miss. He took ill
 on the road.
 (off her look)
 It's the sickness that the wars
 brought, you see... he's passed,
 miss. He's gone.

We see ELLA'S FACE as she takes in the news... in the BACKGROUND, the Stepmother and Anastasia and Noémie.

The Farmer stands there, crestfallen. Ella looks through him.

ANASTASIA
 (annoyed)
 But what about my lace?

NOÉMIE

(teary)

-- my parasol?

STEPMOTHER

You little idiots! Don't you understand those things don't matter?

(beat)

Where will we get money? We're ruined!

The Stepmother puts her hand to her face, turns and walks away, followed by the Stepsisters.

The Farmer stands there -- whether to offer help or to receive a tip, we can't tell. Finally he bows his head and leaves.

Ella quietly closes the door.

EXT. MEADOW BEHIND THE HOUSE - DAY

Ella runs out into the meadow, speechless and stunned by grief.

She looks at the world around her, not understanding how things could have changed so much and yet, are going on as usual.

She spins around, looking for some kind of solace somewhere, but there is none to be had. Finally she falls to the ground, exhausted, and leans on the old fountain. It is run down and hardly any water trickles from it.

CUT TO:

INT. ATTIC - NIGHT

Ella lays awake in her little bed as in the distance a CLOCK STRIKES MIDNIGHT.

Ella lays awake, a tear rolling down her face.

FAIRY GODMOTHER

(beat)

As for her Stepmother, she did not leave, even though it was not her house. She went into mourning, and ordered up fine gowns of black bombazine for herself and her daughters.

INT. DRAWING ROOM - DAY

The Stepmother and Stepsisters receive condolences. While the Stepmother seems genuinely shocked, Ella's Stepsisters can barely hide their pleasure with their lovely black dresses and the opportunity that mourning gives them to put on airs.

Meanwhile, Ella is the only one doing anything useful. she comes in and removes a tray. We see that she is still wearing her usual outfit.

FAIRY GODMOTHER

Out of her kindness she even
provided a black ribbon for her
stepdaughter.

As Ella turns we see that she is in fact wearing a black ribbon.

CUT TO:

SIMPLE CUTS OF ELLA WORKING.

Throughout this montage, we may hear Ella humming her Mother's lullaby, "Lavender's Blue."

FAIRY GODMOTHER

Ella was little more than a
dependant now; an extra mouth to
feed. She must earn her keep. And
so, her work did not cease. In
fact, it grew greater; for her
Stepmother and Stepsisters, taking
her resilience for weakness, ever
misused her.

Ella packs her FATHER'S CLOTHES up with red string, under the watchful eyes of her Stepmother.

Ella CHOPS WOOD for the fire, using an axe too big for her slender frame --

She SORTS LENTILS, looking for tiny stones and dirt, before cooking them --

Ella FETCHES WATER from the pump-well in the meadow -- two heavy buckets hanging from a pole over her shoulder that she must set down every few steps --

Ella TENDS THE GARDEN, watering a PUMPKIN PATCH amongst other vegetables --

-- and from here she can see the ROAD in front of the house, where a bearded TINKER in a conical hat, his nag and cart beside him, giver her STEPMOTHER a handful of coins. In return, he carries away Father's clothes, which we recognize from the red string. He notices Ella, and we see in a flash that he understands what is going on. They share a moment of wordless sympathy.

She CARRIES SUPPLIES home from the town market, in a great oblong basket on her back with a strap across her forehead. A thunderhead can be seen in the distance. RAIN FALLS.

She HARNESSES Galahad the horse, who SHIES AWAY. the harness is immense and heavy -- this is a job for a strong man, not a young girl.

Ella LIGHTS THE FIRES in the PARLOR, Noémie AND ANASTASIA'S ROOM (formerly her own, now containing two beds) and her STEPMOTHER'S ROOM (And we see that the Stepmother, Anastasia and Noémie are terribly sloppy, leaving clothes all over the floor). They are in fact still in bed.

Ella MENDS the same clothes we have just seen on the floor; rubs clothes with soap and WASHES THEM in a tub; IRONS them with flat irons heated on the stove; SHINES her Stepsisters' beautiful shoes.

She pauses for a moment to look sadly at her RED, CHAFED hands, and then returns to work --

Ella uses a WRINGER on the clothes --

She PINS THE LAUNDRY to lines in the garden --

She SCOURS pots in the pantry --

FAIRY GODMOTHER (V.O.) (CONT'D)

To their credit, it should be said
that her Stepmother and Stepsisters
shared the very food they ate with
Ella.

Finally, she sits down to a meal of the Stepmother and Stepsisters' scraps (we can tell because she empties them off their plates).

We can tell even from the scraps that the food of the Stepmother's more lavish days is gone -- they are economizing.

She takes a crust of bread from her plate and kneels down in front of a mouse-hole (not a stereotypical cartoon arch, but a crack in the wainscot). She puts the scrap of bread in front of it and waits hopefully.

FAIRY GODMOTHER (V.O.)

And she shared it in turn. With no one to talk to and no people near, poor Ella invested the littlest creatures with spirit, and opened her heart to them.

Finally, Gussy and Jacques, the mice, and their little children, Jacob (a tiny runt) and Esau (plump and hairy) poke their noses out and sniff the bread.

ELLA

There you are! Have dinner with me, won't you?

As the mice start nibbling at the bread, she sits down to her dinner.

As the candle burns down, we see that Ella is almost too exhausted to eat.

FAIRY GODMOTHER (V.O.)

By the end of the day, she was often too tired to climb the stairs to the cold attic; so she lay in the hearth for warmth.

Ella gets up slowly, looks at the stairs, and instead of heading up, lays down inside the hearth, near the dying embers.

Ashes are blown onto her by the wind coming down the chimney. She doesn't move.

The ash continues to blow on her... more and more. Until the ash replaces clothes and flesh and bone...

...and then, subtly, CINDERELLA HERSELF is blown away by the wind, until there is nothing left.

CUT TO:

INT. SAME - MORNING

Cinderella wakes up from her nightmare. She is laying on the hearth, and the fire is out.

We hear the RINGING OF SERVANT'S BELLS.

The morning has come, and with it, more work.

INT. DRAWING ROOM

We see that the house, for all of Cinderella's care, has grown threadbare. Fabric wallpaper has been bleached by the sun, couches show a patch here and there (repaired cleverly by Cinderella's hand). As she walks past a chair with a worn headrest, she shifts an elegant but tattered blanket to cover the damage.

Cinderella serves breakfast to her Stepmother and Stepsisters.

STEPMOTHER

What is that on your face?

CINDERELLA

...Madam?

STEPMOTHER

Your face. It is a scandal. I will not be served in such a manner.

ANASTASIA

She looks even worse than usual.

NOÉMIE

Spit is the best thing for it.

Noémie spits into her napkin. Cinderella steps back.

STEPMOTHER

-- It's ash.

Ella does, in fact, have ashes smudged on her face and hair, which she hasn't had time to clean.

STEPMOTHER (CONT'D)

Clean yourself up. You'll get cinders in our tea.

NOÉMIE

(excited)

I've got a new name for her. Cinderwench.

ANASTASIA

I couldn't bear to look so dirty.
(beat; she can't help it)
Ooh -- "dirty Ella".

NOÉMIE

-- Cinderella! That's what we'll call you.

STEPMOTHER

(laughs)

You're too clever, Noémie.

(smiles)

Cinderella.

Ella turns, taking a plate down into the kitchen (in fact, she does not want her Stepmother and Stepsisters to see her cry). The tears clean little rivulets through the ashes on her face.

INT. KITCHEN - SAME

In the solitude of the basement kitchen, Cinderella sees her face reflected in the burnished sides of a copper pot -- her features flattened and distorted. She takes a cloth and wipes her tears, and the ash, away.

EXT. FOREST - DAY

We see Cinderella rushing through the forest -- almost running --

FAIRY GODMOTHER (V.O.)

Cinderella. Names have power, like magic spells. And all of a sudden it seemed to her that her Stepmother and Stepsisters had indeed transformed her into a creature of ash and toil.

EXT. COAST - DAY

-- and some time later she breaks from the forest to see the little coastal town.

FAIRY GODMOTHER (V.O.)

And she thought to run away, and leave her home far behind.

EXT. TOWN - SEASIDE - DAY

Ella looks out at the water.

FAIRY GODMOTHER (V.O.)

But then -- why should she leave her own home, where her people had lived for so long? And how should she see her blessed mother again,

(MORE)

FAIRY GODMOTHER (V.O.) (cont'd)
 if she were to go? Foolish girl
 that she was, she even thought of
 the little housemice.

INT. WOODS - DAY

Cinderella walks back through the forest, a scene out of a rococo landscape. For some, it might imply a threat -- of violence of banditry or strangeness; but Cinderella is entirely comfortable here. She moves through the scene with the sense of "belonging" of an animal, rather than the sense of a intrusion of a person.

She quietly sings her mother's lullaby to herself.

CINDERELLA
 (hums the tune of --)
 Lavender's blue, dilly dilly,
 Lavender's green... When I am King,
 dilly dilly, you shall be queen...
 Lavender's green, dilly dilly,
 Lavender's blue... You must love me
 for I love you.

And then -- Cinderella finds a BROKEN NEST at the bottom of a tree. We can see that the nest has been torn apart by predators or scavengers. Broken shells and tiny feathers are littered nearby. But there is a survivor -- a tiny little fledgling SPARROW.

She approaches the baby sparrow, whose wing seems out of joint.

CINDERELLA (CONT'D)
 Don't be afraid. I won't hurt
 you...

As she kneels down, we begin to hear a thundering in the distance... Cinderella does not pay it any attention. Instead, she delicately eases her hand underneath the struggling little creature, who CHIRPS in alarm.

CINDERELLA (CONT'D)
 There there. I'll help you.

Cinderella gently strokes the sparrow's breast, and it quiets. At the same time, the THUNDEROUS NOISE increases -- Cinderella looks up --

And a GIGANTIC STAG leaps past, an apparition like the spirit of the forest itself, sprinting through the trees --

-- Pursued by a pack of HUNTERS, attired in tunics, their swallowtail coats slapping at the flanks of their horses, barely aware of Cinderella, who dodges and circles, partly to save herself, partly in amazement at the spectacle around her -- until with her final turn --

She finds herself looking at a YOUNG MAN ON A TALL HORSE. he is peering down at her and she is practically looking straight up at this handsome rider, his head ten feet off the ground.

Unlike his companions in the hunt, he is dressed in a military uniform -- a dolman or dragoon's jacket with gold piping atop white leggings and great black boots. A pilisse or ornamental surcoat hangs over one shoulder.

This is, in fact, THE PRINCE, though Cinderella does not know it.

PRINCE

Are you lost, miss?

Cinderella is dazed and perhaps dazzled.

CINDERELLA

How so, sir?

PRINCE

(beat)

In the forest. Are you lost in the forest?

CINDERELLA

No, sir. I am quite at home, thank you.

Cinderella's natural tendency to lower her eyes in the company of her "betters" combines with shyness in front of the young man to make her shy and retreating. There is not an iota of flirting from her.

PRINCE

Oh. Then do you live here? Are you a wood-nymph of the like?

CINDERELLA

No, sir.

PRINCE

Can you say more than "no, sir"?

CINDERELLA
 (smiles at herself)
 Yes, sir.

PRINCE
 That's a relief. They say that
 Conversation is one of the crowning
 delights of civilization.

CINDERELLA
 Yes, sir.

PRINCE
 Please stop calling me "sir". It
 will shorten your long-winded
 speeches.

CINDERELLA
 Yes s-- yes.
 (beat)
 What should I call you? I don't
 know your name.

PRINCE
 You don't know who --

The Prince thinks. Something in him is chary of spoiling the moment.

PRINCE (CONT'D)
 (thinks)
 My parents used to call me Kit.
 Short for kitten.

Cinderella can't help but laugh and, for an instant, look up at him. There is a flash of something between them.

PRINCE (CONT'D)
 What -- is "Kit" not a fine enough
 name for you?

CINDERELLA
 Oh, no, sir, it is a very good
 name. Very fine.

Just then, the sparrow chirps.

PRINCE
 What's that?

CINDERELLA
 A sparrow, sir -- Kit. He fell.

Cinderella holds up the cheeping sparrow. The prince notes its injuries.

PRINCE

Poor fellow.

(beat)

Well, it's probably for the best. I read somewhere that there is a special providence in the fall of a sparrow.

CINDERELLA

(reasonably)

Not if you're the sparrow, there isn't.

The Prince is taken by the plain force of character of this girl.

PRINCE

You're right -- even the smallest voice should be heard. That's what I try to tell them at the palace.

CINDERELLA

(amazed)

You've been to the palace?

PRINCE

Oh. Yes. My father works there. He's -- well, he's teaching me his job.

CINDERELLA

You're an apprentice? That must be very fine. Are they kind to you?

PRINCE

Kinder than I deserve, most likely.

CINDERELLA

That's good.

(beat)

I've heard the palace is beautiful.

PRINCE

Yes. But it's good to get out once in a while. One meets... interesting people.

At this, we hear the braying of HUNTING HORNS.

PRINCE (CONT'D)

Did you see anybody passing by? A stag, perhaps? Antlers, big black nose, hooves?

CINDERELLA

I did. Only --

PRINCE

Only?

CINDERELLA

Only please don't hurt him!

PRINCE

don't hurt him? But... we're hunting, you see. It's ... what's done.

CINDERELLA

Just because it's what's done doesn't mean it's what should be done.

The Prince looks at her more closely, very intrigued with this forceful young woman.

PRINCE

...Right again.

CINDERELLA

(quietly)

Then leave him alone, won't you?

This idea seems to be reinforced by a little CHIRP from the sparrow. The Prince is bemused at first, then is somehow swayed by Cinderella's compassion.

PRINCE

(gently)

Alright.

CINDERELLA

Thank you.

(beat)

You are a very nice person.

They look at each other once again, fleetingly. Cinderella has otherwise kept her eyes downcast.

Then the HORNS sound again.

PRINCE

They've found him. I should go, or,
not having met you, my friends may
be unkind to that stag.

CINDERELLA

(seriously)

Oh, hurry!

The Prince, a bit dazed by this insistence, tips his cap and begins to trot off.

Cinderella returns her attention to the sparrow, who CHEEPS.

CINDERELLA (CONT'D)

(to the sparrow)

He was very pleasant-looking,
wasn't he?

Cinderella casts a look back at the retreating form of the Prince. She looks for a long while, even after he's gone. And when her face turns back again we see that is it flushed; and she seems a little confused.

FAIRY GODMOTHER

Ella had a very strange feeling in her chest. She was frightened as the stag, and at the same time as keen as the hunters. There may indeed be a special providence in the fall of a sparrow; for if Cinderella had not returned home, and stopped just where she did, she would never have met the Prince.

EXT. IN THE FOREST - FOLLOWING THE PRINCE

We are tracking along with the Prince, who is following the calls of hunting horns.

FAIRY GODMOTHER (V.O.)

As for the Prince, in his anxiousness to do Ella's bidding, he forgot that he had not even asked her name.

EXT. CLEARING - DAY

In the distance, we see the STAG, a magnificent creature, now tired and chased to exhaustion. It turns and lowers its head.

We see the Prince's hunting party dismounted, having cornered their prey. A HUNTING CARBINE raises to fire on the stag.

-- But just as the gun is about to go off, it is KNOCKED UPWARDS by the Prince. The bullet whizzes harmlessly through the air, and the STAG runs off into the forest.

The COURTIER whose shot was sent astray by the Prince looks at him in confusion.

COURTIER
...Your Highness?

PRINCE
He gave us a good chase. Another day, perhaps.

-- And the Prince heads back to his horse.

Behind him, the rest of the hunting party look on, confused and disappointed.

They follow him, murmuring amongst themselves.

COURTIER
Perhaps the Prince wanted the prize for himself.

DANDY
Perhaps the Prince has no stomach for blood.

COURTIER
If he has so little heart, I fear for the kingdom.

The CAPTAIN, a gruff colonial soldier of fortune who has sworn fealty to the King, rides up. He's less gaudily dressed than the others, though his ornamental pelisse has a distinctly African origin.

CAPTAIN
That boy has more courage than all of you put together. Go through what he has and then you can prattle about heart. Or better,
(MORE)

CAPTAIN (cont'd)
 shut your mouths and mount your
 horses.

He urges his horse ahead of them.

CUT TO:

INT. PALACE - SALON - THE NEXT DAY

The Prince, still in uniform, staring into the distance unnaturally. He is again mounted on horseback in front of a background of trees -- but we reveal that the "horseback" is in fact a prop for the purpose of painting a portrait; and the background is a stage hanging.

The Prince's Father, the King, a somewhat gone-to seed old warrior, watches the proceedings.

KING
 I hear you let the Lord of the
 Forest go free.

PRINCE
 I did.

KING
 Letting a stag escape the hunt! My
 boy, that is simply not done.

PRINCE
 Just because something has always
 been done doesn't mean it is the
 way things should be done.
 (beat)
 Something like that.

KING
 Still philosophizing. I had hoped
 that a bit of military discipline
 would knock some common sense into
 you.
 (to the Captain)
 What have you got to say?

The Captain, in attendance, clicks his heels and bows.

CAPTAIN
 I'd say it knocked some common
 sense out of him, my King.

The King looks at the Captain, not sure if he is being made fun of.

KING

I fear for the Kingdom. I do.
 (to the Potraitist)
 Make him look good, Master Phineas.
 We must attract a suitable bride,
 even if he is to marry a dunce.

The King doesn't really mean it -- he loves his son.

PORTRAITIST

(obsequiously)
 If I might prevail upon the Prince
 to sit still.

PRINCE

I apologize, Master Phineas.

We see that a PORTRAITIST is working on a likeness of the Prince, astride a horse, gesturing "onwards!" with a sabre. It's a martial scene, with troops moving in column in the background. Several assistants are making traveling COPIES of the painting.

The portraitist, an elderly gentleman, is working on a gigantic, life-sized canvas that stretches up to the very high ceiling. He sits in a specially crafted wooden chair that hangs from HOISTS in the wall. Two assistants in full livery are employed to keep him suspended.

PORTRAITIST

("to himself")
 Ever since he was a baby, couldn't
 stay still. Shimmies about like a
 pigeon. Who's to blame? his parents
 is who.

The portraitist has a strange habit of voicing aloud his thoughts, which, being generally offensive, are summarily ignored.

GRAND DUKE

A splendid portrait, my prince.

PRINCE

Do you think?
 (beat)
 I don't know that I looked that
 heroic.

GRAND DUKE

It is best that we project boldness
 and vigor, Your Majesty.

KING

We don't want people thinking we
lost.

PRINCE

Didn't we?

GRAND DUKE

That is yet to be seen -- the peace
is not concluded.

KING

In the meanwhile, it is best that
we show strength.

At this, one of the painter's men, who has been trying to hold it for a while, SNEEZES, momentarily letting go of the rope and making the painter's chair gyrate to one side. His brush slides along the painting, spoiling the Prince's face.

PORTRAITIST

I'll fix it.

PRINCE

And that means sending around
this... advertisement?

The Grand Duke bows.

PRINCE (CONT'D)

All those Princesses won't come to
the ball unless they like the looks
of me?

GRAND DUKE

We are a small kingdom amongst
great states, Your Highness. We
need the best alliance we can get.

PRINCE

If I must marry, then why couldn't
I marry a -- a good honest country
girl instead of some foreign
princess?

GRAND DUKE

A bride below your station would
not make the kingdom stronger.

PRINCE

I don't know why they call it a
marriage of convenience. It's not
convenient for me.

The Prince looks out the window, towards the forest.

The Grand Duke looks over at the King for help.

KING

You must marry, my boy, and marry to advantage. For the kingdom. For the people. You know that I have not been well.

The Prince looks into his father's eyes. Nods.

PRINCE

Alright. Alright.
(beat; to Grand Duke)
On one condition.

The Grand Duke, pleased that the Prince is buckling under, smiles.

PRINCE (CONT'D)

Let the ball be for the people as well. Not just the high and mighty.

KING

It's not done.

PRINCE

Just because --

KING

Don't say it. It hurts my head.

PORTRAITIST

Sounds like a step in the right direction, if you ask me.

KING

We didn't ask you!

PORTRAITIST

Ask me what, Your Highness? I didn't say anything.

The Grand Duke is making calculations.

GRAND DUKE

So long as you will marry a Princess?

PRINCE

I promise that I will do what is best for the kingdom.

The Grand Duke looks at the King, who nods.

KING
Where is that crier?

CUT TO:

INT. TOWN - DAY

This is a traditional market-town with a cobbled main square surrounded by guildhalls and artisan's shops. Arrayed about the square are the wares of various trades -- the grocer, the butcher, the fishmonger, the costermonger, the flower-seller. Apprentices, their hair held back by caps, scurry about at the orders of their masters, and housewives and servants do the day's shopping.

Cinderella NOTICES the signs of discord, sorrow, the long wars --

-- A black wreath on a house-front here, there a recruiting sergeant trying to sign up recruits. A drunk stumbling from a tavern door.

Cinderella herself is kind and deferential to all, weighted down with errands but still carrying her own basket slung over one elbow, in which we see the SPARROW that she rescued earlier in the forest. He is swathed in a little bandage made from Cinderella's black ribbon.

FAIRY GODMOTHER IV.O.)
But the light was about to break.

ROYAL CRIER
Hear ye! Hear ye!
(a beat as the crowd quiets)
Know that our good King Leopold,
fourth of that name, Protector of
the Realm, Holy Elector of
Thuringia, Steward of the Knights
of Malta, Duke of the Outer and
Inner Islands, Duke of the Middle
Islands, Seneschal of the Noble
Order of Sicily...

The crier takes a breath, and the populace waits patiently.

ROYAL CRIER (CONT'D)
Sire of the Imperial Purple, Earl
of Lambert, Chataway and Moggan,
Companion of the Path of Honor,
Defender of the Faithful, and
(MORE)

ROYAL CRIER (CONT'D) (cont'd)
 Source of the Heretic, has decided
 to honor the safe return from the
 wars of his son --

The crier takes another breath, and the people seem to ready themselves for another raft of titles, but are disappointed/relieved --

ROYAL CRIER (CONT'D)
 The Prince.
 (beat)
 On this day two weeks hence there
 shall be held, at the Palace, a
 Royal Ball.

This is news, but not news that affects the people in the square directly.

ROYAL CRIER (CONT'D)
 At said ball, in accordance with
 ancient custom, the Prince shall
 choose a bride.

Exclamations -- this is the invoking of an old and seldom-honored tradition.

ROYAL CRIER (CONT'D)
 Furthermore, at the behest of the
 Prince, it is hereby declared that
 every maiden in the Kingdom, be she
 noble or commoner, is invited to
 attend.

Cinderella is struck by this last piece of information. As is the crowd -- this is an unprecedented event.

ROYAL CRIER (CONT'D)
 Such is the command of our noble
 King Leopold, fourth of that name
 --

Cinderella is not the only subject galvanized into motion as the Crier continues reciting the list of the King's titles. She whispers to the sparrow in her basket.

CINDERELLA
 The palace, Sparrow -- perhaps I
 could see Mr. Kit.

FAIRY GODMOTHER (V.O.)
 If Ella only wished to see her
 friend Kit, the royal apprentice,
 (MORE)

FAIRY GODMOTHER (V.O.) (cont'd)
 her Stepsisters' ambitions were
 much loftier.

We hear a girlish SQUEAL prelapped before cutting to --

INT. HOUSE - DRAWING ROOM - DAY

Noémie and Anastasia are electrified by news of the ball.

ANASTASIA
 The Prince will get to meet me!

NOÉMIE
 I shall trick him into loving me,
 see if I don't!

STEPMOTHER
 Calm yourself, girls.

ANASTASIA
 Oh mother, but it is the most
 amazing news!

STEPMOTHER
 Yes, but I doubt the Prince will
 take any interest in a screaming
 banshee.

The stepsisters gather their wits.

STEPMOTHER (CONT'D)
 From now on, our only thought must
 be to those that ready us for the
 battle ahead.

ANASTASIA
 Battle?

CINDERELLA
 Battle?

STEPMOTHER
 For our livelihoods, you dizzy
 things. One of you must win the
 heart of the Prince. Do that, and
 we can unwind the debt in which we
 were ensared when we came to this
 backwater.

NOÉMIE
I -- a princess?

This starts her off all over again. Not to be outdone, Anastasia interjects.

ANASTASIA
Or rather, I, a princess!

The Stepmother turns to Cinderella, who, using the speculation and gossip, is secretly tending to the little sparrow, dipping a bit of bread in milk and feeding it. She smiles as the sparrow greedily swallows the morsel, then looks up to see the Stepmother glaring at her.

STEPMOTHER
Having delivered your news, why are you still here? You must return to town right away, and tell that seamstress to run us up three fine ball gowns.

CINDERELLA
Three?
(shocked)
That is... very thoughtful of you.

STEPMOTHER
What do you mean?

CINDERELLA
To think of me.

STEPMOTHER
(confused)
Think of you?

NOÉMIE
Mummy, she thinks the other dress is for her.
(beat)
Poor, slow little Cinders. How embarrassing.

STEPMOTHER
Let me be very clear. One gown for Noémie, one for Anastasia, and one for me. A la mode Parisienne.

ANASTASIA
(to the Stepmother)
She won't remember that, mother. I don't even remember it and I've just heard it.

Cinderella recovers her composure.

CINDERELLA

The fine ball gowns a la mode
Parisienne. That's French for "in
the Parisian style."

(to the Stepmother)

J'ai appris cela de mes livres.

This means "I learned that from my books," which the Stepmother and Stepsisters don't understand. This moment of sophistication just doesn't tally.

ANASTASIA

What does that mean?

STEPMOTHER

(covering)

I don't know. Her accident is
terrible.

NOÉMIE

You can't just say a bunch of
nonsense and call it French, you
imbecilo.

STEPMOTHER

(to Cinderella)

Well go! Every bit of baggage in
the kingdom will be tilting at the
Prince! You must get there first
before the seamstress is drowning
in work!

CINDERELLA

But --

STEPMOTHER

But what?

CINDERELLA

There is the matter of payment...

The Stepmother is offended at this question, even though it is entirely valid.

ANASTASIA

Did you hear that? Her tone?

NOÉMIE

I did hear a tone. You saucy little
Miss! Who gave you a right to have
a tone?

STEPMOTHER

As for money, I will sell those
useless knick-knacks you have piled
up in the attic.

CINDERELLA

But --

STEPMOTHER

But me no buts. You have no need of
toys. You are no longer a child.
Go!

EXT. ROAD INTO TOWN - DAY

Cinderella makes her way back into town.

CUT TO:

EXT. TOWN - DAY -- OUTSIDE SEAMSTRESS' SHOP

The seamstresses shop is BESEIGED. The announcement of the ball has provoked a run on dresses, and hopeful maidens and their mothers and fathers are squeezed into the shop and spilling out onto the streets. The scene evokes the chaos of a Hogarth engraving -- a mass of strivers, elbowing one another to get at their ambitions.

Cinderella looks at the crowd and realizes she won't have a chance... she heads 'round to the back of the shop.

INT. SEAMSTRESS' SHOP - SAME

Cinderella emerges from a short hallway crowded with fabric -- she runs her hands over the beautiful material -- to find herself behind the counter of the Seamstress' shop.

The Seamstress is practically using it as a barricade against a fierce tide of young women, mothers, and the occasional domineering father, all of whom are trying to order dresses. Several ASSISTANTS take names and try to instill order as the crowd jostles.

CINDERELLA

Good-day, Mrs. Hayward.

MRS. HAYWARD

Good day, Ella.
(beat)

(MORE)

MRS. HAYWARD (cont'd)
 I pity the Prince, I do. This lot
 will chase him down if they can.
 What shall I do for you?

CINDERELLA
 I've an order for you. Three ball
 gowns. One for Noémie, one for
 Anastasia, one for my Stepmother. A
 la mode Parisienne, if you please.

MRS. HAYWARD
 A la mode Parisienne. And why
 should I put those doxies at the
 front of the queue?

Cinderella doesn't say anything in their favor. But the
 seamstress reads her thoughts.

MRS. HAYWARD (CONT'D)
 Because it will save you a world of
 trouble, won't it, darling.

CINDERELLA
 Most likely, Mrs. Hayward.

MRS. HAYWARD
 Alright. I wills top by for a
 fitting. And you? Will you be
 getting a new gown?

Cinderella smiles and shakes her head.

MRS. HAYWARD (CONT'D)
 Of course not.

INT. PALACE - GALLERY - DAY

The portrait of the Prince on horseback is being mounted by
 palace servants in the gallery under the supervision of the
 painter. The Grand Duke and King look on.

PORTRAITIST
 Left a bit! Left a bit! Left a bit!
 (beat)
 Right a bit!

FAIRY GODMOTHER (V.O.)
 Copies of the Prince's portrait
 went to royal courts far and wide,
 and with it, invitations. The hunt
 was on. Though it was yet to be
 seen who was hunting whom.

The Portraitist takes another look at the alignment of the huge painting, as his exhausted assistants rest.

 PORTRAITIST
 ...Left a bit.

INT. PALACE - SALON

The Prince and the Captain are practicing fencing with sabres. They wear padded tunics, but no masks. It's not quite the thrust and parry of an old Errol Flynn movie -- this is a bit rougher and more athletic. The Captain is the instructor, but the Prince is clearly a brilliant pupil.

 CAPTAIN
 You've gotten rusty.

 PRINCE
 So have you.
 (beat)
 I don't suppose we can avoid the
 ball and go back to campaigning?

 CAPTAIN
 Hard-tack, sleeping in a tent, ten
 leagues a day in the mud, shot
 flying about your ears like bees,
 Your Highness?

 PRINCE
 It would beat being sold to the
 highest bidder.
 (thinks)
 Perhaps I could be like you -- a
 soldier of fortune, roaming the
 world, living by his sword.

The Captain manages to sidestep a blow from the Prince and gives him a painful whack on the rump.

 CAPTAIN
 I advise against living by
 your sword.
 (beat)
 And roaming the world isn't as
 romantic as it seems.

 PRINCE
 I've always wondered why you stayed
 with us.

CAPTAIN

I became unaccountable attached to
the natives. En garde.

They start another pass at arms.

CAPTAIN (CONT'D)

(beat)

Surely there are worse fates than
choosing amongst a bevy of
princesses.

PRINCE

And how are you supposed to fall in
love in one evening?

CAPTAIN

It's happened to me. Many times.

Soldier's humor. The Prince smiles.

PRINCE

Yes, but this is permanent.

CAPTAIN

You'll just have to lump it.

(explains)

It's like having a King. Do you
like it? No. Would you rather make
up your own mind? Yes. Can you do
anything about it? No. So you lump
it.

PRINCE

Is that what the people really
think?

CAPTAIN

Yes, but the good thing is, they'll
never say it to your face.

The Captain makes a thrust right at the Prince, who dodges
and turns.

PRINCE

What if it were different, though?
What if I married one of them?

CAPTAIN

One of whom?

PRINCE
The people.

CAPTAIN
That'd be an improvement, I
suppose. But it doesn't seem very
likely, does it? Your father won't
abide it.

The Prince mulls this over.

PRINCE
Thank you, Captain. You have given
me great comfort.

CAPTAIN
(bows)
I have done what little I can.

CUT TO:

INT. KITCHEN - EVENING

Cinderella toils away in the kitchen. In a series of cuts we
see her cutting, chopping, grating, ladling, mixing, and
generally putting herself out making dinner.

INT. STEPSISTERS' ROOM - EVENING

Ella appears at the door of her former bedroom.

ELLA
Dinner is ready.

ANASTASIA
Dinner?

NOÉMIE
We're not eating, you dolt!

ANASTASIA
And it smells good for once. She
did it to spite us.

NOÉMIE
Forget dinner and tighten me.

Noémie turns her back to Cinderella, showing her the strings
of a tight corset. Ella pulls the strings tight.

NOÉMIE (CONT'D)
 (struggling for breath)
 Tighter!

Ella pulls even tighter.

NOÉMIE (CONT'D)
 (suffocating)
 Tighter!

Ella places her foot on Noémie's back and pulls AS TIGHT AS SHE CAN.

NOÉMIE (CONT'D)
 (barely a peep)
 That's it.

Now it's Anastasia who wants "squeezing."

WE CUT TO LATER --

FAIRY GODMOTHER
 On the eve of the ball Ella, who was very skilled in that art, helped her stepsisters pin up their hair. She was tempted to do it poorly on purpose -- but as ever, she strove to live by her mother's words. Her Stepsisters were ungrateful and snappish, not having eaten for two days previous.

Cinderella finishes pinning up Anastasia's hair in an elegant style.

Nearby, the four MICE look on, unseen by the Stepsisters.

NOÉMIE
 No. It won't do. It needs... more.

Noémie starts sticking ornamental combs into her hair. Anastasia does the same, taking the combs out of the same pile, and a sort of arms race ensues.

The dresses, meanwhile, have turned out the way the Stepsisters wanted them. Anastasia's has a preposterously full bodice, and Noémie's drips with ornamentation. They are vying for space in the one mirror.

ANASTASIA
 How do I look? Never mind. I know.

CINDERELLA

You shall most certainly be noticed.

All in all, the stepsisters have managed to rob themselves of any advantage their beauty provided. They contemplate themselves in the mirror. Then, Anastasia backs up to Cinderella to have her corset tightened.

ANASTASIA

Noémie, I want you to know that I will never be high handed with you
(graciously)
-- if the Prince should choose me.

Anastasia fits a little tiara into her hair, and practices a "royal wave" or two. Now it is Noémie's turn. She plucks the tiara out of Anastasia's hair and tries it on herself.

NOÉMIE

And if he should choose me -- I will remain your devoted sister. I will even invite you to my intellectual salon, though you are dim-witted.

ANASTASIA

And Cinderella may be my lady's maid.

Anastasia pulls the tiara out of Noémie's hair.

NOÉMIE

Ow! Surely she'd prefer to be lady's maid to the Princess Royal than to the Dowager Sister.

Noémie seizes the tiara, which breaks between them. Anastasia and Noémie are about to argue.

CINDERELLA

What do you suppose the Prince is like?

This stops them; they hadn't considered it.

NOÉMIE

"Like"?

CINDERELLA

...His aspect, his demeanor. Is he proud? Is he grave? Sentimental or enthusiastic? Is he rough, or gentle?

Noémie and Anastasia look at her blankly, then LAUGH.

ANASTASIA

Cinderella, you are a booby! What does it matter?

NOÉMIE

He's the Prince. That's all I need to know.

CINDERELLA

Wouldn't you like to know him if you're to -- to marry him?

NOÉMIE

But what if, knowing him, I should find myself not wanting to marry him? Where would I be then?

(beat)

That is called a paradox.

ANASTASIA

Oh, Cinderella, you've so much to learn. Have you ever even spoken to a man?

CINDERELLA

(shyly)

...I once spoke to a gentleman...

They LAUGH again.

ANASTASIA

Some menial, no doubt. Some 'prentice.

CINDERELLA

He was an apprentice, yes.

NOÉMIE

All men are knaves and cullies. That's what Mama says. The sooner you learn that, the easier life shall be.

FAIRY GODMOTHER

Not for the first time, Ella actually felt pity for these two schemers, who were every bit as ugly within as they were fair without.

As she watches them go, Cinderella thinks...

CUT TO:

INT. STAIRS - EVENING

Cinderella's Stepmother, dressed for the ball, watches Noémie and Anastasia descend the stairs, looking rather ridiculous in their finery. But the Stepmother seems moved.

STEPMOTHER

My dear girls. To see you like this...

(beat)

It makes me believe that you may just snare the Prince. How lucky I feel. I only wish there were two Princes to capture.

Anastasia and Noémie, who were expecting something more sentimental, look at each other and curtsy to their mother.

STEPMOTHER (CONT'D)

Where is Cinderella? She could at least have the good grace to see us off.

NOÉMIE

-- She was with us a moment ago, mother. Maybe she's crying up in her attic.

STEPMOTHER

No matter. We shan't let her spoil our evening with her moods.

But then -- she looks up and sees Cinderella, standing at the top of the stairs.

Not in her usual homespun, but in her mother's gown, which is old-fashioned but elegant.

ANASTASIA

Mother?

The Stepmother, who is processing the fact that Cinderella looks beautiful, takes a moment to gather herself.

CINDERELLA

It cost nothing. It's my mother's old dress, you see. And I took it up myself.

Noémie seems to find the idea more funny than threatening.

NOEME

Oh, la! Cinderella at the ball. The Prince doesn't want a servant for a bride!

STEPMOTHER

There's not question of your going.

CINDERELLA

But -- all the maidens in the kingdom are invited. You can't defy a royal decree.

The Stepmother thinks for a moment, then --

STEPMOTHER

You're right. We cannot prevent you without good reason.

Cinderella's face brightens.

ANASTASIA

Mother!

STEPMOTHER

You may go -- once you have finished your chores.

CINDERELLA

...Alright.

STEPMOTHER

Come with me.

The Stepmother heads down the stairs towards the kitchen.

INT. KITCHEN - EVENING

The Stepmother walks in and seizes a great bowl of lentils from the sideboard. We should notice that the cupboards are relatively bare, in contrast to the scenes from Cinderella's childhood.

STEPMOTHER

Sort these...

CINDERELLA

Yes --

Cinderella heads for the table where her Stepmother has set down the bowl.

STEPMOTHER

From this...

The Stepmother pours a full bowl of rice (unhulled rice -- and thus barely distinguishable from the lentils -- thousands of grains) -- into the bowl.

STEPMOTHER (CONT'D)

Then you may go.

The Stepmother puts her hand into the bowl and mized up the lentils and the rice. Tens of thousands of disparate tiny specks.

Finally, she drops the bowl containing the mixture of lentils and rice to the ashy ground in front of the hearth. It SMASHES, scattering them.

She smiles at Cinderella. It can't be done, and they both know it.

STEPMOTHER (CONT'D)

If you haven't the heart to try,
you mustn't want to --

But Cinderella, looking at her defiantly, sits down to the task.

CINDERELLA

I'll manage.

The Stepmother, annoyed by Cinderella's defiance, turns on her heel and leaves.

INT. DRAWING ROOM - EVENING

Noémie and Anastasia wait impatiently.

NOÉMIE

Where is the carriage?

ANASTASIA

Cinderella will finish by the time
it comes!

STEPMOTHER

(smiles)

She will not finish.

INT. KITCHEN - LATER

Darkness is settling in. Cinderella has been working hard, but there is little to show for it -- two little piles in two big bowls.

FAIRY GODMOTHER (V.O.)
 Cinderella worked as fast as she
 could, in defiance of her
 Stepmother... but she realized that
 this battle was as good as lost.

Her face registers intense concentration and, second by second, a growing sense of futility.

Finally she lays her head down in exhaustion and despair.

Meanwhile, the SPARROW that Cinderella saved, its wing healed, hops along the table. Then it jumps into the air, heading out the window.

EXT. IN FRONT OF THE HOUSE - EVENING

We see a gaudy CARRIAGE pull up in front of the house.

EXT. IN FRONT OF HOUSE - CLOSER - EVENING

If we look closely we can see that the paint is chipped and the rococo scrollwork is a little battered.

Inside are two men in musty brocaded livery, with shaved heads on which the hair is starting to grow back. We don't know quite who they are yet. The driver looks back.

DRIVER
 Go on then! Off your arses!

The men sigh -- time to work -- and get out of the carriage.

Then they slap powdered wigs on their heads like hard-hats.

INT. DRAWING ROOM - EVENING

There's a knock. The Stepmother walks to the door as Noémie and Anastasia SQUEAL at each other in excitement. When the door opens, we see the two footmen outside. One of them bows -- not so low as to dislodge his wig.

FOOTMAN
 (hypercorrecting)
 Evenin' madam. Your carriage
 hawaits.

The Stepmother looks them up and down, not quite satisfied with their calibre.

STEPMOTHER
 You've taken your time.

FOOTMAN
 Can't be helped, madam. Had to
 deliver the first load.
 (brightly)
 But the seats is nice and warm!

INT. KITCHEN - EVENING

Cinderella opens her eyes to a CHIRPING sound. She looks out the window to see the carriage -- and realizes her time is up.

On the table, the mice look up at her.

She sees the sparrow jump up to the bowl containing the sorted lentils. Drops the lentil in the bowl.

It cocks its head towards the window. Cinderella blinks --

-- and notices that ALL THE LENTILS HAVE BEEN SORTED. In the ashes, she can see bird tracks of various sizes. She hears birdsong --

-- and sees a WREN, a JAY and a FINCH looking at her from the high window next to the sparrow. These are the same as the little birds whom Cinderella made sure got breadcrumbs earlier.

EXT. HOUSE - EVENING

Anastasia, Naomie and their mother exit the house, followed by the footmen, when they hear --

CINDERELLA (O.S.)
 It's done!

The Stepmother turns. Surely not.

INT. KITCHEN - EVENING

At a sound from the stairway, the birds FLY AWAY, and Cinderella turns to see her Stepmother --

-- Who is amazed as she is to see that --

STEPMOTHER
(astonished)
It's done...

The Stepmother can say nothing.

CINDERELLA
(to the Stepmother)
It's done! I can go to the ball!

The Stepmother gathers her wits.

STEPMOTHER
Certainly not.

CINDERELLA
But -- why?

STEPMOTHER
There is no way I can allow you out
of the house in those old rags.

CINDERELLA
Rags?
(beat)
This was my mother's.

STEPMOTHER
Precisely. And it is so out of
style that is it practically
falling to pieces. Look -- the
shoulder is frayed.

The Stepmother reaches out and RIPS the shoulder of the dress.

STEPMOTHER (CONT'D)
And the shawl is falling to bits.

She rips the shawl as well. Cinderella looks down at it -- it is ruined.

CINDERELLA
How could you?

Cinderella's hand itches to strike the Stepmother. But she relents.

STEPMOTHER

How could I otherwise? I will not have you dimming the prospects of my daughters with your presence.

The Stepmother turns and leaves to join Noémie and Anastasia upstairs.

INT./EXT. THROUGH KITCHEN WINDOW - EVENING

From the High kitchen window, about ground level, where Cinderella perches, we see the footmen open the carriage door for the Stepmother and Stepsisters.

They hold out their hands for a tip -- but the Stepmother simply uses their outstretched palms as leverage to get up the stairs, and the others follow suit.

The footmen share a sour look. Then, they mount the carriage and drive off.

CLOSE ON CINDERELLA:

She follows the carriage with her eyes as long as it remains in sight; and her eyes fill with tears.

Then -- her spirit seems to break.

EXT. MEADOW - NIGHT

She runs into the same meadow, now overgrown, in which she used to play as a child. She falls to weeping at the lip of the old fountain, which now has nothing but dark, stagnant water at the bottom.

Cinderella buries her head in her hands. And, at length, her sobs die away. Perhaps she has fallen asleep from exhaustion.

VOICE (O.S.)

Excuse me, my love...

Cinderella looks up. It is at this inopportune time that an OLD BEGGAR-WOMAN approaches her from the tree-line. The old lady leans on a gnarled wooden cane. Cinderella may seem disappointed for a moment. But she refrains from any expression that would hurt the old lady's feelings.

CINDERELLA

Oh...

BEGGAR-WOMAN

Can you help me, miss? Just a little crust of bread. Or better -- a cup of milk.

Cinderella gets up. She wipes her tears away.

CINDERELLA

Yes. Yes, I think I can find something for you.

INT. KITCHEN - MOMENTS LATER

Cinderella tries to compose herself, tears running down her face as she pours milk from a pitcher into a bowl.

EXT. MEADOW BEHIND HOUSE - NIGHT

Cinderella brings the bowl to the old woman, mustering a smile.

BEGGAR-WOMAN

You've been crying, my dear.

CINDERELLA

It's nothing.

BEGGAR-WOMAN

Nothing?

(takes the bowl)

Thank you.

The old woman drinks, and as she does, undergoes a TRANSFORMATION into Cinderella's FAIRY GODMOTHER. Her shabby raiment is now a gorgeous cloak and tunic, her cane a wand. Her eyes are blue and shining like Cinderella's -- in fact, she bears a similarity to Ella, were Ella older, and happier, and very wise.

BEGGAR WOMAN (CONT'D)

What is a bowl of milk? Nothing. And everything. Kindness is so rare these days, Ella.

How does this woman know her name? Cinderella is dazed, and a little afraid.

CINDERELLA
 ...Who are you?

FAIRY GODMOTHER
 I'm your Godmother.

CINDERELLA
 But -- I don't have a Godmother.

FAIRY GODMOTHER
 Of course you do. A
 Fairy Godmother.
 (beat)
 You've seen me once before. When
 you were even more unhappy than
 tonight.

Cinderella thinks back.

CINDERELLA
 Outside my window -- when I was
 little.
 (the Fairy Godmother nods)
 I had lost all faith... that anyone
 cared.

FAIRY GODMOTHER
 No. If you'd lost all your faith, I
 wouldn't be here.

The Fairy Godmother gently touches Ella on the cheek. It is
 the first time, since her childhood, that we have seen
 Cinderella touched.

FAIRY GODMOTHER (CONT'D)
 Now, now. Do you think you'll get
 to the ball by sitting crying there
 on the ground?

CINDERELLA
 Oh, I can't go to the ball! The
 carriage --

FAIRY GODMOTHER
 The carriage, yes... have you a
 pumpkin?

Cinderella is confused by this non-sequitur.

CINDERELLA
 A pumpkin?
 (beat)
 Yes, over there.

The Fairy Godmother starts off towards the pumpkin patch, and looks over them as if picking the best.

CINDERELLA (CONT'D)
 ...If you're still hungry --

FAIRY GODMOTHER
 That one.

Cinderella is about to go to the pumpkin, but the Fairy Godmother gets there first.

FAIRY GODMOTHER (CONT'D)
 Allow me. Tonight you will do no more work.

The Fairy Godmother leans over and picks up a very large pumpkin, which she can't carry without apparent effort.

FAIRY GODMOTHER (CONT'D)
 (winded)
 Yes.. We need... a good proper big one! Not any old squash!

Cinderella follows the Fairy Godmother, wanting to help but unsure of what's going on.

The Fairy Godmother finally sets down the pumpkin, raises her wand -- and, to Cinderella's shock, the pumpkin STARTS CHANGING. She drops it to the ground.

And before our eyes, the pumpkin turns into THE MOST BEAUTIFUL CARRIAGE ONE COULD IMAGINE. The body of the pumpkin expands to form the coach; the broken vine of branches down and swirls into wheels.

The MICE run and hide under a bush.

FAIRY GODMOTHER (CONT'D)
 There. An equipage worthy of you.

CINDERELLA
 How -- how is this possible?

FAIRY GODMOTHER
 (sadly)
 Can you have forgotten so much?
 Didn't things change from one to the other when you were little?
 (beat)
 Now we need horses.

CINDERELLA

We have only Galahad, and he is a tired old creature, I'm afraid. I couldn't make him pull this.

FAIRY GODMOTHER

Well. We shall need some noble-hearted beasts to pull this carriage.

The Fairy Godmother turns to the bush under which the little mice are trembling.

FAIRY GODMOTHER (CONT'D)

What do you think? Will you help her?

Tentatively, they poke their noses out from under the bush.

FAIRY GODMOTHER (CONT'D)

They say yes.

CINDERELLA

Can they talk?

FAIRY GODMOTHER

Oh, certainly. And they are very good listeners, too. They have told me all about you.

Cinderella takes this in as the Fairy Godmother gestures with her wand. She didn't really believe that they understood her.

EXT. MEADOW BEHIND HOUSE - NIGHT

-- And the mice begin to grow, their faces and legs lengthening, their haunches growing fat with muscle. Cinderella steps back, astonished.

And there are four fine HORSES. Each resembles the mouse they were -- Jacques is a fine mottled white and grey, Gussy is midnight black, and their children match up as well. Jacob, the little one, is actually bigger than his brother Esau, and proud of it, stamping his hooves and shaking his mane. They placidly walk over to the carriage yokes, but not before Jacques lowers his head for Cinderella to stroke.

FAIRY GODMOTHER

Now. We will need some lizards.

CINDERELLA

(dazed)

Lizards.

FAIRY GODMOTHER

You will find three of them idling behind the watering pot. And bring me the coachmen that have been caught in the little cage by the stable.

ELLA

Coachmen?

FAIRY GODMOTHER

Did I say coachmen? I meant rats.

EXT. SIDE OF HOUSE - NIGHT

Cinderella, in a daze, turns and goes to the side of the house, where, indeed, there are three lizards clinging to the wall. She puts out her hand and is amazed when, instead of fleeing as they usually would, they crawl into her palm, laid over each other, their little claws tickling her.

EXT. STRAW BALE BY STABLE - DAY

Ella picks up a wire cage in which two plump rats can be found.

EXT. MEADOW BEHIND HOUSE - NIGHT

Cinderella brings them back to her Fairy Godmother.

With a gesture of her wand, the lizards are transformed into THREE FOOTMEN in beautiful livery. And the RATS, into two coachmen.

The footmen rush to yoke up the horses. Cinderella watches them, astonished.

Not the least because they still have TAILS and LIZARD FACES.

FAIRY GODMOTHER

And now -- to the ball.

CINDERELLA

But --

FAIRY GODMOTHER

What my dear?

CINDERELLA

Mightn't think it strange at the palace that the footmen have forked tongues and, and the coachmen have tails?

FAIRY GODMOTHER

Ah! You're right. People have such fixed notions.

With a wave of her wand, the lizard-servants assume human faces and the coachmen's tails disappear.

FAIRY GODMOTHER (CONT'D)

And I suppose we must fix that dress too.

Her DRESS transforms -- still retaining the quaintness and simplicity of her mother's dress, but now shining and gorgeous, interwoven with patterns out of nature that take their spirit from the plants and animals around her.

Cinderella steps up onto the edge of the fountain and looks into the still black water. She's amazed at what she sees.

FAIRY GODMOTHER (CONT'D)

Now -- what else?

Cinderella sheepishly lifts the hem of her dress to show her bare feet.

FAIRY GODMOTHER (CONT'D)

-- Of course.

The Fairy Godmother looks down at Cinderella's feet, and her gaze follows.

Sparkling, shimmering slippers crystallize on her feet. They are impossibly dainty, made to fit her and no one else.

GLASS SLIPPERS.

CINDERELLA

They're -- they're made of glass!

FAIRY GODMOTHER

And why not?

CINDERELLA

They're beautiful... This is like a dream! A wonderful dream come true!

(beat)

But when my Stepmother sees me -- she will do everything she can to spoil it.

FAIRY GODMOTHER

She will not recognize you, my love. Nor your Stepsisters. For they are blind to the truth. In their eyes, you are nought but a ragged servant girl; and here you are a very Princess.

Cinderella rushes to her Fairy Godmother and HUGS her. Melts for a moment in the loving embrace.

Then her Fairy Godmother indicates the carriage, where a lizard footman waits. As Cinderella turns to the coach, he BOWS. He follows Cinderella to the door of the carriage, opens it, lowers a beautiful interlocking set of fretwork steps, and holds the door open for her.

Cinderella climbs the steps -- tentatively at first, not believing her good fortune. She looks back gratefully at her Fairy Godmother.

FAIRY GODMOTHER (CONT'D)

Ella -- remember this: At midnight the spell will be broken -- and all will be as it was before.

CINDERELLA

Midnight? That will be more than enough!

Her Fairy Godmother smiles knowingly.

FAIRY GODMOTHER

Off you go then.

CINDERELLA

Thank you! Oh thank you!
(to the footman)

And Than you --

The footman bows, smiles, and mounts the carriage.

Once she is settled in, the Coachmen cracks the reins, and the coach begins to pull away. The footmen leap nimbly onto the back of the carriage, where there is a ledge for them.

As the carriage pulls away, Cinderella's Fairy Godmother watches, emotions playing over her strangely familiar face.

FAIRY GODMOTHER (V.O.)
 How happy her mother would have
 been, to see Ella ride off in
 such splendor.

EXT. IN FRONT OF HOUSE - DAY

The carriage turns out to the road by the side of the house.

INT. INSIDE THE CARRIAGE

Cinderella settles into the extraordinary elegance and comfort of the carriage. She has never experienced the like. She is almost afraid to move -- as if she might break something.

FAIRY GODMOTHER (V.O.)
 The carriage took her, not just
 from home to the very gates of the
 palace, but from misery to hope...

EXT. ROAD BY LAKE - EVENING

The carriage rolls past a glassy lake, which shows its reflection like a mirror.

FAIRY GODMOTHER
 ...And back to the time when
 anything was possible.

EXT. BRIDGE - EVENING

Now the carriage crosses a bridge leading to the --

EXT. TOWN - EVENING

-- And next it passes under an archway and through the quiet town, CLATTERING along the cobblestones.

The town is decked out gaily with lights and banners -- there has been a celebration here related to the ball.

CUT TO:

EXT. PALACE - NIGHT

Tall LANTERN POSTS line the final approach to the palace.

From CINDERELLA'S POV: We see the posts flash by, the gates of the palace draw near, both glorious and frightening....

EXT. PALACE GATES - NIGHT

Footmen in the livery of the palace are closing a pair of highly ornate doors as the carriage pulls up -- they were not expecting any more arrivals. They stare -- not suspicious, but rather, astonished by the opulence of the coach.

As the carriage slows, the Lizard Footmen hop to the ground nimbly.

From INSIDE THE CARRIAGE, we see the footmen and the entrance framed; the gates being closed, the whole thing is forbidding to --

CINDERELLA, who is out of breath after all of the magical transformations and the dream-like gallop to the palace.

The Lizard Footman opens the door of the carriage and bows. Cinderella hesitates upon the threshold of the carriage.

Then, she steps down, and looks at the palace footmen.

CINDERELLA

Thank you.

The footman nods, and very briefly wipes his own eye with his tongue.

One of the guards leans forward, blinking, not sure if he just saw that.

EXT. PALACE DOORS - NIGHT

As Cinderella cautiously approaches the gate, she trades looks with the palace footmen, who are simply DAZZLED by her, though she may mistake this for suspicion.

As she draws close, they BOW.

EXT. STONE STAIRCASE - NIGHT

Cinderella walks beyond the doors to a courtyard and a great stone staircase leading up to the entrance of the palace proper. We go with her up the stairs.

INT. PALACE COURTYARD - NIGHT

At the top of the stairs, past the landing, is a COURTYARD. The way to the ballroom is lined with CASTLE GUARDS in dress uniform, who follow Cinderella with their eyes as she makes her way to the --

EXT. GRAND STAIRCASE - DAY

-- A huge, sweeping semicircular staircase, carpeted in deep red, climbing a gigantic vaulted space.

We are CLOSE upon Ella as she takes all of this in.

CUT TO:

INT. BALL ROOM

In a corner of the Ballroom (we don't see the grandeur of it yet), the Prince is rather unhappily stuck in a conclave with the Grand Duke and the King, with the Captain standing by. Presently the Grand Duke is leading away a Princess, making diplomatic conversation.

Above the crowd we can hear the ANNOUNCEMENT of various lords, ladies, and, above all, princesses from far and wide as they arrive at the ball. They pause for a moment as they are announced and then process towards the Prince's retinue.

PALACE OFFICIAL (O.S.)

Duke and Duchess Hawkes of
Biggleswade and their daughter Lady
Genevieve! The Princess Amani of
the Bantu! Princess Shahrzad of the
Seljuqs! Princess Frederika Eugenie
de la Fontaine!

The Grand Duke is ushering a Princess away.

GRAND DUKE

(to the Princess)

You must give his majesty's kindest
regards to their majesties your
mother and father.

KING

What was wrong with her? She comes
from a noble line. Vast holdings.
Ten divisions of infantry.

PRINCE

Infantry? You're a romantic,
father.

KING

Romance has nothing to do with it.
(beat)
Why do you keep looking at the
stairs? Who are you waiting for?

PRINCE

...Someone I met in the forest.

KING

In the forest? No one meets anyone
in the forest.

PRINCE

I did.

KING

Well I won't have you marrying a
vagabond.
(beat)
Look alive.

The Grand Duke approaches with a beautiful princess.

GRAND DUKE

Your Highness, may I present
Princess Frederika Eugenie de la
Fontaine.

The Prince politely bows.

PRINCESS FREDERIKA

Your little kingdom is as beautiful
as I have heard.

The Princess smiles in a rather calculating fashion -- she
is shopping for a spouse.

PRINCE

Our little kingdom give you little
thanks.

The Prince casts another look at the stairs, where --

CUT TO:

INT. CORRIDOR - NIGHT

Cinderella walks past a line of guards and is then revealed
--

INT. BALLROOM - NIGHT

At the top of a grand stairway, leading down to THE BALL. An overwhelming sight.

From her standpoint on the stairs, the ball room is so big that songbirds have made temporary perches on the arms of the gigantic central chandelier, which holds thousands of candles. They find their way there from outside, where French windows give way onto the palace grounds. Warm winds from outside swirl the hair and ribbons of the ladies and bat at the candle flames, imparting an organic breath to the light.

Hundreds of guests in beautiful array dance a gavotte to the music of a thirty-six piece orchestra lined up in ascending pews along one wall.

Around the perimeter of the exquisitely coordinated pattern of the dance stand other guests, chatting, laughing, bowing, curtsying to one another, playing and gesturing with fans, drinking punch brought to them by palace servants.

The crowd has a swirling logic of its own, a sort of system of planetary orbits, groups lowly circling around groups and individuals going to and fro in response to a social law of gravity.

But as Cinderella is looking at the ball, the ball is looking at Cinderella.

From Cinderella's POV, we see AMAZEMENT on the faces of the guests, which passes along like a RIPPLE emanating from her. She is so very beautiful, her dress is so elegant, her demeanor and comportment so simple and lacking in haughtiness.

Cinderella would like to slip into obscurity and just watch -- but she is the one being watched. And now a WAVE of BOWS and CURTSIES -- this time from the very grand and beautiful company of guests where two PALACE OFFICIALS stand.

AT THE STAIRS, as if similarly motivated by some auspicious current, Cinderella begins to descend to the ball room floor. Her steps have a magical, floating quality.

She walks right past the Palace Officials, who are too taken with her beauty to do their jobs -- and by the time they gather themselves -- it is too late --

PALACE OFFICIAL

Her name, you ninny! Ask for her name!

WE ARE WITH HER as she takes these steps, the rhythm perhaps accentuated by the flow of the (now restarted) music. And --

FROM CINDERELLA'S POV, we see the crowd making way as she walks towards the dancers. (She is entranced, proceeding in a daze.)

PALACE SERVANTS cross her path, carrying all manner of delicacies on silver trays. Flowers fashioned out of marzipan, tiny birds made of fruit in spun-sugar cages, and a plate with one perfect orange-red clementine.

Ella turns about, her eyes following these impossible luxuries...and suddenly she is CONFRONTED by the sight of Noémie, ANASTASIA, and her STEPMOTHER, standing right before her.

There is a frozen moment --fearful for Cinderella as she thinks they will spoil everything -- and then --

Her Stepmother CURTSIES DEEPLY. She has no idea that this is Cinderella. Anastasia and Noémie follow suit.

ANASTASIA

Your... your Grace is it?

NOÉMIE

Your Highness!

(whispers to Anastasia)

She must be a princess! I have an eye for these things!

Cinderella looks at them -- they are still at the bottom of their deep obeisances.

Ella CURTSIES in return, most graciously.

CINDERELLA

Have we not met somewhere before?

ANASTASIA

(abashed)

Oh -- I should think not! No, I would certainly remember that!

CINDERELLA

(thinks)

You're right. I'm sure I would remember such... extraordinary creatures.

The stepsisters are completely taken. Even the Stepmother is sensible of the compliment.

CINDERELLA (CONT'D)

You must tell me who dressed your hair.

ANASTASIA

Oh, we did it ourselves.

STEPMOTHER

That's not true.

(beat)

In fact, Your Highness, it was a coiffurier from the French court.

CINDERELLA

I see.

STEPMOTHER

Where did Your Highness get that dress?

CINDERELLA

You do not think it too old-fashioned?

ANASTASIA

Certainly not!

NOÉMIE

It is the perfectest dress ever!

A servant, himself smitten with Cinderella, offers up the single clementine to her, ignoring the Stepsisters, who are suddenly insecure at being so outshone.

Ella takes the clementine with a nod of thanks to the servant, and offers it to the Stepsisters.

ANASTASIA

Oh -- thank you!

They both try to take it at once, but Noémie pulls it from Anastasia. Again they curtsy.

STEPMOTHER
 May I get anything for Your
 Highness? Make introductions?

CINDERELLA
 Oh -- you are too kind.

STEPMOTHER
 (curtsies again)
 Your servant.

PRINCE (O.S.)
 It's you!

They all turn to see The Prince standing there. Cinderella
 blushes to see her old acquaintance --

CINDERELLA
 (to herself)
 Mr. Kit!

Her Stepmother makes a deep, obsequious curtsy --

STEPMOTHER
 Your Highness!

-- And the Stepsisters follow suit. But the Prince only has
 eyes -- and words -- for Ella. She is astonished that this
 is actually the Prince.

PRINCE
 After we met in the forest, I did
 not know if I would see you again.
 (beat)
 Will you dance?

Cinderella is surprised. But she only nods, with a shy
 smile. The Prince holds out his hand -- and she takes it.
 And then, he draws her into the dance.

As Ella and the Prince reach the floor, everyone around them
 bows low.

ELLA
 They are all looking at you.

PRINCE
 They are all looking at you.

HER STEPMOTHER AND STEPSISTERS, meanwhile, are still in
 deep, low curtsies.

STEPMOTHER

Your Highness! May I present my --

-- And when they finally straighten up, the Prince and Cinderella are gone.

STEPMOTHER (CONT'D)

-- daughters...

NOÉMIE

What cheek!

ANASTASIA

I could look like her, if you bough me a dress like that.

As the Prince leads Cinderella onto the dance floor, a BREEZE from outside blows the French windows wide open and licks at the candles, extinguishing some and changing the light in the ballroom to a warm glow, suffused with the moonlight from outside. (In the background, we see palace servants with long taper-holders scuttling to relight the candles.) While the Prince and Cinderella are aware only of each other, the King and Grand Duke take note of the wind.

On the dance floor, Ella's free hand settles upon his shoulder, his free hand on her hip -- prompting a chaste intake of breath from Cinderella -- and they are instantly synchronized with the couples around them.

They look at one another, and they dance, and that is all. There is not a thing to say -- it seems as if anything they say would spoil the moment.

Ella is intoxicated. In her mind, we see the crowd disappear, their forms taken up by trees and wildlife, as for a time it seems that they are dancing alone in a forest clearing.

By the end of the tune, they are all alone. They spin to a stop -- and Cinderella sees that they are surrounded by a circle of admiring guests observing them.

There is a moment of hushed amazement -- and then the crowd APPLAUDS, and they are awakened from their reverie.

Cinderella BLUSHES. The Prince feels self-conscious as well.

PRINCE

Come with me.

The Prince, still lightly holding Cinderella's hand, walks her off the floor. People make way, bowing low to the Prince.

The crowd closes behind them and everyone DISCUSSES the extraordinary girl who has just seized the Prince's attention.

The GRAND DUKE is watching, as he has been all along.

GRAND DUKE

Who is that? I have never seen her before.

CAPTAIN

I don't know. People are saying she is a Princess.

(pleased)

Our Prince is quite taken with her.

GRAND DUKE

Yes...

CAPTAIN

You do not approve?

GRAND DUKE

If she is as she seems... perhaps.

INT. GALLERY - NIGHT

The Prince walks with Cinderella along a Picture Gallery. They are alone, but for the faces of the Prince's ancestors glowering down at them.

CINDERELLA

So your name is not really Kit?

PRINCE

Oh certainly it is. My father still calls me that, when he is especially un-annoyed at me.

CINDERELLA

I see. But you are certainly not an apprentice.

PRINCE

I am. An apprentice monarch. Still learning my trade.

Cinderella smiles.

PRINCE (CONT'D)

Please forgive me for not telling you who I was. People treat the Prince so differently from Kit.

CINDERELLA

Oh, I never cared about the Prince.
I came here to see y --

Then she catches herself blushing.

CINDERELLA (CONT'D)

-- the Palace.

The Prince is smitten.

PRINCE

The Palace is glad you are here.

They have stopped underneath the portrait of the Prince on horseback.

CINDERELLA

Is that supposed to be you?

PRINCE

Yes.

CINDERELLA

(of the portrait)

Why are you so angry?

PRINCE

That's not angry. That's heroic.

CINDERELLA

Oh.

PRINCE

If I was angry, it was at the
thought of looking so heroic.

CINDERELLA

(beat; pointing at him)

I prefer this one.

PRINCE

Thank you.

(beat)

Let's go. I don't like him staring
at me.

The Prince leads Cinderella away. Cinderella casts a look back at the painting before they leave.

EXT. GARDEN - NIGHT

They walk past a great ornamental urn.

PRINCE

Where are you from, really? You are obviously not a poor country girl.

Cinderella takes this in. She might tell the truth here, but --

CINDERELLA

(beat)

Oh, I'm from far, far away. I came here in a pumpkin, driven by a lizard, with mice for horses.

The Prince laughs. Cinderella is glad that she has managed not to lie.

PRINCE

A fairy princess.

CINDERELLA

In a way. Certainly I don't belong here.

PRINCE

I often feel that way myself.

CINDERELLA

But -- you're a Prince. This is your home.

PRINCE

Yes, but... after the Wars, it seems different. Like a dream I woke up from, or a story without a proper ending.

(beat)

I'm sorry. I'm not making any sense.

CINDERELLA

You're making perfect sense.

PRINCE

Am I? Thank you.

The Prince smiles. Just then, a rustling in the distant tree-line. They look and there stands a STAG, the same one last seen being chased through the forest.

CINDERELLA

Is that--?

PRINCE

Yes. The Lord of the Forest. He's been given the run of the grounds... with strict instructions that he be allowed to live to a ripe old age.

CINDERELLA

Oh, thank you!

She touches his arm. The Prince is moved by the intimacy, and by Ella's excitement at seeing the creature alive.

PRINCE

No. Thank you.

ELLA

For what?

PRINCE

For your kind instruction in the quality of mercy.

The Prince looks at her gratefully.

EXT. FOUNTAIN WALK - NIGHT

The Prince and Cinderella walk past an ornamental FOUNTAIN with water spraying out of stylized fishes disporting themselves beneath Greek gods... Cupid at one point seems to have his bow pointed right at them.

PRINCE

Here is where I played soldiers. This fountain was for naval engagements.

CINDERELLA

Who did you play with?

PRINCE

The Captain of the Guard, kind fellow that he was. He always spared time for me.

CINDERELLA

I didn't have any playmates. Well, except for the mice.

The Prince thinks that Cinderella is being playful.

PRINCE

Ah yes. The mice. Are they good company?

CINDERELLA

They are excellent listeners.

(beat)

In truth there is no one else to listen.

PRINCE

So you're alone too.

CINDERELLA

Not right now.

She looks fondly at the Prince.

EXT. ORNAMENTAL GARDENS - NIGHT

They exit to a path looking over formal gardens. It is now that Cinderella notices the Prince's slight limp.

CINDERELLA

I'm glad you're safely back from the wars.

PRINCE

So am I. It was not like playing soldiers. It was...

WE QUICKLY FLASH to a BATTLEFIELD. As SOLDIERS FLEE, the Prince goes against the tide, explosions making his way perilous. The vignette is WITHOUT SOUND.

CINDERELLA (O.S.)

I would have been very frightened.

He finally finds what he was looking for -- the CAPTAIN, who lies injured. He helps the Captain to his feet and finally heads towards safety with him.

We are BACK to see the Prince say, modestly --

PRINCE

I was. I was terrified. But the Captain helped me. And the soldiers. I took courage from them. They were far better men than me, you see. And no one paints their portraits.

The Prince banishes memories of the wars --

PRINCE (CONT'D)
 Would you like to see my very
 favorite place?

Cinderella smiles and nods.

EXT. OVERGROWN GARDEN - NIGHT

Now we come upon a much less formal garden -- more of a "Romantic Era" place, where trees and flowers have been encouraged to grow as though wild -- and yet it is still very lovely.

CINDERELLA
 How beautiful!

PRINCE
 Do you think so? I've never shown
 this to anyone.

The Prince has found an old wooden swing, a relic of his childhood. It still works. He offers the seat to Cinderella.

CINDERELLA
 I shouldn't.

PRINCE
 You should.

She sits on the swing. The Prince goes behind her and -- gently -- places his hands on the small of her back. She registers the touch.

PRINCE (CONT'D)
 May I?

If we could, we would see from the pulse in her elegant neck a quickening of her heart.

CINDERELLA
 ...Please.

And he pushes her, lightly at first, and then with a little more force.

PRINCE
 When I was very little, my mother
 would push me on this swing. She
 never seemed to tire.

The Prince looks a little sad at this. Cinderella can tell from the Prince's face that his mother is dead; and she's moved to comfort him.

CINDERELLA

It is the very worst thing that can happen to a child.

PRINCE

...You too?

She nods and smiles a sad smile.

CINDERELLA

Do you think our mothers know each other in heaven?

PRINCE

I'd like to think so. Though... there are certain stories I hope she wouldn't repeat.

CINDERELLA

Yes. I'm certain they know each other. It's like the Royal Ball. Everyone is invited.

The Prince smiles.

PRINCE

That's because of you.
(off her look)

I hoped to see you again, so I made sure to invite everyone.

Cinderella is breathless at this.

PRINCE (CONT'D)

You see, I didn't know you were a Princess.

CINDERELLA

I'm no Princess. Just a girl in a fancy dress.

At this, one of her slippers goes flying off, and falls some distance away on the grass.

CINDERELLA (CONT'D)

Oh!

The Prince goes and gets the slipper as Cinderella slows the swing. It sparkles in the moonlight.

PRINCE

It's made of glass.

CINDERELLA

...And why not?

The Prince kneels in front of Cinderella, who, at his look, sticks her foot out --

And, as he gently slides the slipper back onto her foot, he looks up at her. It's the inverse of the moment when Cinderella was looking up at the Prince on horseback in the forest.

Again they are struck mute.

PRINCE

There...

He stands up, and she stands to settle her foot in the slipper. They are very close now, looking into each other's eyes.

PRINCE (CONT'D)

(hushed)

Have you ever felt... that everything has changed?

CINDERELLA

(equally quiet)

Yes...

And yet, for all the romance of the moment, these are not experienced adults but young people feeling something for the very first time, and that gives them pause. Enough to allow BURSTS OF LIGHT to flash behind each of them, white fireworks, with the sound of them coming just a touch after.

EXT. SPOT OVERLOOKING AMPHITHEATER - NIGHT

The Prince takes Cinderella's hand and leads her up a nearby spot to look at the fireworks (they are all golden-white, specific to the period). From here, the fireworks are reflected in a great ornamental pond below. People push ornamental BOATS along the pond with long poles.

The tension of the moment is relaxed a little as they do not have to do what they wanted and feared, which is of course to kiss.

PRINCE

Won't you tell me your name?

Their eyes meet. She works up her courage -- and she is about to speak when --

-- We hear the mechanical works of the Palace Clock.

ON THE CLOCK, ornamental figures are beginning to dance around the face in preparation for tolling -- it's ALMOST MIDNIGHT.

CINDERELLA

Oh no...

Cinderella CATCHES HER BREATH and -- with one last look at the prince -- RUNS. It is a moment before the Prince realizes.

PRINCE

Wait! Where are you going?

CINDERELLA

I'm sorry! I have to leave!

The Prince can't believe that this is happening. It is a moment before he speaks --

PRINCE

You have to what?

INT. GALLERY - NIGHT

Cinderella runs into the ballroom, where, as the guests eat and drink, the great chandelier in the center of the room has been lowered for servants to relight the candles. As Cinderella runs, she is silhouetted against the flames --

-- and is able quickly to melt into the crowd, but the Prince is caught up in a clutch of admirers and well-wishers.

The Grand Duke, ever observant, sees this unfold.

EXT. COURTYARD - DAY

Ella runs along the courtyard flanked with halberdiers.

EXT. PALACE - STONE STAIRCASE - NIGHT

We pick up the chase as Cinderella runs down the stone steps into the palace courtyard. But here halfway down the steps -- her slipper falls off again.

She is about to turn and fetch it, but the GUARDS appear at the top of the stairs. She keeps running, leaving the slipper behind --

EXT. PALACE - NIGHT

The horses nibble at grass on the palace verge. Then, Jacob's ears flick, and he looks towards the interior of the palace.

Meanwhile, the lizard footman is leaning against the carriage, avidly watching a fly, his eyes darting this way and that in a most unnatural fashion. Finally his long tongue SNAPS OUT and he catches the fly.

Then he hears Cinderella coming down the stairs, and rushes back to his position in front of the carriage --

And the coachman, meanwhile, SEES Cinderella and snaps the reins --

-- As Cinderella comes to the end of the stairs --

-- The carriage pulls up --

-- And the footman helps her up the steps --

CINDERELLA LOOKS OUT THE BACK WINDOW of the carriage and sees --

-- The Prince at the top of the stairs.

PRINCE

Stop her! Close the gates!

CINDERELLA

(to the Coachman)

Hurry! Hurry!

The wheels of the coach throw gravel into the air as it just manages to clear the closing palace gates.

The Prince runs down the steps, but stops when he finds something halfway down -- the SLIPPER. He leans down and picks it up -- and stares at it as if in a daze as GUARDS run past him. THE carriage is now in the distance, moving further and further away from the palace.

The coachman looks back. And, his eyes BLINKING SIDEWAYS, he turns and cracks the reins. The horses jump to it and start pulling the carriage at speed.

Inside, Cinderella is jostled about. But she spares a look back towards --

-- The Palace, receding in the distance.

WHERE -- the Prince shakes himself out of his trance.

PRINCE
 (shouts)
 My horse!

GRAND DUKE
 (joining him)
 No! This may be some intrigue, to
 lure you from the palace!
 (to the Captain)
 After her!

CAPTAIN
 (to the Prince)
 You had to choose that one, didn't
 you.

The Carriage is speeding out of the palace gate as the FIRST CHIME OF MIDNIGHT strikes, and the gates close JUST BEHIND THEM. There is a slight delay as the doors are forced open again, and the Grand Duke and Captain of the Guards, with a squadron of HORSEMEN, gallop out in pursuit.

And the first note of the bell tolls.

Each of the long, slowly-paced strikes of the clock will, in the following sequence, produce a sort of THROB that will further unravel the fabric of the Fairy Godmother's spell.

EXT. ROAD - NIGHT

As the second tolling of the bell is heard, we see the carriage pass by, and notice perhaps that the horses' tails are now pink and fleshy like mice tails. Meanwhile, the yokes and brass fittings are turning into tough roots --

EXT./INT. CARRIAGE - NIGHT

Cinderella opens the window and looks back to see that they are being pursued. The wind blows her hair loose --

CINDERELLA
 Faster!

The lizard footman is, remarkably, starting to crawl along the side of the coach, and so looks Cinderella right in the eye.

The coachman's face seems to be going GREEN, and a tail now pokes its way up.

EXT. ROAD - SAME

On the dark road and at such a speed, these transformations are not noticeable to the Grand Duke, Captain and other pursuers, who are still riding hell-for-leather.

The third bell tolls.

EXT./INT. CARRIAGE - NIGHT

Cinderella ducks her head back into the carriage and looks ahead, mortified.

EXT. TOWN - NIGHT

The horsemen gain a little as they clatter through the town square, and the Fifth bell tolls --

EXT. CARRIAGE - NIGHT

-- As we note that the horses' faces are changing, their ears becoming round and translucent, their muzzles narrowing into snouts, their eyes turning red, whiskers sprouting...

And as the Sixth bell tolls, the coachman himself is transforming back into a rat -- his livery now looking decidedly too large.

EXT. BRIDGE - SAME

The carriage clatters over the bridge, starting to shake apart...

EXT./INT. BRIDGE - SAME

And we see that the Lizard Footman is now poking his reptilian (yet still friendly) face through the open window as the eighth bell rings.

EXT. ROAD BY LAKE - NIGHT

-- And now the Ninth bell tolls, and, rattling through a patch of shadows, the carriage emerges with its shape changing, losing its elegant symmetry and taking on a more bulbous, oblong shape, made more pumpkin-like by the wood-like "stub" now protruding from its top.

The horses, meanwhile, look more like GIANT MICE at this stage, and the reins are gone altogether -- the coachman's suit is empty but for the lizard crawling out of it.

EXT. CARRIAGE - NIGHT

With the tenth bell we see the horses finally drop in size to mice... and a PUMPKIN rolls by them.

EXT. ROAD - EMBANKMENT BY THE FOREST - NIGHT

-- And there stands Cinderella as she sees the horsemen approaching in the distance. Frightened, she ducks into the forest; but not before picking up her friends the MICE, who are staring around themselves --

EXT. FOREST - SAME

-- And she stumbles. The mice fly through the air and land safely, scurrying for a purchase on the slope. Cinderella tumbles to a stop but hits her head on a rock. She lies unconscious --

EXT. ROAD - NIGHT

The disoriented lizards are still clinging to the pumpkin, but manage to scatter before --

-- the hooves of the Captain's horse SMASH the pumpkin as they pass.

CUT TO:

EXT. FOREST - NIGHT

Cinderella lays in the forest, unconscious, and we see her magical gown, already smeared with mud from her fall, lose its lustre and transform back into her mother's dress, now scratched and torn as well.

We PUSH IN towards Cinderella's closed eyes...

FADE TO BLACK.

INT. BALLROOM/ELLA'S DREAM

We find ourselves back at the ball. Only now, Cinderella stands at the top of the stairs not in her enchanted gown, not even her mother's gown, but her usual ragged clothing.

Again the crowd is silent, looking at her -- and then --

They all begin to LAUGH at the ragged girl. (The sound of the laughter is muffled or silent, the sounds of her heartbeat and breath predominating until --)

EXT. FOREST - LATER

Cinderella slowly rises to consciousness... and finds herself alone in the forest, no sign of her magical night about her.

CINDERELLA

(sadly)

It was all a dream... all a dream...

She sits up, then gingerly stands, and heads towards the road.

At a SQUEAK from Jacob, the mouse, she looks back -- and sees the GLASS SLIPPER she was wearing glitter in the moonlight.

She picks it up, and also stops to put the mice into it (the rats and lizards scurry off). She climbs the embankment to the road --

EXT. ROAD - NIGHT

-- Where she practically walks into the point of the GRAND DUKE'S upheld sabre.

Cinderella is TERRIFIED. The Grand Duke lowers his sword, and begins briskly interrogating her.

GRAND DUKE

Identify yourself.

CINDERELLA

My name is Ella. Will you lower your sword, please?

GRAND DUKE
My apologies. You frightened me.

(She didn't.) The Grand Duke gets down from his horse (and Cinderella uses the moment to hide the slipper into a fold in her dress). He walks around her, inspecting her.

GRAND DUKE (CONT'D)
Who are you?

CINDERELLA
Some call me Cinderella, sir. I am
no one.

The Duke looks distastefully at her disarray and the dirt that smears her and her dress.

GRAND DUKE
Yes. You certainly don't look like
anyone.
(beat)
I do not recognize you from the
ball.

CINDERELLA
(looks down at her torn dress)
Who would, sir?

GRAND DUKE
(nods)
There was a carriage on this road.
With a Princess inside.

CINDERELLA
I don't know any Princesses, my
lord.

GRAND DUKE
No. How could you. Yet... something
is amiss.

The Grand Duke looks closely at her.

We see his HAND TIGHTEN ON HIS SABRE.

Then, we hear the CLOPPING OF HOOVES. More soldiers
approaching from the palace.

GRAND DUKE (CONT'D)
No. You do not look like her. Only
a servant girl, after all.

The Duke eases up his hold on his sword and calls to the
approaching soldiers.

GRAND DUKE (CONT'D)
Troopers -- escort this girl home.

CINDERELLA
That's not necessary. I know the
way.

She heads back down the road.

The Grand Duke, still suspicious, remounts his horse and rides off, just like that, followed by his troopers. And Cinderella lets out her breath. The encounter has been terrifying for her.

She walks, barefoot, towards her house.

CUT TO:

EXT. IN FRONT OF HOUSE - NIGHT

As Cinderella nears the house, she hears the sound of a CARRIAGE approaching. She RUNS from the road 'round the side of the house.

INT. PANTRY - NIGHT

Cinderella rushes through the pantry and down the stairs to the kitchen as the Stepsisters are heard clattering through the front door -- and heading for the pantry.

She just eludes them as they come in, clattering around looking for food.

ANASTASIA
I'm famished.

NOÉMIE
I don't see why. You spent half the
ball eating.

Anastasia ignores her.

ANASTASIA
There's nothing here! What does
Cinderella do with her time?

NOÉMIE
Cinderella!

There's no response. Reluctantly, they head downstairs to the kitchen.

INT. KITCHEN - NIGHT

Hurriedly, not wanting to be caught, Cinderella hides the slipper in the ashes in the hearth. As her Stepsisters come in, they find her "asleep." Behind her, we see the mice who were her horses curling up together, exhausted.

ANASTASIA

Look at that. She fell asleep in that thing she was wearing.

NOÉMIE

She must be dreaming about going to the ball.

ANASTASIA

Get up, lazy bones!

Cinderella pantomimes waking up and yawning.

NOÉMIE

You missed everything!

CINDERELLA

Oh? What happened?

ANASTASIA

You can't imagine.

NOÉMIE

Tea and a plate of biscuits.

INT. HOUSE - PARLOR - MOMENTS LATER

Anastasia and Noémie are recounting the events of the night with their mother, while Cinderella serves them.

ANASTASIA

...The Prince was showing me a great deal of favor.

NOÉMIE

I thought his eye was more inclined towards me.

CINDERELLA

...What did he say to you?

There's a pause.

ANASTASIA

What d'ye mean, what did he say?

NOÉMIE

Don't be so common, Cinderella. We did not communicate with mere words. Our souls met.

ANASTASIA

(to Noémie)

Precisely. My soul and the Prince's soul. Your soul was over by the banquet tables.

STEPMOTHER

(losing patience)

You didn't speak to him, let alone dance!

ANASTASIA

It was not our fault, Mother! It was that girl --

NOÉMIE

The Mystery Princess!

STEPMOTHER

Mystery Princess indeed.

(beat)

That was no Princess. It was a preening interloper who made a spectacle of herself.

Cinderella is caught short by this.

CINDERELLA

What do you mean?

ANASTASIA

A vulgar young hussy marched into the ball, unaccompanied if you will, to the astonishment of everyone, and threw herself at the Prince.

(beat)

And he actually danced with the ugly thing.

CINDERELLA

(unsure)

...But why would the Prince --

NOÉMIE

It was pity. He was too polite to send her packing in front of everyone, you see. But not wanting to expose us to the presumptuous wench any further, he took her apart --

Noémie backs up the Stepmother's view of things.

ANASTASIA

-- And told her off! but she refused to leave, and the palace guard chased her from the party!

Cinderella is mortified. The Stepmother can't help but notice how invested she seems to be in the story.

CINDERELLA

But that can't be...

STEPMOTHER

You little idiots. Stop making excuses. The Prince was besotted with the creature.

The Stepmother notices that Cinderella is suddenly GLOWING with happiness. Noémie and Anastasia, unaware of this, look down at the table.

ANASTASIA

I pity the Prince. Such bad taste.

NOÉMIE

(acidly)
They deserve each other.

STEPMOTHER

How I wish she were in front of me now! I would set her to rights.

The Stepmother carefully watches what effect this will have on Cinderella. Cinderella looks her in the eye, then tries to hide her reaction.

CINDERELLA

...Thank you for telling me about everything...

She turns and heads upstairs, overjoyed.

NOÉMIE
She's devastated.

ANASTASIA
I almost feel sorry for her.
Almost.

INT. ATTIC - NIGHT

Cinderella looks at the slipper, her heart full with memories of the ball; and as she does, we see --

INT. PRINCE'S BEDCHAMBERS - SAME

The Prince, looking at the other slipper, pondering the night and the Mystery Princess. He looks out the window, his gaze perhaps comprehending the house where Ella now --

INT. ATTIC - SAME

-- Looks out her own window, seeing the palace in the distance.

Then, she finds a loose board in the floor, where she keeps her one last memento from her childhood -- the toy butterfly. She places the glass slipper next to it and carefully closes up the board.

The mice look over the edge of the floorboard at the slipper, and then get out of the way as the board comes back down again.

CINDERELLA
thank you for your help. It really
was like a dream. Better than a
dream.

The mice don't indicate that they are any more sentient than they were before the events of the evening -- as though the magic has drained out of them.

ELLA
(beat)
But now it's done.

The mice are still looking at her --

CINDERELLA
Unless -- do you think --
(to the mice)
(MORE)

CINDERELLA (cont'd)

Could he really love me?

Cinderella seems frightened to hope so much.

CUT TO:

EXT. ROAD LEADING TO THE PALACE - DAWN

Cinderella is not the lone traveler on the road. Dozens of CARTS head away from the palace, carrying the refuse of the ball, along with troupes of yawning servants. Cinderella walks against the tide.

CUT TO:

EXT. PALACE GATES - DAWN

The two halberdiers who were on duty the night before are still there, guarding the gate. Cinderella takes a breath and approaches them, smiling.

CINDERELLA

Good morning --

The Guards say nothing, but lower their halberds to cross in front of the gate.

CINDERELLA (CONT'D)

...Do you remember me? I was in a lovely carriage... with a silver gown... they may call me the "Mystery Princess," I think.

There is still no response from the guards.

CINDERELLA (CONT'D)

If only I could speak to the Prince, we could have an explanation...

The guards are stony and silent.

CINDERELLA (CONT'D)

Won't you listen? Won't you help me?

They won't. She turns to go.

FAIRY GODMOTHER (V.O.)
 She might have pursued her case
 further -- but in truth, her
 courage failed her. The Prince
 thought he had met a Princess...
 and she was not. How could she
 convince anyone otherwise?

EXT. APPROACH TO PALACE

Cinderella walks home.

A LAMPLIGHTER snuffs out the candles in the lantern-posts
 lining the approach to the palace.

CUT TO:

INT. GRAND DUKE'S OFFICES - DAY

We are in a grand apartment showing the scope of the Duke's
 ambitions. Martial paintings cover the walls. Everything
 here is designed to overawe. However, this does not seem to
 work on --

The Grand Duke is reporting to the Prince. The Captain
 stands by, mum.

PRINCE
 It can't be. Someone like that
 doesn't just vanish.

GRAND DUKE
 She appeared from nowhere. Why
 should she not return to nowhere?
 (beat)
 Do you not find it just a little
 suspect?

PRINCE
 What?

GRAND DUKE
 The sudden arrival of a mysterious
 stranger. Her uncanny affinity for
 Your Highness. All rather
 convenient.

PRINCE
 (exasperated)
 Indeed it was! For me if not for
 you.

GRAND DUKE

My concern is for the stability of the kingdom. You have many princesses to choose from.

PRINCE

I've made my choice.

(beat)

This was no schemer. She was good, and kind, and wise... There was a sadness to her... can you understand this? I would find her, and help her.

GRAND DUKE

You should think first to help the kingdom.

The Captain hurries in, looking grave.

CAPTAIN

Your Highness --

(off his look)

It's your father. He's calling for you.

The Prince and the Grand Duke exchange a look.

CUT TO:

INT. PALACE - KING'S BEDROOM - NIGHT

An airy round chamber with a chandelier in the center and a bed to one end. The Prince hurries in, and the ROYAL PHYSICIAN and several SERVANTS leave, to give the Prince time to speak to his father.

The King is very ill. On his death-bed, in fact.

KING

You've come. Good.

PRINCE

Father? What's happened?

KING

What's happened? What happens to us all in time, my boy.

The Prince knows that his father is dying, but tries to boost his spirits.

PRINCE

No. You'll get better, I know it --

KING

You must learn to lie better than that if you will be a good statesman. No, my dear boy, in these affairs not even a King has his way. Certainly not a mere Prince.

The prince sits down by the King's bed and takes his hand.

PRINCE

(tearful)

Father, don't go. I don't want to be alone.

KING

The don't be. Take a bride.
(off his look)
What if I commanded you to do so?

PRINCE

I know that you want me to marry to advantage.

KING

And?

PRINCE

And I can't. I'm sorry. I love and honor you but I won't.

The King looks at him, new respect in his eyes.

KING

Do you know, I was worried that you would not be able to make the difficult decisions that will face you. And I have been waiting for you to emerge from my shadow, and become your own man. Good. You must find that girl they are all talking about. The forgetful one who loses her shoes.

PRINCE

But -- the Grand Duke --

KING

-- Will never be the King, so long as you are not mastered by him.

(beat)
 This is my last command. Marry for
 love. Find her, and be happy.

PRINCE
 I will try.

KING
 (smiles)
 Kit.

The Prince takes his hand and looks his father in the eye.

KING (CONT'D)
 I love you.

EXT. CATHEDRAL - DAY

The bells of the great CATHEDRAL ring in mourning for the
 King.

INT. CATHEDRAL - DAY

Inside, the Prince, surrounded by the court, is lost in
 thought, as a Mass is sung for the departed monarch.

A BISHOP, approaches the lecturn and begins speaking. But we
 do not hear him, we hear:

FAIRY GODMOTHER (V.O.)
 The Prince put aside matters of
 love for a time; but the Grand Duke
 did not. At the King's Funeral, the
 bishop, at the prompting of the
 Grand Duke, promised the court and
 people that the land would soon
 have a new Queen. For it was an
 urgent matter that the confidence
 and standing of the Kingdom be
 restored through a great alliance.

The Prince mulls over these words. The Grand Duke, in the
 pews next to him, looks over at Princess Frederika, the
 woman who was introduced to him at the ball. The Princess
 and the Grand Duke share a look.

EXT. OUTSIDE CATHEDRAL - DAY

A funeral cortege pulled by black horses makes its way from the cathedral, accompanied by a royal retinue that includes the Prince, the Grand Duke, and visiting dignitaries (including not only the Princess Frederika but other Princesses on errands of sympathy).

FAIRY GODMOTHER (V.O.)
 Ella was forbidden by her
 Stepmother to attend the funeral
 procession, since she did not have
 proper mourning dress.

We see the Stepsisters forming part of a crowd that lines the way of the procession; they are uniformly dressed in black, making it difficult to tell one person from the other.

FAIRY GODMOTHER (V.O.) (CONT'D)
 -- But she came nonetheless, for
 she had felt what the Prince felt,
 and she wanted to be near him, even
 if he did not know.

We see Cinderella, dressed in her normal clothes with the black ribbon tied around her hair. She walks at the back of the crowd, paralleling the course of the cortege, hoping for a glimpse of the Prince.

Meanwhile, the Prince is lost in thought as he passes by the two Stepsisters, who weep dramatically and emote, waving black handkerchiefs at him.

ANASTASIA
 Oh, my Prince!

NOÉMIE
 (loudly)
 If only I might ease his suffering!

The Stepsisters don't catch his attention, but the glimpses of Ella's form against all of the black does.

Finally -- Cinderella manages to see him --

FAIRY GODMOTHER (V.O.)
 When she saw him, Ella's heart
 missed a beat -- she wanted to call
 to him -- but how could she?

Meanwhile the Prince catches a glimpse of her face -- and for a moment they look right at one another --

-- But then the Stepmother is there in front of Ella, stern and commanding.

STEPMOTHER

How dare you! This is no place for
a servant!

The Stepmother grabs Ella's wrist and drags her off, and we see from the Prince's point-of-view that she vanishes into a sea of black.

FAIRY GODMOTHER (V.O.)

The Prince did not know if, in his grief, he had imagined the face of the Mystery Princess in a girl in the crowd. But he determined that she should make herself known.

TOWN CRIER (O.S.)

Hear ye! Hear ye!

INT. TOWN - MARKET SQUARE - DAY

We see, over the shoulders of the townspeople, the TOWN CRIER reading from a PROCLAMATION. His shouting tone is somewhat at odds with the romantic import of the message.

TOWN CRIER

Know ye that our noble prince hereby entreats and demands that the mysterious Princess as wore glass slippers to the ball present herself at the Palace.

Cinderella is absolutely stunned by this. She BLUSHES.

NOÉMIE

How grotesque.

ANASTASIA

He's making a fool of himself.

TOWN CRIER

Whereat, upon proof of her identity by trying on of said slipper, they will be wed in holy matrimony.

Anastasia and Noémie look at each other, sharing the same thought.

So it would seem -- because everyone is now rushing towards the palace. Anastasia and Noémie grab Cinderella.

NOÉMIE

Come on!

NOÉMIE

A Mystery Princess. It could be anyone!

CINDERELLA

You didn't even speak to him! You said so!

ANASTASIA

There's everything to gain and nothing to lose.

We see a lady of a certain age trotting along in clogs, with a short of makeshift "princess" dress.

NOÉMIE

That's old maid Lambert! She can't be a day under sixty! The duplicity!

ANASTASIA

How horrible! I don't know why people age -- it affects their looks so. I have decided I will not grow old!

CUT TO:

INT. ATTIC - SAME

The Stepmother looks through the attic; but she can find no evidence of her suspicions.

She turns to leave, shaking off her concerns; but then, as she goes, a SQUEAKING FLOORBOARD draws her attention.

CUT TO:

INT. PALACE - CEREMONIAL HALL - DAY

We dolly along a line of women's stockinged, feet, waiting in readiness...

A great hall, flooded with light, has been turned into a "trying ground" for the glass slipper that Cinderella left behind. One after another, women try on the slipper, "helped" by a RETINUE that has been put together to test claimants. There is a PILLOW HOLDER, a SHOE FITTER, a SHOE

POLISHER, a SCRIBE, and numerous USHERS. The Prince is nowhere to be seen.

We see the expressions on the faces of a series of women -- beautiful enough, and radiant in the hope of winning the Prince -- and then, their faces contorting as they try to fit their feet into the slipper; and finally, a sense of disappointment turning into outright ANNOYANCE as they are ushered away, having (of course) failed.

EXT. PALACE - DAY

A JOSTLING CROWD of female aspirants is squeezing through the bottleneck of the palace gate. The guards seem at a loss as to how to deal with the throng of women.

GUARD

Wait your turn!

Ladies of all ages (though mostly young) are struggling to get in.

At the back of this chaos, Cinderella is torn. Although she is the one with the most right (the only right in fact) to be here, she is also embarrassed.

NOÉMIE

Let us through!

Cinderella looks on, dismayed.

FAIRY GODMOTHER (V.O.)

Cinderella was ashamed at the dishonesty of her stepsisters. But she also wondered if she were herself worthy.

We focus on Cinderella, looking at all of the jostling women.

FAIRY GODMOTHER (V.O.) (CONT'D)

The Mystery Princess should arrive in her gorgeous carriage and her magnificent gown, not the patched dress of a servant.

Cinderella's face falls.

FAIRY GODMOTHER (V.O.) (CONT'D)

How could she explain herself, when all that had beguiled the Prince was the invention of her Fairy Godmother?

Cinderella watches, hesitant, and Noémie manages to squeeze her way through an opening, not sparing a thought for Anastasia.

FAIRY GODMOTHER (V.O.) (CONT'D)
 Worst of all -- would that slipper,
 which had fallen off her foot as
 though it no longer wished to be
 worn, really fit her?

A look of realization crosses Cinderella's face.

FAIRY GODMOTHER (V.O.) (CONT'D)
 It was then that she remembered --
 she knew how she could prove her
 identity.

INT. PALACE - VANTAGE ABOVE GALLERY - AFTERNOON

The Prince watches the proceedings from a high vantage point above the hall. The Duke is there with him.

GRAND DUKE
 You are much loved, Prince.

PRINCE
 My position is much loved, not me.

GRAND DUKE
 All the more reason that you should
 marry an equal.

PRINCE
 I have an equal.

GRAND DUKE
 (ironically)
 Yes. Somewhere down there in the
 crowd, perhaps.

The Prince takes another look at the scuffle below.

PRINCE
 No. No, we must put an end to this.
 She can't be here. The girl I met
 wouldn't submit herself to this.

INT. PALACE - GALLERY - AFTERNOON

A COURTIER whispers into the ear of a SCRIBE. He, in turn, passes the order to an USHER. He nods, and then --

We see Anastasia approach the moment when she will have her turn. But as she does --

The word passes from the USHER to the SHOE-POLISHER, who then turns to the SHOE-FITTER --

-- And just as Anastasia is ABOUT TO SLIP HER FOOT INTO THE SLIPPER, he pulls it away. The Shoe-Fitter returns it by way of the Shoe-polisher to the pillow. The Pillow-Holder return it into its box and it is carried away by the Bod Holder, in the company of several Ushers. All of this is viewed with mounting astonishment by Noémie and Anastasia.

COURTIER

I beg your pardon, mademoiselle.

We see Anastasia's and Noémie's frustration and astonishment as the Courtier bows and withdraws.

ANASTASIA

But I'm the one!

NOÉMIE

No, I am!
(impassioned)
It's not fair!

EXT. PALACE - SAME

Cinderella leaves as the ushers and guards start shutting the doors to the claimants.

CUT TO:

EXT. ROAD BY HOUSE - DAY

Cinderella hurries back to the house, her face hopeful --

INT. HOUSE - DAY

She runs up the stairs --

INT. ATTIC - EVENING

Cinderella rushes into her attic room, and goes to the floorboard where she had hid the slipper -- but only the toy butterfly is still there. Though its wings have been stripped off in spite.

STEPMOTHER (O.S.)
Are you looking for this?

Cinderella turns, scared, and sees her Stepmother sitting on a chair, her face half-shadowed, cold and malicious.

She hold Cinderella's slipper.

Cinderella GASPS.

STEPMOTHER (CONT'D)
There must be quite a story to go
with it. Will you tell me?
(off her look)
No?

Cinderella nods. The Stepmother's look is now almost kindly.

STEPMOTHER (CONT'D)
Then I will tell you a story.
(beat)
There was a beautiful young girl,
who married for love. She had two
beautiful daughters. All was well.
But then her husband, the light of
her life, died.
(beat)
The next time, she married for the
sake of her children. But this man,
too, was taken from her.

She smiles at Cinderella.

STEPMOTHER (CONT'D)
And I was doomed to look every day
upon his beloved child.

Cinderella and her Stepmother stare at each other.

STEPMOTHER (CONT'D)
I had hoped to marry off one of my
daughters to the Prince... but his
head was turned to by a girl with
glass slippers.
(beat)
My story is ended. Now, tell me
yours. Did you steal it?

CINDERELLA
It was given to me.

STEPMOTHER
Given to you? Given to you.

The Stepmother laughs.

STEPMOTHER (CONT'D)
Nothing is ever given. For
everything, we must pay and pay.

CINDERELLA
That's not true. Kindness is free.
Love is free.

Cinderella has nothing to say to this.

STEPMOTHER
Love? It comes and it goes, and it
costs us everything. We pay money
to keep body and soul together, and
we pay tears for love, and for
another day of life we pay just
that little bit more of our beauty.
Until the final bill comes due.

The Stepmother is dandling the glass slipper from her
finger. It is perilously close to dropping on the floor.
Cinderella watches in fear.

STEPMOTHER (CONT'D)
Now -- here is how you will pay
me if you are to have what you
desire. No one will believe you, a
dirty servant-girl without a
family, if you make a claim to the
Prince's heart. But with a
respectable gentlewoman putting you
forward --
(she means herself)
-- you will not be ignored.
(beat)
When you are married, you will make
me the head of the royal household.
Anastasia and Noémie will pair off
with wealthy lords. And I will
manage that boy.

CINDERELLA
The Prince?

STEPMOTHER

He will be crowned king soon
enough. Have you thought of that?

(sympathetically)

How would you rule a kingdom? Best
to leave it to me. This way we all
get what we want.

Cinderella looks at the slipper, and can't bring herself to
yield.

CINDERELLA

No.

STEPMOTHER

No?

CINDERELLA

I will not allow you to ruin the
palace the way you ruined my home.
I was not able to protect my Father
from you... but I will protect the
Prince, and the kingdom. No matter
what becomes of me.

This moment of strength from Cinderella will not go
unanswered.

STEPMOTHER

So -- you are courageous to boot.

(beat)

That is a mistake!

Impulsively, the Stepmother smashes the slipper on the wall.
It breaks, leaving her holding one large, sharp shard.

CINDERELLA

Stop!

CINDERELLA (CONT'D)

Why -- why are you so cruel? Surely
I don't deserve it! What did I do?

STEPMOTHER

You were born, Cinderella.

As Cinderella looks at the pieces of glass on the floor, her
Stepmother leaves, SHUTTING THE DOOR BEHIND HER -- and
LOCKING it.

Cinderella gets up and rushes to the door, too late. She's
trapped/

ON THE OTHER SIDE OF THE DOOR, the Stepmother looks at the shard of the slipper she is holding and thinks, oblivious to the Cinderella pounding on the other side of the door.

GRAND DUKE (O.S.)
Where did you get this?

INT. GRAND DUKE'S OFFICES - DAY

We see the shard on the desk of the Grand Duke.

The Grand Duke sits across from --

The STEPMOTHER, who manages herself with admirable sang-froid.

STEPMOTHER
From a ragged servant-girl in my household.

GRAND DUKE
A servant-girl?

The Stepmother nods. And then -- the Grand Duke remembers --

GRAND DUKE (CONT'D)
(to himself)
The girl on the road...

STEPMOTHER
You can imagine -- when I discovered her subterfuge -- how horrified I was.

GRAND DUKE
And you came straight to me?

STEPMOTHER
Of course. I have heard that you are the most honorable man in the kingdom.

The Grand Duke smiles. Hardly.

GRAND DUKE
You told no one else.

STEPMOTHER
Not even my own daughters.

GRAND DUKE
And the girl...

STEPMOTHER
Is in a safe place.

GRAND DUKE
You have spared the kingdom from a
great deal of embarrassment.

STEPMOTHER
And I hope to keep things that way.

GRAND DUKE
Are you threatening me?

STEPMOTHER
Yes.

The Grand Duke actually smiles. He admires her pluck.

GRAND DUKE
I see. Thank you for being plain.
What do you want?

STEPMOTHER
A title for myself, and
advantageous marriages for my two
daughters.

The Grand Duke thinks.

GRAND DUKE
Done. And your servant?

STEPMOTHER
(shrugs)
Do with her what you will. She's
nothing to me.

GRAND DUKE
If you play me false, good lady...

The Grand Duke tests the sharp point of the shard on his
finger. The Stepmother is frightened, for a moment.

GRAND DUKE (CONT'D)
Well. The Prince will take some
convincing. He is... young. But
keep this girl out of sight until
we may profitably marry him off,
and you will get what you desire.

The Stepmother smiles.

CUT TO:

INT. ATTIC - DAY

Cinderella looks out the window as we hear the distant sound of bells.

FAIRY GODMOTHER (V.O.)
Ella's love for the Prince did not diminish; but her hope of seeing him did.

She goes to try the door again; it won't budge. She leans against it, and finally sinks to the floor.

FAIRY GODMOTHER (CONT'D)
What was kindness in an unkind world? What was courage? A fool's pride. Her friends did what they could to help her; but in truth her courage was running out. She began to waste away in that attic.

INT. PALACE - HALLWAY - DAY

The Grand Duke strides down a hall in the royal palace, a barely suppressed smile on his face.

INT. PALACE - THRONE ROOM - DAY

The Grand Duke sets down the shard of the slipper that the Stepmother gave him in front of the Prince.

PRINCE
Where --

GRAND DUKE
Abandoned on the side of the road. A clever piece of artifice, no more. Whoever wore it, their plot is broken too.

PRINCE
I don't understand...

GRAND DUKE
Oh? Why did the girl not come forward? Because it was a strategem of some kind, a plot to defraud the kingdom, whose course went astray.

The Prince doesn't have an answer. The Grand Duke pursues his advantage.

PRINCE

There must have been some reason.
Perhaps she has been prevented...

The Grand Duke, his patience at an end, becomes sharp.

GRAND DUKE

Has it occurred to you that a maiden might not love you? The callow, naive princeling of a weak little monarchy?

PRINCE

You should think before directing such cruel words at your sovereign.

GRAND DUKE

The world is cruel!

The Prince is stunned by this assault. And woken, as it were, from a dream.

GRAND DUKE (CONT'D)

What gives you the right to put your own desires before the interests of your people?

The Captain, sympathizing with the Prince, steps in.

CAPTAIN

That's enough.

GRAND DUKE

Mind your place!
(to the Prince)
The kingdom needs what strength it can get. It is time to make the hard choice. -- the choice your father would have wanted you to make.

PRINCE

(beat; decisive)
You're right.

FAIRY GODMOTHER (V.O.)

In love one must be courageous,
even if it means risking defeat.

The Grand Duke smiles.

PRINCE

We must seek her out.

(off the Grand Duke's
surprise)

Even if she does not want to be
found. I have to see her again. And
she may decide my fate.

The Prince locks eyes with the Grand Duke.

PRINCE (CONT'D)

That is my command.

The Grand Duke is unused to being commanded. But, he seems
to relent.

GRAND DUKE

As you will, your Majesty. I ask
only one thing --

(beat)

That you will leave this to me. It
is not safe for our new King to be
out abroad.

The Prince hesitates, then nods.

PRINCE

Very well.

The Prince exchanges a look with the Captain, who regards
the Grand Duke with suspicion.

CUT TO:

EXT. ROAD FROM THE PALACE - DAY

A great troop of horsemen gallop out of the palace.

EXT. IN FRONT OF DIVERSE HOUSES - DAY

WE SEE A DELEGATION OF MEN WEARING BLACK, led by the Grand
Duke with the Captain of the Guard at his side, knocking at
the door of homes throughout the kingdom.

IN THE HOUSES, both great and poor, the Grand Duke nods to
the Captain, who kneels to try the slipper on various
maidens -- none of whom fit.

EXT. HOUSE - DAY

The TINKER to whom the Stepmother had earlier sold Father's clothes has pulled a cart round to the front of the house, and he and the Stepmother are conferring over the items that the stepsisters are carelessly dropping into it -- plates, silverware, the lot.

EXT. ROAD - DAY

The Grand Duke's retinue, travel-weary, slogs along the road, past the turning that leads off to Cinderella's house.

GRAND DUKE

Enough folly. Not a foot will suit
this accursed shoe. Back to the
palace, Captain.

-- But the captain has noted a house in the hazy distance.

CAPTAIN

We're not done yet, Your Grace.

The Grand Duke turns and looks.

EXT. HOUSE - DAY

The Retinue arrives in front of Cinderella's house --

INT. HOUSE - DAY

And inside, her Stepsisters are wild with anticipation.

ANASTASIA

Mother! It's our chance!

NOÉMIE

Let them in!

The Stepmother looks at her daughters -- there may be just a hint of regret that they do not know it is a foregone conclusion. She heads to the door and opens it.

The Grand Duke, with the Captain at his side, bows.

GRAND DUKE

A moment of your time, good lady.

STEPMOTHER
Of course, your Grace.

The Stepmother curtsies and their eyes meet.

INT. ATTIC - DAY

The sparrow chirps at the arrival of the retinue, but Cinderella pays it no heed. She does not realize what is happening downstairs.

FAIRY GODMOTHER (O.S.)
Cinderella did not know what was in
train downstairs; not did she care.
She would never see the Prince
again. She had lost everything she
loved or cared for; and she would
forever be a ragged servant girl.

She starts humming to herself.

INT. HOUSE - PARLOR - DAY

We see the strange sight of the Grand Duke's retinue arrayed in the middle of the parlor. The Stepmother and her nervous daughters are arrayed opposite the Grand Duke and his retinue, who are kneeling, their heads deferentially lowered.

GRAND DUKE
These are your daughters?

STEPMOTHER
Yes, Your Grace.

GRAND DUKE
They are the only maidens in the
house?

STEPMOTHER
Yes.

The Stepmother pushes forward Noémie. She is met by the Captain, who takes the glass slipper from an ornamental cushion and kneels down before her.

Noémie puts her foot into the slipper, but it is TOO NARRROW. She looks up at the Grand Duke, who is watching her sourly. Looks over to her mother, who gestures to her to keep trying.

NOÉMIE

How strange. It fit so well at the ball...

And she keeps trying to shove her foot in.

INT. ATTIC - DAY

Cinderella leans against the door, and begins to SING. The old LULLABY her mother used to sing.

INT. HOUSE - PARLOR - DAY

-- Where Noémie is trying so hard to fit into the shoe that she FALLS OVER.

GRAND DUKE

Enough!

(beat)

Young miss, you will please leave off this spectacle.

ANASTASIA

I could have told you it wasn't her.

Anastasia steps forward and "daintily" puts her foot out.

The Captain kneels, and offers the slipper. Anastasia slips her foot in and --

THE SHOE FITS.

From this angle.

But then we see that though her foot is narrow enough, it is too long. Her heel sticks out.

She does not even bother to try jamming her foot in. It is clearly hopeless.

GRAND DUKE

Very well. Since there is no other maiden, our task is done.

(beat)

The Prince will be disappointed.

EXT. IN FRONT OF THE HOUSE - DAY

The Grand Duke and his retinue begin mounting their horses.
The Stepmother, Noémie and Anastasia follow them out.

STEPMOTHER

Ah well -- it is the way of the
world. How unkind Fat can sometimes
be.

GRAND DUKE

Indeed Madam. You are wise beyond
your years.

The Stepmother, charmed, curtsies again, and it is evident
that the entente between her and the Duke still stands. The
Captain, mounting his horse, makes an aside to a nearby
SERVANT.

CAPTAIN

Strange bird.

And he readies to go -- but then -- we hear HUMMING from the
attic.

CINDERELLA (O.S.)

(hums the tune of)

Lavender's blue, dilly dilly,
Lavender's green... When I am King,
dilly dilly, you shall be queen...

CAPTAIN

Do you hear that, Your Grace?

GRAND DUKE

Let's be off, Captain.

CAPTAIN

Just a moment...

(beat)

Madam, there is no other maiden in
your house?

STEPMOTHER

-- None.

CAPTAIN

Then has your cat learned to sing?

All turn to hear the singing.

INT. ATTIC - SAME

Cinderella leans against the wall, singing to herself, as she looks away at the palace.

CINDERELLA

(hums)

Lavender's green, dilly dilly,
Lavender's blue...You must love me
for I love you...

EXT. HOUSE - DAY

As everyone listens, one of the SERVANTS steps forward from the retinue, revealing his face. It is the Prince.

PRINCE

Captain, will you be so good as to
investigate?

The Captain BOWS to the Prince.

The Grand Duke is SURPRISED to see the Prince, who has been hiding in his extensive retinue. How could this be? But then he sees the Captain, smiling.

GRAND DUKE

Your Highness. I did not know --
this is beneath your dignity --

PRINCE

Nothing is beneath my dignity.

GRAND DUKE

But --

PRINCE

Mind your place. I have this in
hand.

The Grand Duke bows, as do the "Steps."

PRINCE (CONT'D)

Captain?

CAPTAIN

It would be my pleasure, Your
Highness.

CAPTAIN (CONT'D)

Come along then, madam.

The Captain pulls the Stepmother up from her curtsy by the elbow.

STEPMOTHER

It is a dirty servant, Your
Highness, no more. A cinder-girl!

CAPTAIN

He doesn't care about her station,
does he? He cares about her foot.

He leads her into the house.

INT. ATTIC - SAME

Cinderella, with her sparrow on her shoulder, keeps humming.

CINDERELLA

(hums)

Lavender's green, dilly, dilly,
Lavender's blue,

If you love me, dilly, dilly, I
will love you.

Let the birds sing, dilly dilly,
And the lambs play;

We shall be safe, dilly, dilly, out
of harms' way.

As the door opens, she stands. She is surprised to see the Captain standing with her Stepmother, who holds the key.

STEPMOTHER

There. No one of importance.

CAPTAIN

We'll see about that.

(to Cinderella)

Miss.

Cinderella gives him a little curtsy. The Captain smiles.

CAPTAIN (CONT'D)

You are requested and required to
present yourself to your King.

Cinderella looks frightened.

STEPMOTHER

I forbid you to do this!

CAPTAIN

And I forbid you to forbid her.

(beat; angrily)

Who are you, to stop an officer of
the King? Are you an Empress? A
Saint? A Deity?

The Stepmother tries to pull rank another way.

STEPMOTHER

I am her mother.

The Captain shoots one brief look between the two. Then quickly dismisses her.

CAPTAIN

I don't see it.

(to Cinderella)

Come now, miss.

The Captain motions down the stairs, and Cinderella heads down. But not before the Stepmother hisses in her ear --

STEPMOTHER

Remember who you are, you wretch!

FAIRY GODMOTHER

"Remember who you are." she meant
it to take away Ella's spirit. And
indeed, Ella descended the stairs
as though going to her doom. For
this was her greatest fear -- that
she would be tried in the balance,
and found wanting. Would the shoe
fit?

INT. HOUSE - HALLWAY - DAY

Cinderella looks out of the doorway and can see the retinue of the Prince waiting.

We see the fear on her face.

FAIRY GODMOTHER (V.O.)

This is the greatest risk that any
of us will take -- to be seen as we
are.

Cinderella stops at the threshold.

She sees herself in the glass of the door -- a bedraggled, dirty creature.

FAIRY GODMOTHER (V.O.) (CONT'D)

But then -- she did remember who she was. And with that came her real mother's words -- "Be kind -- have courage."

STEPMOTHER

You see? She knows her place. Enough of this Cinderella.

CINDERELLA

My name is Ella.

-- And then she steps through.

EXT. IN FRONT OF THE HOUSE

Ella emerges. There is a silent moment as she raises her eyes, and looks into the Prince's eyes.

CINDERELLA

I would like to try.

The Stepsisters LAUGH -- but stop when they see the look on the face of the Prince.

CINDERELLA (CONT'D)

My Prince, I am no Princess. I have no carriage, I have no gown. No parents, and no dowry. I do not even know if that beautiful slipper will fit. Will you take me as I am?

There is a pause. But we see that the Prince is not hesitant -- only surprised and delighted with the strength that she has shown.

PRINCE

(smiles)

I will.

He kneels.

PRINCE (CONT'D)

Please.

The Prince holds out the slipper, and gently, Cinderella slides her foot in. The slipper almost seems to rise to meet her -- so well does it fit.

Now we see that she has transformed -- not into the deliriously glamorous version of herself that we saw the night of the ball, but in such a way that Ella's outward countenance matches her inner nature. Her eyes, once cloudy with tears, are clear. Her hands, once red and chapped from work, are pink and delicate. Her clothes have transformed from her plain smock into a radiant white garment.

FAIRY GODMOTHER

Was this her Fairy Godmother's doing or her own? Or was it the heart of the Prince? It is no matter. For their eyes had opened and all was right with the world.

Everyone is astonished by the transformation, a piece of magic that has taken place right before their eyes.

The palace servants, realizing that this will be their Queen, bow before her.

Even the Grand Duke, outmaneuvered, BOWS.

As for Anastasia, Noémie and the Stepmother, they stare in astonishment. One by one, they curtsy to Cinderella -- though we can see that they like it not at all.

NOÉMIE

Cinderella --

ANASTASIA

-- Ella --

NOÉMIE

My dear sister! I'm sorry --

ANASTASIA

So very sorry!

NOÉMIE

Forgive us!

Cinderella takes a moment to consider this. Then --

She simply smiles at them. We know that she will not take any revenge; but they do not.

The Stepsisters, unsure, curtsy even more deeply. The Prince stands and takes Cinderella's hands.

EXT. WOODS - DAY

Ella and the Prince walk through the woods, holding hands. They are effectively alone, but we can see the royal retinue, as well as Ella's Stepmother and Stepsisters, following at a distance, stumbling through the trees, trying to remain "in attendance."

PRINCE

There it was. No -- there. I specifically remember that branch.

Cinderella laughs.

CINDERELLA

It is not the most noble of meeting-places. What will the people say? A King should marry his equal.

PRINCE

Yes. So I will strive in everything I do to be your equal.

Cinderella smiles.

CINDERELLA

I did not mean to deceive you, Your Highness.

PRINCE

Kit.

CINDERELLA

Kit -- I did not mean to deceive you. I should have told you --

PRINCE

I should have told you that I am not what I seem. Some people say I am a callow, naive princeling, frightened by the responsibility of ruling a kingdom.

The Prince stops and looks at her. Beyond, ignored by them, the others follow.

Cinderella smiles gently.

CINDERELLA

Have courage, be kind, and all will be well.

The Prince looks into Ella's eyes. As he does, the ribs of the trees take on a grayer and grayer hue; the leaves turn into the twinkling colors of stained glass; and we find ourselves at --

CUT TO:

EXT. CATHEDRAL - MAGIC HOUR

The wedding of the Prince and Ella -- soon to be King and Queen.

Cinderella is married in a glorious cathedral.

LAMPLIGHTERS walk along the verges, preparing it for the coming dark. With long TAPERS, they light THOUSANDS OF CANDLES -- the rekindling of hope.

FAIRY GODMOTHER (V.O.)

It was a great alliance, after all.
When the Prince and Ella were
married...

The Prince and Ella beam at each other as the Priest reads

FAIRY GODMOTHER (CONT'D)

...All the land -- noble and
commoner alike, were invited, and
united, as were their King and
Queen. And the kingdom was never
stronger.

We see RINGS placed on their fingers... Then CROWNS placed on their heads, and we realize we are at the coronation in the --

INT. GRAND BALLROOM - DAY

The site of their first dance is the stage for the coronation of the new King and Queen.

We reveal that the court is in attendance. Outside, we can hear a huge crowd.

FAIRY GODMOTHER (V.O.)

As for the Prince and Ella, they
were counted to the fairest and
kindest rulers the kingdom had
known, and the people were happy.
For their Queen was courageous and
kind.

EXT. TENT - DAY

The Prince (The King now) and Queen Ella come out of a beautiful ornamental tent and wave to the joyful crowds outside.

EXT. ELSEWHERE/FOREST - DAY

We see Noémie and Anastasia walk down a country lane, wearing their ball dresses and looking gloomy.

FAIRY GODMOTHER (V.O.)
Cinderella even invited her
Stepsisters, though they never
appeared.

A cloud seems to pass over the stepsisters -- they look up -- And we see from above that a huge flock of birds has gathered above them, and in a flash is descending upon them.

They turn and RUN from the birds.

FAIRY GODMOTHER (V.O.) (CONT'D)
Cinderella forgave them their
rudeness. But hey never forgave
her. Instead, they waited for their
own Fairy Godmother to avenge them,
but she never arrived.

EXT. TOWN SQUARE - DAY

We are moving slowly through the town.

FAIRY GODMOTHER (V.O.)
Her Stepmother was seen selling
matches in a corner of the town.

And we see the Stepmother, now reduced to penury, doing just that. As people pass her by, she looks up at the palace in the distance.

EXT. TENT - DAY

The Prince turns to go back into the tent, but Ella spots someone in the crowd --

Her FAIRY GODMOTHER, once again in the guise of an old beggar-woman. Ella runs to her and embraces her. They share a warm look and then Ella returns to the tent --

Which proves to be, in fact, the body of a gigantic, ornate balloon, the fabric of the balloon itself exquisitely fashioned.

As the crowd cheers, the balloon begins to rise into the air --

And the Sparrow she saved alights on the Fairy Godmother's shoulder.

THE END

INT. STAIRS

Ella climbs the winding stairs to the ATTIC.

INT. ATTIC - EVENING

Her attic is neat as a pin but dark and cold. Around the room, carefully preserved, are all of the things that Father brought from his journeys. Across her bed, a miniature of her mother on the wall.

FAIRY GODMOTHER

'Have courage; be kind.' It was not easy, but she abided by her Mother's words. And truth be told, nothing upset her tormentors more than her gentle forbearance.

It is the end of a long day of work. An exhausted Ella sits down on her straw pallet, with only a blanket for warmth. Away in the distance, we hear the Palace Clock striking twelve.

FAIRY GODMOTHER (CONT'D)

Her joys were few and small, but still, they were joys.

She picks up a book by her bedside -- a weighty "History of the Kingdom" with her place marked by a sheaf of wheat halfway through. She pores through illustrations of palace life -- hand-colored engravings and gardens, grand salons, court lords and ladies. After turning a few pages however, she finds THE INSIDE IS MISSING -- or rather, appears to have been chewed away.

Annoyed, she follows a trail of torn little bits of paper to a little MOUSE NEST under her bed.

ELLA
They've arrived!

There, she sees that Gussy and Jacques have two squealing little newborns. They are JACOB and ESAU.

ELLA (CONT'D)
Congratulations, my dears.

Jacobs is a little runty fellow, and Esau is plump and hairy.

No longer put out that the book is wrecked, she rips out the rest of the pages and arranges them as a little bed for the mice. She SMILES as they sniff around the new building material.

The night is cold -- a vignette of FROST outlines the window looking out on the Palace in the distance... we can see her breath.

Ella lays down and pulls the covers over herself, but she is too tired to sleep. She shivers.