

MADELINE

a screenplay

by

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based on the books

by

LUDWIG BEMELMANS

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Over a BLACK SCREEN, we hear voices. Female voices. Two, maybe three, somewhere in the distance. We can barely make out the words. And now more female voices are joining them. Spoken whispers growing towards us, gaining volume. All the voices seem to be saying the same thing...

VOICES

In an old house in Paris
That was covered with vines
Lived twelve little girls
In two straight lines...

And suddenly a picture BLOOMS to technicolor life and we...

FADE IN:

ON THE FAMOUS DRAWINGS OF LUDWIG BEMELMANS...

Our CAMERA is panning through the sparkling images of Paris from the "Madeline" children's books. First, the old house in Paris all covered in vines, DISSOLVING to Miss Clavel leading her girls across the Pont Neuf, then ice skating on a pond, PANNING and DISSOLVING from drawing to drawing...

VOICES

In two straight lines they broke
their bread, and brushed their
teeth and went to bed...

And behind the voices, the sound of an ORCHESTRA WARMING UP, a sliver from the string section, the twinkle of a flute...

CLOSER and CLOSER, CAMERA moves into the colorful drawings and... Something magical happens... Almost imperceptibly, in a drawing of the Tuilleries, the leaves on the trees seem to gently tremble with the SOUND OF THE WIND...

VOICES

They left the house at half past
nine in two straight lines. In
rain or shine...

RAINDROPS splash down from the sky, on another drawing of the girls crossing the Place in front of Notre Dame...

BIRDS flutter through the sky, circling over a drawing of the girls walking through the Luxembourg Gardens in summer...

VOICES

And the smallest one was Madeline.

With each shot, CAMERA pushes in closer and closer on that last LITTLE GIRL. The tiniest girl of them all, arresting us with her stare directly into camera. Her fearless smile leaping out from every drawing. CLOSER and CLOSER we go, the voices drifting away into only the sweetest whispers...

VOICES

...Madeline, Madeline, Madeline...

As the last picture becomes a Bemelmans-esque drawing of...

OUR OLD HOUSE IN PARIS ALL COVERED IN VINES

And somewhere far off, all those female whispers have been replaced with the GLEEFUL VOICES OF LITTLE GIRLS... Then, a CHURCH BELL CLANGS... A mighty GUST OF WIND SWIRLS and...

SUDDENLY BLOWS THE DRAWING off the screen, leaving us with...

EXT. OLD HOUSE IN PARIS ALL COVERED IN VINES - DAY

ORCHESTRA MUSIC swells. The house doors SWING WIDE and...

ELEVEN NINE-YEAR OLD GIRLS IN TWO STRAIGHT LINES burst out...

MISS CLAVEL, their protector, glides past them through the courtyard, pulling open the front porte. Miss Clavel is a novice of the Catholic church, quite a beautiful lady, and remarkably up to the challenge of twelve little girls. She shuffles her charges two by two, onto the sidewalks of Paris.

Finally at the end of the two lines there is but ONE GIRL. Plump little AGATHA WALDEN, from Cornwall, England.

MISS CLAVEL
Where is she, Aggie?

AGGIE
Well, it's her hat, Miss Clavel...
Seems it ran away from her again.

Miss Clavel sighs.

CLOSE ON - A STRAW YELLOW BOATER HAT WITH A RED RIBBON sits on the wooden floor, underneath a small metal bed.

MISS CLAVEL (O.C.)
Madeline!

MADELINE's little face ducks under the bed and grabs it.

MADELINE
Gotcha!

EXT. OLD HOUSE IN PARIS ALL COVERED IN VINES - CONTINUOUS

Madeline skitters out, fastening her hat on her head. Miss Clavel gives an admonishing look, shuffling Madeline through the porte onto the sidewalk with the other girls.

MADELINE
Last time, I promise, Miss Clavel.
It just seems like this hat has a
mind of its own sometimes.

(CONTINUED)

CONTINUED:

MISS CLAVEL
Yes, Madeline. You and your hat
must have much to talk about then.
Come along. To the Louvre we go.
Monsieur Delacroix awaits us...

Our buoyant MUSIC carries us as...

EXT. ST GERMAIN DES PRES - DAY

...Twelve little girls in two straight lines lead Miss Clavel
past the Cafe Aux Deux Maggots, SINGING A LITTLE FRENCH SONG.
Cafe PATRONS sit out on the sidewalk, sipping their coffee,
reading their newspapers.

Madeline's eye CATCHES a headline: "NEW SPANISH AMBASSADOR".

Without even turning, Miss Clavel instinctively reaches back
and gently tugs the dawdling little girl along with her.

MISS CLAVEL
Vite, vite, Madeline. Keep up.

EXT. RUE BONAPARTE - DAY

Miss Clavel leads her little girls along the narrow street,
past the bookstores and galleries, SINGING THEIR SONG.

TOURISTS snap a photo of the cute little French schoolgirls.

EXT. SEINE - RIVER BANK - DAY

MANGY STREET DOGS are fighting over a toppled garbage can.
One of the dogs, a big FRENCH BRIARD SHEEP DOG, perks up her
ears upon HEARING THE SINGING GIRLS. The dog separates from
the pack, watching as the two lines of GIRLS file onto...

EXT. PONT NEUF - DAY

The two lines of SINGING GIRLS move across the bridge.

LOUIS, an artist with a beret, paints a picture of the Seine.

LOUIS
Bonjour, mes Mademoiselles!

GIRLS
Bonjour, Monsieur Louis!

Last in line, Madeline pays special notice to his painting.

MADELINE
Oh, Louis, your work is so much
more dramatic than all the other
painters we pass in Paris.

(CONTINUED)

CONTINUED:

LOUIS
Merci, Madeline. I do try.

MISS CLAVEL
Madeline!

MADELINE
Yikes. Gotta go.

INT. LOUVRE MUSEUM - DELACROIX GALLERY - DAY

Miss Clavel stands at DELACROIX'S LIBERTY LEADING THE PEOPLE.

MISS CLAVEL
...Delacroix illustrates the idea
of Liberty in the form of a Woman
leading her army over the hill...

PAN DOWN TO REVEAL our girls, jotting notes in a semicircle
around the painting. Madeline's eyes gaze deep into the eyes
of Lady Liberty, charging over that hill, flag in her hand.

Mimi, a well-coiffed little French girl, pops up her hand.

MIMI
Why'd he give her such bad hair?

The other girls LAUGH. But Madeline is lost in the painting.

EXT. BAKERY - RUE DU BAC - DAY

LORD COVINGTON, a straight-backed chair of a man, walks down
the street, glowering, carrying a bunch of beautiful flowers.

AGGIE (O.C.)
Straight lines, straight lines,
Lord Cucuface alert everybody...

Our twelve girls (sans Miss Clavel) stand outside a bakery,
whispering about the man approaching from a distance. CAMERA
PANS ACROSS their timid little faces, whispering softly...

MIMI
(shudders, eyeing him)
He looks especially "cucu" today.

LOLO
(Mimi's little parrot)
Oh yes, Mimi, especially today...

BEATRICE
(always too dramatic)
Shhh! Don't even look at him!

CHANTAL
(constant voice of doom)
Oh no, we're gonna get in trouble!

(CONTINUED)

CONTINUED:

SERENA

(a bit of a dim bulb)

Um, maybe he won't even notice us.

MADELINE

(squinting)

Where's he going with flowers?

Miss Clavel steps out of a bakery with a dozen baguettes, handing a loaf of bread to each one of them, whispering...

MISS CLAVEL

Girls... Say a proper "bonjour" to Lord Covington...

GIRLS

Bonjour, Lord Covington!

Lord Covington passes, casting a glowering eye at the girls as he strides onward. The girls return COWERING SMILES.

Miss Clavel trails after him, a few yards down the sidewalk.

MISS CLAVEL

Lord Covington, um, sir --

Lord Covington stops, turning his dark gaze on Miss Clavel.

MISS CLAVEL

I just wanted to offer my very best wishes for your wife for a most, most speedy recovery. She's been so generous to us at the school, you both have sir, and --

LORD COVINGTON

It is her affair and her affair only, your little school. All I do is write those checks that pay the bills on your building.

MISS CLAVEL

Yes, sir. Of course, sir.

LORD COVINGTON

(stalking off)

Carry on, Miss Clavel.

EXT. RUE DE GRENELLE - PRIME MINISTER'S RESIDENCE - DAY

MUSIC CONTINUES as our lines of girls, carrying their loaves of bread, tread past THREE GENDARMES, armed and uniformed, tipping their caps at the little ladies. The men LAUGH as...

Bringing up the rear, our Madeline, exhausted from the full day of walking, is using her baguette as a walking stick.

EXT. OLD HOUSE IN PARIS ALL COVERED IN VINES - DAY

Miss Clavel leads her twelve little girls in two straight lines back in through the big green "porte", through the courtyard, disappearing two by two into the house. At the end of the line, little Madeline closes the doors behind her, and the BUOYANT MUSIC comes to a close.

INT. THE DINING ROOM - NIGHT

CLOSE ON A WOMAN'S PORTRAIT, under which the plaque reads...

"LADY COVINGTON, OUR PATRON"

PAN TO REVEAL a long oak dining table lined with two benches. Miss Clavel sits at the head, leading her girls in grace...

MISS CLAVEL

For what we are about to receive
may the Lord make us thankful.
And a very special prayer tonight
for our Lady Covington. Amen.

GIRLS

Amen.

The kitchen door SWINGS OPEN and HELENE, the school's jovial cook, enters, proudly carrying a gorgeous ROASTED CHICKEN.

HELENE

Tonight, little girls, I make your
very favorite! My Chicken Helene!

GIRLS

Fabulous! Thank you, Helene!

AGGIE

(whispers to Madeline)
I said an extra secret prayer we'd
get Chicken Helene tonight.

INT. THE GIRL'S BATHROOM - NIGHT

PAN ACROSS a row of tiny feet on the cold tile floor to...

Madeline's TINIEST FEET standing perched on a WOODEN STEP.

WIDEN to reveal the girls, all in their pajamas, line up at twelve sinks, brushing their teeth and washing their faces. Miss Clavel steps in, clapping her hands quickly together.

MISS CLAVEL

Vite! Vite! Bedtime is now!

As the girls scatter like cockroaches, Miss Clavel notices Madeline exiting last, moving with uncharacteristic slowness as she tucks her little wooden step under her sink.

(CONTINUED)

CONTINUED:

MISS CLAVEL
Are you alright, Madeline?

MADELINE
I don't know... I feel strange...

MISS CLAVEL
Well, you'll go to bed, get a good night's sleep, and everything will be right in the morning.

MADELINE
I got this feeling like the whole world's about to change... Like something's gonna explode... You ever feel that way, Miss Clavel?

Miss Clavel smiles warmly, shuffling the little girl off.

MISS CLAVEL
Madeline, Madeline, oh, where do you get your ideas?

MADELINE
I suppose I just think of them.

INT. THE DORM ROOM - NIGHT

Light SHINES in from the hall on twelve little girls tucked neatly in their beds. As Miss Clavel walks down the aisle...

MISS CLAVEL
Good night, little girls. Thank the Lord you are well. Now all go to sleep.

GIRLS
Good night, Miss Clavel.

The door is shut. The room is bathed in moonlight. SILENCE.

INT. THE FOYER - NIGHT

Miss Clavel comes downstairs, crossing to her room. Helene calls out from the kitchen sink, finishing with the dishes.

HELENE
Bon nuit, Miss Clavel.

MISS CLAVEL
(exhausted)
Sweet dreams, Helene. Merci.

INT. MISS CLAVEL'S BEDROOM - NIGHT

Miss Clavel finishes praying at her bedside in her nightgown. Then, very meticulously, she fluffs her pillows, neatly folds back her covers, climbs into bed, releases the day's tension with a gentle sigh, and turns OUT HER LIGHT.

INT. THE DORM ROOM - NIGHT

CAMERA DRIFTS OVER the sleeping girls, all tucked in there beds, dreaming their dreams in various languages. But from one of the beds comes a horrible, persistent MOANING...

Suddenly, Aggie's eyes pop open, awoken by the sound. She glances at the bed next to her, flushing with concern.

AGGIE

Are you alright, Madeline?

Madeline lays in her bed, clutching her stomach in pain.

MADELINE

Owww... I feel like there's all these crocodiles in my tummy...
Ow! Maybe it's something I ate...

AGGIE

But we all ate the same thing!

SERENA

We always eat the same thing!

Madeline YELPS in even greater pain. Mimi bolts up in bed.

MIMI

Shush! You'll wake Miss Clavel!

LOLO

Yeah! You'll wake Miss Clavel!

BEATRICE

What if she has food poisoning?!

CHANTAL

What if we've all been poisoned!

WHISPERS fill the room, the SQUEAKING of bedsprings. CAMERA PANS DOWN to the floor, then THROUGH THE WOODEN FLOORBOARDS.

INT. MISS CLAVEL'S ROOM - DIRECTLY BELOW THEM - CONTINUOUS

CEILING PANELS CREAK. LOOSE SAWDUST SPRINKLES DOWN on...

MISS CLAVEL, stirring her half-awake. Through a sleepy haze, she gazes up at the rattling ceiling, then suddenly BOLTS UP IN BED, switching on her bed LIGHT, tossing back her covers.

MISS CLAVEL

Something is not right.

INT. THE FOYER - NIGHT

Miss Clavel charges up the STAIRWELL, pitched with concern.

INT. THE HALLWAY - NIGHT

Miss Clavel races toward the dormer, beckoned by the swelling of LITTLE GIRLS' VOICES within. She throws the door open, nearly tearing the wood from the hinges, to DISCOVER...

INT. THE DORM ROOM - NIGHT

Eleven little girls SWARM at Madeline's bed. Madeline groans in pain, clutching her abdomen. Miss Clavel parts the girls.

AGGIE

Madeline's on fire, Miss Clavel!

SERENA

There's crocodiles inside her!

Miss Clavel presses her hand to Madeline's sweaty forehead.

MADELINE

(valiantly fighting pain)
I'll be okay, just a tummy ache,
maybe if, if I just took a bromo
seltzer or something -- ARGH!

Suddenly, Madeline's SEIZED BY AN EVEN GREATER SPASM. The OTHER GIRLS SHRIEK! Miss Clavel, flushed with concern, whips around to HELENE, who's just stepping into the door frame.

MISS CLAVEL

TELEPHONEZ L'HOPITAL!

EXT. PLACE DE LA CONCORDE - NIGHT

A whirring AMBULANCE races through frame, left to right.

EXT. HOTEL DES INVALIDES - NIGHT

The AMBULANCE zooms past the Invalides Palace, right to left.

EXT. PRIME MINISTER'S RESIDENCE - NIGHT

GENDARMES react as the AMBULANCE speeds past, left to right.

EXT. OLD HOUSE IN PARIS ALL COVERED IN VINES - NIGHT

The AMBULANCE SCREECHES into frame, halting in front of the house. PARAMEDICS jump out, removing a stretcher from the back. Helene stands ushering them through the open porte.

INT. THE FOYER - NIGHT

Paramedics carry Madeline on the stretcher down the stairs. The girls are sandwiching the stretcher trying to "help out", moving down the steps with a CACOPHONY of hysterical concern.

GIRLS

Is she gonna be okay? Can we come
with her, Miss Clavel? Can we?

Madeline moans in pain. Miss Clavel is holding her hand.

MADELINE

My hat! Oh no! Can't go to the
hospital without my hat!

GIRLS

Her hat, Miss Clavel! Her hat!

MISS CLAVEL

Okay girls! Find Madeline's hat!

Suddenly, all the other girls BOLT RIGHT BACK UP THE STEPS --

INT. THE DORM ROOM - NIGHT

ELEVEN GIRLS in pajamas charge into the room on a mission. Over each bed hangs a HAT HOOK, but MADELINE'S HOOK IS EMPTY.

AGGIE

Remember girls! Think like a hat!

They BREAK UP, furiously combing the room. Looking under every bed. In every closet. Beneath every pillow.

CHANTAL

We'll never find it!

Aggie glances in the DARK CREVASSE behind the hallway door.

AGGIE

There she is!

Aggie waves the HAT and en masse, all eleven girls BOLT OUT.

BEATRICE

Lemme take it! I'm fastest!

AGGIE

No! But I found it!

INT. FOYER - NIGHT

All the girls scurry down the steps, Aggie gripping the hat.

EXT. OLD HOUSE IN PARIS ALL COVERED IN VINES - NIGHT

Paramedics are loading Madeline's stretcher in the ambulance.
Helene watches as Miss Clavel climbs inside behind Madeline.

MISS CLAVEL
(whispers to Helene)
They think it's her appendix --

HELENE
Her appendix! Catastrophe! Go!

GIRLS
Attends! Wait! We're coming!

As the girls scurry out, the ambulance starts rolling.

HELENE
Quickly, girls! They're leaving!

Miss Clavel holds up her hands and Aggie TOSSES THE HAT like a frisbee. Miss Clavel catches it in her hands, just as the ambulance pulls away. As a paramedic closes the doors...

MISS CLAVEL
Now back to bed, my girls! Go on!
And pay good attention to Helene!
All will be well with Madeline!

Off the little girls waving as the ambulance WHIRS away...

INT. AMBULANCE - MOVING THROUGH THE STREETS - NIGHT

Madeline bravely fights the pain, holding Miss Clavel's hand.

MADELINE
Ow, it hurts, it hurts --

MISS CLAVEL
I know. We're on our way, little one. In no time at all, you will be safely at the hospital and --

PARAMEDIC
(calling to the driver)
Faster! Faster!

MADELINE
Make it stop please Miss Clavel --
Make it stop hurting so much --

MISS CLAVEL
Soon all will be well, Madeline.

Still Miss Clavel takes the precaution of CROSSING HERSELF.

MADELINE
(swallowing hard)
Are we going to need His help?!

EXT. PARIS HOSPITAL - EMERGENCY ROOM - NIGHT

Madeline's gurney BURSTS through the door with Miss Clavel RUNNING beside it, still CLASPING the little girl's hand.

MISS CLAVEL
They're going to put you to sleep
and you won't even feel a thing --

MADELINE
I, I think I'm a little scared --

MISS CLAVEL
Well. You just repeat to yourself
over and over: I can do anything,
I can do anything --

MADELINE
-- I can do anything. I can do --

A DOCTOR steps up, moving with them, examining Madeline --

DOCTOR
Only patients from here, Madame.

The gurney is pushed away, FORCING THEIR HANDS TO SEPARATE --

MADELINE
I can do -- HEY! WHAT'S GOING ON!
I NEED HER WITH ME! I NEED HER!

Miss Clavel remains there, watching Madeline DISAPPEAR behind swinging doors. An ADMITTING NURSE ushers Miss Clavel away.

NURSE
You will need to fill out these
forms, ma'am. Are you her mother?

Miss Clavel pats her head, realizing she's without her habit.

MISS CLAVEL
No, no, no, I'm her teacher.

NURSE
And where are her parents?

Miss Clavel looks back towards the operating room hallway.

MISS CLAVEL
(softly)
Madeline is a special case. She's
a ward of the church. Her parents
died, when she was only a baby.

INT. OPERATING ROOM - NIGHT

We are looking up into a BRIGHT WHITE LIGHT. DOCTORS and NURSES lean in frame, preparing, apparently saying something, but all we hear is this tiny INNER VOICE whispering softly:

(CONTINUED)

CONTINUED:

MADELINE (V.O.)
...I can do anything... I can do
anything... I can do anything...
I can do anything...

As the GAS MASK comes into frame, her little voice grows
farther and farther away. The WHITE LIGHT DISSOLVES TO...

PERFORATED WHITE HOSPITAL CEILING PANELS

The thousands of TINY DOTS seem to have a life all their own.
The dots ANIMATE into a constantly shifting sea of different
patterns and images... A SAILBOAT SAILING ALONG THE OCEAN...
Then a FASHION MODEL IN FANCY COUTURE WITH A GIANT SUN HAT...

CLOSE ON - MADELINE'S EYES, LOOKING A LITTLE CONFUSED

Staring up at the shifting dots in the ceiling, blinking...

NOW THERE'S A BUNNY RABBIT HOPPING AROUND THE CEILING

The rabbit scratches behind its ears, staring straight down.

INT. HOSPITAL ROOM - CONTINUOUS

Madeline PEELS her eyes away from the ceiling, sitting up.

She glances around, groggily realizing she's in a hospital
room. Outside, birds are CHIRPING, cars are HONKING.

Little Madeline sits in her hospital bed, painfully alone.

Somewhere in the distance, CHURCH BELLS CLANG...

EXT. PARIS HOSPITAL - DAY

ELEVEN LITTLE GIRLS in two straight lines, each holding a
YELLOW TULIP, file down the sidewalk, stepping in through the
hospital's revolving door, two by two. Bringing up the rear,
Miss Clavel steps into the door with little Aggie.

INT. HOSPITAL HALLWAY - DAY

Miss Clavel gathers the girls in front of Madeline's door.

MISS CLAVEL
(in hushed tones)
Now remember girls, Madeline has
had a traumatic experience. She
might still be quite tired. She's
been alone in the hospital. We
must be very gentle with her.

She leads them around the corner and into...

INT. MADELINE'S HOSPITAL ROOM - CONTINUOUS

Madeline SITS HAPPILY up in bed, the picture of health.

MADELINE

Bonjour, my friends! Welcome!

The girls can't believe their eyes. The room's full of TOYS.

MADELINE

Isn't it incredible! They've got
a room down the hall filled with
toys! And a library of books!

CAMERA PANS THE FACES OF THE LITTLE GIRLS, mumbling...

MIMI

...the size of this room...

LOLO

...room all to herself...

CHANTAL

...that's such a lovely dollhouse.

MADELINE

We can play with anything we want!

TIME CUT TO:

INT. HOSPITAL ROOM - LATER

Mimi and Lolo are having a conversation using LITTLE DOLLS.

MIMI

(voicing her doll)

"Have you seen Christian Dior's
newest line of clothing yet?"

LOLO

(voicing her doll)

"Oh, yes. And I thought it was
lovely."

(pause)

"Um, didn't I?"

MIMI

(voicing her doll)

"Oh, yes. Quite lovely."

Two GIRLS jump on the bed as Beatrice cranks up and down.

BEATRICE

Lookit! Her bed goes up and down!
Who else wants a ride?

Madeline sits in the chair, talking with four of her friends.

(CONTINUED)

CONTINUED:

CHANTAL

Tell me everything. Was it just
the most horrible, scary, wretched
experience in your entire life?

MADELINE

I slept right through it!

AGGIE

The truth, Madeline... Isn't the
food here supposed to be awful?

MADELINE

(sighs)
If I never see anymore ice cream.

AGGIE

Ice cream?

MADELINE

They serve it three times a day.

Aggie BLINKS. Miss Clavel rises clapping her hands.

MISS CLAVEL

Come, come girls, visiting hours
are over. Madeline will return to
us soon. We must let her rest.

MADELINE

(jumping on her bed)
But wait! I haven't showed you
the best part! It's incredible!
(revealing her tummy)
Just lookit what they gave me in
exchange for my appendix!

The girls all ease forward, looking at Madeline...

MIMI

A scar? Who would want a scar?

LOLO

Yeah! Who would want a scar?

REVEAL the other nine girls are "ooing and ahing"...

MADELINE

Seventeen stitches!

GIRLS

It's fabulous! What a scar!

MISS CLAVEL

(shuffling them out)
She'll still have the scar when
she returns to us in a few days.
C'mon all. Home to supper.

(CONTINUED)

CONTINUED:

As the girls exit, Madeline STANDS ON HER BED, waving...

MADELINE
There's a girl down the hall, her
hand went through a plate window
and she got only nine stitches!

CAMERA LOCKS DOWN.

DISSOLVE TO:

INT. HOSPITAL ROOM - AN HOUR LATER

Madeline sits in her bed, staring out the window.
She sighs deeply. All alone.

INT. THE DINING ROOM - NIGHT

The eleven little girls are solemnly eating their dinners.
No one says a word. Helene and Miss Clavel eye each other.

EXT. OLD HOUSE IN PARIS ALL COVERED IN VINES - NIGHT

As the MOON rises over our house, we HEAR FAINT CRYING.

INT. MISS CLAVEL'S ROOM - NIGHT

Miss Clavel wakes from her sleep, turning on her light.

MISS CLAVEL
Something is not right.

INT. THE FOYER - NIGHT

Miss Clavel charges up the STAIRWELL, pitched with concern.

INT. THE HALLWAY - NIGHT

Miss Clavel races in the direction of the LITTLE GIRLS CRIES.

INT. THE DORM ROOM - NIGHT

All the little girls sit up in bed, BAWLING THEIR EYES OUT.

MISS CLAVEL
(bursts in)
My girls, what is the matter?

The girls glance at one another, trying to STIFLE THEMSELVES.
But it's no use, collectively they spiral into one giant CRY.

(CONTINUED)

CONTINUED:

GIRLS

We want, we, we, we, we...

MISS CLAVEL

What? You want what?

GIRLS

WE WANT OUR APPENDIX OUT TOO!!!

Miss Clavel smiles at the Heavens eyeing her little charges, as the CRYING OF THE GIRLS CARRIES OUT THROUGH THE WINDOWS.

EXT. ROOFTOP OF PARIS - NIGHT

Their CRYING VOICES echo over the chimneys and pitched roofs.

EXT. BANKS OF THE SEINE - NIGHT

The pack of dog plays along the river. Our overgrown BRIARD pricks up her ears at the sound of the CRYING VOICES. She too begins BAYING at the FULL MOON in the dark Paris sky...

INT. MADELINE'S HOSPITAL ROOM - NIGHT

Madeline sits alone in her bed, hearing the HOWLING SHEEP DOG off somewhere in the distance. A FEMALE DOCTOR steps in, and begins flipping through Madeline's chart.

MADELINE

Ahem. Excuse me. Who are you?

DOCTOR

I'm Doctor Gilbert. I'm here at night.

The DOCTOR uses a stethoscope to listen to Madeline's heart.

MADELINE

But I thought doctors were men.

DOCTOR

(laughs)

This is the fifties, Madeline. Doctors can be anyone and anyone can be doctors. Deep breath now.

MADELINE

(inhaling deeply)

Hey, maybe I'll be a doctor...

The doctor smiles, eyes a little UNIFORM and HAT on a hook.

DOCTOR

Do... you go to La Petite Lycee?

(CONTINUED)

CONTINUED:

MADELINE
I'm in my second year. Does it
say it on my chart down there?

DOCTOR
Actually, I wore that same uniform
once upon a time.

MADELINE
You went there?

DOCTOR
(leans down, whispering)
Can I tell you a secret? On the
baseboard of the dormer, I carved
my name: Marie Gilbert. You go
check and see if it's still there.

MADELINE
(nods, whispering)
...Marie Gilbert... gotcha...

The doctor crosses to the foot of the bed to mark the chart.

DOCTOR
Well, good luck to you, Madeline.

MADELINE
Good luck to you, Doctor Gilbert.

INT. MADELINE'S HOSPITAL ROOM - (LATER THAT) NIGHT

A loud noise WAKES MADELINE FROM HER SLEEP. She sits up in
her hospital bed, glancing out in the corridor to see...

NURSES AND DOCTORS
Emergency Blue! Vite! Room 42!

...frantic NURSES AND DOCTORS are running past her door.

Madeline climbs out of bed, puts on her slippers and FOLLOWS.

INT. HOSPITAL HALLWAY - NIGHT

Madeline shuffles swiftly in the direction of the "action"...

Coming around a corner, Madeline suddenly discovers...

The EMERGENCY CREW is disappearing way down at the other end
of a mile long corridor. Madeline sighs, too far away...

As she begins her way back, she glances in a doorway, sees
someone she instantly recognizes, then instinctively DUCKS
behind a giant CART OF BED PANS. Slowly, Madeline peers out.

(CONTINUED)

CONTINUED:

MADELINE
(whispers)
...Lord Cucuface...

LORD COVINGTON sits beside a hospital bed, stoically reading from the Book of Common Prayers under a night lamp. In the bed, a woman in her mid-50's lays, half-asleep. This is the LADY COVINGTON. As Lord Covington keeps reading softly, his wife gently lifts her frail hand to his as if to thank him.

Madeline stares at them from her hidden perch in the doorway.

Suddenly, Lord Covington's head jerks in Madeline's direction as if he had eyes in the back of his head. He RISES to her.

LORD COVINGTON
(severely)
This is not a place for children.

Madeline gulps frozen, forcing out frightened little words.

MADELINE
...so sorry, sir, I, I was just...

But Lord Covington, without saying a word, looms towards her. Slowly but firmly, HE SHUTS THE DOOR, CLOSING MADELINE OUT.

The door fills the frame. Then over DARKNESS, we hear...

MISS CLAVEL (V.O.)
So very much has changed since you
were last home, Madeline...

INT. HOSPITAL CORRIDOR - MORNING

Miss Clavel pushes Madeline in a wheelchair, taking her home.

MADELINE
Really Miss Clavel, how much can
change? I was just here ten days.
(waving to nurses)
Au revoir, mes amis! Je t'aime!

NURSES
Au revoir, Madeline! Je t'aime!

MISS CLAVEL
You remember in just six days, God
created the whole entire world.

A NURSE crosses into a room, carrying fresh linen. Suddenly, Madeline grabs the wheels of her chair, STARING INTO...

MADELINE
Hold up a second here.

MADELINE'S POV - INT. HOSPITAL ROOM - CONTINUOUS

Sun shines in the window. The NURSE is making the empty bed.

MADELINE

But this is Lady Covington's room.

(confused)

I, I, I think Lady Covington got better and went home, Miss Clavel.

Miss Clavel kneels down to Madeline's eye level.

MISS CLAVEL

No, Madeline... Lady Covington passed on to a higher place...

MADELINE

But I saw her... He was reading by her bedside...

Slowly, the sad realization dawns in Madeline's little eyes.

MISS CLAVEL

She was very sick, Madeline. It happened about a week ago. And we shall miss her very, very much.

MADELINE

Yes, ma'am. We will miss her.

EXT. PARIS HOSPITAL - MORNING

Miss Clavel wheels Madeline out to HELENE waiting by her Deux Cheveaux at the curb. A NURSE shouts from the fourth floor.

NURSE

Madeline! Madeline! Your hat!

Madeline sees her waving her YELLOW BOATER from the window.

MADELINE

My hat!

MISS CLAVEL

Oh, that hat of yours, Madeline...

(calling up, arms out)

Thank you so much, toss it please!

The NURSE tosses the hat out the window....

Miss Clavel crosses to catch it but...

A GUST OF WIND clenches the hat in its grip and...

THE HAT SAILS THROUGH THE AIR, gently tumbling right into...

THE OPEN DOOR OF HELENE'S DEUX CHEVEAUX. Helene laughs...

(CONTINUED)

CONTINUED:

HELENE

Zat hat is always one step behind
you or one step ahead, eh, Miss
Madeline?

MADELINE

(kissing her cheek)

I missed you terribly, Helene. No
one cooks as good as you. No one.

Helene smiles, giving Madeline a hand out of the wheelchair
and into the messy back seat. Miss Clavel climbs in front.

INT. DEUX CHEVEAUX - ZOOMING THROUGH THE STREETS OF PARIS

Helene DRIVES LIKE A BAT OUT OF HELL. Zipping. Zigging.
Zagging. Jerking. Miss Clavel is holding on for dear life.

In the back seat, Madeline jostles back and forth with all
the FRUITS, VEGETABLES AND CRATES OF LIVE CHICKENS. She's
having the time of her life.

MADELINE

Faster, Helene! Bravo! Faster!

EXT. BOULEVARD ST. GERMAIN - CONTINUOUS

Helene's DEUX CHEVEAUX WHIPS right out into traffic, SKIDDING
to a halt, wedging neatly into traffic, its ENGINE PURRING.

INT. DEUX CHEVEAUX - CONTINUOUS

Helene smiles at Madeline in the REARVIEW MIRROR.

HELENE

Everyzing iz alright, Madeline?

MADELINE

Everything is terrific, Helene.

Madeline turns her head to MEET EYES WITH ONE OF THE CHICKENS
IN THE CRATES. The chicken SQUAWKS. Madeline smiles at it.

MADELINE

Bonjour.

(calling up front)

What're these here? You've gotten
us pet chickens?

MISS CLAVEL

(laughs)

You know there are no pets allows.

HELENE

Zose aren't the chickens for pets,
zose are the chickens for eating.

(CONTINUED)

CONTINUED:

MADELINE
...the... chickens for... eating?

Slowly, Madeline turns, GAZING INTO THE CHICKEN'S EYES. The chicken looks at her. HEAR Helene's jovial laughter...

HELENE (O.C.)
Oh, you love zee Chicken Helene,
Madeline. All zee girls love it.
Zit's my most, most popular dish.

HOLD on Madeline, wrestling with the smallest half-apologetic smile, then awkwardly averting the chicken's innocent gaze.

EXT. OLD HOUSE IN PARIS ALL COVERED IN VINES - DAY

The DEUX CHEVEAUX screeches to a stop at the curb.

Miss Clavel steps out, lifting up her seat for Madeline...

MADELINE
(smiles, gazing up)
Hello house... I never missed any
place so much in my whole life...

When another WIND SUDDENLY TAKES HER HAT from her head and...

CAMERA FOLLOWS THE HAT tumbling gently along the sidewalk...

CRUNCH! THE HAT IS CRUSHED UNDER THE FRONT TIRE OF A VESPA MOTORBIKE!

REVEAL atop the purring vespa sits PEPITO, a 10-year old boy. He's got movie star good looks and the spirit of a devil.

MADELINE
What's that?

MISS CLAVEL
We have a new Spanish Ambassador
moving into the Embassy next door.

WIDEN TO INCLUDE a parade of MOVING MEN, carrying furniture and valuables into the EMBASSY next door. Madeline blinks.

MADELINE
The Spanish Ambassador's a midget?

MISS CLAVEL
This is the son of the Spanish
Ambassador. Pepito, this is our
Madeline. Madeline, Pepito.

MADELINE
Hello.

(CONTINUED)

CONTINUED:

PEPITO
(grunts)
Hola.

Pepito tosses the greeting like Brando from "The Wild Bunch."
Then from within the embassy, we HEAR PEPITO'S MOTHER CALL.

MRS AMBASSADOR
Pepito! No leaving the courtyard
without an escort! Come now!

Pepito sighs, turning his bike around, letting its BACK TIRE
RUN OVER MADELINE'S HAT too. He returns inside the embassy.

Miss Clavel shakes her head, picking up the hat, dusting it.

MISS CLAVEL
He's just daunted by the prospects
of having to make new friends. I
am sure there is a very gallant
young gentleman in there.

Madeline puts her beaten-up boater back atop her noggin.

MADELINE
I don't know, Miss Clavel... That
boy seems like a "Bad Hat" to me.

MISS CLAVEL
Madeline, don't judge so quickly.

MADELINE
(shrugs, following her in)
I'm sorry, but I understood him
quickly. It happened that way.

EXT. SPANISH EMBASSY - COURTYARD - LATE DAY

FROM A HIGH ANGLE, WE SEE Pepito riding his NOISY RATTLING
VESPA in endless circles, tearing up the Embassy lawn.

EXT. PRIME MINISTER'S RESIDENCE - CONTINUOUS

The GENDARMES turn, reacting to the horrible RATTLING NOISE.

EXT. THE ROOFTOPS OF PARIS - CONTINUOUS

The dreadful RATTLING NOISE echoes across the shingled roofs.

EXT. BANKS OF THE SEINE - CONTINUOUS

The BRIARD covers her ears, offended by the ENDLESS RATTLE.

INT. THE DORM ROOM - CONTINUOUS

The GIRLS gaze down from their window into the yard of the Spanish Embassy. They can't take their eyes off Pepito.

MIMI

It's so lovely having a young man
in the neighborhood. And with his
family in the Foreign Service.

LOLO

(nodding agreement)

He rides wonderfully, doesn't he?

SERENA

What kind of ten year old drives?

CHANTAL

Oh I hope he doesn't hurt himself.

MADELINE

The boy's not even allowed to
drive his stupid vespa outside the
courtyard. How hurt could he get?

EXT. SPANISH EMBASSY - COURTYARD - CONTINUOUS

Doing doughnuts in the lawn, Pepito glances over his shoulder nonchalantly and ACCIDENTALLY SKIDS HIS VESPA INTO THE WALL. Pepito jumps off, his pride more injured than his body.

INT. THE DORM ROOM - CONTINUOUS

The girls duck quickly back from the window, GIGGLING.

CHANTAL

I heard his parents are afraid he
might be kidnapped or something.

BEATRICE

How intriguing!

MIMI

I think he looks like Tony Curtis.

LOLO

I was just thinking that too!

MADELINE

I'm telling you, that Pepito is a
Bad Hat. There's something about
him that just says big trouble.

MIMI

Yes, well, I think he's dreamy.

LOLO

Perfectly dreamy.

Madeline sighs.

INT. THE DINING ROOM - NIGHT

Helene BURSTS IN from the kitchen balancing DINNER PLATES.

HELENE

Voila! My famous Chicken Helene!

GIRLS

Yea! Our favorite Chicken Helene!

Helene sets HEAPING PLATES before each of the little girls.

AGGIE

Mmmm, smells delicious, Helene.

As Madeline STARES at her plate, a TEAR rolls down her cheek.

MADELINE

Oh, dear, I... I can't eat it...

MISS CLAVEL

Madeline? What can't you eat?

MADELINE

The chicken. I'm sorry, Helene.

HELENE

But you love zee Chicken Helene.

MADELINE

I, I think I, I'm a vegetarian.

A collective GASP from the girls. All eyes go to Madeline.

MIMI

Since you went to the hospital?!
You decided you're a vegetarian?!

MADELINE

Actually since this afternoon. I
drove with this chicken today. I
looked her in the eyes. She, she
could've been my friend. Now I
can't eat any more living things,
no more chicken, no more beef --

Lolo looks up across the table.

LOLO

What about fish?

MADELINE

Um. Fish is okay.

Lolo sets pushes her little plate forward too.

LOLO

I'm with Madeline.

MIMI

You're what?!

(CONTINUED)

CONTINUED:

LOLO

I'm sorry, Mimi. But what she said makes very real sense to me. Vegetenarianism is something I've been thinking of for a long time. Even the fish part.

MIMI

But what about the famous Duck at La Tour D'Argent?!

Lolo is at one of life's crossroads here. She looks at Mimi.

LOLO

I'm sorry. No. I don't think so.

CHANTAL

(pushing her plate)
Hey, yeah, I'm with Madeline too.

SERENA

(pushing her plate too)
I'm also a vegetable, um, arian.

Even Aggie, with great reluctance, slides her plate away.

AGGIE

...adieu, my Chicken Helene.

Helene throws up her dish towel, crossing into the kitchen.

MIMI

Well, I didn't drive with any chicken this afternoon! I adore Chicken Helene and I also have manners enough not to refuse what is put in front of me!

Mimi sticks her fork into her chicken, beginning to cut it.

Madeline starts making a CLUCKING SOUND. Mimi looks up. Now other girls are CLUCKING too. Mimi puts her fork down...

MISS CLAVEL

Now, now, girls... We must allow everyone her own opinion! Girls!

BUT THE ROOM IS A CHORUS OF CHICKEN SQUAWKING when --

The dining room DARKENS making all everyone suddenly HUSH --

Madeline looks up to see in the doorway, the SILHOUETTE of --

LORD COVINGTON looming, blocking out the light of the foyer.

LORD COVINGTON

What the devil is going on here?

Utter silence. Miss Clavel rises, politely taking charge.

(CONTINUED)

CONTINUED:

MISS CLAVEL
Just dinner conversation, m'Lord.

He glares around the room. The girls sit frozen. Finally...

LORD COVINGTON
Miss Clavel. I would like a word.

Miss Clavel NODS deferentially, following him from the room.
The girls trade frightened glances, then erupt into WHISPERS.

GIRLS
What's Lord Cucuface doing here?
He never comes in the evenings.
The man gives me such nightmares.

Suddenly, Helene BURSTS IN carrying a massive SALAD BOWL.

HELENE
...z'okay, you want vegetables,
Helene makes her internationally
renowned Salade Helene for you.

Helene dishes out her famous salad. The GIRLS' VOICES SWELL
with gratitude. But MADELINE'S EARS are focused elsewhere...

MADELINE
Shhh... Hush, hush...

The girls quiet, STRAINING to hear the VOICES DOWN THE HALL.

HELENE
Eavesdropping is very rude, girls.
(then, cupping her ear)
What do you think zay are saying?

Madeline tip-toes towards the doorway. Serena following...

LORD COVINGTON (O.C.)
...there will be a new order here
now that I have been bequeathed
responsibility for this school.

INT. THE SALON - CONTINUOUS

Lord Covington paces. Miss Clavel is sitting respectfully.

MISS CLAVEL
Changes, M'Lord? But everything
... ran so smoothly here when Lady
Covington was...

LORD COVINGTON
I am not her, Miss Clavel! Am I?

MISS CLAVEL
Of course not, sir, but...

(CONTINUED)

CONTINUED:

LORD COVINGTON

I will handle it as I handle all my affairs. With a prudent and commercial eye. You handle the concerns of your unruly charges. The disposal of this institution will be my business.

INT. THE DINING ROOM - CONTINUOUS

As Madeline, Serena and Helene listen with pricked up ears.

SERENA

(gulps nervously)
Did he say "disposal"?

MADELINE

It's a figure of speech, Serena. He means "the way this place runs" is his business.

BEATRICE

(sags at the table)
...I miss Lady Covington...

Suddenly, Helene shuffles the girls back to the table.

HELENE

Get back. Back. Back.

Whereupon, Miss Clavel COMES BACK INTO THE ROOM, taking her seat, her head bowed low. All the girls eye her. Silence. Finally, Miss Clavel brings her chin up, with a tight smile.

MISS CLAVEL

Come now. Eat up, eat up. Since you have refused your chicken, we are going to bed early tonight. Actions do have consequences.

Everyone digs into their salad. Madeline eyes Miss Clavel.

INT. THE DORM ROOM - (THAT) NIGHT

CAMERA PANS over the beds of the girls, awake whispering...

LOLO

Oh... My belly keeps grumbling.

MIMI

It's all Madeline's fault. It's because we only ate that salad.

BEATRICE

I'm fainting from hunger!

(CONTINUED)

CONTINUED:

SERENA

Hey... I was wondering what that feeling was... I'm hungry too.

CHANTAL

We're all gonna die of starvation!

AGGIE

Hey, Madeline, are you hungry?

Finally, CAMERA ARRIVES at Madeline, throwing off her covers.

MADELINE

I'm famished.

INT. THE FOYER - NIGHT

The upstairs door CREAKS open and Madeline waves her friends out, stealthily moving along the wall through the shadows.

INT. THE DINING ROOM - NIGHT

Miss Clavel and Helene sits at the corner of the table, playing cards together, betting with little matchsticks.

HELENE

Zee... three of diamonds?

MISS CLAVEL

Go fish.

Neither woman notices the row of twelve little girls moving silently through the foyer behind them, into the kitchen.

MISS CLAVEL

Jack of hearts?

INT. THE KITCHEN - NIGHT

The lights are already on as the girls slip inside, following Madeline's lead. None of the lines in this scene are AUDIBLY SPOKEN. Words are conveyed ONLY BY EXAGGERATED LIP MOVEMENT.

MADELINE

(mouths)

Don't make a sound. They'll never know we were even here...

SERENA

(mouths)

What?

MADELINE

(mouths)

We'll just clean up everything...

(CONTINUED)

CONTINUED:

SERENA
(shrugs, mouthing)
I'm not a good lip reader.

Madeline sighs, easing open the refridgerator. She points Beatrice and Chantal in the direction of the BAGUETTES.

EXT. OUT THE KITCHEN WINDOW - MYSTERIOUS POV - WATCHING THEM
HANDHELD CAMERA is perched ominously in a tree, staring down into the kitchen window at the girls tiptoeing secretively.

INT. THE DINING ROOM - NIGHT

Miss Clavel and Helene are still playing cards, obliviously.

MISS CLAVEL
Sorry, Helene. Go Fish.

INT. THE KITCHEN - NIGHT

Aggie steps from the fridge with leftovers in wax paper.

AGGIE
(whispers)
I could only find turkey.

Girls are spreading mustard on bread at the butcher's block. Everyone looks at Madeline.

MADELINE
(whispers)
Okay. But we must to go back to being vegetarians tomorrow, agree?

GIRLS
(whispers)
Oh yes. Agree. Definitely. Shh.

EXT. THE KITCHEN WINDOW - MYSTERIOUS POV - WATCHING THEM
CAMERA creeps closer through the bushes...

INT. THE KITCHEN - CONTINUOUS

The girls are returning their condiments to the refrigerator.

MADELINE
(mouthing a whisper)
Where does Helene keep cookies?

Serena steps forward holding a giant bag of BAKING FLOUR.

SERENA
(whispers, smiling)
Hey, should we just bake some?

EXT. WINDOW - CONTINUOUS

CAMERA SUDDENLY SWOOPS right up to the window and -- WHAP!!!

INT. THE KITCHEN - CONTINUOUS

PEPITO'S FACE IS SPLAYED UP AGAINST THE WINDOW LIKE A BUG!!!

The GIRLS SCREAM!!! Serena terrified TOSSES UP THE FLOUR!
The FLOUR EXPLODES AGAINST THE BUTCHER'S BLOCK!

Little girls scatter in every direction!

Madeline throws the kitchen back door open, SCREAMING OUT.

MADELINE

How dare you ghost us, you little
rodent child! Get back here you!

But Pepito is already CLIMBING THE VINES, scurrying over the
wall and back into the sanctuary of his courtyard.

MADELINE

You scared Serena half to death!
No one ghosts us and lives to tell
about it, Buster!

Suddenly, Madeline feels a COLD HAND on her little shoulder.

Uh-oh.

Madeline turns to find MISS CLAVEL looming over her. Most of
the kitchen and nearly all the girls are covered in a thin
layer of WHITE FLOUR. As a matter of fact, so is Madeline.

MISS CLAVEL

Why are you girls in the kitchen,
Madeline?

MADELINE

You... um... you're probably not
real interested in what that kid
Pepito just did to us, are you?

Miss Clavel solemnly shakes her head. Madeline sighs.

MADELINE

I didn't think so.

INT. THE DORM ROOM - NIGHT

Aggie runs into her bed, the last girl toweling off her hair.

Miss Clavel is sternly crossing the length of the aisle.

MISS CLAVEL

Proper young ladies do not raid
and destroy kitchens in the middle
of the night. Am I understood?

(CONTINUED)

CONTINUED:

GIRLS
(meekly)
Yes, Miss Clavel.

MIMI
But it's Madeline's fault, ma'am.

Beat. Miss Clavel levels her uncompromising gaze on Mimi.

MISS CLAVEL
No one likes a tattletale, Mimi.

Mimi sighs, crossing her little arms. Miss Clavel turns.

MISS CLAVEL
Good night, little girls. Thank
the Lord you are well. Now all
go to sleep.

GIRLS
Good night, Miss Clavel.

The door is shut. And the ROOM FALLS INTO SHADOW. Silence.

MADELINE
(whispers to herself)
...he is such a Bad Hat...

Madeline just stews, when suddenly she remembers something.
Then she crawls out of bed, searching along the BASEBOARD.

AGGIE
(whispers, timidly)
Madeline, now what're you doing?

MADELINE
(whispers)
Shh... I'm keeping a promise...

DISCOVER AMIDST THE MANY CARVINGS IN THE WOOD, are the words:

"MARIE GILBERT '38"

Madeline traces her little finger across the childish scrawl.

MUSIC RISES: MAURICE CHEVALIER singing "Young At Heart"...

INT. KITCHEN - NIGHT

Helene mops up the floor, smoking her cigarette, listening
to her beloved Chevalier on the RADIO...

CHEVALIER
"Fairy tales can come true,
They can happen to you,
When you're young at heart..."

Helene smiles affectionately, turning up the volume as we...

DISSOLVE TO:

CAMERA MOVING THROUGH DARK A TUNNEL, HEADING FOR DAYLIGHT

CHEVALIER'S SONG guides us on up the tunnel steps, revealing we're emerging underneath the towering L'ARC DE TRIOMPHE...

EXT. L'ARC DE TRIOMPHE - (ON A BEAUTIFUL FALL) DAY

The twelve little girls stare up at the amazing monument with giant eyes. Welcome to OUR LOVE SONG TO PARIS IN AUTUMN...

EXT. TUILLERIE GARDENS - DAY

The girls follow Miss Clavel beneath orange burnished leaves.

INT. CHURCH DE SACRE-COEUR - DAY

Miss Clavel leads her little girls each LIGHTING A CANDLE.

MADELINE

(whispering, head bowed)
Lord protect you, Lady Covington.

EXT. RUE DU SEPTEMBRE - DAY

The city sidewalk is TAPED OFF right in front of the EMPTY SHELL OF A BOMBED OUT BUILDING. A GENDARME stands guard.

As the two straight lines of girls move past, Madeline stops to look at the EMPTY LOT. She taps the Gendarme's arm.

MADELINE

Hey! What happened to the great building that used to be here?

The GENDARME looks down on her, blocking out the sun.

GENDARME

The Anarchists blew it up, kid.

MADELINE

Wow! Um... What're Anarchists?

GENDARME

Anarchists are the evil, miserable no-goodniks who want to lead the world only to ruin. They want Anarchy! The end of all order! The breakdown of all rules!

MADELINE

Oh, no. Miss Clavel would never allow that.

MISS CLAVEL

Madeline!

MADELINE

Yikes. Gotta go.

EXT. BOULEVARD ST. GERMAIN - DAY

CHEVALIER leads the girls and Miss Clavel across a crosswalk, forcing a LIMOUSINE TO STOP abruptly on a dime. Through the windshield, way, way in the back seat of the limo...

PEPITO

sits all alone, staring out. He yells up to his CHAUFFEUR.

PEPITO

So what're you stopping for?! How about making 'em dance a little!

REVEAL PEPITO'S TUTOR, a frail old English man, sitting in the seat across from Pepito, rolling his eyes, exasperated.

TUTOR

...control yourself, Pepito. How do your parents survive you?

PEPITO

They travel.

EXT. ST GERMAIN DES PRES - DAY

CHEVALIER'S SONG carries the girls past Cafe Aux Deux Maggot. On the cobblestone sidewalk in front of the cafe, a BARKER wearing a SANDWICH BOARD showing a tightrope walker, shouts.

BARKER

The circus is coming! Le Cirque Nationale de la France! Six month engagement! Come one, come all!

Madeline slows down, separating from her line.

BARKER

See the Idiots Popopov! Comic Acrobats for three generations! See the lady walk the high wire!

MISS CLAVEL

Vite! Vite! Madeline!

Madeline turns, realizes she's alone, then RUNS to catch up.

EXT. RUE BONAPARTE - DAY

Miss Clavel leads her lines of girls down the narrow street.

Madeline balances along a curb, pretending it's a HIGH WIRE.

EXT. SEINE - RIVER BANK - DAY

Our FRENCH BRIARD, perks up upon seeing the LINES OF GIRLS, BARKING happily from the banks as the girls file onto...

EXT. PONT NEUF - DAY

LOUIS, the artist, sits painting a new picture of the Seine.

LOUIS
Bonjour, mes Mademoiselles!

GIRLS
Bonjour, Monsieur Louis!

Louis tips his hat to Miss Clavel, who brings up the rear.

MISS CLAVEL
(suddenly flush)
Madeline! What on this earth!

REVEAL Madeline is WALKING ON THE BANISTER like a tightrope. Miss Clavel races and grabs Madeline's arm, pulling her off.

MADELINE
I, I thought I might be a halfway
decent high wire walker...

Miss Clavel CLAPS her back into line and they continue forth,
as CHEVALIER'S SONG SLOWLY FADES...

EXT. THE BACKYARD OF THE OLD HOUSE IN PARIS - DAY

FROM A HIGH ANGLE, SEE the girls in GYM CLOTHES doing their
Jumping Jacks, with Miss Clavel gamely leading them, her
nun's habit all askew.

MISS CLAVEL
...nine, ten, eleven, twelve...

Slowly, PEPITO RISES UP INTO OUR FRAME, training a SLINGSHOT
down into the yard at the girls. He hoists an acorn into the
SLING, pulling it back. Suddenly, Pepito DROPS DOWN out of
sight again as Helene steps out onto the back porch.

HELENE
(wringing her hands)
Lord Covington has come, ma'am.
With some house painters.

MISS CLAVEL
Please continue counting, girls...

Miss Clavel goes in. The girls all start their whispers.

GIRLS
... What's Lord Cucuface doing here?
That old man gives me the creeps.
He's spending money on painting?

Slowly, PEPITO RISES BACK INTO FRAME AGAIN, training his
SLINGSHOT out his bedroom window, his crosshairs TIGHT ON...

EXT. THE SIDEYARD OF THE OLD HOUSE IN PARIS - CONTINUOUS

...MADELINE, moving stealthily, keeping low along the side of the house. She ducks past a kitchen window, then scrunches under a SALON WINDOW, eavesdropping as best she can on...

MISS CLAVEL (O.C.)
Sir, you're being unfair! At very
least, you must give me warning if
you have plans for this house...

Madline gingerly lifts her head, PEERING in the window pane.

MADELINE'S POV - INT. THE SALON - CONTINUOUS

Miss Clavel follows Lord Covington around the salon, as his
PAINTERS ARE REPAINTING ALL THE MOLDINGS BRIGHT WHITE.

LORD COVINGTON
And what are these silly markings
on the wall here, Miss Clavel?

MISS CLAVEL
Sir, that's where I keep track of
our little girls' heights --

LORD COVINGTON
It shall be painted over. We have
to preserve property value here.

MISS CLAVEL
Lord Covington, no, please --

But a PAINTER SLAPS WHITE PAINT over the little pen markings.

EXT. THE SIDEYARD OF THE OLD HOUSE PARIS - CONTINUOUS

MADELINE gazes through the window, with a sad little face.

Suddenly, Pepito LAUNCHES AN ACORN MISSILE RIGHT INTO --

SHATTER! The window pane that Madeline is gazing through!

Madeline WHIPS to see a WISP OF PEPITO'S SHADOW disappearing
into his window, above her. Madeline turns again to find --

LORD COVINGTON standing, scowling through the broken window.

LORD COVINGTON
You! What're you doing there?!

Madeline swallows.

MADELINE
you're... probably not interested
in what the boy next door had to
do with this. I didn't think so.

INT. THE GIRLS BATHROOM - NIGHT

Madeline is scrubbing the floor with a hard bristled brush.

MADELINE

(murmuring)

...such a Bad Hat. He is such a
Bad Hat. He is such a Bat Hat...

CAMERA PANS off her to reveal...

INT. HALLWAY - CONTINUOUS

All the girls are in line as Miss Clavel sits, using chalk to REMARK EACH OF THE GIRLS HEIGHTS on the inside of a closet door. All the walls around them are bright white.

MISS CLAVEL

Come on, Madeline. Your turn.

Whereupon, Madeline runs in, stretching as tall as she can while Miss Clavel MARKS HER HEIGHT on the door.

MADELINE

I swear that boy's such a Bat Hat,
Miss Clavel. I just swear it.

MISS CLAVEL

Maybe sometimes it takes a Bad
Hat to know a Bad Hat, Madeline.

Miss Clavel smiles, writing "Madeline" beside the thin chalk line, a good two inches below the others. Madeline sighs.

CUT TO:

A PORTRAIT OF NAPOLEON BONAPARTE

In his classic pose, hand inside the breast of his top coat.

MISS CLAVEL

...So slight of height was Emperor
Napoleon that he insisted all
artists paint all doorways in his
portraits twenty-percent smaller
so he should appear taller...

PAN DOWN TO REVEAL WE'RE....

INT. LOUVRE MUSEUM - GRAND GALLERY - (ANOTHER) DAY

Miss Clavel stands before the portrait, lecturing her girls.

MISS CLAVEL

...and it's told, the one artist
who disobeyed this order, Napoleon
chopped off his hands. Well, my
(MORE)

(CONTINUED)

CONTINUED:

MISS CLAVEL (cont'd)
girls, thankfully we now live in a
world in which all artists may
paint all doors in all sizes.
(checks her watch)
For which you have... 23 minutes.

The twelve little girls, sitting in a semicircle, pull out
their DRAWING TABLETS, each beginning their own little pastel
sketches of the famous portrait.

Miss Clavel glances down at Madeline looking for her tablet.

MISS CLAVEL
And where is your drawing pad?

MADELINE
I don't know, I, I musta left it
at the Mona Lisa I think...

MISS CLAVEL
Do you know the way, Madeline?

Beat. Madeline looks up at her teacher, proudly.

MADELINE
Yes. I know the way well.

MISS CLAVEL
Then you may go and retrieve it.

Madeline smiles. Miss Clavel watches as Madeline rises and
heads out bravely on her "solo mission."

MISS CLAVEL
...But no dawdling, Madeline.

MADELINE
No, ma'am. Of course not, ma'am.

INT. LOUVRE - DUTCH MASTERS GALLERY - DAY

Under forty-foot ceilings, little Madeline MARCHES with the
determination of a girl who really knows where she's going.

MADELINE
...left turn at the Rembrandts...

INT. LOUVRE - ITALIAN CLASSICS GALLERY - DAY

Now little Madeline SHUFFLES with the determination of a
girl who thinks she knows where she's going.

MADELINE
...these ones look... familiar...

INT. LOUVRE - GREEK SCULPTURE GALLERY - DAY

Now little Madeline WANDERS with the determination of a girl who isn't actually positive she knows where she's going.

MADELINE
...was it Greek or Egyptian?...

INT. LOUVRE - EGYPTIAN ANTIQUITIES GALLERY - DAY

Now little Madeline is lost. She turns in circles, trying to get her bearings, finally stopping in the vast cold space.

MADELINE
...okay, this ain't it.

A moment of silence, then slowly, she turns to DISCOVER...

BEHIND THE MUMMY CASES, in the eerie gallery...

PEPITO sits on a cold stone bench, making his own sketches. She sees him, but he doesn't see her. His TUTOR sits in the corner, lost in his book. Madeline slowly inches up behind Pepito, easing her tiny eyes over his little shoulder onto...

PEPITO'S DRAWING PAD, where he has skillfully sketched a sick and terrifying portrait of SKELETONS WRESTLING FROM TOMBS.

Madeline CRINGES in horror. Pepito speaks without turning.

PEPITO
Move away, little red cabeza.

MADELINE
I'll stand where I want, Pepito.
This is a public museum.

Pepito slowly turns, squinting up at her, fiendishly.

PEPITO
Where are your little playmates?

MADELINE
(unnerved)
They, they're with Napoleon. I
just came to get my drawing tablet
which I left at the Mona Li...

Pepito drags MADELINE'S DRAWING TABLET out from under his bench with the toe of his shoe. The pad is turned open to MADELINE'S SKETCH OF THE MONA LISA. Madeline GRABS IT!

MADELINE
THAT'S MINE! WHERE'D YOU GET IT?!

PEPITO
(innocently)
Why... Just where you left it...
My new tutor Leopold noticed it as
we strolled the Da Vinci Gallery.

(CONTINUED)

CONTINUED:

Pepito indicates LEOPOLD, his new tutor, a powerfully built man in his thirties, reading a book on a bench in the corner.

MADELINE

What happened to your old tutor?

PEPITO

He decided to retire early.

MADELINE

(clutching her pad)

So what were you planning exactly?
To use my pad for kindling fires?

PEPITO

Please, Madeline, I'm a gentleman,
I was going to bring it home for
you...

MADELINE

Yes, well, that won't be necessary
now, will it, Pepito?

PEPITO

Are you trying to say thank you?

Madeline eyes the pad. Everything seems to be intact.

MADELINE

Not exactly, no.

Whereupon she walks away, moving steadfastly out of the gallery, her drawing tablet under her arm.

PEPITO

Adios, senorita.

Once she turns a corner, it dawns on Madeline that she may want to flip through that sketch pad. She stops, slowly turning page after page of her sweet little sketchings of great paintings, everything seems to be fine, until --

ON THE VERY LAST PAGE -- BESIDE A SKULL AND CROSSBONES -- IN PEPITO'S HORRIBLE DELINQUENT SCRAWL -- ARE THREE WORDS:

"REFUSE ALL INVITATIONS!!!"

FROM CLOSE ON THE PAGE, CAMERA PULLS BACK TO REVEAL WE'RE IN:

INT. THE DORM ROOM - (THAT) NIGHT

WHERE all the girls are huddled upon Madeline's bed, gazing incredulously at her poor defiled little sketch pad.

AGGIE

"Refuse all invitations"?

(CONTINUED)

CONTINUED:

CHANTAL
Refuse what invitations?

LOLO
What does it mean?

MIMI
It means nothing, Lolo! The boy
obviously stole the words off
some fortune cookie somewhere.
'Cause there are no invitations.
There's never been an invitaion.
There'll never be an invitation.

Miss Clavel enters, carrying an ORNATELY ENGRAVED INVITATION.

MISS CLAVEL
Look what's arrived, mes filles!

The GIRLS turn, startled by her entrance, staring at her.

MADELINE
...hold onto your hats, girls...

MISS CLAVEL
(reads aloud, oblivious)
"...twentieth of October... The
Spanish Ambassador and his wife
formally request the presence of
the twelve Young Ladies of La
Petite Lycee for an afternoon tea
celebrating the Tenth Birthday of
the Ambassador's son..." Well,
doesn't that just sound lovely...

AGGIE
(whispers fearfully)
...invited to his birthday tea...

Miss Clavel refolds the invitation neatly into the envelope.

MISS CLAVEL
So how shall we reply, girls?

Miss Clavel eyes them. None of the girls know how to answer.
They all look to Madeline, leaning against her headboard.

MADELINE
Oh. We'll definitely be there.
Off the girls looks, MUSIC RISES AND CARRIES OVER...

INT. THE GIRLS' BATHROOM - DAY

Serena is COMBING OUT AGGIE'S TANGLED CURLS in front of the
long mirror. Aggie howls in pain with each horrible stroke.

At another sink, Lolo tries on different shades of LIPSTICK.
Miss Clavel admonishes her, wiping that lipstick right off.

INT. THE DORM ROOM - DAY

Girls put on their PARTY DRESSES, zippering each other up. Helene is at her ironing table, doing last minute pressing.

INT. PEPITO'S DRESSING ROOM - DAY

A TOREADOR'S OUTFIT hangs on a hook. WE SEE ONLY Pepito's hand, picking up the hanger, disappearing into the bathroom.

INT. MISS CLAVEL'S ROOM - DAY

At her bureau, Miss Clavel ties a bow around a BIRTHDAY GIFT.

INT. THE DORM ROOM - DAY

Madeline stands on her bed, too short for her dress. Helene kneels down, hemming the dress with a MOUTHFUL OF PINS.

INT. PEPITO'S DRESSING ROOM - DAY

WE SEE ONLY PEPITO'S ARM, slipping with great care into the golden gilded sleeve of the TOREADOR JACKET.

INT. THE GIRLS' BATHROOM - DAY

Mimi is styling her hair into a sophisticated FRENCH TWIST, working from a photo clipped from a French fashion magazine.

Aggie's hair is getting REALLY BIG, the more Serena combs it out the bigger it gets. Serena's beginning to get afraid.

INT. THE DORM ROOM - DAY

TINY FEET struggle their way into BLACK PATENT LEATHER SHOES.

INT. PEPITO'S DRESSING ROOM - DAY

A TOREADOR'S HEADDRESS is formally lowered to Pepito's HEAD.

INT. THE GIRLS BATHROOM - DAY

AGGIE'S HAIR is really out of control now. Serena is at her wit's end. Madeline, in her party dress, DUNKS AGGIE'S HEAD IN THE SINK, so they can start over.

CAMERA PANS DOWN TO REVEAL Beatrice and Chantal on the floor, struggling to put Aggie's feet into her socks and shoes.

MONTAGE ENDS WITH THE DOOR CHIME AT THE SPANISH EMBASSY...

INT. MARBLE FOYER - SPANISH EMBASSY - DAY

The beautiful stained glass doors open to REVEAL...

The TWELVE LITTLE GIRLS IN PARTY DRESSES smiling politely.

GIRLS
(perfect unison)
Bonjour, Monsieur and Madame
Ambassador D'Espagne.

The SPANISH AMBASSADOR AND HIS WIFE laugh, applauding gaily.

MRS AMBASSADOR
Muy buena, muy buena! Oh, do come
in, you charming little ladies...

Miss Clavel, carrying the GIFT, ushers her girls inside.

MISS CLAVEL
Thank you so much for having us,
Madame.

The girls' eyes WIDEN, overwhelmed at the EMBASSY'S SPLENDOR.
CAMERA finds AGGIE, an unfortunate fashion casualty, her hair
scrunched into ponytails. Still, she smiles gamely.

MR AMBASSADOR
Ladies, may I present to you, the
reason we opened to you our home,
our birthday boy, our "Pepito",
Senor Jose Marco Franloco Cabron.

The girls turn to see, atop the grand staircase...

SENOR JOSE MARCO FRANLOCO CABRON

stands proudly on the top step in the full regalia of the
SPANISH TOREADOR. He descends the stairs with the charisma
of a Latin movie star and the manner of a perfect gentleman.

The girls watch Pepito skeptically. Especially Madeline.

He stops before his twelve little guests.

PEPITO
Good afternoon. I cannot tell you
how overjoyed I am to share this
day with you. You humble me with
your beauty.

Some of the girls TITTER. Not Madeline. Pepito's mother
beams proudly, whispering to Miss Clavel...

MRS AMBASSADOR
My Pepito has my husband's charms.

Miss Clavel nods, impressed. Madeline eyeballs the kid.

MADELINE
And what're you wearing exactly?

(CONTINUED)

CONTINUED:

MISS CLAVEL
Madeline!

PEPITO
(laughs graciously)
Please forgive her, Mademoiselle.
She is but ignorant to my country.
(to the girls)
This is the costume of the Spanish
Toreador. A great hero in the
colosseums of Madrid.

MADELINE
A bullfighter?

PEPITO
Precisely.

MADELINE
I usually root for the bull.

AGGIE
(smiles proudly)
We're vegetarians.

Mr Spanish Ambassador LAUGHS. Then everyone else joins in.

Mimi, foreshadowing a lifetime destined to be spent chasing
the wrong man, steps up offering Pepito the WRAPPED PRESENT.

MIMI
From votre petites voisines...

MRS AMBASSADOR
"Little neighbors" how charming...

Madeline rolls her eyes. Pepito OPENS the gift, REVEALING...

PEPITO
A tool set! Fabulous! Merci!
Merci! Merci, mes voisines!

GIRLS
You're welcome... Our pleasure...

Madeline just rolls her eyes, heaving a disgusted sigh.

MR AMBASSADOR
Pepito, why don't you take your
young friends to the garden and
show them your menagerie...

PEPITO
Of course, papa. It will be a
great privilege.

Pepito offers an arm to Mimi and an arm to Lolo and escorts
the girls out through the formal dining room and out for the
yard. Madeline follows, her eyes drawn by the opulence...

PEPITO'S PARENTS AND MISS CLAVEL watch them moving off...

INT. SPANISH EMBASSY - HALLWAY - CONTINUOUS

The girls pass by the TUTOR'S LITTLE ROOM off the kitchen, glancing in as they pass by. Madeline brings up the rear, noticing LEOPOLD on his bed reading a book. She blinks!

CLOSE ON THE BOOK COVER: "THE ANARCHIST'S HANDBOOK"

MADELINE
(whispers faintly)
...Anarchists have handbooks?

Madeline gulps, then scurries to catch up with the others...

EXT. SPANISH EMBASSY - GARDEN - DAY

Pepito gracefully leads Mimi, Lolo and the rest of the girls out into the embassy gardens. He indicates his many well-hidden METAL CAGES nestled among the shrubbery.

PEPITO
...I consider myself an amateur zoologist actually... It's just a modest collection now, a half dozen snakes, a rapidly growing population of mice, four spiders, three pigeons who dropped in...

Madeline notices the BIRDS IN A TINY WIRE BOX in a tree.

MADELINE
You keep pigeons in cages?

Before Pepito can reply, lovely Mimi on his arm giggles...

MIMI
Oh, don't listen to her. She's an absolute radical.

PEPITO
Permit me to officially open our Viennese Table.

Pepito gestures to the WORLD'S MOST ELABORATE DESSERT TABLE.

AGGIE
(whispers)
I dunno, Madeline... Maybe you mighta misjudged this kid...

Madeline remains silent, keeping one eye trained dead on...

PEPITO, who's currently stuffing an entire CHANTILLY PASTRY into his mouth, just madly in love with the stuff.

PEPITO
Mmm, is there any better pastry city on this globe than Paris...

Pepito inhales an entire CHOCOLATE ECLAIR in a single bite.

(CONTINUED)

CONTINUED:

LOLO

Oh, Pepito, there's so much, maybe
you shouldn't eat... so quickly...

PEPITO

But I'm mad for chantilly creme,
I'm just, mmm, I just wish I
wasn't so allergic...

Pepito is well into a giant STRAWBERRY NAPOLEON.

MIMI

Allergic? Oh, how horrible...

Suddenly, PEPITO STARTS TO GAG, his cheeks filling up with
chocolate and strawberry creme. He looks like he's gonna...

GIRLS

Pepito! Are you alright?!

PEPITO EXPLODES HIS CHEEKS FULL OF CHANTILLY CREME ALL
OVER THE TWELVE LITTLE GIRLS IN THEIR PARTY DRESSES!!!

The little GIRLS STAND FROZEN, their dresses covered in muck.

Whereupon, Pepito erupts into HYSTERICAL LAUGHTER.

Slowly, the girls REALIZE THE FULL MAGNITUDE of Pepito's sin.
As a unit, they ADVANCE ON HIM with fire in their eyes.

PEPITO

(inching backward)

Well, I see you are not so amused.

(smiles)

Luckily, I was prepared for this.

Whereupon, Pepito reaches above his head and TUGS ON THE END
OF A LONG ROPE slung over a hanging tree branch, pulling --

TRAP DOORS OPEN ON ALL THE MICE CAGES --

SCORES OF LONG-TAILED MICE SCAMPER THROUGH THE GARDEN --

ALL THE GIRLS SCREAM, SCATTERING FROM THE MICE, YELLING --

GIRLS

Eek! Mice! They're on me!

BUT NOT MADELINE. She stands there, eyes locked on Pepito.

MADELINE

(evenly)

I'm not afraid of mice.

Pepito looks at her. It's HIGH NOON at the Spanish Embassy.

MRS SPANISH AMBASSADOR and MISS CLAVEL step out through the
rear doorway, harkened by the screaming little girls.

(CONTINUED)

CONTINUED:

MRS AMBASSADOR

What on earth's going on out here?
Is everything alright, Pepito?

He peels his eyes from Madeline, glancing up to his mother.

PEPITO

It was nothing, Mama. Madeline
just let the mice into the yard.

MISS CLAVEL

Madeline! What's gotten into you!

PEPITO

Oh, please don't scold her, ma'am.
I must assure you it was all most
unintentional.

Miss Clavel attends to her screaming little girls. Through this entire episode, Madeline has never taken her eyes from Pepito. As he passes her, she is watching the devil himself.

INT. THE DORM ROOM - (THAT) NIGHT

HELENE moves down the aisle collecting the soiled little party dresses off the floor and into a rolling hamper...

Miss Clavel sits on Madeline's bedside, saying good night.

MISS CLAVEL

I owe you a big apology, Madeline.

MADELINE

Do you?

MISS CLAVEL

The other girls explained that you
didn't open the mice cages at all.
And the chantilly creme episode...

MADELINE

We got a serious derelict living
next door, Miss Clavel.

MISS CLAVEL

(laughs)

He's only a little boy, Madeline.

(studying her)

Maybe we should say an extra
prayer for him tonight.

MADELINE

(blinks)

Prayer?! But he's such a Bad Hat!

Miss Clavel sighs, leaning down to kiss Madeline's forehead.

MISS CLAVEL

The Bad Hats are the ones who need
our prayers most, Madeline.

EXT. PONT NEUF - (THE NEXT) DAY

The twelve little girls follow Miss Clavel across the bridge.

MIMI

...actually Pepito was pretty
cute in that toreador outfit. He
had sort of charisma or something.

LOLO

Do you think he ever really killed
a bull? I mean, he is a Spaniard
and they have very fierce blood...

Madeline is at the rear, fighting to keep herself in check.

MADELINE

I, I can't believe my ears here...

Miss Clavel leads her girls past the Louis, the artist.

LOUIS

Bon journee, Mademoiselle Clavel.

MISS CLAVEL

Bon journee, Monsieur Louis. Oh,
your sky is so vivid today...

As Miss Clavel chatters, the girls collect along the RAILING.

SERENA

...s'okay I'm a little confused,
was he allergic to the chantilly
or was he not allergic to it?

BEATRICE

I have a cousin in Bordeaux who's
incredibly allergic to chocolate
and strawberries.

MADELINE

(finally blurts)
What're you guys talking about?!
Of course, he's not allergic! He
was tricking us! Into a place of
security so he could humiliate us!
We should be plotting his demise!

Madeline looks at Aggie for a little support.

AGGIE

Am I the only one who thinks he
looks a little like Valentino?

CHANTAL

Of course! The silent movie star!

The girls SWELL WITH AGREEMENT. Madeline can't believe this.
She bounds up the artist's cases onto the BRIDGE RAILING.

(CONTINUED)

CONTINUED:

MADELINE
(indignantly)
Have you all gone mad?! Have you
forgotten the mice?! He's just a
putrid Toreador cretin! We should
bullfight him! The boy should be
lanced like a bull! I should --

Madeline LANCES AT THE WIND, momentarily losing her balance.

GIRLS
Watch out!

Madeline teeters on the railing, fighting for balance as...

MISS CLAVEL
Madeliiiiiiine!

But Madeline is already FALLING into the rushing Seine...
Just away from the outward grasping arms of her classmates...

MADELINE
Ahhhhhhhhh!

Madeline SPLASHES in to the driving waters of the river...
Miss Clavel rushes to the railing, looking down...
Madeline is fighting the currents below...

MADELINE
Help! Help! I don't swim!

But the force of the river carries her, UNDER THE BRIDGE...

MISS CLAVEL
Help! Horreur! She's gone over!

Miss Clavel and the eleven girls RACE across the width of
the bridge to the opposite railing...

Madeline is CARRIED AWAY from them, vainly splashing away in
the water, fighting the mighty currents of the Seine...

And in a FLASH, A MAN IS DIVING OFF THE SIDE OF THE BRIDGE...

The girls eyes WHIP BACK IN AMAZEMENT to discover...

LOUIS' ARTIST CHAIR IS EMPTY...

Miss Clavel CROSSES HERSELF in prayer...

Louis SWIMS furiously, trying to get to flailing Madeline...

LOUIS
I'm coming, Madeline!

But the POWERFUL CURRENTS separating them are too strong...

(CONTINUED)

CONTINUED:

Their hands reach for each other, DESTINED NOT TO TOUCH...

LOUIS

The current! She's too strong!

Madeline's dragged underwater, TAKING OUR CAMERA WITH HER...

It's eerie and quiet... We only HEAR Madeline's thoughts...

MADELINE (V.O.)

...I can do anything... I can do
anything... I can do anything...

Madeline's little head BOBS UP, fighting for air and...

Suddenly, the BRIARD IS RUNNING FULL SPEED ALONG THE BANKS...

Up on the bridge, AGGIE POINTS, flushing with hope as...

The BIG HAIRY SHEEP DOG bounds across the decks of boats,
moored five boats deep along the banks of the river, LEAPING
into the river, splashing down beside Madeline...

Madeline CLINGS TO THE SWIMMING DOG FOR SAFETY...

The girls ERUPT INTO CHEERS...

Madeline RIDES the paddling Briard back to the left bank...

Louis SMILES, hoisting himself onto the opposing bank...

TIME CUT TO:

EXT. BANKS OF THE SEINE - MOMENTS LATER

Miss Clavel, heart pounding, sprints into the shallow water,
grabbing Madeline from the dog, carries her in tight embrace.

MISS CLAVEL

Madeline, are you hurt?! Can you
hear me?! Are you alright?!

As Miss Clavel splashes back to the shore, everything seems
a BLUR to Madeline. Her friends arrive, crowding around...

GIRLS

Madeline! We thought you were a
goner! Are you okay? The doggie,
she saved you! She's incredible!
... Could you hear us yelling for you?

Madeline blinks her eyes, laying there in Miss Clavel's arms.

MADELINE

(lips shivering)
...I'm okay... the dog saved me...

Miss Clavel cradles her, torn between outrage and relief.

(CONTINUED)

CONTINUED:

MISS CLAVEL
Oh Madeline!

As ONLOOKERS crowd in, the BRIARD slowly backs away, having done her duty, slipping into the shadows of another bridge...

MADELINE
But... Where's the dog? I wanted to thank her... Where'd she go?

AGGIE
(looking around)
She disappeared, Madeline. She's gone again. As quick as she came.

Suddenly, Madeline SNEEZES. And as she SNEEZES AGAIN, we...

SNEEZE CUT TO:

INT. THE DORM ROOM - (THE NEXT) MORNING

...Madeline FINISHES HER SNEEZE, sick in her bed, her little button nose all red and raw from an evening of nose blowing.

MISS CLAVEL
(harsh and scary)
You put your very life in danger, Madeline! Do you understand we almost lost you yesterday?!

MADELINE
(sheepishly)
Yes, ma'am. I do.

Miss Clavel stands sternly over her bed, dressed for the day.

MISS CLAVEL
You will stay right in this room until you have nursed your cold and considered your senseless behavior. Are we understood?

MADELINE
Yes, ma'am. We're understood.

MISS CLAVEL
And you will ignore that boy... He only wants attention, Madeline. And you are too strong to provide it! Are we completely understood?

Madeline frowns, eyeing all the OTHER GIRLS in their hats and scarves, getting ready to head out.

MADELINE
Yes, ma'am. We are completely understood. I promise, ma'am.

EXT. OLD HOUSE IN PARIS ALL COVERED IN VINES - DAY

Miss Clavel leads her ELEVEN LITTLE GIRLS through the porte and down the sidewalk.

From an alley across the street, the BRIARD SCURRIES OUT, darting and dashing between the cars, and right into the courtyard, before the porte door is completely closed.

In front of the old house, the dog begins BARKING softly.

INT. THE DORM ROOM - DAY

Madeline sits in her bed, reading. All she can HEAR IS THE INCESSANT HAMMERING OF WOOD from the Embassy next door...

Madeline refuses to lift her head from her book.

MADELINE

I AM NOT GIVING YOU ANY ATTENTION!

Outside Pepito is POUNDING and DRILLING and SAWING AT WOOD.

MADELINE

I am too strong to give you any attention!

MORE POUNDING. Madeline sighs, rising to close the window. As she slowly CRANKS the window shut, we SEE

MADELINE'S POV - THE SPANISH EMBASSY COURTYARD BELOW

From this angle, we can't see exactly what Pepito's building down there, but damn if the kid isn't sure working hard.

INT. THE DORM ROOM - CONTINUOUS

Madeline finally cranks her window closed. In the relative quiet of the airtight room, she makes out the faint DOG BARK.

INT. THE FOYER - DAY

Madeline, in her pajamas, steps down upon the middle landing.

MADELINE

Did you hear something, Helene?

No response. More muffled DOG BARKING. Madeline continues downward, glancing down the hallway into THE KITCHEN where...

HELENE stands at the sink, with the telephone on one ear, her hand on the other, in order to block out Pepito's HAMMERING. She's YAMMERING A CYCLONE OF FRENCH WORDS into the receiver.

Madeline sneezes, slowly DRAGGING OPEN the front doors and...

THE BRIARD bounds up the steps into Madeline's joyful arms.

(CONTINUED)

CONTINUED:

MADELINE

My savior! You found us! I
thought I may never get to say
thank you!

Suddenly, the outer porte door opens again and LORD COVINGTON
STEPS IN, jiggling his key from the lock.

LORD COVINGTON

...the key doesn't usually stick
like this, just needs oiling...

Madeline GULPS, spinning around with to see...

A SIGN IS NAILED high on the foyer wall behind her.

"ABSOLUTELY NO PETS ALLOWED"

Madeline SLAMS the door shut, her face washing with panic.

MADELINE

What is Cucuface doing here?

EXT. THE COURTYARD OF THE OLD HOUSE IN PARIS - CONTINUOUS

Lord Covington stoically leads the MOROCCAN AMBASSADOR and
his WIFE up the walk. He fiddles absently with his keys.

LORD COVINGTON

...house was built in 1841, it's
never been on the market before...

INT. THE FOYER - CONTINUOUS

Madeline is frantically DRAGGING THE BRIARD across the floor.

A key JIGGLES in the lock.

Helene is still just YAMMERING on the kitchen telephone.

Madeline SHOVES the giant hairy dog into the DINING ROOM.

The door FLINGS OPEN. Covington and the Moroccans enter.

LORD COVINGTON

...property's been in my wife's
family for generations, yes.

MRS MOROCCAN AMBASSADOR

You didn't have any children?

LORD COVINGTON

No. No children. It was just the
two of us.

INT. THE DINING ROOM - CONTINUOUS

Madeline is looking frantically for someplace to hide.

Madeline shoves the dog under the table, but the benches are pushed to the walls, and they're STILL IN PLAIN SIGHT.

MR MOROCCAN AMBASSADOR (O.C.)
What are these hooks on the wall?

Footsteps coming! Madeline FREAKS, shoving the dog into the kitchen -- just as LORD COVINGTON ENTERS WITH THE MOROCCANS.

LORD COVINGTON
Those hooks will come down easily.
They've been using the building as
a school for girls for the last
few generations.

MRS MOROCCAN AMBASSADOR
What a spacious dining room!
(noticing)
Oh, is this your wife's portrait?

Lord Covington stares up at HER PORTRAIT, a hard knot forming in his throat. It's so painful for him to look at her.

LORD COVINGTON
Yes. The school was her passion.
I only paid the taxes.

MRS AMBASSADOR
She's so lovely.

Then he pulls his eyes away, refastening his stoic facade.

LORD COVINGTON
Yes. Yes. But she's gone now.
(turning)
May I show you the kitchen...

INT. KITCHEN - CONTINUOUS

Madeline frantically HERDS THE BRIARD around the BUTCHER'S BLOCK. Helene is at the sink, still YAMMERING obliviously, a hand still defending her ear from PEPITO'S ENDLESS HAMMERING.

LORD COVINGTON (O.C.)
...appliances may need updating...

Lord Covington's hand PUSHES THE DOOR and MADELINE FREEZES!

MR MOROCCAN AMBASSADOR (O.C.)
Kitchens are my staff's business.
Never step foot in them. Please
just assure me that you have one.

LORD COVINGTON (O.C.)
No one's ever complained to me.

And Madeline WATCHES THE DINING ROOM DOOR SWING SHUT. She releases a mighty sigh of relief. So does the dog.

INT. THE SALON - DAY

Lord Covington weaves through a room full of little desks.

LORD COVINGTON

...my wife's mother opened it as a
lycee in 1911. Her idea was, "If
preparatory school prepares girls
for life, then she will prepare
girls for preparatory school."

(sighs)

Never really saw the point, me.

BEHIND THEIR BACK, IN THE FOYER, WE SEE...

Madeline is stealthily leading the Briard up the staircase.

MR MOROCCAN AMBASSADOR

(smiles to his wife)

Does this answer your concerns
about whether it will be large
enough for entertaining, my sweet?

INT. THE DORM ROOM - DAY

Lord Covington leads the Moroccans into the cavernous room
with twelve little beds in two rows.

LORD COVINGTON

...kind of a dorm room. But I'm
sure it could be converted...

INT. THE DORM ROOM CLOSET - CONTINUOUS

Madeline HIDES, admonishing the dog to keep perfectly quiet.

LORD COVINGTON (O.C.)

Wouldn't the Moroccan flag look
nice flapping out that windowsill?

Madeline BLINKS with sudden shock upon hearing these words.

MR MOROCCAN AMBASSADOR

You play the part of the salesman
beautifully, Lord Covington...

Slowly, Madeline peers out the crack when she SNEEZES!

MADELINE'S POV - THE DORM ROOM - CONTINUOUS

MRS MOROCCAN AMBASSADOR

Do you hear something, Safid?

INT. THE DORM ROOM CLOSET - CONTINUOUS

Madeline freezes, praying. For what seems like an eternity.

INT. THE DORM ROOM - CONTINUOUS

Mrs Ambassador listens, a gradual FROWN forming on her face.

MRS MOROCCAN AMBASSADOR
Some kind of construction?

LORD COVINGTON
Construction is the music of Post
War Paris, Madame.

The woman PEERS OUT THE WINDOW, scowling.

MRS MOROCCAN AMBASSADOR
Is that a little boy down there?
Lashing angrily at those boards...

LORD COVINGTON
...the Spanish Ambassador's son.

THEIR POV - THE SPANISH EMBASSY COURTYARD BELOW - CONTINUOUS

Pepito wrestles long 2x4's, swinging around, inadvertently
SHATTERING A WINDOW in the Embassy kitchen. The boy CURSES.

INT. THE DORM ROOM - CONTINUOUS

The Ambassador and his wife step back from the window.

MR MOROCCAN AMBASSADOR
We had a terrible little boy next
door to us in Casablanca. Worst
three years of my life...

MRS MOROCCAN AMBASSADOR
He never slept. Not ever.

Lord Covington coughs, ushering them into the hallway...

LORD COVINGTON
I... feel it is my responsibility
to inform you I have also received
inquiries from Tibet and Tasmania.
Embassy space is in high demand...

INT. THE DORM ROOM CLOSET - CONTINUOUS

PUSH IN ON Madeline, sadly clutching the Briard, stunned.

INT. THE DINING ROOM - (THAT) NIGHT

Miss Clavel is saying evening grace before all her girls.

MISS CLAVEL
...Lord, we are truly thankful for
what we are about to receive...

PANNING TO REVEAL Madeline, sitting at the end of the table,
eyeballing Miss Clavel, trying to get a read on the lady.

INT. THE GIRLS BATHROOM - (THAT) NIGHT

As the girls brush their teeth and wash their faces, Madeline jumps down off her wooden step, crossing to shut the door.

AGGIE
(mouthful of toothpaste)
What're you doing, Madeline?

MADELINE
(whispers urgently)
Okay. I gotta talk fast because
I'm not sure if Miss Clavel is in
on it or not.

The girls start to gather around her. All speaking low.

BEATRICE
Is in on what?

MIMI
What're you even talking about?

MADELINE
(whispering very softly)
This morning I was here alone, and
Lord Cucuface came over with this
Ambassador and his wife. He's
trying to sell the house.

MIMI
You're making this all up!

LOLO
Yeah!

MADELINE
I heard them! He's trying to
sell the school. Some Tibetans
are coming, and maybe Tasmanians.
They're gonna make it an Embassy!

Suddenly COMES A POUNDING ON THE DOOR. The girls HUSH.

MISS CLAVEL (O.C.)
What is going on in there, ladies?
Why is this door locked?

Beat. All the girls look at Madeline for guidance.

MADELINE
Is it, um, locked, Miss Clavel?

The girls RACE back to their sinks. Madeline OPENS the door.

All the girls look at Miss Clavel. She eyes them. Beat.

MISS CLAVEL
Am I missing something?

And just that is enough to TRIGGER THEM ALL COLLECTIVELY!

(CONTINUED)

CONTINUED:

GIRLS

(a flurry of crying)
Do you know Lord Cucuface is
selling the school?! What's gonna
happen?! Why is he selling the
school?! Why is he selling it?!

Miss Clavel is trying to CALM THE CRYING GIRLS.

MISS CLAVEL

Young ladies! Jeune filles!
(screaming)
ARRETE CETTE INSTANTE!!!

The girls HUSH SUDDENLY, STARTLED. Madeline straightens.

MADELINE

Did you know Lord Cucuface wants
to sell the school, Miss Clavel?

Miss Clavel takes a moment, looks at her girls and nods.

MISS CLAVEL

Yes, Madeline. Lord Covington did
inform me that he might sell the
school, but I don't believe that's
what's going to happen. And you
must share my unabiding Faith that
All will be well. Lord Covington
is a kind and reasonable man. I
know this. And as a kind and
reasonable man, I am sure he will
choose the correct path. Okay?

The girls try to nod hopefully. Madeline just sighs.

CUT TO:

The MOON hangs bright in the sky out the dorm room window.
CAMERA PANS SILENTLY DOWN to reveal...

INT. THE DORM ROOM - NIGHT

CAMERA PUSHES IN on Madeline, laying in her bed, staring up
at the moonlight, listening to all the whispers around her...

LOLO (O.C.)

Where will you be going if the
school is sold, Mimi?

MIMI (O.C.)

I suppose I will be at my mother's
alma mater up in Monte Carlo...

BEATRICE (O.C.)

Where will you be, Chantal?

(CONTINUED)

CONTINUED:

CHANTAL (O.C.)

There is a program in Geneva I
know my parents have spoken of...

SERENA (O.C.)

I guess I will probably move back
to live with my family in Kent...

MADELINE just lays there in silence, feeling so very small
and so very alone, lost in the sea of all the other voices...

MIMI (O.C.)

And where will you be, Madeline?

AGGIE (O.C.)

Don't ask her like that, Mimi!
You know Madeline doesn't have a
family! Show some consideration!

The other girls all fall silent.

MIMI (O.C.)

She still must be somewhere.

Madeline stares at the ceiling, speaking almost to herself.

MADELINE

I'll be right here.

Silence. Suddenly, the CLOSET DOOR SCRATCHES OPENS and...

The BRIARD ambles out into the dorm room. Madeline sits up.

MADELINE

(whispers urgently)
Genevieve! I said to stay low!

The girls all bolt from their beds with GLEEFUL SURPRISE...

GIRLS

(a flurry of whispers)
The doggie! She's fantastic! How
did you find her, Madeline?! But
there are no pets allowed here!

The girls all crowd around on the floor, petting Genevieve.

LOLO

What if Miss Clavel finds out?

INT. MISS CLAVEL'S ROOM - CONTINUOUS - DIRECTLY BELOW THEM

Miss Clavel is awakened from her sleep by another SNEEZE!

MISS CLAVEL

...something... is not right...

She sits up and pulls the chain on her TABLE LAMP and...

INT. THE DORM ROOM - CONTINUOUS

The girls HUSH as the faint light from Miss Clavel's bed lamp GLOWS THROUGH THE FLOORBOARDS. Aggie clamps the dog's mouth.

INT. MISS CLAVEL'S ROOM - CONTINUOUS

Miss Clavel sits, listening carefully. Suddenly, she SNEEZES again. Beat. She considers this, and a SLIGHT SMILE GROWS ON HER FACE. She turns off her light and goes back to sleep.

INT. THE DORM ROOM - CONTINUOUS

The girls exhale a massive sigh of relief.

INT. THE DINING ROOM - (NEXT) MORNING

The girls sit innocently eating their breakfast toast.

Miss Clavel sits reading her newspaper, not looking at them.

MISS CLAVEL

You girls know there are no dogs allowed in this house.

(beat)

What you do not know is that I am terribly allergic.

(silence)

So you must keep your new pet in the garden shed.

The girls all look at each other trying to contain happiness.

MADELINE

Um... Thank you, Miss Clavel.

SMASH TO:

EXT. THE BACKYARD OF THE OLD HOUSE IN PARIS - DAY

THE GIRLS SHRIEK WITH GLEE, RUNNING AND FROCKING around the yard with their big, bounding SHEEP DOG. (In the background of this sequence, we can HEAR Pepito's still hammering away.)

Genevieve joins them all, jumping in a PILE OF LEAVES.

The girls are PLAYING TAG, while the dog chases them gamely.

The girls teach Genevieve to BALANCE A BALL ON HER NOSE.

Ending with Madeline, Genevieve and the girls, laying on the courtyard grass, staring up at the sky. Lolo is TYING A BIG PINK BOW around the dog's fluffy head.

LOLO

There you go, Genevieve. Perfect.

MIMI

Put it on more of an angle.

INT. THE KITCHEN - CONTINUOUS

Helene is at the sink, finishing the last of the dishes.
Miss Clavel steps, gazing out the window to the backyard.

HELENE
(smiles, gazing too)
So lovely, zee girls with zheir
doggie...

MISS CLAVEL
Yes. They needed a pick me up...
Especially our little Madeline...

The phone RINGS. Helene answers it. Miss Clavel stares out.

HELENE
Bonjour! Mais oui, Monsieur...
(covering mouthpiece)
For you. Zee Lord Covington...

MISS CLAVEL
(sighs, exiting)
I'd better take it at my desk.

Helene holds the telephone pressed to her ear, EAVESDROPPING.

EXT. THE BACKYARD OF THE OLD HOUSE IN PARIS - CONTINUOUS

CAMERA LOOKS DOWN on Madeline, the girls and the dog, staring
up at the sky. PICTURE turns gently with the RUSTLING WIND.

MADELINE
Wow.
(long silence)
...Listen to that.

AGGIE
...He finally stopped hammering.

CHANTAL
...Why'd we ever give him tools?

SERENA
...It's so blissfully serene now.

GIRLS
...Thank you, God.

Beat. The girls considers the silence. Madeline sits up.
She eyes the IVY COVERED WALL separating the two houses.

MADELINE
Do you ever get the feeling like
something is just not right?
(rises, whispering)
Gimme a leg up, girls.

The girls follow Madeline to the six-foot wall, lifting her
upward, her dainty little hands CLINGING TO THE VINES.

EXT. SPANISH EMBASSY - COURTYARD - CONTINUOUS

Madeline's LITTLE HEAD RISES stealthily over the wall.

Suddenly, her TINY EYES WIDEN at what she sees.

Pepito strolls across his yard, just whistling away, SETTING CRATES OF LIVE CHICKENS BESIDE A FOUR-FOOT WOODEN GUILLOTINE!

MADELINE

You built that?!

Pepito glances up, smiling, setting down his chicken crate.

PEPITO

Ah, Madeline, just in time to witness the fruits of your most generous birthday gift, my little creation for helping our chef in the kitchen...

EXT. THE BACKYARD OF THE OLD HOUSE IN PARIS - CONTINUOUS

The girls are laboring to hold Madeline up the wall.

GIRLS

What is it? What? What is it?

MADELINE (O.C.)

Lower me! Lower me! Lemme down!

They clumsily set her down in the yard. Madeline grimaces.

MADELINE

It's worse than you could possibly imagine, girls. Senor Toreador over there built a guillotine and he's lining up the chickens!

The girls all GASP!

INT. MISS CLAVEL'S ROOM - CONTINUOUS

Miss Clavel's at her desk, on the phone with Lord Covington.

MISS CLAVEL

Tomorrow afternoon is not a good time, sir... Yes, I understand the Tibetans will only be in Paris briefly... Is it possible to come earlier? At half past nine maybe?

EXT. SPANISH EMBASSY - COURTYARD - CONTINUOUS

A slight clamoring NOISE draws Pepito's eyes up to see...

Madeline is COMING UP OVER HIS WALL, hoisting her leg over.

(CONTINUED)

CONTINUED:

MADELINE
Must save those chickens!

PEPITO
(racing to the wall)
Hey! You can't come in here!
This is Spanish soil! This is --

MADELINE LEAPS DOWN ON HIM -- OOAFF! -- KNOCKING PEPITO HARD ON HIS BACK. Madeline WRESTLES him down with all her might.

MADELINE
Go, girls! Go! Now! Now!
Diversion complete! Move in!

Ten feet away, SHRIEKING LITTLE GIRLS STORM THE WALL.

EXT. THE BACKYARD OF THE OLD HOUSE IN PARIS - CONTINUOUS

A phalanx of little girls SCURRY UP THE VINES, cascading OVER THE WALL like attacking commandos. Genevieve jumps up on the garden shed, then atop the wall, BARKING down into

EXT. SPANISH EMBASSY - COURTYARD - CONTINUOUS

Aggie and Lolo RIP THE WOOD from one of the CHICKEN CRATES.

LOLO
Run for your life, chickens! Fly!

AGGIE
Be free! Get away from here!

Pepito and Madeline keep rolling on the ground, FIGHTING.

PEPITO
Stop hitting me!

Even snotty Mimi nudges a LITTLE RUNT CHICKEN over the wall.

MIMI
Go on, vite, vite, move along.

More little girls liberate MORE CHICKENS from crates.

SERENA
Fly! Fly chickens!

From the MAD PANDEMONIUM of the yard, past the barking dog, the wrestling kids, the screaming girls, away from the emancipated chickens FLUTTERING to freedom, CAMERA PANS...

INT. SPANISH EMBASSY - HALLWAY - CONTINUOUS

...through the open door to the tutor's room, we SEE...

LEOPOLD the tutor is sacked out on his bed, taking a NAP. He SNORES LOUDLY, drooling onto some book he was reading.

INT. THE DINING ROOM - (THAT) NIGHT

Miss Clavel just sits rigidly at the head of the table.

Her DISHEVELED GIRLS hang their heads in shameful silence.

Madeline sports a BLACK EYE.

MISS CLAVEL
You invaded Spain...
(beat)
To free the chickens...
(beat)
Do I have the story straight?

The girls all exchange glances.

GIRLS
Yes, ma'am.

MISS CLAVEL
You have disappointed me, girls.
(beat)
Order must return to this house.
(beat)
Tomorrow, Lord Covington, the
owner of our school, has informed
me he will be bringing "guests"
over during our mathematics class
at three o'clock in the afternoon.

MADELINE
Guests who wanna buy the house?!

MISS CLAVEL
Now that is enough, Madeline!

MADELINE
Why?! Do you want him to sell our
school, Miss Clavel?! Do you?!

A startled GASP escapes from all the girls.

Miss Clavel collects her composure, meeting Madeline's eye.

MISS CLAVEL
No, Madeline, I do not.
(beat)
But unruliness will not aid our
case with Lord Covington.
(beat)
So tomorrow morning, we will have
one of our Special Cleanups. To
insure that the house, and we,
are in absolute proper order.

Madeline thinks to OBJECT, but the other girls GLARE at her.

Madeline sighs. From somewhere, a LYRICAL BALLAD rises...

INT. THE DORM ROOM - MORNING

Serena and Chantal make their little beds. CAMERA PANS UP to Miss Clavel, moving down the aisle, casting a discerning eye.

INT. BATHROOM - MORNING

Mimi and Lolo sadly scrub at the floor with hard brushes.

INT. THE SALON - MORNING

Madeline glumly rolls up the carpet runner.

EXT. THE SIDEYARD OF THE OLD HOUSE IN PARIS - MORNING

The sheep dog WHIMPERS, gazing in through the salon window.

INT. THE DORM ROOM - MORNING

Aggie and Beatrice glumly polish their little shoes.

EXT. THE BACKYARD OF THE OLD HOUSE IN PARIS - MORNING

Madeline crosses to the wall, carpet runner on her shoulder.

INT. THE KITCHEN - MORNING

Helene looks out the sink window. Miss Clavel enters, sadly.

HELENE

So you want I should go and break
up World War Three before she
begins out zhere, Miss Clavel?

Miss Clavel joins Helene at the window, looking out.

MISS CLAVEL

Well, would you look at that...

THEIR POV - IN THE BACKYARD - CONTINUOUS

Pepito leaning over the wall, TALKING POLITELY to Madeline who stands VIGOROUSLY SHAKING OUT the little carpet runner.

INT. THE KITCHEN - CONTINUOUS

MISS CLAVEL

It's so welcome to see her acting
with some decorum for a change...

HELENE

Maybe she's growing up, yes?

(CONTINUED)

CONTINUED:

Whereupon, the rear kitchen DOOR OPENS and Madeline enters, her little carpet roll hoisted over her shoulder.

MISS CLAVEL
I'm very proud of you, Madeline.

MADELINE
Thank you, Miss Clavel.

CLOSE ON - A CHURCH BELL

CLANGING once, twice, three times.

EXT. OLD HOUSE IN PARIS ALL COVERED IN VINES - DAY

Lord Covington escorts the TIBETAN AMBASSADOR and his WIFE.

LORD COVINGTON
...so where is Tibet exactly?

EXT. THE BACKYARD OF THE OLD HOUSE IN PARIS - DAY

Under a tree, Miss Clavel leads her girls in math class.

MISS CLAVEL
...and the train from Marseille
travels at fifty miles per hour...

MIMI
(as snotty as ever)
Who would go to Marseille?

INT. THE FOYER - DAY

Lord Covington leads the Tibetan Ambassador and wife inside.

LORD COVINGTON
(like a grey cloud)
...it was my wife's home actually.

Mrs Tibetan Ambassador pauses, breathes, drinks in the space.

MR TIBETAN AMBASSADOR
Oh, yes. The chi is excellent.

CLOSE ON -- A MYSTERIOUS LITTLE HAND

twisting scores of FIRE CRACKERS into a cluster.

INT. DINING ROOM - DAY

Mr Tibetan Ambassador and his wife eye the TABLE and BENCHES.

(CONTINUED)

CONTINUED:

MR TIBETAN AMBASSADOR
Such simplicity...

MRS TIBETAN AMBASSADOR
So Tibetan...

CLOSE ON - THE CLUSTER OF FIRECRACKERS
From which, a thirty foot LENGTH OF FUSE is unfurled.

INT. THE SALON - DAY
Lord Covington is showing the Tibetans the lovely windows.

EXT. THE BACKYARD OF THE OLD HOUSE IN PARIS - DAY

MISS CLAVEL
(glancing up)
Wave a proper hello, girls.

The girls turn, waving innocently back to Lord Covington.
Madeline CROSSES HER LITTLE FINGERS behind her back.

CLOSE ON - A WHITE TIPPED MATCH
striking against stone. A FLAME IGNITES A CRACKLING FUSE.

INT. STAIRCASE - DAY
CLOSE ON LORD COVINGTON'S SHOES, walking up the steps.

MR TIBETAN AMBASSADOR (O.C.)
...sense noble tranquility here...

TIBETANS' SLIPPERS follow closely behind.

CLOSE ON - THE CRACKLING FUSE
snaking through the grass, past a MENAGERIE of caged MICE.

EXT. THE BACKYARD OF THE OLD HOUSE IN PARIS - DAY
Miss Clavel conducts her afternoon lesson obliviously.

MISS CLAVEL
...and Lolo gave me five apples...

CLOSE ON - THE CRACKLING FUSE
burning a trail past Pepito's beady, pyromaniacal eyes.

INT. THE DORM ROOM - DAY

Mrs Tibetan Ambassador steps to the window, centers herself.

MRS TIBETAN AMBASSADOR
Mmm. I found our meditation spot.

Her husband joins her. A picture of serenity. Until...

THEY HEAR A CAVALCADE OF FIRECRACKERS EXPLODE NEXT DOOR!

The Tibetans SCREAM! They hit the deck!

EXT. GARDEN - CONTINUOUS

Miss Clavel and the girls SHRIEK! They cover their ears!

EXT. SPANISH EMBASSY - CONTINUOUS

HUNDREDS OF FIREWORKS BURST! STRUNG ALL THROUGHOUT THE YARD!

Pepito dances with glee, TOSSING FIRECRACKERS OVER THE WALL!

PEPITO
ANARCHY!!! VIVA LA ANARCHY!!!

INT. SPANISH EMBASSY - SALON - CONTINUOUS

LEOPOLD, the tutor, is ASLEEP on the sofa in front of the TV.

Out the window behind him, WE SEE PEPITO running around wild,
SETTING OFF COLORFUL SMOKE BOMBS.

EXT. OLD HOUSE IN PARIS ALL COVERED IN VINES - DAY

Lord Covington CHASES the Tibetans down the sidewalk, away.

LORD COVINGTON
Please reconsider... I feel it is
my responsibility to warn you the
Tasmanian's will be arriving soon.

INT. THE BACKYARD OF THE OLD HOUSE IN PARIS - DAY

As COLORFUL SMOKE fills the air, Miss Clavel eyes Madeline.

MISS CLAVEL
What did you say when you spoke
to Pepito this morning, Madeline?

MADELINE
Nothing, ma'am.

MISS CLAVEL
The Lord watches you, Madeline.

(CONTINUED)

CONTINUED:

MADELINE

I know. I promise I only talked
to him like a "proper young lady."

INT. THE DORM ROOM - NIGHT

The girls lay in their beds in the darkness.

AGGIE

(whispers)

Psst, Madeline... Madeline...

Madeline smiles in the moonlight, tucked snug in her covers.

MADELINE

Yeah.

AGGIE

So what'd this "proper young lady"
say exactly?

MADELINE

"We are having the most important
guests at three o'clock today,
Pepito. So pretty please, can you
be especially quiet at that time?"

The other girls smile tucked in their beds.

EXT. SPANISH EMBASSY GATES - NIGHT

It's raining. A LIMO rolls to the curb. The CHAUFFEUR runs
out to open the door for the SPANISH AMBASSADOR and his WIFE.

CHAUFFEUR

I'll have the valises brought to
your respective dressing rooms,
Senor Ambassador.

MR AMBASSADOR

Muchas gracias, Juan Diego.

The Ambassador leads his wife through the embassy gate.

From out of the darkness, a FRIGHTENING VOICE calls out --

FRIGHTENING VOICE

Senor Spanish Ambassador --

Mrs Ambassador SCREAMS!

INT. THE DORM ROOM - CONTINUOUS

Mimi and Lolo SIT UP in their beds, reacting to her SCREAM.

(CONTINUED)

CONTINUED:

MIMI

What's going on out there?

LOLO

What's going on out there?

Madeline and Aggie JUMP OUT OF BED, going to the window.

MADELINE

Just the Spanish Ambassador and
his wife coming home from another
one of their trips talking to...

Madeline goes suddenly flush. Aggie blinks.

AGGIE

Isn't that Lord Cucuface?

EXT. SPANISH EMBASSY - NIGHT

Lord Cucuface emerges from the shadows into the lamp light.

LORD COVINGTON

(offering his card)

Call me Lord Covington, senor et
senora. Your secretary informed
me you would return this evening.
I did not mean to frighten you.

MR AMBASSADOR

Foreign service has made us jumpy,
Lord Covington. Please excuse us.

LORD COVINGTON

We have a matter to discuss.

MR AMBASSADOR

What matter might that be, sir?

LORD COVINGTON

The certain behavior of your son.

INT. THE DORM ROOM - AT THE WINDOWSILL - NIGHT

(In the background of this shot, Lord Covington is following
the Ambassadors into the Spanish Embassy.)

In the foreground, at the windowsill, Aggie panics.

AGGIE

Is that all you said to Pepito,
Madeline?

(From the embassy, the echo of SPANISH VOICES shout "Pepito!
Pepito!" The lights in the boy's bedroom suddenly TURN ON.)

Madeline GULPS, backing from the window. Aggie eyes her.

(CONTINUED)

CONTINUED:

MADELINE

Well, um, y'know, pretty much...

(The Spanish Ambassador comes into Pepito's room, dragging the ten-year old from his bed by his earlobe.)

Girls are rising from their beds, advancing to the window.

CHANTAL

What else did you say, Madeline?

BEATRICE

What could you have told him?

MADELINE

I... I might've... told him...

AGGIE

What? What?!

(More VOICES from the Embassy, Lord Covington's among them.)

MADELINE

To look on his tutor's bookshelf.
He might enjoy an interesting
handbook on...

MR AMBASSADOR (O.C.)

(echoing loudly)

**ANARCHY?! THERE IS AN ANARCHIST
LIVING IN THIS EMBASSY?! WHERE IS
THAT TUTOR?! HE MUST BE FIRED!**

Madeline gulps. Chantal suddenly POINTS TO THE WINDOW.

CHANTAL

Look!

THEIR POV - EXT. SPANISH EMBASSY - CONTINUOUS

Lord Covington is LEAVING THE EMBASSY IN A HUFF. He storms through the gates, along the outer wall, where we see his TALL BLACK HAT IS ADVANCING IN THE DIRECTION OF THEIR HOUSE!

INT. THE DORM ROOM - CONTINUOUS

All the girls SCATTER to their beds, like scared cockroaches.

INT. MISS CLAVEL'S ROOM - CONTINUOUS

Miss Clavel sits up in her bed, quickly turning on her LIGHT.

MISS CLAVEL

Something is not right.

Outside, we HEAR LORD COVINGTON'S KEY in the outer porte.

INT. THE FOYER - NIGHT

Miss Clavel steps out, fastening her robe, crossing to the door and pulling it open as...

...Lord Covington STORMS into the foyer, angry as hell.

LORD COVINGTON
Where is she, Miss Clavel?

MISS CLAVEL
Where is who, sir? Who?

LORD COVINGTON
The littlest one! Madeline!

MISS CLAVEL
She's asleep, sir. Quiet, please!

LORD COVINGTON
The girl's little act of sabotage!
She cost me the Tibetan Embassy!

MISS CLAVEL
Madeline did nothing --

LORD COVINGTON
No?! You're probably part of it
too, Miss Clavel! Aren't you?!

MADELINE
No!

Miss Clavel and Lord Cucuface look up to see MADELINE is standing on the landing in her pajamas.

MISS CLAVEL
Go back to bed, Madeline.

MADELINE
Miss Clavel had nothing to do with
it. It was just me. I'm the one
who wanted the sabotage. I did it
cause I don't want you to sell the
school, Lord Cucuface.

MISS CLAVEL
That's enough, Madeline, to bed.

Lord Covington squints up at her. Long silence.

LORD COVINGTON
What did you call me?

MADELINE
Lord, um... Covington.

LORD COVINGTON
You called me Lord Cucuface.

(CONTINUED)

CONTINUED:

MADELINE

Did I?

MISS CLAVEL

...an accident, m'Lord!

Lord Cucuface slowly turns his dark eyes on Miss Clavel.

LORD COVINGTON

Do you not even teach these urchins the simplest respect of their elders, Miss Clavel?

Miss Clavel brings her eyes to meet his.

MISS CLAVEL

They are not urchins, sir. They are sweet young girls. And we respect our elders between the hours of seven in the morning and ten in the evening.

Beat.

LORD COVINGTON

Are you being insubordinate, Miss Clavel? Is this your resignation?

MISS CLAVEL

No, sir. As long as there is a school here, I intend to preside over it.

Lord Covington shoots his WRATHFUL GLARE up to the landing.

LORD COVINGTON

What else is being hidden from me in this house?! Should I exercise my land owner's prerogative to...
(eyes shifting about)
...an inspection of the premises?!

INT. THE DINING ROOM - NIGHT

Lord Covington moves through the room, squinting his eyes.

INT. THE KITCHEN - NIGHT

CUPBOARD DOORS YANK OPEN revealing Lord Covington peering in.

EXT. THE BACKYARD OF THE OLD HOUSE IN PARIS - NIGHT

From the dorm room window, looking down the narrow alleyway, we can SEE Lord Covington carrying a GAS LANTERN along the garden wall, "inspecting the premise", seething with rage.

AGGIE (O.C.)

I see him, he's in the backyard...

INT. THE DORM ROOM - CONTINUOUS

Madeline and Aggie strain to keep eyes on Lord Covington...
Miss Clavel and Helene are shuffling girls into their beds.

HELENE
(an insatiable snoop)
So what zis he doing now?

MADELINE
Still just pacing, back and forth.

MISS CLAVEL
(suddenly)
Girls, you did clean up after the
dog, didn't you? Say you did.

Beat. The girls pause, glancing uncertainly at each other.

GIRLS
Yes, Miss Clavel... Sure, we did.

CLOSE ON - LORD COVINGTON'S SHOE

as it SQUISHES right into a pile of GENEVIEVE EXCREMENT.

A sickened Lord Covington lifts his foot under his lantern.

LORD COVINGTON
They have an animal.

INT. THE DORM ROOM - CONTINUOUS

Twelve frightened girls crowd up to the window, shuddering.

GIRLS
He's going for the garden shed!

MISS CLAVEL
(exiting)
I'll be back, girls.

CAMERA PUSHES IN on Madeline, staring out, whispering...

MADELINE
...oh, Genevieve...

INT. THE GARDEN SHED - NIGHT

Darkness is SUDDENLY SHATTERED as the door flies open and the
BLOWN OUT LIGHT FROM THE LANTERN suddenly dilates our pupils.

GENEVIEVE inside the shed, whimpers, shielding her eyes from
the bright light, as a FIERCE HAND REACHES FOR HER COLLAR.

EXT. THE SIDE YARD OF THE OLD HOUSE IN PARIS - NIGHT

Lord Covington carries the OVERSIZED DOG in his arms, moving along the narrow stretch just below the girl's bay window.

LORD COVINGTON
...no one will submarine me...
...may I be rid of this valueless
girls' school once and for all...

One story above him, Madeline slowly CRANKS OPEN the window.

MADELINE
Where are you taking her, sir?

Lord Covington stops in the rain, dog in arms, eyes her.

LORD COVINGTON
I'm taking this dog away. It's obviously a stray. We know Miss Clavel would not allow a pet in the school, don't we? I would hate, once I've sold this place, for Miss Clavel to have such an unfavorable recommendation that she'd never find another teaching position again. Did Miss Clavel allow this stray, Madeline?

Beat. Madeline answers in her smallest voice...

MADELINE
No, sir. She would not allow it.
She would only do what is proper.

Miss Clavel steps out into the rain, facing Lord Covington.

LORD COVINGTON
This house is mine and I will do with it as I see fit, Miss Clavel. The Tasmanians will arrive the day after tomorrow. This house shall become their Embassy. I give you my word on that.

Lord Covington pivots, TAKING THE DOG AWAY into the darkness.

Madeline stares down, HEARING the porte doors SLAMMING SHUT.

The MAN'S HAT bobs along the wall, stalking into the night.

Miss Clavel steps up beneath the window, NEWLY RESOLVED.

MISS CLAVEL
Do not worry, Madeline...
(beat)
Tomorrow in daylight, we will comb the city to find our Genevieve.

AGGIE
...but that's against the rules...

(CONTINUED)

CONTINUED:

MISS CLAVEL
Yes. That's correct, Agatha.

CLOSE ON - CHURCH BELLS CLANGING

Ushering in another morning, as grey clouds hang over Paris.

EXT. OLD HOUSE IN PARIS ALL COVERED IN VINES - DAY

Twelve little girls in two straight lines file out somberly, bundled with hats and scarves against the chill of early winter. They're followed by a solemn Miss Clavel.

EXT. PONT NEUF - DAY

The twelve girls are SHOUTING down to the banks of the Seine.

GIRLS
Genevieve! Where are you!

PULL BACK TO REVEAL THE FOREGROUND, where the mangy STREET DOGS bark and wrestle along the banks. But no Genevieve.

EXT. PLACE DE NOTRE DAME - DAY

Madeline talks to a GENDARME in the shadow of the Cathedral.

MADELINE
...she's about so big, with a pink bow in her hair and she's a really fabulous swimmer...

But the Gendarme just shakes his head.

EXT. MONTMARTRE - DAY

The girls SCATTER the neighborhood beneath leafless trees.

GIRLS
Genevieve! Are you out there?!

Men and women holding DOGS ON LEASHES, glance up, then away.

MADELINE
Genevieve, please come back to me!

EXT. CHURCH DE SACRE-COEUR - LATE AFTERNOON

Madeline sits glumly on the steps. Miss Clavel approaches.

MISS CLAVEL
It's getting late.

(CONTINUED)

CONTINUED:

MADELINE

I don't want to go back there.

MISS CLAVEL

Madeline, we mustn't lose Faith.

MADELINE

I, I'm running real low on Faith. Genevieve is all alone out there. You say Lord Cucuface is so kind and reasonable, Miss Clavel, but he's gonna sell the school. The Tasmanians are coming tomorrow.

(beat)

Why, Miss Clavel? Why does he want to sell it? It's so good.

MISS CLAVEL

Well... Madeline... Sometimes we can't answer "why".

MADELINE

(sighs)

I miss Lady Covington.

MISS CLAVEL

I do too. Very, very much.

MADELINE

What will happen? Will the school just disappear like it never even existed?

MISS CLAVEL

No. It will always exist. The school will exist in our hearts --

MADELINE

That's just not good enough!

(looking up at her)

All the other girls are gonna have someplace to go, aren't they? But not me, Miss Clavel. I have no other place to go.

Miss Clavel kneels down, looking in Madeline's eyes.

MISS CLAVEL

Madeline, no matter what happens, I will make sure you find the very best place of all, I promise.

MADELINE

But it's best here with you, Miss Clavel. I'm sorry, but it's true.

Madeline rises and crosses to the other sad little girls.

Miss Clavel watches her go.

EXT. ST. GERMAIN DES PRES - LATE AFTERNOON

Twelve dejected girls trudge on home in two dejected lines. Slowly, Madeline's attention, as a matter of fact all the girls attention, is stolen by...

A CIRCLE OF PEOPLE gathers in front of Cafe Aux Deux Maggots.

Inside the circle, CIRCUS BARKERS wearing sandwich boards...

CLOWN BARKER

Last night, Madames et Messieurs!
C'est la nuit derniere du "Cirque
National de la France!" A la Bois
de Boulogne! Bois de Boulogne!

Madeline and her little friends squeeze in the circle as...

ACROBATS in colorful costumes, tumble through the square.

A FIRE BREATHER blows a three foot inferno into the air.

The GIRLS stare AWESTRUCK at all the vibrant performers...

JUGGLERS hurl their knives through the air, six at a time.

Miss Clavel smiles, gazing down on her BRIGHTENING GIRLS...

EXT. THE CIRCUS AT BOIS DE BOULOGNE PARK - (THAT) NIGHT

A rickety old SCHOOL BUS rolls to a stop at the entrance of the quaint CARNIVAL FAIR GROUNDS. The doors open and out pour TWELVE LITTLE GIRLS, their eyes wide with anticipation.

Madeline stares out at bright lights of the carnival, holding Aggie's hand. Miss Clavel and Helene step off behind them.

MISS CLAVEL

Alright my girls, stay with your
partners now, two by two...

Even as she finishes the sentence, the girls are already running off in pairs. Helene smiles warmly to Miss Clavel.

HELENE

Such a lovely idea, zee carnival
will cheer up zee little ones.

MISS CLAVEL

Hopefully, it might cheer up us
big ones as well, Helene...

EXT. CARNIVAL - A SERIES OF SHOTS - NIGHT

Beatrice and Serena are running into the HOUSE OF MIRRORS.

Two of the other girls are playing the COIN TOSS GAME.

Miss Clavel waits as Helene buys a giant bag of POPCORN.

(CONTINUED)

CONTINUED:

VOICE

Miss Clavel, this is a pleasure!

Miss Clavel turns to see the SPANISH AMBASSADOR AND HIS WIFE.

MISS CLAVEL

(smiles warmly)

Monsieur et Madame Ambassador,
what are you doing at the circus?

MRS AMBASSADOR

Well, we couldn't very well deny
our Pepito the last night of the
circus, now could we?

EXT. ACROSS THE CARNIVAL - NIGHT

Madeline and Aggie are looking at a GREAT BIG LION in a cage.

MADELINE

Well, hello there.

The MIGHTY LION ROARS! Aggie SHRIEKS! But Madeline smiles.

MADELINE

Oh, pooh, pooh.

VOICES

Madeline! Aggie! Up here! Look!

Madeline looks up towards the FERRIS WHEEL, where one after
another THE CARS CIRCLE TOWARDS HER, REVEALING HER FRIENDS.

In the first car, Chantal and Beatrice are waving, happily.
In the second car, Mimi and Lolo are waving, holding onto
their hats. In the third car, other kids are having fun...

Then Madeline BLINKS when she sees, in the next car...

PEPITO is riding all alone. He has no one to share the fair
with. Madeline stands there watching him on the ride and,
for the first time, she feels a little sympathy for him.

RINGMASTER (V.O)

Welcome one! Welcome all! To our
magical circus ball!

INT. THE BIG TOP - NIGHT

The RINGMASTER stands at center ring under a SPOTLIGHT.

RINGMASTER

Mes Amis! Le Cirque Nationale de
la France is thrilled to welcome
you, lucky boys and girls, to our
very final performance in Paris!

(CONTINUED)

CONTINUED:

In the darkness, Madeline and her classmates squeeze into seats ten rows up in the bleachers. Madeline looks up to realize she's sitting RIGHT NEXT TO PEPITO. She eyes the kid uneasily, not knowing quite what he's going to say.

PEPITO

Sorry about last night... That old guy went pretty cucu, huh?

MADELINE

Yeah. He did. He went real cucu.

(beat)

And, um, I'm sorry about your, um, tutor being fired and everything.

PEPITO

Yeah. I liked that guy. He gave me a lot of slack.

An uneasiness still hangs between them. They nod.

MADELINE

Okay then.

PEPITO

Yup.

And they both turn in SILENT DETENTE to see...

THE RINGMASTER is waving his arms across the giant ring.

RINGMASTER

...our one and only Monique Delon!
Tamer of the ferocious cats!

SPOTLIGHT rises on a FEMALE LION TAMER, a whip and a chair the woman's only defense against a ROARING LIONS.

The crowd GASPS!

Madeline's little face LIGHTS UP.

RINGMASTER

The Dancing Poodles of Deauville!

SPOTLIGHT rises on a parade of DANCING POODLES.

The crowd OHHS!

Madeline CLIMBS EAGERLY UP ON HER KNEES to get a better view.

RINGMASTER

Moscow's Idiots Popopov! Comic
... acrobats for three generations!

SPOTLIGHTS BEAM UP TO ACROBATS dressed as VAUDEVILLE CLOWNS.

Begin DRUM ROLL.

Madeline STARES UP at the HIGH WIRE, holding her breath.

Pepito stares up beside her, holding his breath too.

THEIR POV - FIFTY-FIVE FEET ABOVE THE BIG TOP

"The Idiots Popopov" perform their famous high wire routine. THREE IDIOTS HANG BY THEIR HANDS along the tightrope, while the FOURTH IDIOT RIDES A MOTORCYCLE across, comically rolling over each of his BROTHERS' CLASPING AND UNCLASPING HANDS.

THE AUDIENCE ERUPTS WITH LAUGHTER AND APPLAUSE!

SMASH TO:

MIMI AND LOLO - SCREAMING WITH GLEE!

whipping around and around, side by side, hair everywhere.

WIDEN TO REVEAL the great TILT-A-WHIRL in all its splendor.

EXT. THE CARNIVAL PARK - NIGHT

LOUDSPEAKER

The carnival will be closing in
ten minutes!

Chantal and Beatrice RUN RIGHT PAST Helene and Miss Clavel.

MISS CLAVAL

Beatrice! Chantal! Tell your
classmates its almost time to go!

EXT. THE GIANT FERRIS WHEEL - NIGHT

Madeline and Aggie are alone OVER THE PARK in a ferris wheel car. Madeline sighs, watching as the BIG TOP IS TAKEN DOWN.

MADELINE

...I could just live here...

AGGIE

(nods vigorously)
Sure, tell me about it.

EXT. ACROSS THE CARNIVAL - NIGHT

PEPITO

The House of Mirrors, Papa! May
I? Before it closes! May I?

MR AMBASSADOR

You go, Pepito. Mama and Papa
will wait outside for you.

And Pepito is already on his eager way, running off alone.

REVEAL A DARK AND MYSTERIOUS FIGURE watches from the shadows.

Suddenly, THUNDER CRACKS and a FIERCE RAINSTORM IS STARTING.

INT. THE HALL OF MIRRORS - NIGHT

Pepito moves through the hall of mirrors. Or is it Pepito's reflection as the real Pepito steps into the foreframe?

PEPITO
Outstanding effect! Muy Bueno!

And a THOUSAND PEPITOS disappear into the hall of mirrors.

Then the DARK AND MYSTERIOUS FIGURE steps by another mirror. His cloak falls revealing it's LEOPOLD, Pepito's tutor. And a THOUSAND LEOPOLDS follow the boy ominously into the hall.

EXT. A FERRIS WHEEL CAR - NIGHT

Madeline and Aggie sit protected from the rain, their FERRIS WHEEL CAR parked at the HIGHEST 12 O'CLOCK MARK on the wheel.

MADELINE
Aggie... I...

Madeline looks DOWN BELOW at the people exiting at 6 o'clock.

MADELINE
I'm not going back with you.

Suddenly, the car JERKS one position to the 1 o'clock mark.

AGGIE
Not going back? Are you crazy?

MADELINE
I'm running away with the circus.

AGGIE
But what are you talking about?!
No one runs away with circuses.
That only happens in storybooks.

The car JERKS another position down to the 2 o'clock mark.

MADELINE
Stories are based on truth, Aggie.
The school's being closed and I'm
not going to have anyplace to go.

AGGIE
But what about Miss Clavel?

MADELINE
I'll write to her. Eventually --

The car JERKS another position to the 3 o'clock mark.

MADELINE
Once my circus act is on its feet.

AGGIE
Your act?! You have an act?

(CONTINUED)

CONTINUED:

MADELINE

Yes -- with practice and hard work
and devotion, you bet I will!

The car JERKS down to the 4 o'clock mark.

EXT. THE CARNIVAL PARK - NIGHT

Frantic people dash through the RAINSTORM. Miss Clavel turns
in circles, the carnival CHAOTICALLY COMING DOWN around her.

MISS CLAVEL

Allons, mes Mademoiselle! Allons!

Mimi and Lolo RACE over, holding their hats against the rain.

INT. THE FERRIS WHEEL CAR - CONTINUOUS

KA-CHUNG! The car JERKS to the penultimate 5 o'clock mark.

MADELINE

Aggie, you are my best friend in
the whole entire world, so you
can't tell anyone where I went --

AGGIE

But Madeline --

MADELINE

No buts! You have to promise. Do
you promise, Agatha Emily Walden?

EXT. THE HALL OF MIRRORS - NIGHT

The Spanish Ambassador and his wife shout to Pepito inside.

MRS AMBASSADOR

Enough, Pepito! Time to come out!

MR AMBASSADOR

We're getting soaked out here!

PEOPLE RACE PAST THEM, ESCAPING FROM THE CHAOS OF THE RAIN.

EXT. THE GIANT FERRIS WHEEL - NIGHT

As a CARNEY hurries them off the ride, Aggie glances over her
shoulder to the park entrance where the crowd's all RUSHING.
Madeline glances over her shoulder back BEHIND ALL THE TENTS.
Then they suddenly HUG EACH OTHER TIGHT in the pouring rain.

AGGIE

Good luck to you, my Madeline.

(CONTINUED)

CONTINUED:

MADELINE

Good luck to you, my Aggie.

Madeline HANDS AGGIE HER LITTLE YELLOW HAT and they separate, each girl running in the direction of her respective future.

EXT. BACK STAGE AT THE CIRCUS - NIGHT

Dark and scary in the rain. MADELINE steps into the shadows, with the raindrops pelting her hatless little head as...

CARNIES, GYPSIES, GROTESQUES and PERFORMERS race to and fro, FRANTICALLY BARKING ORDERS, tearing down the circus.

Amidst the chaos, Madeline steps up to the DANCING POODLES in their cage, looking so cute in their pink poodle dresses.

MADELINE

Hello, and aren't you all just the charmers? Oh, yes, you are, yes, you are, yes are...

The POODLES stand and begin a little SOFT SHOE NUMBER FOR MADELINE in their cage. Madeline CLAPS for her show, when

MADELINE'S POV - SUDDENLY RACKS FOCUS TO REVEAL

A struggling PEPITO is being carried off into the shadows by THE FOUR IDIOTS POPOPOV!

MADELINE STANDS FROZEN, her little lips barely moving...

MADELINE

Pepito... being kidnapped... I, I... must... find Miss Clavel...

She SPINS AROUND TO RUN and BUMPS RIGHT INTO SOMEONE'S CHEST!

Madeline lifts her little head to look dead in the eyes of --

LEOPOLD

Where do you think you're going, little troublemaker?

INT. THE SCHOOL BUS - NIGHT

Miss Clavel moves down the long aisle, COUNTING YELLOW HATS.

MISS CLAVEL

One, two, three, four, five, six, seven, eight, nine, ten, eleven, twelve. Very well. We may go now, Helene.

As Helene puts the bus into gear, CAMERA PANS BACK TO REVEAL AGGIE, sitting with a heavy heart in the way back seat, using her little hand to HOLD UP MADELINE'S EMPTY HAT BESIDE HER.

INT. THE CARGO HOLD OF A CIRCUS TRUCK - NIGHT

PITCH BLACK is shattered as metal door open REVEALING a cargo hold, half full with the IDIOTS POPOPOV EQUIPMENT.

Madeline and Pepito are TOSSED INSIDE from the pouring rain, tumbling onto the floor, TIED UP BACK TO BACK WITH ROPE. As the doors SLAM CLOSED, we hear PANICKED VOICES IN THE DARK.

MADELINE'S VOICE

Pepito! Where are we?! What's happening?!

PEPITO'S VOICE

I -- I'm -- We're being kidnapped!

MADELINE'S VOICE

What! What're we going to do?!

PEPITO'S VOICE

All my parents worries were true!

MADELINE'S VOICE

What do you think they want?!

EXT. THE CIRCUS TRUCK - BACKSTAGE AT THE CARNIVAL - NIGHT

LEOPOLD

ANARCHY!

The LEAD IDIOT chases LEOPOLD around the truck in the rain --

LEAD IDIOT

A RANSOM! A KING'S RANSOM!

LEOPOLD

Would you shut up!

(stopping, low-voiced)

We're making a political statement here! It's not about money!

They step to an ARMY JEEP, where the other THREE IDIOTS are packing all their junk onto the back. The MAKEUP streams from their faces in the rain, making them look terrifying.

SECOND IDIOT

But he's an Ambassador's son!
They make money in truck loads!

LEOPOLD

It's a civil service job! Idiot!

The THIRD IDIOT steps forward, more hideous than the second.

THIRD IDIOT

But the family lives in a mansion!

(CONTINUED)

CONTINUED:

LEOPOLD

It's not exactly like they own it!
C'mon now! Let's get out of here!
Who hired who here?! Tomorrow
I'll telephone Madrid and announce
the Spanish Ambassador's son has
been kidnapped in the name of the
Anarchist's Liberation Movement!

TWO IDIOTS climb into the cab of the truck. The TWO OTHER
IDIOTS jump up into the army jeep with Leopold, moving out,
through the violent rainstorm, as LIGHTING inflames the sky.

INT. THE CIRCUS TRUCK - CONTINUOUS

In the pitch blackness, we HEAR THE TRUCK STARTING TO ROLL.

PEPITO'S VOICE

Oh God! Oh no, what's going on?!

MADELINE'S VOICE

I think we're moving!

PEPITO'S VOICE

HELP! SAVE US! THEY'RE TAKING US
AWAY! HELP! ANYBODY! ANYBODY!

EXT. THE CARNIVAL - NIGHT

But it's no use. Amidst the thunder and rain, no one could
possibly hear them as the TRUCKS PULL AWAY from the nearly
DISMANTLED CARNIVAL. THUNDER cracks in the distance.

INT. THE FOYER - NIGHT

The doors FLING OPEN and the soaking girls run in, followed
closely by Miss Clavel and Helene.

MISS CLAVEL

Get all your wet wraps off and
into the showers, girls. We don't
want anyone catching pneumonia.

Miss Clavel turns around to see AGGIE, holding TWO BOATERS.

AGGIE

(an explosion of tears)

SHE RAN AWAY WITH THE CIRCUS!!!
I TRIED TO STOP HER! I TRIED!

MISS CLAVEL

(suddenly flush)

Ran away with... Who ran away?

AGGIE

MADELINE!!!

EXT. OLD HOUSE IN PARIS ALL COVERED IN VINES - NIGHT

Miss Clavel BOLTS OUT THE DOOR into the rain. Helene calls after her from the front step. All the frightened little girls crowd behind her in the doorway.

HELENE

Miss Clavel! You need zee keys!

Helene HURLS HER CAR KEYS across the courtyard. Miss Clavel catches them, racing out to the DEUX CHEVEAUX on the street.

Miss Clavel climbs in, throws it into gear and SCREECHES OFF.

INT. DEUX CHEVEAUX - MOVING - CONTINUOUS

Miss Clavel fishtails wildly on the pavement as she takes a tight corner. All of a sudden, she SLAMS ON HER BRAKES.

MISS CLAVEL'S POV - EXT. STREET CORNER - CONTINUOUS

Under a streetlight, GENEVIEVE stands, soaked. Miss Clavel WHISTLES and the shaggy DOG BOUNDS IN THROUGH THE CAR WINDOW.

EXT. QUAI D'ORSAY - NIGHT

The DEUX CHEVEAUX careens past the Hotel Des Invalides.

INT. DEUX CHEVEAUX - MOVING - NIGHT

Miss Clavel drives with fury, SNEEZING all the way. CAMERA PANS off her to reveal soggy Genevieve sits as her copilot.

EXT. BOIS DE BOULOGNE PARK - NIGHT

The DEUX CHEVEAUX skids to a halt. Miss Clavel and Genevieve both leap out from the driver's side, racing into the park...

MISS CLAVEL

Madeline! Madeline! Where are you, Madeline? Are you out there?

GENEVIEVE BARKS AS CAMERA CRANES UP BEHIND THEM TO REVEAL...

The carnival is all but GONE. Just a handful of people in the drizzling rain, cleaning up the remnants of the circus.

MISS CLAVEL

Madeline! Madeline! Madeline!

Across the park, the SPANISH AMBASSADOR and his hysterical WIFE race towards them, followed by a HALF DOZEN GENDARMES.

MR AMBASSADOR

Miss Clavel! Miss Clavel!

(CONTINUED)

CONTINUED:

MISS CLAVEL
Monsieur Ambassador, thank God
you're here! Have you seen my
smallest one, my Madeline?!

MRS AMBASSADOR
Our Pepito is missing too!

MR AMBASSADOR
He went into the House of Mirrors!

MISS CLAVEL
Madeline said she was running off
to join the circus!

The CHIEF GENDARME steps up, raindrops pouring off his cap.

CHIEF GENDARME
(to Miss Clavel)
You lost a little girl, ma'am?

MISS CLAVEL
Yes! Yes! Where is the circus?!
Have you found her?!

CHIEF GENDARME
(calmly)
No, ma'am, we haven't. But the
Ambassador has lost a little boy.

MRS AMBASSADOR
My little Pepito! My baby!

CHIEF GENDARME
And now this picture is starting
to make sense to me. This may not
be the International Incident you
thought it was, Senor Ambassador.
Isn't it possible that these two
young ones might've just run off
together on a romantic adventure?

Mr Ambassador, Mrs Ambassador and Miss Clavel eye each other.

MISS CLAVEL
Absolutely not!

MR AMBASSADOR
Definitely no!

MRS AMBASSADOR
That's impossible!

EXT. COUNTRY ROAD - NIGHT

The CIRCUS TRUCK'S HEADLIGHTS cut through the night, followed
closely by the lights of the whirring ARMY JEEP. Their tires
SPLASH PAST OUR CAMERA, blacking out our lens with thick mud.

INT. THE CARGO BAY OF THE CIRCUS TRUCK - MOVING - NIGHT

In the rolling darkness, we HEAR Madeline and Pepito WAILING.

(CONTINUED)

CONTINUED:

MADELINE'S VOICE
HELP! CAN ANYBODY HEAR US!

PEPITO'S VOICE
NO ONE WILL FIND US, MADELINE!
IT'S NO USE! IT'S HOPELESS!

EXT. COUNTRY ROAD - NIGHT

The vehicles turn off the road, disappearing into THE WOODS.

EXT. BOIS DE BOULOGNE PARK - NIGHT

The CHIEF GENDARME calmly leads the Spanish Ambassador, his wife and Miss Clavel back towards their respective cars.

CHIEF GENDARME
...now the circus has dispersed,
but it is due to reassemble in
Normandy in just three days.

MRS AMBASSADOR
Three days?! That's a lifetime!

CHIEF GENDARME
We are doing everything possible,
ma'am. I've got checkpoints at
every door to the city. Now I
know this will be little solace,
but I assure you this sort of
thing happens all the time.
Children go see the circus, their
little eyes fill with big dreams
of the way life should be...

CAMERA DRIFTS DOWN to Genevieve, standing apart from them,
her little eyes darting in the direction of the WOODS.

CHIEF GENDARME (O.C.)
...and they steal away. Then a
night goes by, maybe two, now they
miss the comfort of their warm
little beds, and home they dash.

And Genevieve RUNS OFF, SPRINTING INTO THE WOODS, totally
unseen by the concerned adults gathered at the cars.

EXT. THE WOODS - NIGHT

Genevieve wanders through the shadows of the forest. In the
distance, we can HEAR MISS CLAVEL CALLING FAINTLY.

MISS CLAVEL (O.C.)
Genevieve! Don't you go missing
too! Where are you, Genevieve?!

(CONTINUED)

CONTINUED:

MR AMBASSADOR (O.C.)
Come, Miss Clavel... We will keep
vigil at our homes...

As the dog slips deeper into the forest, HEAR CARS DRIVING
OFF AWAY FROM THE PARK...

DISSOLVE TO:

EXT. THE DARK PARIS SKY - NIGHT

The heavy storm clouds part, revealing a BRIGHT FULL MOON.

EXT. A CLEARING IN THE WOODS - NIGHT

The CIRCUS TRUCK and the ARMY JEEP are parked in the shadows.

The Idiots Popopov are pitching a tent on the wet ground...

INT. ARMY JEEP - CONTINUOUS

Leopold sits at the wheel, watching the Idiots through the
windshield. He lights a cigarette and TURNS UP THE RADIO.
Another MAURICE CHEVALIER SONG begins to play...

INT. THE CIRCUS TRUCK - NIGHT

Gentle MOONLIGHT filters in through the seams of the truck,
making the interior glow faintly with soft, purple light.

Madeline and Pepito are tied together, back to back, sitting
on the hay covered floor, all cried out. They can HEAR
MAURICE CHEVALIER faintly outside. The CAMERA SLOWLY CIRCLES
AROUND THEM as little Pepito lets out a WHISPER...

PEPITO
Madeline. Are you awake?

MADELINE
Yeah. I'm awake, Pepito.

Beat.

PEPITO
Madeline, I'm scared we'll never
get home. I don't know if they'll
ever find us. I mean, kids get
missing all the time and some of
them never get found.

MADELINE
I know, Pepito.
(beat)
I'm scared too.

(CONTINUED)

CONTINUED:

PEPITO

I'm sorry. This is all my fault.
All I do is make trouble.

MADELINE

Well, Pepito, you do make trouble.
(beat)
But you're not all that bad.
(beat)
And you know, you do look a little
like Tony Curtis.
(beat)
Boy, I wish we were home.

Silence. Then both children lean their heads back onto each other's shoulder, as they gently CRY THEMSELVES TO SLEEP...

As MAURICE CHEVALIER's voice continues over...

EXT. THE SKYLINE OF PARIS - NIGHT

The bright FULL MOON hangs over the sleeping City of Lights.

INT. THE DORM ROOM - NIGHT

PANNING past all the little girls in their beds, wide awake.

CHANTAL

(whimpering)
What if they're just never found?

SERENA

They will be found. They will.

MIMI

(sobbing)
I miss Madeline.

LOLO

(sobbing harder)
I miss her too.

AGGIE

It's all my doing, isn't it? I
should have never let her go.

BEATRICE

You were just being her friend,
Aggie. I would've done it too.

INT. THE KITCHEN - NIGHT

Helene paces the kitchen floor, nervously wringing her hands.

INT. MISS CLAVEL'S ROOM - NIGHT

Miss Clavel kneels at the side of her bed, softly praying.
CHEVALIER'S SONG continues over, guiding us into...

EXT. THE PARIS SKYLINE - (THE CRACK OF) DAWN

The first FAINT TRACES OF MORNING rise from the east.

INT. THE WOODS - DAWN

Genevieve, with muddy paws, slowly comes upon a clearing.

INT. THE CIRCUS TRUCK - DAWN

DAWN LIGHT seeps in through the cracks. CAMERA DRIFTS TO...

Madeline, sleeping soundly, her head resting on Pepito's shoulder. CAMERA MOVES deeper into her tightly shut eyes. Growing from inside her, we start to HEAR HER INNER VOICE...

MADELINE (V.O.)

...I can do anything... I can do
anything... I can do anything...

Her voice begins to meld with the SOUND OF A DOG BARKING...

Madeline BOLTS AWAKE, eyes popping OPEN, head popping UP.

MADELINE

(a whisper escapes)

...I can do anything...

She shakes herself, RATTLING PEPITO from his sleep.

MADELINE

Pepito! Pepito! Wake up!

PEPITO

(groggily coming to)

We're still here... It wasn't
just a horrible dream....

MADELINE

Listen, Pepito. Listen to that.

EXT. CLEARING IN THE WOODS - CONTINUOUS

Genevieve is BARKING MADLY INTO THE IDIOTS TENT, startling them awake. We see the SHADOW OF THE FRIGHTENED IDIOTS BOLTING AWAKE IN THEIR TENT, toppling the tent around them.

INT. THE CIRCUS TRUCK - CONTINUOUS

MADELINE

We gotta get out of here, Pepito.

PEPITO

(starting to cry again)

But how can we, Madeline? How?

Madeline's eager little EYES DART ABOUT in the faint light. The sealed cargo hold is full of the Idiots Popopov CLOWNING PARAPHERNALIA, hats, canes, juggling batons, rings, etc.

MADELINE

This truck's full of Idiot stuff.

EXT. THE CLEARING IN THE FOREST - DAWN

LEOPOLD AWAKENS, stepping from the JEEP, crossing towards the Idiot's fumbling clumsily inside their tent.

LEOPOLD

Idiots! Get out of there! What's going on in there! C'mon, there's Anarchy to be made!

INT. THE CIRCUS TRUCK - CONTINUOUS

PEPITO

(frightened whisper)

They're awake! Madeline! Hurry!

Madeline and Pepito are racing, sawing their ropes against the edge of a JUGGLING KNIFE STICKING RIGHT UP IN ITS CASE.

MADELINE

They left us in with juggling knives! What idiots!

PEPITO

B-b-but what good is this going to do, Madeline? They'll just come back in here and tie us up again!

Suddenly, Madeline SEES SOMETHING in the corner of the truck, just as the HEAVY ROPES SNAP and fall around their ankles --

MADELINE

I found something, Pepito! Look!

EXT. THE REAR DOORS OF THE CIRCUS TRUCK - CONTINUOUS

The Lead Idiot fumbles through SCORES OF KEYS at the lock.

LEOPOLD

What's taking so long?!

(CONTINUED)

CONTINUED:

LEAD IDIOT

You're making me nervous. Y'know,
for a guy who doesn't believe in
order or nothing, you sure know
how to stick to a schedule.

LEOPOLD

GIMME THE STINKIN' KEYS!

INT. THE CIRCUS TRUCK - CONTINUOUS

Madeline QUICKLY YANKS the cover off the TRAPEZE MOTORBIKE.

PEPITO

Yeah. It's a motorcycle. So?!

MADELINE

So?! You know how to drive one!
This is our escape!

PEPITO

(backpedalling)

No, no... I drive a Vespa. That
there is a motorcycle with like,
different gears and stuff... I
can't drive something like that...

MADELINE

Yes, you can, Pepito. You can do
anything. You can do it.

PEPITO

(gulping)

No. See, I'm not even technically
allowed to go out of my courtyard.

EXT. THE REAR DOORS OF THE CIRCUS TRUCK - CONTINUOUS

Leopold grabs the keys away, trying one, two, three, finally
getting the right key in, uncliccking the lock, pulling the
lock from its clamp, THE SOUND OF METAL AGAINST METAL and
suddenly the rear doors to the truck fling open and --

THE ROARING TRAPEZE MOTORCYCLE FLIES OUT THE BACK OF THE
TRUCK with Pepito and Madeline clinging on for dear life!

LEOPOLD AND THE LEAD IDIOT GET WHACKED DOWN BY THE DOORS.

Pepito has NO CONTROL OF THE MOTORBIKE. He's clutching and
lurching and revving. He swerves left. He swerves right.

PEPITO

Yaahhhhhh! I can't! I can't!

He circles around, heading straight for the CIRCUS TRUCK!

(CONTINUED)

CONTINUED:

MADELINE
Pepito! Watch out! Turn! Turn!

Pepito CRANKS THE WHEEL HARD RIGHT, heading directly for --
THE IDIOTS, WHO DIVE OUT OF THE WAY FOR COVER AND PHLUMP!
THE MOTORBIKE disappears into the DENSE FOREST.

LEOPOLD
(outraged)
After them! Idiots! After them!

Leopold fires up the ARMY JEEP, squealing towards the road.
The MUDDY IDIOTS climb up into their big CIRCUS TRUCK.

INT. THE DENSE FOREST - CONTINUOUS

CAMERA FOLLOWS THE BIKE, speeding through the maze of trees,
as Pepito and Madeline hold on for the RIDE OF THEIR LIVES.

The kids SCREAM as the bike ZIGS AND ZAGS, narrowly missing
one trunk after another, totally out of control --

MADELINE
You can, Pepito! You can do it!
You can do anything!

PEPITO
I don't know where the brakes are!

MADELINE
The what?!

PEPITO
The braaaaakes!

At which moment, they're careening directly towards --

THE BIGGEST THICKEST WIDEST TREE TRUNK IN THE WHOLE FOREST!

The KIDS SHRIEK! AND SUDDENLY, THE MOTORBIKE --

SKIDS TO A COMPLETE HALT AT THE TREE! The kids both exhale.

PEPITO
I found them.

MADELINE
I knew you could do it.
(smiles warmly)
Now let's get on home!

EXT. COUNTRY ROAD - DAY

As Pepito and Madeline ride out of the forest to the crest of the road, Pepito looks left and SEES...

THE CIRCUS TRUCK AND THE JEEP are speeding right for them...
Pepito GULPS, cranking HARD RIGHT, Madeline clinging tightly.

EXT. PARIS STREETS - DAY

The whirring MOTORBIKE screeches hard around a corner onto

EXT. ENTRANCE TO A NARROW ALLEY - CONTINUOUS

PEPITO squeezes the motorbike through the narrow opening.

CLOSE ON - MADELINE AND PEPITO

SCREAMING EXHILARATED as they ZOOM THROUGH the alley.

EXT. ENTRANCE TO A NARROW ALLEY - CONTINUOUS

The CIRCUS TRUCK TRIES TO SQUEEZE THROUGH BEHIND THEM BUT --
SCREECH! THE TRUCK IS TOO WIDE. IT WEDGES TO AN UGLY HALT.

INT. THE CIRCUS TRUCK - CONTINUOUS

The FOUR IDIOTS are trapped inside, the brick wall pressing right up against the windows on both sides of the truck.

EXT. PARIS STREET - CONTINUOUS

Leopold's ARMY JEEP swerves around the protruding rear end of the truck, SCREAMING OUT THE OPEN TOP OF HIS JEEP --

LEOPOLD
Idiots! Idiots! Idiots!

CLOSE ON - MADELINE AND PEPITO

speeding away, the wind in their hair, feeling like the only two people in the world. Pepito turns the motorbike onto...

EXT. ANOTHER NARROW STREET - DAY

And suddenly, Leopold's ARMY JEEP SWERVES IN BEHIND THEM.
Madeline glances back over her shoulder.

MADELINE
He's gaining on us! He's gaining!

INT. THE ARMY JEEP - MOVING - CONTINUOUS

Leopold FLOORS IT with fire in his eyes.

LEOPOLD'S POV - OUT THE BUG SPLATTERED WINDSHIELD

CLOSING IN ON THE MOTORBIKE speeding for the SEINE RIVER.

CLOSE ON - MADELINE

as the motorbike's ENGINE starts to sputter and wheeze.

MADELINE

What is it? What is it?

PEPITO

We -- we're out of petrol --

The bike begins to chug. Madeline glances back --

MADELINE'S POV - THE ARMY JEEP

is still charging full speed right for them, when suddenly --

INT. IN THE BACK OF THE ARMY JEEP - CONTINUOUS

GENEVIEVE LEAPS OUT BARKING FROM UNDERNEATH A TARP --

LEOPOLD

ARRRRRGH!

LEOPOLD SWERVES THE STEERING WHEEL --

EXT. STREET - CONTINUOUS

THE ARMY JEEP VEERS AWAY FROM MADELINE AND PEPITO AS --

GENEVIEVE JUMPS SAFELY OUT THE BACK --

MADELINE

GENEVIEVE!

AND THE ARMY JEEP SLAMS INTO THE EMBANKMENT OF THE SEINE --

THROWING LEOPOLD THROUGH THE OPEN ROOF -- HIS ARMS FLAILING
IN THE AIR AS HE FLIES INTO THE RUSHING RIVER -- SPLASH!

Leopold BOBS UP IN THE RIVER, waving his fist in the air!

LEOPOLD

ANARCHY! VIVA L'ANARCHY!

But the mighty river's currents are CARRYING HIM AWAY.

EXT. UP ON THE SIDEWALK ABOVE THE WINDOW - CONTINUOUS
Madeline and Pepito watch the Anarchist floating away...

PEPITO
Now he was a Bad Hat.

As Genevieve runs up, licking Madeline's little face, from the distance, POLICE CARS ARE COMING WITH SIRENS BLARING.

CUT TO:

INT. THE KITCHEN - DAY

Helene hangs up the phone, hurrying, screaming with glee --

HELENE
Zee children are safe! Zee
children have been found!

INT. THE FOYER - CONTINUOUS

Miss Clavel rushes in. The eleven little girls race down the stairs, as Helene races in shouting.

HELENE
Madeline is coming home! Zee
Gendarmes are bringing her home!

The girls CHEER! Miss Clavel gives a nod to the heavens.

GIRLS
Yeaaa! She's coming home! I knew
it! She missed us! Hooray!

The girls, Miss Clavel and Helene are all HUGGING each other, celebrating, when suddenly, the front doors open revealing...

LORD COVINGTON stands with MR AND MRS TASMANIAN AMBASSADOR.

The little girls instinctively HUSH. Miss Clavel steps up.

MISS CLAVEL
Lord Covington.

LORD COVINGTON
Have you forgotten we are having a
showing this morning, Miss Clavel?

MISS CLAVEL
Sir, I tried to get in touch with
you last night... We had an
emergency situation and...

LORD COVINGTON
(eyeing the happy girls)
...I take it tragedy was averted.

(CONTINUED)

CONTINUED:

MISS CLAVEL

Yes. Thankfully it has been.

(stepping forward)

Sir, might we speak about your selling this house?

LORD COVINGTON

Only when I have finished with our Ambassador from Tasmania --

MISS CLAVEL

But, sir --

LORD COVINGTON

I have spoken, Miss Clavel.

Lord Covington leads the Tasmanians through the house.

The little girls look forlornly after them. In the distance, we HEAR APPROACHING POLICE SIRENS.

AGGIE

Madeline... It's Madeline!

EXT. OLD HOUSE IN PARIS ALL COVERED IN VINES - DAY

Miss Clavel, Helene and the girls rush out into the street to greet the APPROACHING POLICE CAR.

The Spanish Ambassador and his happily sobbing wife race out from their Embassy gates as well.

The police car WHIRS to the curb and the children bound out in their loved one's arms. Madeline has her little arms wrapped tightly around Miss Clavel and Miss Clavel holds her just as hard, tears rolling down her cheeks.

MADELINE

I'm sorry, Miss Clavel. I know no one frightens you as much as me.

I'm sorry. Last time. Last time. I promise.

MISS CLAVEL

You can frighten me as much as you want, but never ever run away, Madeline. Never ever run away.

Lolo and Mimi are giving big hugs to the returning Genevieve.

Meanwhile, Pepito is lost deep in his mother's ample bosom.

MRS AMBASSADOR

(wailing)

Oh, my Pepito!

(CONTINUED)

CONTINUED:

PEPITO

I rode a motorbike, Mama! All by
myself! All through the streets
of Paris!

Madeline is working her way through her family of little
girls, kissing and hugging them all. Aggie steps up, proudly
giving Madeline her YELLOW BOATER.

The Spanish Ambassador is talking to one of the GENDARMES.

GENDARME

...we fished him out of the river.
Apparently he was affiliated with
the Anarchy and Chaos Movement...

Madeline looks up at OLD HOUSE COVERED IN VINES, shouting...

MADELINE

I missed you house! I missed you
vines! I missed you terribly!

Suddenly, a GUST OF WIND STEALS MADELINE'S HAT away...

MADELINE

Whoops...

Madeline chases the tumbling hat through the porte, up the
walk, through the courtyard, up the steps...

MISS CLAVEL

(calling out)
No! Madeline! We have visitors!

INT. THE FOYER - CONTINUOUS

But Madeline's already inside. She chases her tumbling hat
through the foyer into the dining room...

INT. THE DINING ROOM - CONTINUOUS

Where another GUST OF WIND PUSHES A WINDOW OPEN...

KICKING THE YELLOW BOATER UP IN THE AIR, landing gently on...

The stone mantle, just below the PORTRAIT OF LADY COVINGTON.

Madeline takes her hat, staring up at LADY COVINGTON.

MADELINE

...oh, Lady Covington...

LADY COVINGTON stares down at little Madeline.

Suddenly, the kitchen door swings open as Lord Covington
leads the Tasmanians into the dining room...

(CONTINUED)

CONTINUED:

LORD COVINGTON

...I imagine the kitchen will be
more your staff's domain anyway...

His voice trails off as he sees Madeline gazing up at his
late wife's portrait.

Madeline is completely SPELLBOUND.

MADELINE

(whispers to herself)
...Miss Clavel was right, he's a
kind and reasonable man...

LORD COVINGTON

What are you doing, little girl?

MADELINE

I, I... just remembered something.

Madeline turns, startled to meet Lord Covington's eyes...

MADELINE

You loved her so much, didn't you?

The Tasmanians looks at Lord Covington, not understanding.

LORD COVINGTON

(moving past)
That's not your concern.

MADELINE

I know how much you loved her...

(stopping him)
Sir, I was there... I saw you in
the hospital... The way you
looked at her...

(beat)
We all loved her too. She was the
most incredible person who ever
lived, wasn't she?

Lord Covington doesn't say anything. He's frozen silent.

MADELINE

I know 'cause a long time ago, I
lost two people... who I thought
were the most incredible who ever
lived. And I learned to keep them
with me. Right with me. Not in
my heart. They're just in... me.

Lord Covington stands there. He's starting to cry.

MADELINE

Isn't she in you, sir? I... I
think I still see her in you.

Miss Clavel enters into the doorway.

(CONTINUED)

CONTINUED:

Madeline stares up at Lord Covington.

Silence.

LORD COVINGTON
Yes, Madeline. Somewhere...
(beat)
Somewhere she's inside me...

MADELINE
Please don't sell her house, sir.

MISS CLAVEL
Your wife made a wonderful place,
sir. Where we could teach little
girls that they could do anything,
they could become anything at all
and the world was their own.

Now Lord Covington looks STRICKEN. Miss Clavel hesitates.

MISS CLAVEL
Are... Are you alright, m'Lord?

LORD COVINGTON
I, I've done a terrible thing...
(shaking his head)
I just sold the house to Tasmania,
in the kitchen.

Beat. Lord Covington looks up to Mr Tasmanian Ambassador.

LORD COVINGTON
Sir, I know we had an agreement,
and I know a girls school might
not mean that much to you, but
could I possibly remove this house
from the market, Mr Ambassador?

Beat. Mr and Mrs Tasmanian Ambassador look at each other.

MR TASMANIAN AMBASSADOR
I'm not the Tasmanian Ambassador.

MRS TASMANIAN AMBASSADOR
(grinning broadly)
I'm the Tasmanian Ambassador.

SMASH TO:

INT. THE DORM ROOM - DAY

THE GIRLS ARE JUMPING ON THEIR BEDS, SCREAMING WITH GLEE!

Genevieve vaults into the room, joining Madeline and all her
little friends in celebration.

CAMERA HOLDS ON THIS TABLEAU for a nice long time.

DISSOLVE TO:

EXT. OLD HOUSE IN PARIS ALL COVERED WITH VINES - (SPRING) DAY

It's the most beautiful day Paris has ever known. Birds are chirping. The sun is shining. HEAR GIRLS VOICES within.

INT. THE FOYER - DAY

Aggie runs down the stairs in her neatly pressed uniform, her hair all scrunched into two imperfect ponytails, tied with LITTLE PINK BOWS.

AGGIE

Wait for me! Wait for me!

INT. THE DINING ROOM - DAY

All the girls, also with LITTLE PINK HAIRBOWS, are gathering to take THEIR ANNUAL CLASS PORTRAIT, just below Lady Covington's painting. The table has been moved aside and a professional PHOTOGRAPHER is setting up his bulky stand up camera. Lord Covington is talking with the photographer.

Madeline HEARS THE DOORBELL RING.

EXT. OLD HOUSE IN PARIS ALL COVERED IN VINES - DAY

Madeline pulls open the big green porte door and looks out.

It's Pepito.

PEPITO

Hola.

MADELINE

We can't play right now Pepito we're taking our Annual Class Portrait.

PEPITO

I come with bad news, Madeline.

MADELINE

Bad news?

PEPITO

We must move to London at the end of this month.

MADELINE

But why? Was there an overthrow?

PEPITO

No, no. My father was promoted to new Spanish Ambassador to England.

MADELINE

Paris to London is a promotion?

(CONTINUED)

CONTINUED:

PEPITO

It didn't make sense to me either.

The two children just look at one another, a little sad.

PEPITO

We'll always have Paris, Madeline.

MADELINE

Yeah. We'll always have Paris.

(then, smiling)

Okay, but now you gotta go, 'cause we're taking our class picture.

PEPITO

Okay. See you after dinner.

Madeline closes the door, running to rejoin her GIRLFRIENDS.

INT. THE DINING ROOM - DAY

Madeline runs to her place in the front row of the class photo. All the girls are chatting with each other, laughing and goofing around, asking if their hair looks alright, settling Genevieve down front, Miss Clavel straightening herself to one side...

MISS CLAVEL

There we go, my ladies. In two straight perfect lines now...

MADELINE

Wait!

Madeline steps out of the line and crosses to Lord Covington, who is standing beside the photographer. She takes his hand.

MADELINE

Will you join our picture, sir?

LORD COVINGTON

I would be honored, Madeline.

Madeline leads him to his place in the class photo.

Lord Covington stands proudly alongside his girls.

AND FLASH!!!

EXT. OLD HOUSE IN PARIS ALL COVERED IN VINES - DAY

The FRONT DOORS FLING OPEN and our twelve little girls race out into the front yard, their little capes blowing in the wind. They are a picture of freedom and possibility.

As Miss Clavel and Lord Covington step out to the porch...

(CONTINUED)

CONTINUED:

The PICTURE FREEZES and...

CAMERA PUSHES IN on Madeline, the smallest one, her arms in the air, her feet off the ground, the happiest of them all.

FADE OUT.

THE END

SCRIPT FLY