

FADE IN:

on a well-worn PHOTOGRAPH ALBUM. An ELDERLY WOMAN'S HAND touched the album, caressing it lovingly for a moment, as WE HEAR her voice.

TATIANA (O.C.)
Once we lived in an enchanted
world. . .

She opens the ALBUM to reveal a BLACK AND WHITE PHOTOGRAPH of the PALACE AT ST. PETERSBERG on a brilliant summer day.

TATIANA (CONT)
A world of Tsars and Princesses
and elegant palaces. . .

CAMERA MOVES CLOSER TO the picture. . .

TATIANA (CONT)
and grand parties. . .

The PHOTO dissolves into REALITY in brilliant color as the day turns into night and the summer cools into winter. We see the palace at night, blanketed in a beautiful, almost glowing, snow as horse drawn carriages pull up to the front door.

TATIANA (CONT)
A beautiful, magical time. . .

MOVE INTO THE PALACE

TATIANA (CONT)
That would soon be gone
forever. . .

INT. PALACE AT ST. PETERSBERG - NIGHT

Elegant ROYALISTS mingle around the MAIN HALL as an ORCHESTRA plays.

All eyes turn to the GLASS DOORS OF TWO ELEVATORS which descend grandly on either side of a beautiful staircase. Through the glass doors we see TATIANA, the Dowager Empress, 60, imperious and bedecked with jewels, she is seemingly unapproachable. TSAR NICHOLAS and his SON are with her. In the other elevator, ALEXANDRA and her daughters - well, all her daughters except. . .

ANASTASIA, eight years old and apparently late for the party, rushes down the upstairs hallway followed by a SERVANT (SONYA) 16, who is trying to catch up with Anastasia to tie a large ribbon in her long, dark hair.

SONYA
(whispering)
Princess Anastasia - you're
late and it's all my fault!

ANASTASIA
Don't worry, Sonya, no one'll

notice. . .

Just then, Sonya lassoes the ribbon around her hair, stopping Anastasia with a

ANASTASIA
(loudly)
. . . owwwwwwwww!

All eyes turn to Anastasia, who once she realizes that she's the center of attention, flashes a mischievous smile and descends the staircase in grand style. As the ribbon falls out of her hair and down her back, Anastasia kicks it to Sonya without breaking stride.

Tatiana sees her and can't help but smile.

The music suddenly becomes a FLOURISH OF TRUMPETS. SERVENTS open the elevator doors as the ROYAL FAMILY steps out and begins a procession through their subjects. Tatiana holds out her arm to Anastasia as she makes it to Tatiana's side just in time. Anastasia has a beautiful but slightly impish face, dominated by large, blue, mischievous eyes. She has an abundance of energy and confidence for a girl her age.

"THE RULERS OF RUSSIA" (OPENING NUMBER)

The elegant guests sing their admiration as the beautiful and happy Romanov family makes its entrance into the ball, they're "the pride of all Russia". Vladimir invites Sophie to dance and the entire glittering assembly swings into a GLORIOUS SWEEPING WALTZ. Singing their certainty that the Romanovs will rule forever.

During the above, the ball is in full swing. Beautiful COUPLES swirls across the dance floor, including Anastasia dancing gracefully with her father.

Under a long buffet table, we see DMITRI, 11, darkly handsome, dressed in ragged servant clothes, with a shock of dark hair which continually falls across his eyes as he watches the guest enviously. Anastasia, still waltzing with her father, sees him. SERVANTS cross the room carrying a tray of BEAUTIFUL TROPICAL FRUIT. The guests "Ew" and "ah" at the sumptuous fruit. Anastasia sees Dmitri eyeing it hungrily and without missing a dance step, she grabs an orange off the tray and tosses it to Dmitri. He catches it and smiles broadly at her.

Suddenly, A HAND grabs Dmitri and pulls him out from under the table. It's IVAR, the HEAD SERVENT, who pulls Dmitri into an open wall panel.

IVAR
(angrily)
You're a servant! Never forget your place!

DMITRI
(defiant)
Someday my place will be out there!

IVAR
Never! You're a peasant,

Dmitri! Back in the kitchen

RULARS OF RUSSIA (CONT.)

UNDERSCORE CONTINUES as Dmitri is dragged from his hiding place under the table and back to the kitchen. It's like the Moscow circus back there, COMIC MUSICAL CONFUSION. The servants sing about their demanding employers and mockingly imitate their behavior: they imply that they have their own "party", that change is coming.

While back in the ballroom, the Royalists are oblivious to the servants discontent and sing their satisfaction with their own lives.

DRAMATIC UNDERSCORE CONTINUES though the following scenes.

ON TATIANA

in a large throne-like chair. Tatiana is very serious and very regal. She slides over to make room for Anastasia who sits next to her.

TATIANA

Why were you so late tonight

ANASTASIA

I was showing Sonya something . . .

TATIANA

What were you showing her?

ANASTASIA

(sheepishly)

How to read.

TATIANA

I thought you were told not to tutor your servants anymore.

ANASTASIA

I know, but I had to because . . .

Anastasia looks up at Tatiana and sees her smile with pride. Anastasia knows she doesn't have to explain.

ANASTASIA

(cuddling)

Oh, Grandmama, why do you have to go back to Paris?

TATIANA

It's where I've made my home but I do have something for you . . .

Tatiana reaches from behind the chair and brings out a beautiful MUSIC BOX. Tatiana takes the key, a small silver and enamel flower, on a silver neck chain and winds it up. MUSIC BEGINS, she hands Anastasia the key.

CLOSE UP

the key bearing the inscription "Together in Paris".

ANASTASIA

"Together in Paris"! Oh, when
can we be "together in Paris?!"

TATIANA

When you're older . . .

Anastasia makes a disgruntled face. Tatiana laughs.

TATIANA

Until then, whenever you hear
this song, think of me and know
that I'm waiting for you.

Tatiana puts the key around Anastasia's neck and they
embrace. Then, suddenly . . .

ON THE GRAND CHANDELIER

the lights begin to fade in and out.

GROUP SHOT

as PEOPLE in the ballroom look around bewildered. Then,
a WHIRLWIND kicks up, sending everyone off the dance
floor, as the whirlwind becomes a TORNADO.

Suddenly, an ALBINO BAT (BARTOK) with huge eyes, springs
out of the funnel, screeching and swooping over the
crowd, causing everyone to duck and cover their heads in
fear.

The tornada reaches it's peak and EXPLODES in smoke -
leaving RASPUTIN standing alone in the middle of the
floor. He is of indeterminate age, towering over other
men in the room, his most striking feature are his eyes
- which at this moment are burning a fiery red. He is
dressed in a flowing black monk's robe with a satin rope
tied around his waist. Connected to the rope is a
glowing RELIQUARY, a mystical lantern.

VARIOUS SHOTS

of Nicholas, Alexandra, Sophie and Vladimir, Dmitri
peeking out of the wallpanel, Tatiana and Anastasia,
all of whom are frightened.

NICHOLAS

as he gathers his son and wife to his side

NICHOLAS

Rasputin! You're alive . . .

RASPUTIN

(advancing)

Despite being shot, poisoned
and thrown into an icy river . . .
YES!

NICHOLAS

(honestly)

I had nothing to do with it!

RASPUTIN

You gave the orders!

NICHOLAS

I did no such thing!

RASPUTIN

After all I've done for your
family - YOU TRIED TO KILL
MEEEEEE ! ! !

Rasputin swings the reliquary, wrapping himself in smoke which seems to grow larger. Eerie moaning noises come from the reliquary. PEOPLE back away in terror.

RASPUTIN (CONT.)

The Romanov dynasty ends here!
You, your wife and children
will all die within the
fortnight!

ANASTASIA

NO!

Anastasia leaves Tatiana and rushes to stand in front of her father. Still holding her Music Box, Anastasia's shaking hands are the only thing that gives away her fear. Rasputin spins toward the voice.

ANASTASIA

We're not afraid of you!

RASPUTIN

(furious)

You . . . my little babushka . . .
you'll be so much fun to kill
that I'll save you for last!

Twirling the reliquary again, the MOANS grow louder as Bartok circles around his head. The smoke that emerges seems to have almost a human shape to it.

RASPUTIN

THIS IS THE END OF THE ROMANOV
LINE - FOREVER !!!!

The tornado of smoke begins again, whipping into a frenzy and then EXPLODING.

The smoke clears and Rasputin is gone. As the lights return to normal the Romanov family all stand together, and try to look regal and in control once again.

TATIANA (O.C.)

Some say Rasputin ad harnessed
all the dark powers of evil and
that it was his curse which
brought about the end . . .

DISSOLVE TO:

the ROMANOV FAMILY fades into a PORTRAIT OF THE FAMILY.

TATIANA (O.C.)

I will never know for sure.
All I do know is that the
beauty of our world was soon
Gone . . . Forever . . .

a lick of BRIGHT ORANGE FLAME creeps into view.

"RULERS OF RUSSIA" (VOCAL REPRISE)

HUGE, OMINOUS VOCALS reprise the onceglorious watz of the Romanovs, heralding the end of their world and underscoring the coming revolution.

PULL BACK

to see the PORTRAIT, a huge FRIEZE which covers an entire entire wall, singeing as the FLAME creeps up the nearby drapery, tinting the room in a red glow.

A SCREAMING MOB, some in uniform, some not, has crashed into the palace and is heading up the stairs. A few in the mob fire off orange RIFLE SHOTS.

INT. ANASTASIA'S BEDROOM - NIGHT

Anastasia BOLTS UP, hearing the shots. Her music box is next to her on her nightstand.

INT. HALLWAY - NIGHT

Mass confusion as the MOB is met by a few SERVANTS, who try to stop them from advancing. More shots.

ON THE ROMANOV'S

still in nightclothes, are being rushed down the hallway. Tatiana is next to Anastasia as Anastasia stopsdead in her tracks.

ANASTASIA
My music box!

Anastasia turns around and runs back down the hall. Tatiana tries to stop her.

TATIANA
Anastasia, no!

It's too late, Anastasia fights her way back into her room, with Tatiana following her.

FROM THE OTHER END OF THE HALLWAY

we see Dmitri watching amidst all the confusion.

INT. ANASTASIA'S BEDROOM - NIGHT

Anastasia grabs her music box as Tatiana rushes in.

TATIANA
Hurry, child!

LOUD RIFLE SHOTS are heard as Dmitri bursts into the room, closing the door behind him.

DMITRI
No - this way!

Dmitri runs to a wall panel and thows his weight against it. It opens, revealing a passage way.

DMITRI (CONT.)
Go! Run!! Out the servant's

quarters!

Tatiana, enormously grateful, looks at Dmitri as he flips his hair out of his face unconsciously.

DMITRI

Go!

Tatiana goes in as Dmitri shoves Anastasia toward the passageway, knocking the music box out of her hand. She reaches for it, but hearing the mob voices growing closer, he pushes her through the panel without it.

DMITRI (CONT.)

Go!

Tatiana quickly follows Anastasia into the passageway and Dmitri closes the panel JUST AS the mob bursts in.

DMITRI (CONT.)

(lying to the mob)

No one's here! Let's try the next room!

The MOB, accepts the word of a peasant boy and rushes out. Dmitri picks up the music box and looks sadly toward the panel.

EXT. TRAIN STATION - NIGHT

Which is under siege by ROYALISTS trying to board the overcrowded train and the REVOLUTIONARIES who are trying to stop them.

A TOURING CAR pulls up RIGHT ON THE TRACKS behind the caboose as the train starts to pull away.

Tatiana and Anastasia climb out of the car and race for the train, fighting their way through the frenzied and frightened crowd. WE HEAR shouts of "The Empress - let her through!" which helps clear the way.

Anastasia reaches the train first, then turns to see Tatiana. trying to catch up.

ANASTASIA

Hurry, Grandmama!

TATIANA

Get on! Anastasia, get on!

Anastasia refuses to board the train.

UP AHEAD

A MOB OF REVOLUTIONARIES block the tracks with a TRUCK

ON ANASTASIA

who pushes Tatiana up the stairs of the caboose. This puts Anastasia a few steps behind as the train speeds up. Tatiana is gripped by other passengers as she reaches out to Anastasia.

TATIANA

Grab my hand!

Anastasia reaches up and takes Tatiana's hand.

ANASTASIA
Don't let go!

CLOSE ON

the TWO HANDS. then suddenly. her small hand is pulled from Tatiana's grasp and falls out of the frame.

TATIANA (O.C.)
ANASTASIA!

ON ANASTASIA

who has stumbled, hitting the ground hard.

ON TATIANA

horrified, screaming:

TATIANA
ANASTASIA!

Tatiana rushes to jump off the train after her, but is caught and held back by the ROYALIST PASSANGERS as the train CRASHES through the truck and picks up speed.

TATIANA's POV:

Anastasia rising from the ground, her hand outstretched. But she is suddenly swallowed up by the mob.

SUPERIMPOSE:

A BLACK AND WHITE PHOTOGRAPH

of Anastasia, in a happier time, smiling.

UNDERSCORE: "THE MUSIC BOX THEME"

TATIANA (O.C.)
I never saw her again. . .

The PHOTO ALBUM slowly closes. . .

END OPENING NUMBER

DISSOLVE TO:

EXT. ORPHANAGE - DAY

A gray and ugly, post-revolution building with a sign above the door that identifies it: "Young Comrades Without Parents".

INT. ORPHANAGE - DAY

CHILDREN of all ages clean the cold, gray dormitory. Their clothes are ragged and they look underfed.

CLOSE ON

ANYA, 18, pretty despite the boy's hand-me-down clothes she is forced to wear, is busy scrubbing the floor. Unlike the others, she is determined not to let her surroundings get to her. She hums a tune.

The door suddenly SLAMS open and GREGOR, 8, and clearly terrified, comes running in followed by COMRADE

PHLEGMENKOF - a huge woman carrying a switch.

GREGOR

Anya! Anya!

All of the OTHER KIDS turn away, not wanting to get involved. Anya focuses on Gregor, who is shivering with fright and on the verge of tears as Phlegmenkof approaches, swinging the switch menacingly.

PHLEGMENKOF

You can't get away from me
now . . .

Phlegmenkof advances on Gregor. Anya takes the scrub brush and SHOVES it across the floor, right under Phlegmenkof's unsuspecting foot. Phlegmenkof's feet fly out from under her and she SMASHES to the floor. Gregor hops over her huge body and runs to Anya for safety.

Some of the OTHER KIDS glance over. A CHUBBY GIRL and a very pretty LITTLE GIRL, look at Anya with great admiration . . . some of the OTHERS think she's crazy.

Phlegmenkof rises, covered with soap bubbles, and spins on Anya - who gives her a very innocent smile.

PHLEGMENKOF (CONT.)

You! You did this!

Some of the OTHER CHILDREN laugh as soap bubbles fly off the enraged woman. She spins on them, her back to Anya.

PHLEGMENKOF (CONT.)

Brats! There'll be no supper
for any of you! Back to work!

Anya, behind Phlegmenkof, mimics her outraged face and angry gestures perfectly - as the CHILDREN laugh harder.

Phlegmenkof spins and almost catches Anya. She advances on Anya as Gregor hides behind her legs.

ANYA

Don't touch him.

PHLEGMENKOF

(to Anya)

You ragged, skinny, little
nothing! I have had just about
enough of you . . .

Phlegmenkof raises her hand to slap Anya, who holds her ground. Suddenly, Phlegmenkof SNIFFS the air.

ON THE KIDS

as the horrible smell reaches them too. They all make faces and hold their noses.

ON PHLEGMENKOF

who first sniffs under her raised arm, then realized the cause of the stench . . .

PHLEGMENKOF (CONT.)

Comrade Serebreakov!

She tries to straighten herself out nervously - this must be someone very important.

COMRADE SEREBREAKOV stands in the doorway, lecherously eyeing the girls. He is a huge, fleshly man with facial features which are reminiscent of a fish.

PHLEGMENKOF (CONT.)
(flirting)

Comrade Serebreakov! What a lovely surprise! What brings you here?

SEREBREAKOV
I need. . . a worker.

His eye catches Anya. He looks her up and down, his beady eyes showing a touch of lust for her.

SEREBREAKOV (CONT.)
I will take her.

He leans close close to Anya.

SEREBREAKOV (CONT.)
Tomorrow you begin your life's work in my hearing factory. You'll start by cutting off the tails - but if I'm pleased with
(MORE)

SEREBREAKOV (CONT.)
you - you just may move up to cutting off the heads. How does that sound?

ANYA
About as bad as you smell!

Phlegmenkof moves between them, pulling Serebreakov away.

PHLEGMENKOF
No, no, Comrade - you don't want her . . .

SEREBREAKOV
I want her.

PHLEGMENKOF
That's horrible, skinny thing?! She's crazy - she has no memory of anything before she came here! She didn't even know her name! That one is a rotten troublemaker, willful. . .

SEREBREAKOV
I'll break her will. . .
(to Anya)
I shall come for you tomorrow at dawn.
(he touches her face as she pulls away)
You will enjoy serving under me.

Smiling in anticipation, he exit.

PHLEGMENKOF

I couldn't break you - but he
can!

And she turns to leave in a huff. Anya does one more imitation of her, making the CHILDREN laugh. But as Anya turns away from her audience, we see her facade fade and realize her terror of the future.

INT. ORPHANAGE - NIGHT

The CHILDREN huddle in their cots under tattered, thin blankets. Anya is fully dressed, illuminated by the

light of a FULL MOON, she ties a dull gray sheets together and anchors the "rope" to an ice cold radiator and throws the other end out of the window. She is about to climb out when she looks at the sleeping children and smiles sadly. She walks over to Gregor's bed and puts one hand lovingly on his head and then reaches over and takes the hand of a sleeping LITTLE GIRL, who opens her eyes and smiles.

GREGOR

(loudly)

Anya?

The other children wake up as Anya gently "shushes" him.

GREGOR (CONT.)

(quietly)

Are you running away?

ANYA

No. I'm running to.

LITTLE GIRL

Running to? Running to what?

ANYA

To find my home.

A CHUBBY TWELVE YEAR OLD GIRL looks at Anya.

CHUBBY GIRL

But you are home.

ANYA

No. This isn't a home - it's just a building. Home is where you belong and none of us belong here.

GREGOR

Where is your home, Anya?

ANYA

I'm not sure but look. . .

Anya shows Gregor the key around her neck.

CLOSE UP on the inscription: "Together in Paris"

ANYA

It says "Together in Paris". I was wearing this when I came here ten years ago - it's the only way that I know . . .

ANYA (CONT.)

(beat)

. . . that I must have been
someone someone loved.

CHUBBY GIRL

Is your home in Paris?

ANYA

It might be. I have to go and
find out.

Anya smiles lovingly at the children.

"A SOMEPLACE AND A SOMEONE"

(Anya's "I want" song). Anya SINGS SOFTLY to the children about how all she has is the key around her neck to the "someone and the someplace" she was "lost from long ago". She tells the children that she must go find them again.

UNDERSCORE continues.

ANYA

I have to go now, before it
gets light.

GREGOR

(worried)

But what if we can't ever find
where we came from?!

ANYA

Then you'll have to make your
own home. Lots of people do.

Anya embraces the children and walks to the window.

GREGOR

(nervous, sad)

Anya! What if we can't find
anyone who loves us?!

ANYA

Then come find me.

Gregor is relieved and cuddles into his bed as Anya smiles lovingly and crawls out the window.

EXT. ORPHANAGE - NIGHT

Anya begins to climb down the street, testing the knots. The knotshold tight, but the old sheet RIPS in half, sending her PLUMMETING into a snow drift. From the depths of the snow we HEAR her voice.

ANYA (O.C.)

I hope there's no snow in
Paris. . .

EXT. HILLSIDE - DAWN

A glorious bright (and cold) dawn creeps over the horizon. Anya stands at edge of the hill, looking down on the city of ST.PETERSBURG. The old gray

orphanage looms behind her. Anya "borrows" an old, beat-up bicycle from the orphanage and rides down the hill.

Music picks up in energy and excitement as Anya zooms on her way bumping and bouncing downhill as the sunrises and St. Petersburg looms nearer.

"A SOMEONE AND A SOMEPLACE" (CONT.)

Music becomes UPTEMPO, HOPEFUL, ACTIVE, ACTIVE. Anya SINGS - full of hope, energy and excitement as she peddles her rickety bike toward the city. "Her heart is on its way" and nothing is going to stop her.

Anya passes though the countryside toward the city. A peasant family waves to her as she goes by. A Gypsy Troupe performs tricks by the side of the road. A very fancy car zooms by.

"A SOMEONE AND A SOMEPLACE" (CONT.)

Anya SINGS, imagining who she might be -- anyone from a peasant to a princess! But it doesn't matter as long as she finds her real family.

People stare at her as she rides into the edge of the city. She is captivated by all the activity: cars, busses, stores, long lines of people, etc.

"A SOMEONE AND A SOMEPLACE" (CONT.)

Anya SINGS -- in this sea faces, there must be someone who has a clue to her identity. She'll stop at nothing to find the someone who once loved her. SOARING MUSICAL AND VOCAL CONCLUSION. END MUSICAL NUMBER

Anya does not see a cute little PUPPY (MEETOO) with a HUGE BONE in his mouth, being chased along the sidewalk by a pack of much larger, vicious DOGS until he bolts across Anya's path forcing her to skid to a stop. She watched him as he scoots into an alley, followed by the angry pack.

On reflex, Anya drops the bike and reuns into the alley after him.

EXT. ALLEY - DAY

Meetoo is trapped. The PACK surrounds him, ready to pounce when Anya LEAPS into the middle of the circle. The PACK is startled, but begins to advance on both Anya and Meetoo.

Anya doesn't know what to do. She crouches and then. . . growls back at them, making her eyes look as ferocious as possible. The PACK exchange a confused look; there's a girl growling at them. Meetoo stands, suddenly brave, behind her and growls along with her.

Suddenly, Anya pounced toward the pack, growling louder. The pack has definately had enough - some start to back out quizzically, others turn and run like hell.

Anya turns to Meetoo, who looks up at her gratefully, wagging his tail. Anya picks up the bone and puts it back in his mouth.

ANYA

I think you should be more
careful about who you invite to
dinner!

Meetoo nods and lets out a little "bark" that sounds as if he were saying "retu". Anya pats him and heads back to her bike.

EXT. ST. PETERSBURG STREET - DAY

Anya rides down the street. She doesn't see Meetoo, running like a little maniac behind her.

Anya approaches a STERN LOOKING BUILDING with a sign over the door: "The People's Bureau of Bureaucracy".

She leaps off her bike and heads up the stairs. Meetoo, breathing heavily from his run, follows and almost reaches her when the heavy door slams in his face. He slumps against it, panting, his little paw-to chest.

INT. BUREAU OF BUREAUCRACY - DAY

Anya enters and STOPS when she sees. . . LINES and LINES of people which seem to go on forever. She walks down the side of one line, trying to figure out which one to stand in.

ANYA

Could someone tell me. . .

PEASANT 1

End of the line!

ANYA

Which line?

PEASANT 2

Any line.

PEASANT 3

All lines are good lines.

PEASANT 1, 2, & 3

(in unison)

In our beloved Soviet Union!

They turn toward an armed Soviet Guard and smile sweetly, hoping he heard their flattery. He did.

GUARD

Very good. . .

He jots something down in his notebook.

ON ANYA

as she gets closer to the window. She turns to the person behind her.

ANYA

Is this the right line to get
papers to travel?

PEASANT 4

Travel? Travel to where?

ANYA
To Paris. I have to get to
Paris

PEASANT 5, in front of her, turns around.

PEASANT 5
Paris?! What do they have in
Paris that they don't have
here?

PEASANT 6
Shorter lines?!

Peasant 6 is immediately carted off by TWO ARMED GUARDS
for his blasphemy against the state.

PEASANT 7
(quietly)
Nobody leaves Soviet Russia.

The OTHER PEASANTS join in with variations of "Nobody
leaves Russia" as Anya reaches the window and speaks to
the clerk.

ANYA
Is this where I get traveling
papers?

CLERK
It would be if we let you
travel which we don't so it
isn't.
(loudly, for all to
hear)
Russia is the people's
paradise!

And to further make his point, he slams shut his window,
which immediately opens a crack as he whispers to Anya.

CLERK (CONT.)
See Dmitri. He can help.

He shuts the window, only to open it again immediately.

CLERK (CONT.)
But you didn't hear it from me.

He shuts the window.

ANYA
(doesn't get it)
I didn't

He opens it again.

CLERK
No.

The clerk sticks out a sign: "Samovar Break - back in
ten minutes" and slams the window shut.

EXT. BUREAU OF BUREAUCRACY

Anya steps out of the building, still not seeing Meetoo
and looks around at the hoards of people waiting in

lines for everything: bread, gas, clothes, etc.

ANYA
(to herself)
Dmitri? There must be a
million Dmitris. . .

FOLLOW ANYA

as she wades into the crowded street. Meetoo getting tangled in the legs of waiting Soviets.

Anya stops suddenly. She sniffs the air. Her eyes widen as she recognizes the stench that is floating through the air. She spins around and sees Serebreakov DIRECTLY ACROSS THE STREET.

Serebreakov is on a mission to find Anya. He turns in her direction just as a bus passes. Anya is gone.

We now see Anya clinging to the side of the bus as it drives down the street. Meetoo looks, his face dropping - he knows he'll never catch up to her now. Then he sees the bus hit a huge pothole and Anya is knocked off into the mud. Happily, Meetoo trots off in her direction.

Anya approaches TWO PEASANTS who are waiting in line in front of a cafe.

PEASANT 9
(to Peasant 10)
Which line is this?

PEASANT 10
The line to get into the line.

ANYA
Excuse me, do you know
Dmitri. . .

PEASANT 9
I know nothing!

PEASANT 10
Nothing!

PEASANTS 9 & 10
(whispering
simultaneously)
Try the tavern/ library.

They begin to bicker back and forth in forced whispers as to whether Dmitri is at the tavern or the library. Exasperated, Anya walks away. They call after her.

PEASANTS 9 & 10
But we didn't tell you!

Anya rolls her eyes in frustration. She doesn't see Meetoo at her feet.

ANYA
(To herself)
I wish they'd all stop telling
me they didn't tell me!

Meetoo gives a "retu" of agreement. Anya looks down and

sees him.

ANYA (CONT.)

What are you doing. . .

Just then, she catches another whiff of something foul in the air. Anya duck quickly into a doorway and loses Meetoo. Anya peeks out. A GARBAGE WAGON full of dead fish and rotten food passes Anya. She sighs with relief, it wasn't Serebreakov - it just smelled like him.

Anya steps out of the doorway and approaches a STREET ARTIST sketching a LARGE PEASANT WOMAN as her TINY HUSBAND looks over his shoulder.

TINY HUSBAND

(To Artist)

Could you get rid of her moustache?

ANYA

Excuse me - I'm looking for a man named Dmitri. . .

The Artist quickly scribbles and address on his pad and hands it to her without turning around.

ARTIST

But I didn't write it.

Anya looks down at the note

CLOSE ON NOTE

"St. Petersburg Art Theatre - 99 Pushkin Street"

DISSOLVE TO

A SIGN

"Pushkin Street"

CAMERA PANS TO:

EXT. ST. PETERSBURG ART THEATRE - DAY

Where WE HEAR a cacophony of FEMALE VOICES as the camera moves inside.

INT. ST. PETERSBURG ART THEATRE

The waiting room is filled with YOUNG WOMEN, of various shapes and sizes, holding reading aloud from a piece of paper. WE HEAR many variations of "Oh, Grandmama! It's me, Anastasia. I've waited so long to see you".

INT. STAGE

An ACTRESS stands in front of what looks to be an OLD WOMAN in a shawl who's back is to the "audience".

ACTRESS 1

(over the top)

Oh, Grandmama! It's me,
Anastasia! I've waited so
long to see you!

The Actress then LUMBERS over to the OLD WOMAN, with a gait like John Wayne.

REVERSE ANGLE

to see the "Old Woman" is Vladimir, with a shawl over his head. He looks older, of course, but with the same dapper mustache. He rolls his eyes.

VLADIMIR
(out to audience)
Dmitri! I can not work with
her!

(MORE)

VLADIMIR (CONT.)
(to Actress)
May I remind you that you are
supposed to be Princess - not a
lazy lumbering lout!

IN THE SEATS

is Dmitri. Now 20 and darkly handsome. His hair still falling in his eyes as he flips it off his forehead.

DMITRI
Vladimir, calm down!

Vladimir walks off the stage and toward Dmitri.

VLADIMIR
This, my friend, as an exercise
in futility! We shall never
find a girl to play the
Princess Anastasia out of this
motley crew of commoners!

Vladimir dramatically throws one end of his shawl over his shoulder.

DMITRI
For a ten million rubles reward
we can look a little longer.
This is the big one. . . and all
I need is the right girl.

"A SOMEONE AND A SOMEPLACE" (REPRISE

(Dmitri's "I want") Dmitri SINGS a reprise of Anya's song, a COMIC VERSION, in which he expresses the hope that he can find the right girl for his scam. Anyone from a peasant to a princess will do, as long as she can fool Tatiana. (NOTE: We don't want to give Dmitri a whole new song here or we'll be too song-heavy in Act I. By giving him a short reprise of Anya's song, we can effectively align these two characters emotionally.)

QUICK CUTS:

of various aspirants:

ACTRESS 2
(heavy hasal)
Oh, Grandmama! It's me,
Anastasia. I've waited so long
to see you.

DMITRI (O.C.)
Next!

ACTRESS 3

(stupid)

Oh. . . Grandmama it's me.
Anastasia, I have waited so
long, too.

(as a good-bye)

See you!

DMITRI (O.C.)

Next!

ACTRESS 4 looks like a hooker and sounds like Mae West.

ACTRESS 4

Oh. . . Grandmama. . . It's me. . .

DMITRI (O.C.)

Next!

BACK TO DMITRI

DMITRI

I wouldn't be on the outside
anymore. The ten million
rubles would make me welcome
anywhere. I'd really belong
somewhere - if I could just
find the right girl.

BACK TO QUICK CUTS:

A very round ACTRESS 5

ACTRESS 5

Oh, Grandmama. . .

DMITRI (O.C.)

Next!

ACTRESS 6

(very intense)

What's my motivation?

ON VLADIMIR

VLADIMIR

(calling out to seats)

Stanislavski!

CUT TO STANISLAVSKI

shrugs innocently.

DMITRI (O.C.)

Next!

ACTRESS 7 is actually a man.

ACTRESS 7

Oh. . .

ON DMITRI

in a state of disbelief.

DMITRI

I've gotta find the right girl!

END MUSICAL NUMBER

DMITRI

Next.

EXT. ST. PETERSBURG ART THEATRE

Anya rides up to front of the theatre and drops her bike. She rushes the steps.

INT. THEATRE

now empty as Dmitri and Vladimir are gathering up their things to leave. Vladimir still wears the remnants of the evening clothes that he wore in the first scene.

VLADIMIR

It's no use, Dmitri - we'll never find the right girl!

DMITRI

We will. We have to.
(trying to cheer him up)
Come on, Vlad - she's out there.

They walk out the door.

EXT. ST. PETERSBURG ART THEATRE - CONTINUOUS

DMITRI

She could be right under our nose

Anya is running up the stairs as Dmitri walks out and they COLLIDE: her forehead banging Dmitri literally under his nose. Dmitri grabs his upper lip in pain.

DMITRI

(over reacting)
Ouch! That really hurt!

ANYA

I'm sorry. . . I'm. . .

DMITRI

That's quite a hard head you've got there, boy.

In her old hand-me-down boys clothes and that pulled low, she could easily be mistaken for a boy.

ANYA

(breathless)
I'm looking for Dmitri. I need traveling papers - to Paris. I heard Dmitri could help me.

Vladimir and Dmitri exchange a look. . . wary. . . Dmitri looks around and motions to Vladimir to handle it while he walks ahead nonchalantly.

VLADIMIR

Who did you hear it from?

ANYA

I heard it from everyone who
said I didn't hear it from
them! Do you know Dmitri?

Dmitri keeps walking ahead followed by Vladimir. Anya
is determined not to give up and keeps up with Vladimir
even though she keeps getting bumped and pulled off
track by people walking in the opposite direction.

VLADIMIR
(loudly, acting)
Providing travel papers is
illegal!

(then, quietly)
I know Dmitri well - perhaps I
can help you. Provided you
have enough money to pay for
this service. . .

ANYA
Well, I don't have any money . . .

VLADIMIR
Good day!

Vladimir pats her on the head and walks away.

ANYA
I have a bike! Perhaps I could
sell it and. . .

Vladimir keeps walking, catching up to Dmitri.

Anya runs back around to the front of the building where
she left her bike. She stops suddenly when she realizes
that there is no bicycle there anymore - just Meetoo.

ANYA (CONT.)
What are you doing here? And
where's my bike?

A POLICEMAN strolls by.

ANYA (CONT.)
Officer! My bike has been stolen!

POLICEMAN
Nonsense. There is no crime in
the Soviet Socialist Republic.

And he keeps walking. Anya realizes that there is no
hope in pursuing the policeman so she heads off to find
Vladimir - who has vanished down the street. Meetoo
starts to follow her.

ANYA
Sorry, boy, I have to go.

Meetoo barks "retu" and starts after her.

ANYA (CONT.)
No. You can't come with me.
I'm leaving. . .

Meetoo barks his "retu" and starts after her again.

ANYA (CONT.)
(laughing)

It sounds like you're saying
"me too". Listen little guy, I
have money, no food. . . and
no bicycle. I'm the last
person you should be following!

Anya pats him on the head and heads off in the direction
of Vlad and Dmitri. Meetoo, of course, follows her.

FURTHER DOWN THE STREET

Anya spots Vladimir and Dmitri turning the corner in the
distance. Anya runs, trying to catch up with them. She
turns the corner and STOPS.

ANYA'S POV

the PALACE in the distance, only now it's run down,
boarded up and partially burned.

Anya is taken back. She stares, fascinated by it -
moved by it . As the sun sets behind the Palace, it's
bathed in a beautiful golden light.

INT. PALACE BEDROOM - NIGHT

CLOSE on a roaring fire, over which Vladimir has
fashioned a roasting "spit" which is propelled by a
Victrola. Vladimir is carefully basting the only thing
on the spit: a head of cabbage.

Dmitri is sitting by the window, staring at the MUSIC
BOX that Anastasia dropped the night of the revolution.

VLADIMIR
. . . even if we find her, what
makes you think the
Empress will even see us?

Dmitri holds up the music box.

DMITRI
She'll see us.

EXT. PALACE AT ST. PETERSBURG - NIGHT

Anya approaches, tentative and glancing around. She
tries to open the door but it won't budge, so she moves
to a boarded up window. She looks through a crack in a
board.

INT. BALLROOM

Dark and eerie. All of it's former glory destroyed.
CAMERA RISES to a partially destroyed CHANDLIER where
we see BARTOK, the bat who was with Rasputin.

He hangs upside down next to a FEMALE BAT. He clears
his throat - she doesn't respond. Using his wings, he
gives his "hair: a quick grooming.

BARTOK
You, uhh. . . hang here often?
(laughs nervously)
"Hang" get it? I said "hang"
and we're both, you know, cause
we're bats. . . and, uhhh. . .
what's your sign?

No reaction from FEMALE BAT.

EXT. PALACE

Anya uses a stick to pry off some of the window boards.
We HEAR a crack.

INT. PALACE BEDROOM

SAME CRACK noises from downstairs just as Vladimir's
cabbage falls from the spit into the fire.

DMITRI
(off noise)
What was that?

VLADIMIR
That was your dinner! I do
hope there is no cabbage in
Paris!

INT. BALLROOM

BARTOK
Whatta' ya say we go somewhere
- maybe get a bug to eat. Get
it? A "bug" to eat, 'cause
we're. . .

FEMALE BAT rolls her eyes in disgust and flaps away.

BARTOK (CONT.)
(one last try)
I'm a Gemini. . .

He hears the SOUND of boards being torn off the window.

BARTOK'S HIGH ANGLE POV

Anya climbs into the ballroom.

INT. SMALL ROOM

Meetoo manages to wiggle in after her and follows Anya
as she wanders around, spell bound by the faded glory of
the palace.

INT. DINING ROOM

Anya wanders into the partially destroyed room and bends
down to inspect half of a broken plate that's lying on
the floor. The instant she touches it, she pulls her
hand away as if SHOCKED. Recovering, she picks it up.

CLOSE ON PLATE

painted with decorative dancing Russian bears.

Anya wanders out of the room and to the top of a HUGE
STAIRCASE which leads down to the once grand BALLROOM.
She stops at a large landing half way down the steps.
Meetoo sees a large curtain hanging precariously on the
side wall. Being a puppy he can't resist leaping and
grabbing at it with his teeth. Anya notices and runs
her hand along a the carved butterflies in the worn
banister.

ON ANYA

who jumps, startled, as Meetoo pulls the curtain and it hits the floor.

INT. PALACE BEDROOM

Dmitri and Vladimir look up from their burnt cabbage. They heard it too.

INT. STAIRCASE (BALLROOM)

Anya is relieved to see it is only Meetoo, who wags his tail happily with the curtain still in his mouth.

ANYA

What are you do. . .

Anya STOPS mid sentence, taken by what she sees.

ANYA'S POV

Behind the curtain was the FRIEZE of the ROMANOV FAMILY. The moonlight hits the portrait with a ghostly glow.

"ONCE UPON A DECEMBER" (THE MUSIC BOX THEME)

Anya is mesmerized by the FRIEZE. She looks around the Ballroom. . . almost remembering something. . .

ANYA

(singing)

DANCING BEARS, PAINTED WINGS
THINGS I ALMOST REMEMBER.
AND A SONG SOMEONE SINGS
ONCE UPON A DECEMBER

As she sings the ballroom transform into it's once splendid glory. Anya takes off her coat and at once her rags are transformed into a beautiful gown. NICHOLAS steps down from the FRIEZE and walks her down the stairs gracefully and begins a waltz with her.

ANYA (CONT.)

SOMEONE HOLDS ME SAFE AND WARM
HORSES PRANCE
THROUGH A SILVER STORM
FIGURES DANCING GRACEFULLY
ACROSS MY MEMORY.

MUSIC BUILDS. A CHORUS of voices sing the melody as royal ghosts appear as elegant and beautiful as in the opening scene. Then

ANYA (CONT.)

SOMEONE HOLDS ME SAFE AND WARM
HORSES PRANCE
THROUGH A SILVER STORM
FIGURES DANCING GRACEFULLY
ACROSS MY MEMORY.

MUSIC: FULL!

Dmitri and Vladimir appear at the top of the stairs.

DMITRI & VLADIMIR'S POV

some ragged lunatic dancing with "himself".

ANYA (CONT.)
FAR AWAY, LONG AGO
GLOWING DIM AS AN EMBER,
THINGS MY HEART USED TO KNOW
THINGS IT YEARNES TO REMEMBER

Anya is released from Nicholas' embrace. He kisses her on the forehead and slowly backs away. She follows Nicholas, back up the stairs to the landing, where the sun has caused a "dust" mist.

Then, magically, TATIANA appears through the mist, a loving beautiful vision from the past.

ANYA (CONT.)
AND A SONG SOMEONE SINGS
ONCE UPON A DECEMBER.

DMITRI (O.C.)
(yelling)
Who are you?!

END NUMBER

Dmitri's voice causes the visage to disintegrate. All goes back to the way it was - dark and destroyed.

Anya spins toward Dmitri, surprised and frightened.

DMITRI'S POV

Anya is caught in a ray of moonlight, directly in front of the image of Anastasia in the frieze. The resemblance is striking. Dmitri is taken aback, but Vladimir is unaffected.

VLADIMIR
You're trespassing, boy!

Anya is dazed by what has just happened to her and can't quite refocus on reality.

ANYA
I . . . I . . . spoke to you earlier
about traveling paper. .

Dmitri pokes Vladimir with his elbow but doesn't take his eyes off Anya.

DMITRI
(whispering to Vlad)
It's her.

VLADIMIR
He's her?

DMITRI
Look!

Vladimir looks at Anya again and get it.

ANYA
Are you Dmitri? I didn't mean
to trespass - I don't want to
do anything dishonest, but if
you could just help help me. . .

Vladimir and Dmitri walk down the stairs and up her stairs and begin to circle around her.

VLADIMIR

Perhaps you heard of our brilliant plan to find a girl and. . .

Dmitri pokes him hard in the ribs and shakes his head.

DMITRI

(quietly to Vlad)

She doesn't want to do anything "dishonest". . .

VLADIMIR

(gets it, whispers)

Ew. . . the honest type.

Dmitri gives Vlad a "let me handle this" gestures.

DMITRI

(off frieze)

You look like her. Like the Princess Anastasia. Has anyone ever told you that before?

Anya is coming back to her senses, doesn't like these men circling her.

ANYA

(sarcastic)

Oh, yeah - in the orphanage they constantly told me I looked like a princess! Stop that!

Dmitri stops circling and then begins to use everything that Anya says - the perfect and charming con man that he is - to get what he wants.

DMITRI

People say Anastasia was the only member of the Royal Family to escape alive. That makes her an orphan too

(MORE)

DMITRI (CONT.)

(beat)

What happened to your parents?

ANYA

I don't know - I don't remember anything that happened before the revolution. . .

DMITRI

You know, it's strange - Anastasia's grandmother, the Dowager Empress Tatiana has been looking for Anastasia since the revolution. Why do you think she wouldn't go to her own grandmother?

ANYA

I don't know. I don't see what this has to do with me.

DMITRI

Perhaps it's because she has amnesia too - can't remember. . .

VLADIMIR

How much do you weigh?

Dmitri pokes him again.

VLADIMIR (CONT.)

(to Dmitri)

I was just wondering since we already have the dress. . .

ANYA

Look, I came here to get papers to travel to Paris and. . .

DMITRI

Why do you want to go to Paris?

ANYA

(defiant)

I have my reasons.

DMITRI

Anastasia's grandmother is in Paris. We're going to bring Anastasia to her - in Paris.

(MORE)

DMITRI (CONT.)

(beat)

And I think you are the Princess Anastasia.

Anya laughs. Vlad mouths to Dmitri "Do you think she's really Anastasia?" Dmitri shakes his head no, of course not, then continues with Anya. Vlad smiles to himself and walks down the stairs - Dmitri's so good even he got confused!

DMITRI (CON'T)

You never thought of the possibility?

ANYA

Look - there isn't an orphan in the world who doesn't dream she's a princess but, come on. . . Look at me!

Dmitri spins spins around, dramatically pointing to Anastasia's image in the freeze.

DMITRI

NO! YOU LOOK AT HER! LOOK AT HER!

(beat, then softly)

It could be you.

UNDERSCORE: "THE MUSIC BOX THEME"

Anya fiddles with the key around her neck and looks down

at the ballroom, remembering what just happened there -
could it have been a memory. . .

Dmitri tries to act casual as he turns and starts
walking down the stairs.

DMITRI (CONT.)

You don't have anything to
lose. If I am wrong - the
Empress will simply tell us you
aren't Anastasia and we'll be
on our way. No harm done - an
honest mistake - but at least
you will be in Paris.

Anya touches Anastasia's painted hand in the frieze.

ANYA

(singing in a whisper)

THINGS MY HEART USED TO KNOW
THINGS IT YEARNES TO REMEMBER. . .

Dmitri looks at Anya, her back toward him, as he raises
his arm to her.

DMITRI

Find out the truth - come to
Paris with us.

Anya expression registers her internal debate. What is
it's true. . . It couldn't be. . . but if. . . Then,

ANYA

All right. I will go with you.

Meetoo let's out his "retu". Vladimir lets out a whoop
of joy. Dmitri smiles and bows to Anya..

DMITRI

The Her Royal Highness Princess
Anastasia!

ON BARTOK

having watched the whole thing - he sighs.

BARTOK

Oy. . . he's gonna be so mad. . .

Bartok flies out a broken window and into the night.

EXT. AERIAL VIEW OF ST. PETERSBURG - NIGHT

BARTOK'S POV

The city lights fade and we move into the blackness of
the Russian forest. Finally, in the distance, we see
the orange glow of a fire.

EXT. GYPSY CAMP - NIGHT

Bartok swoops along the wagons. Everyone looks to be
asleep. Bartok keeps flying until he sees an OMINOUS
LOOKING BLACK WAGON, the largest and most elaborate.

Bartok screws up his courage and flies into the open
window of the BLACK WAGON

ANYA
(singing in a whisper)
THINGS MY HEART USED TO KNOW
THINGS IT YEARNs TO REMEMBER ...

Dmitri looks at Anya, her back toward him, as he raises his arm to her.

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Paris with us.

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INT. RASPUTIN'S WAGON

A lone candle lights the dark wagon. A frightened Bartok, stays on the window sill.

BARTOK
Ummm ... Father Gregori? It's,
uhh ... me. Bartok.
(a sign of relief)
Phew! Not home ...

Rasputin's face suddenly ROARS into FRAME from the bed below, his eyes fiery red and his beard wild.

RASPUTIN
What?

BARTOK

Oh my God!

(wing to chest)

Don't do that ... feel my heart.

Go ahead. I'm dying here ...

RASPUTIN

(smiling)

And what do you want, my little
rat-with-wings?

Rasputin rises and pours himself a glass of vodka.

BARTOK

Name calling! That's mature.

Rasputin grabs him by the throat.

RASPUTIN

I gave you that tongue and I
can rip it out!

BARTOK

(strangled)

No, I really like my tongue...
we're very attached.

(rasputin releases him)

Oyyyyy... Okay, now... promise
you won't get angry.

RASPUTIN

(sweetly)

Why would I ever be angry with
you, little friend?

BARTOK

Yeah, right. Keep that thought
okay? So, I'm in town, stop by
the old palace. You get a better
class of bats there - no tattoos
or anything.

Rasputin rummages around for a full bottle of vodka,
tossing the empties - which Bartok has to dodge.

BARTOK (CONT.)

So, I'm cruisin' the rafters and...
what can I say, I struck out. I
thought chicks would like the fact
that I can talk, you know but,
I mean, the way things are going
I couldn't get invited to a plague.

(a bottle smashes)

Someone's gotta clean that up...

RASPUTIN

Get to the point sometime tonight..
I'm late for a wenching.

BARTOK

Okay... you're not gonna like this
but, well, it looks like Anastasia
is ... still alive.

He tenses, waiting for Rasputin's explosion but Rasputin
just laughs.

RASPUTIN

Impossible. That rumor's been
around for years.

Bartok hovers face-to-face.

BARTOK

Trust me, it's her!

RASPUTIN

(eyes narrowing)

How do you know?

BARTOK

Rodent's intuition, how do I know?
She looks exactly like her.
Except she's taller,
which is natural ... Of course
my second cousin Trephev - he
never grew. Looks like a
little pepper shaker. He was
so cute ...

Rasputin begins a slow growl that builds.

BARTOK (CONT.)

Oyyy... I knew this was gonna
to upset him!

Rasputin howls in anger and smashes his glass against
the wall. He moves toward the CABINET, knocking over
furniture. Rasputin flings open the cabinet and we see
the RELIQUARY, glowing gently as if it were sleeping.
Bartok covers his eyes in fear. Even Rasputin seem a
bit nervous in front of it.

RASPUTIN

(with reverence)

Source of my power. Owner of
my soul. I need your help.

Rasputin takes the RELIQUARY out of the cabinet and
sets it on the table.

BARTOK

Hey, she's just a kid. And she's
going to Paris outta sight,
outta mind, outta Russia.

RASPUTIN

I cursed then all!

BARTOK

My Aunt Bella, sweet woman not
the brightest bat in the world -
she used to hang right side up,
anyway she always said "Curses
were made to be broken". Course,
she said it in those irritating
little bat squeaks, so it wasn't
quite so profound...

Rasputin pulls out a set of RUSSIAN DOLLS (a small
painted, hollow doll with a smaller doll inside it,
and a smaller doll inside it, etc.) The first doll
bears an eerie resemblance to Nicholas. Inside the
second looks like Alexandra, all the way down to the
ANASTASIA doll.

"THE END OF THE LINE" (PRODUCTION NUMBER)

Rasputin will have a DARK, MENACING, DELICIOUSLY

SCARY NUMBER in whIch he SINGS of his obsession with killing the Romanovs once and for all. Bartok will interject comically throughouut. as Rasputin will conjure up tLis minions from the iquary and sing about Romanovs FINALE, he sends them off after Anya.

SONG TO INCORPORATE THE FOLLOWING SENTIMENTS:

RASPUTIN

The Romanovs tried to kill me and
I swore to destroy all of them!
If she lives, if she should have
a child someday, the Romanov Family
continues! And I won't lot that
happen! THIS IS THE END OF THE LINE!

He crushes the Anastasia doll in his massive hand.

BARTOK

You know, this is really obsessive
behavior. There is this doctor this
doctor in Austria, Sigmund something
and he feels. . .

Bartok land on the table while be's talking and his
wing accidently knocks the RELIQUARY on its side and
it begins to roll.

RASPUTIN

YOU IDIOT

Rasputin makes a sad leap, grabbing it seconds before it
shatters on the floor. Rasputin holds it up. The
smokey SPIRITS inside swirl around, moaning.

RASPUTIN (CONT.)

(to Reliquary)

Yesses - you'd all like to get
out, wouldn' t you? Sorry
just one at a time and only
when I call.

Rasputin spins an Bartok, who Us been slinki away, and
slams a goblet over his.

BARTOK'S POV

From under the glass, Rasputin looks distorted and even
more horrifying.

RASPUTIN

(to Bartok)

Do you have any idea what would
happen if that broke?!

BARTOK

(voice under glass)

You'd lose your security deposit?

RASPUTIN

(waving reliquary)

Evil, powerful beings - I have
their power only if I contain

them, control them. If they
should all be released at
once... well ...

Rasputin smiles with his horrible yellow, decayed teeth,
and lifts the glass as if to whisper in Bartok's ear.

RASPUTIN (CONT.)
YOU DON'T WANT TO BE AROUND
IF THAT HAPPENS!

The volume of Rasputin's voice rattles Bartok around the
inside of the glass. Rasputin focuses on the RELIQUARY.

RASPUTIN (CONT.)
(to reliquary)
Where is she? Where is
Princess Anastasia...

Inside the reliquary the awoken begins to move. Suddenly,
the smoke EXPLODES in a burst and forms into the smoke
from a train engine. As the reliquary picture broadens,
we see a train and Anya, Dmitri and Vladimir all hurrying
to catch it.

RASPUTIN (CONT.)
She has friends. No matter...

Bartok looks desperate under glass. He tries to topple
the glass prism by jumping up but just cracks his head.

BARTOK
Ohhh, that was dumb...

BARTOK (CONT.)
(calling to Rasputin)
Hello, I've got really terrible
claustrophobia. That's why I
could never live in a cave ...

Rasputin gives his attention only to the reliquary.

RASPUTIN
Finish my prophecy...

Smoke begins to pour out of the reliquary. Rasputin almost
giddy with the thought of finishing his ambition, laughs
hysterically.

BARTOK
Ew, I hate when he does this!

As Rasputin swirls his arms the smoke begins to form
into MINIONS. All look human at first, but then
we see MINION ONE, has the body of a human and a head of
a JACKAL, MINION TWO has the face of a woman and the
claws of a TIGER, and MINION THREE - the most horrible
of all - has a huge bear-like body with the head of a
VULTURE. All wear long capes with hoods.

RASPUTIN
She is not to get off that
train... alive!

Rasputin kicks open the wagon door and leaps outside.
The MINIONS, still filling out into forms, follow.
One of the wisps of smoke, like a tail, swishes by and
knocks over Bartok's glass prism, freeing him.

EXT. GYPSY CAMP - NIGHT

Rasputin releases his BLACK HORSES who stoup -and
whinny, men ing something bad, as two Minions float
on to them the other flies ahead of than.

RASPUTIN

Go! I don't care what you do with the
others but finish the girl! KILLLLL HERRRRR!
(sinister)
And have fun...

The Minions take off. Rasputin laughs wildy.

END MUSICAL NUMBER

INT. TATIANA'S STUDY, PARIS - DAY

CLOSE ON

TATIANA'S HANDS covering her face. Slowly dropping her
hands down to reveal an older, sad TATIANA.

TATIANA

Take her away, Sophie.

PULL BACK

to reveal a YOUNG WOMAN standing in front of bar desk.

TATIANA

Haven't anything better to do
than to break my heart.

Sophie ushers the now ashamed YOUNG WOMAN to the door.
The YOUNG WOMAN looks amazing like Anya except that her
hair is long and her clothes are now. She walks with a
certain regal grace until she passes through the doorway -
out of Tatiana's sight - and her posture "question-marks"
and she lopes out.

TATIANA (CONT.)

(quietly)

No more. So more...

Sophie. heavier and larger bottomed than ten years earlier,
speaks quickly - without ev er breathing, in a high
pitched nervous chitter.

SOPHIE

(very rapidly)

Oh, oh... I must say. I thought
that one was bar - i'm just so
shocked that she wasn't real well,
she was real, I mean she was human,
of course. but not our real. I must
say, even my sisters were touched
by her yes - yes they were...

XENIA and ESTELLE, as pinched and skinny as Sophie in
"full", don't appear to ever have been "touched" by
anything (or anyone).

SOPHIE (CONT.)

... moved to tears of joy! We won't
be f ooled next time, girls! I'm a

going to think of really hard questions...

TATIANA

(stopping Sophie with
a raise of her hand)

No, Sophie. My heart can't take it
anymore! I will see no more girls
claiming to be Anastasia.

Tatiana walks sadly out of the room.

EXT. TRAM STATION - MORNING

Anya and Metoo doze near a fire along with the other
PEASANTS waiting for the train. Dmitri looks over Vladimir's
shoulder nervously watching his forging their travel papers.

DMITRI

Hurry up with those papers.

VLADIMIR

Would you have leaned over
Rembrant's shoulder and told
him to paint faster?

Vladimir looks at Dmitri's anxious face.

VLADIMIR (CONT.)

You probably would.
(hands his the papers)
They're still wet.

A TRAIN WHISTLE SLOWS and Vlad Moves to Anya.

VLADIMIR (CONT.)

Wake up, young lady, that's our train.

DMITRI

(correcting)

"Wake up, your highness" - we should
start getting used to saying it.

VLADIMIR

What a world - a man who was in
my position in society is calling
a peasant 'Your Highness'.

Dmitri leans over and tugs Anya's hair lightly.

DMITRI

(to Anya)

Wake up!

Anya's eyes flash open and - totally on reflex - she belts
Dmitri in the nose. Ditre reels back, lands on his butt -
Vladimir observes ruefully.

VLADIMIR

We have a lot of work to do...

EXT. TRAIN PLATFORM - SECONDS LATER

Vladimir, using his ample belly, bumps people out of the
way as they head for the train. Vlad climbs on just as
it starts up, followed by Dmitri. Dmitri turns back and
reaches out his hand to help Anya up. But she
freezes... just STANDS THERE, not running.

ANYA'S POV

DMITRI

Come on!

Dmitri on the train, his band extended - just like Tatiana's was. Although Anya can't quite remember, something about this terrifies her. She snaps out of it when Meetoo nips her ankle.

Anya looks down and sees the puppy, picks him up and runs for the train.

DMITRI

Take my hand!

Anya puts Meetoo into his hands and jumps on without touching his.

INT. TRAIN COMPARTMENT

The compartment is JAMMED with travelers. Suitcases and packages balanced precariously. Dmitri sits down and carefully touches his painful nose.

DMITRI

Do you always punch people first thing in the morning?

ANYA

Sorry - it's a reflex. Living in an orphanage if someone bothers you - you automatically come up swinging.

DMITRI

I wasn't bothering you. I was trying to wake you up!

OVER ANYA'S SHOULDER, out of the window. we see the THREE MINIONS on horseback charging down a snow covered hill toward the train.

ANYA

By pulling my hair?!

DMITRI

I was all out of dynamite!

Dmitri touches his nose again. Anya opens the window and grabs some snow. WE SEE the minions racing wildly to catch up with the train. As the scene continues, we see the minions, one by one, getting close to the train and then disappear from view - only their riderless horses ride away.

ANYA

(hands Dmitri the snow)

Put it on your nose. For heaven's sake, you're making such a fuss!

Dmitri tries to act very manly as he puts the ice on his nose, but cringes with the cold. Anya smiles.

ANYA

(to herself)

Men are such babies...

An ELDERLY WOMAN loaded with packages cones into the compartment. Anya immediately rises to help her.

ANYA
Here, let me

Dmitri and Vlad both pull her back down.

DMITRI
You're a princess...

VLADIMIR
Royalty do not help people
with their luggage.

Anya gives them both a look and helps the woman.

VLADIMIR
Well, she certainly has a mind
of her own.

DMITRI
Yes. And I hate that in a woman.

Vlad holds Meotoo, who is enthralled and plays with
Vladimir's drooping mustache, like a kitten with a string.

The COMPARTMENT DOOR swings open and an OMINOUS LOOKING
GUARD strides in!

GUARD
Papers!

Everyone rustles for their papers. Dmitri confidently
pulls out their papers, done in beautiful BLACK ink.
Then, he glances at the PERSON NEXT TO HIM and sees
that his papers are done in a bright RED ink. Dmitri
looks over at Vladimir - who has seen the mistake as well.

VLADIMIR
(sheepishly)
It's what I hate about this
government - everything in red!

The guard hand papers back to a soulful looking man
with a frozen beard.

GUARD
Thank you, Comrade Zhivago.

ZHIVAGO
Doctor Zhivago.

GUARD approaches Vlad and Dmitri.

VLADIMIR
What do we do now?

DMITRI
Pray he's color-blind...

Dmitri flashes the Guard a charming smile as he hands
over his papers. Vladimir is nervously playing with
his mustache until it stands out straight. Anya has
no idea what's going on.

GUARD
wait here.

As the Guard heads out of the compartment, Vlad turns to Dmitri and they exchange an "oh, no" look.

INT. CORRIDOR, ANOTHER CAR

The MINIONS, hoods pulled low, push their way through the PASSENGERS in search of Anastasia.

INT. CORRIDOR

Dmitri spots the GUARD conferring with the GUARDS over the papers. Anya pokes her head out.

ANYA

I'm going to stretch my legs

DMITRI

That's a good idea - a great idea - stretch your legs
(pointing the opposite direction of the guards)
... stretch then that way.

Anya looks at him like he's crazy and walks away.

ANYA

(to herself)

I must have hit him harder than I thought...

Dmitri runs back in and grabs his SMALL BACKPACK. He pulls Vlad, carrying Meetoo, out off the compartment. Anya has a load on them as they follow.

INT TRAIN COMPARTMENT - DAY

The GUARDS burst in, ready for an arrest. In the background, the hooded Minions pass. The Guards, seeing empty seats, head back out.

INT. TRAIN CORRIDOR - ANOTHER CAR

Anya looks out the window as the country side flies by and smiles.

INT. CORRIDOR

The Guards spot three figures at the far end of the car.

GUARD

That's them! Come on!

They run after who they think are the fugitives. The Guard grabs a minion and spins him around.

It's MINION THREE, who comes face-to-beak with him and lets out a HORRENDOUS SCREECH, causing the other Minion to turn around. The Guards scream and reel backward, pushing and shoving each other to get out of the way

The Minions proceed up the corridor, MINION TWO, spot Anya looking out the window. He grabs her, pulling her viciously to the other Minions. She spins around - it isn't Anya - it's a SERIOUSLY UGLY WOMAN. The Minions now scream and reel back in horror.

INT. CORRIDOR - SIMULTANEOUS

Dmitri and Vladimir catch up to Anya and grab her in each arm, loading bar down the hall WE HEAR the MINIONS SCREAM from the next car.

EXT. BETWEEN CARS

Anya. Dmitri and Vlad step out on a platform and see there is no place left to run. Only the engine is ahead of them.

DMITRI
Wait here!

He leaps up gracefully, grabbing the edge of the roof, and pull& himself up.

ANYA
(to Vlad)
Would you like to tell what we are...

as Dmitri's head, upside down, appears from the roof.

DMITRI
Come on up!

ANYA
Why?

Vladimir picks Anya from up from tobehind and hoists her up to Dmitri. She hollers.

EXT. TRAIN ROOF

Anya is pulled up by Dmitri, with a force that knocks them both over Anya on top. An awkward moment. Anya rolls off him as Dmitri tries to catch the breath she knocked out of him.

ANYA
Just what do you think you're doing?!

DMITRI
Trying... to... breathe...

Suddenly, Meetoo appears, as if he were flying and lots out a little "retu". Vladimir has tossed his up and Dmitri catches his, band his to Anya, and reaches down to Vladimir.

INT. CORRIDOR

Though the window the Minions see Vladimir's legs as he's being lifted.

INT. ROOF oF TRAIN

Dmitri struggles to got Vlad to the roof but he's losing his grasp. Anya puts Meetoo down and reaches to help the dangling Vlad. Even Meetoo helps by pulling an Vladimir's scarf .

EXT. PLATFORM

Minion one grabs for Vladimir's legs, just as they disappear.

EXT. ROOF OF TRAIN

Dmitri and Anya let out a sigh of relief as Vlad in safe, but it's short lived as they both SIMULTANEOUSLY let out a yell.

DMITRI & ANYA'S POV:

a TUNNEL rapidly approaching.

They hit the deck, Vlad on his back between Anya and Dmitri. Anya and Dmitri exchange a quick look as the tunnel gets closer - Vladimir's stomach is sticking up too high to clear the tunnel. They reach up together and push down on his big belly, causing his eyes to bulge

ON THE SIDE OF THE TRAIN

The minions, now climbing up the side are plunged into total darkness.

ON THE ROOF

light hits as the train comes out of the tunnel. Vlad lets out a gasp as they release his belly. Just then a Minion hand reaches up over the edge. Dmitri assumes it's a Guard.

DMITRI

The guards!

(Anya gives him a look)

I'll explain later.

Anya and Vlad follow Dmitri toward the back of the train.

ON THE MINIONS

now on the roof, seeing their prey in short distance.

ON ANYA AND THE OTHERS

running, without looking back. jumping from car to car, passing Meeto like a football. Vladair makes a huge running leap into the air...

INT. TRAIN COMPARTMENT

As all PASSENGERS react to Vladimir's bulk hitting and denting the ceiling.

EXT. ROOF OF TRAIN

The TRAIN WHISTLE erupts and Anya glances back to see her pursuers just as they are enveloped in the thick black smoke of the engine. Behind them, Anya can see another tunnel.

TUNNEL

They drop down, this time Vlad in on his stomach. Anya and Dmitri realize his butt won't clear the tunnel. They push it down.

ON THE MINIONS

As the smoke disappears, the Minions' eyes go wide when they realize it's too late for them. The train roars the tunnel as the MINIONS SMASH & "not the sight of

the mountain in a COLORFUL BURST OF SMOKE from which they were created.

INT. RASPUTIN'S WAGON - PARALLEL TIME

DISSOLVE TO

EXT. ROOF OF TRAIN - DAY

Rasputin stares at the scene in his reliquary, watching his well laid plan *go up in smoke", and lots out a simmering growl.

Anya is standing with her hands on her hips arguing with Dmitri and Vladair.

ANYA
Forged papers! Now, what?!

DMITRI
Now just get off the train.

ANYA
HUH?!

Dmitri motions that they are going to Jump. Anya shakes her head slowly.

ANYA
Noooo....

VLADIMIR
She's quite right, Dmitri, a man of my stature should not have to

Dmitri shoves him off the top of the train with Meetoo in his arm. Dmitri then puts out his hand to Anya.

DMITRI
Come on, we'll jump together...
Take my hand.

Dmitri turns forward and sees the train is approaching a HIGH RAILROAD BRIDGE over a rocky ravine. It's now or never.

DMITRI
Come on!

ANYA
No!

With his outstretched hand, Dmitri shoves her off the bar.

EXT. COUNTRYSIDE - DAY

Vladimir has landed in a large pile of snow. He stands, rubbing his bottom.

VLADIMIR
I think I have hurt my...

Meetoo comes out of the pile of leaves, rubbing his bottom and answers Vladimir's with his "retu".

A short distance away, Anya seems to be sitting on top of a puddle - but she isn't wet. Suddenly, Dmitri

gets up from underneath her, covered in snow. Anya isn't wet because she landed on Dmitri! She jumps up.

DMITRI

You must enjoy causing me pain!

ANYA

You shouldn't have pushed us!

Vladimir and Meetoo come over.

VLADIMIR

Is everyone all right?

ANYA

I'm fine.

DMITRI

She's fine!

(limping away)

I may never walk right again,
but she's fine...

INT. RASPUTIN'S WAGON

Rasputin paces, still angry at the Minions. Bartok, nervous, fakes a yawn and stretches.

BARTOK

Well, I better got goin'. Got a busy day letting all the blood rush to my head...

Rasputin pulls him back in, then speaks to his reliquary.

RASPUTIN

She's too far away, isn't she?

The reliquary glows eyes. Rasputin places It back in it's cabinet.

RASPUTIN (CONT.)

Yesss... our power is much stronger when were near. We must get close to her.

BARTOK

Oy... not a road trip. I get wagon sick, you know that.

Rasputin smacks him against the wall as he stomps out of the wagon. Bartok slides down the wall.

BARTOK (CONT.)

You're absolutely right. Travel broadens your horizons...

And he hits the floor.

EXT. GYPSY CAMP - NIGHT

Rasputin, on his obsessed mission, leaps on top of the wagon as Bartok, still dizzy, tries to catch up.

RASPUTIN

We'll catch her and finish her!

(he grabs the, reigns)

We ride this night!

Rasputin then looks down and sees that there are no horses

harnessed he gave them to the begins a slow growl.

BARTOK

Well, we wait this night!

EXT. COUNTRY - BREAK OF DAWN

Anya is walking ahead with Vladaiar as Dmitri follows he's still muddy, wet and unhappy.

VLADIMIR

No have a lot of work to do,
Anya! Come along, Meetoo!

Meetoo is trying to catch fire flies in his mouth.

VLADIMIR (CONT.)

We have to prepare you for an
audience with Sophie.

ANYA

Who's Sophie?

VLADIMIR

(lost in warm memories)
Ah ... the Lady Sophie... The
ravishing first cousin, once
removed, from the Empress. We
must convince Sophie that you
are the Princess before we'll
be granted a meeting with the
Empress ... your grandmother,
I mean.

Anya stops dead in her tracks, this is the first she's heard of this.

ANYA

What?!

Dmitri, not paying attention, slams into the back of Anya. Anya, not hurt, turns to Dmitri - who is rubbing his now sore shoulder.

ANYA (CONT.)

You never said anything to me
about having to prove I'm a
Princess!

DMITRI

You are the Princess.

VLADIMIR

We're just going to refresh
your memory...

ANYA

I don't have a memory and I'm
not a Princess!

(looks down at herself)
Even if I were - no one's ever
going to believe it. I'm not
exactly...

Anya searches for the -word as she sits down next to a frozen pond.

ANYA (CONT.)

(sadly to herself)
... good enough...
(to others)
I can't go through with this!

Dmitri sits next to Anya and looks at her reflection
in the ice.

DMITRI
What do you see?

ANYA'S POV

her smudged face and boy's clothes. Dmitri's hands
come into frame, wipe off her face with snow and
then pull her hair off her face. Anya does, truly,
look pretty.

DMITRI(CONT.)
See? The Princess is under there ...

VLADIMIR
Ah! Let us begin!

A POSSIBLE VLADIMIR SONG

Vladimir would begin to sing here, telling Anya that she
has a lot to learn. The music would probably have a
LIGHT, SOMEWHAT COMEDIC tone, and would be just a SHORT
SECTION OF SINGING, which would then SEGUE TO UNDERSCORE
for the scenes of instruction which follow.

We see the three of them from behind, walking down a
road - Meetoo trots behind them, happily.

VLADIMIR (CONT.)
You were born on the Adriatic sea at
the summer palace, where the parties
and the buffets were marvelous

EXT. SLEIGH - DAY

Vladimir is putting icicles in Anya's hair to keep it
up in a bun - she looks sweet, despite her boy's clothes.
She is reciting something to Dmitri.

ANYA
...and on my father's side,
there was [THIS SECTION IS NOT LEDGABLE]

Anya thinks as Dmitri looks at a long sheet of
paper, prompting her.

DMITRI
Every Russian family has one..

ANYA
(gets it)
Natasha! Natasha Feastavich!-
but we called her Nashie
Fooshie!

VLADIMIR
Did I tell you that?

ANYA
You must have.

EXT. PIG CART - DAY

Anya, Dmitri and Vladimir are sitting in the back of a pig cart traveling down a country road. The pigs are very interested as Anya is pointing to different pieces of hay which "set" her imaginary table.

ANYA
(repeating)
...fish fork, salad fork, meat fork and. . .
(can't remember, then
exasperated)
[THIS SECTION ALSO NOT LEDGABLE]

DMITRI
(hinting)
It's the best fork of all

ANYA
The dessert fork!

VLADIMIR
(lost in a memory of
rich desserts)
Ah, yes ... I have always loved
that fork...

Dmitri and Anya exchange a look and then laugh, adding ad libs of "we can tell" and "There's a fork you should have skipped". This is the first time Dmitri and Anya have laughed together - actually the first time he's ever seen her smile.

EXT. PORT - DAY

Dmitri, who is sneaking around, pulling women's clothes out of a suitcase that clearly isn't theirs! He takes out a large, but pretty dress, a beautiful veil - and a huge brassiere, which he quickly stuffs back in the suitcase - somewhat frightened. He takes the dress and veil puts it in his backpack and joins Vladimir and Anya as they admire the ship.

ANYA
What a beautiful ship!

DMITRI
It used to be a private yacht
before the government took it over.

VLADIMIR
Oh, yes it was the seagoing vessel
of elaborate elegance in entertaining...
(looks at Dmitri and Anya explaining)
A party boat. It once belonged to ...

Vladimir honestly can't remember, Anya thinks it's another quiz.

ANYA
Konstantin Petrovich of Moscow!

Dmitri and Vladimir exchange a quizzical look. No one told her that...

Meetoo spots TWO UGLY PUG DOGS and a distinguished ELDERLY DOWAGER. He runs happily to play with them. She pulls her DOGS away from Meetoo.

ELDERLY DOWAGER

No, no, boys! You don't know where
he's been!

They give him a disgusted look and walk away. Meetoo
looks a little hurt.

INT. HALLWAY OF THE SHIP - NIGHT

Dmitri and Vladimir are standing by a closed door.
Anya is on the other side.

ANYA (O. C.)

No! I look ridiculous!

VLADIMIR

Come out! I can do alterations.

ANYA (O.C.)

You'll laugh.

VLADIMIR

I shant!

ANYA (O.C.)

Not you. Him.

DMITRI

I won't laugh - I swear...

The door opens and Anya comes out in the blue dress
Dmitri stole which at least ten sizes too big for her.
She is still wearing her hair up and despite the size
which actually gives her a "Kate Moss" waifish look
with her men's boots and baggy dress - the blue brings
out her eyes. Dmitri sees her and BUSTS OUT LAUGHING.

ANYA

You said you wouldn't laugh!

DMITRI

It's not you - it's the dress!

Anya storms back into the cabin and slam the door behind her.

INT. CABIN - SIMULTANEOUS ACTION

When Anya storms into the cabin, she catches a glimpse of
herself in the mirror.

ANYA

(to herself)

I'm never going to be..

Just then, the slamming door catches the back of her dress,
pulling more than half of it into the door frame. She sees
in the mirror that the now fitted dress shows a lovely
woman's figure. Pleased, she looks at herself.

ANYA (CONT.)

Well! Maybe I am...

EXT. CABIN DOOR - NIGHT

Vladimir and Dmitri wait outside the door. The door opens
and Anya appears, having tied the veil around the waist
of the dress, making it look fitted and beautiful. Dmitri

and Vladimir are surprised as Anya walks past them with confidence and throws them a look over her shoulder.

"REPRISE OF VLADIMIR'S SONG (OVER MONTAGE)

The tone of the song would now change - - the older, wiser person watching as two younger people are unwittingly falling in love. The tone can still be light, as are the visuals here, but there would be an undercurrent of irony and romance. The song would end as Anya and Dmitri have their first, momentary embrace.

MONTAGE: (MOS)

ON DECK: Anya, still in her boots, walks gracefully down the deck in spite of the ship's rocking motion. Dmitri and Vlad can't even stand due to the motion. Anya looks back and flashes them a smile.

IN THEIR CABIN: Dmitri gets out of the bed he's been sharing with Vlad and walks over, past where Anya is sleeping peacefully, to close the port hole against a cold wind. He closes it and sees Anya - she looks beautiful - he bends down to pull up her covers and she SLUGS him.

UNDER A TABLE: Meetoo is walking around sniffing feet. Suddenly, he runs smack into the TWO UGLY PUG DOGS who growl at him. He runs away and finally sees a woman's foot and a pair of pretty feminine shoes, with heels, that she has kicked off. Meetoo grabs them in his mouth and runs.

ON DECK: The sea is calm, but Anya - wearing the heeled shoes for the first time - is teetering and wobbling like mad. Dmitri and Vlad watch her with amusement. Anya turns to them.

ON DECK: Dmitri has stuffed his feet into the woman's shoes and is barely able to walk as Anya watches him with great vindication.

BALLROOM: Anya walks -into the ballroom, steady and graceful in her new shoes, on Vladimir's arm and completes a perfect curtsy in front of Dmitri. Dmitri applauds and moves down to her as she stands and smacks him with her head accidentally.

THEIR CABIN: Vladimir is directing Anya as she waltzes gracefully in their swaying cabin. Dmitri enters and is directed to join Anya. He does and they dance together, with Anya clearly leading. The boat sways to the left and Anya is thrown closer into Dmitri's arms. Neither of them even try to readjust.

END MONTAGE

STILL IN THE SCENE

Vladimir walks over to Anya and nervously chatters (he knows he interrupted something) as he leads her away from Dmitri.

VLADIMIR

You are a natural! I don't know
how you ever learned to dance
that well! That must have been

some high class orphanage ...

EXT. SEA - NIGHT

As a storm begins to whip up, the wind starts to howl and the waves become more violent.

REVERSE ANGLE

just as a BOLT OF LIGHTNING STRIKES the water, we see Rasputin's face.

INT. CABIN - NIGHT

The storm is pitching the boat wildly. Vladimir is sleeping, snoring loudly. Meetoo, sound asleep, is sliding from side of the cabin to the other. Anya is looking out the small port hole at the violent sea when Dmitri, carrying his back pack, sits on the bed next to her.

DMITRI

I wanted to show you something.

Dmitri takes out the music box and hands it to Anya. She is immediately taken by it, something about it ...

ANYA

It's so beautiful ... and sad.

DMITRI

Sad?

ANYA

Lost. it feels lost. This was hers?

DMITRI

Yeah ... well, yours. You still don't believe that you're the Princess, do you?

ANYA

I know I must have had something to do with the palace - I've had little flashes of things - but being the Princess? It doesn't matter as long as I find my home.

DMITRI

Well, the only thing you've got when you've got a home is a fear of losing it! You're lucky you don't remember the revolution -- I never had much, but what I did have -- I lost.

ANYA

I'm sorry.

DMITRI

(false bravado)

Hey! It doesn't matter! You gotta make your own way in the world! Don't be sorry for me! I'm going to get what I want don't you worry!

Dmitri goes back over to his bed. Anya sees through him and knows how much it all did matter to him.

EXT. SEA CLIFF - NIGHT

The wagon sits on the edge of a high cliff. Rasputin stands on the top of his wagon, staring at the sea demonically. The jagged bolts of lightening and the icy silver rain make him look all the more menacing.

RASPUTIN

(low, slow)

She's out there ...

The wind parts his beard and we see Bartok hanging upside down in it, trying to stay out of the storm.

BARTOK

I'm getting a chest cold..

RASPUTIN

Bartok... a question.

BARTOK

I'm getting pneumonia. I have a fever. Feel my forehead...

RASPUTIN

What do you think is the most humiliating way to die?

Rasputin's eyes light up as if he just thought of the answer to his own question. Bartok is thrown out of his beard when he makes a sudden turn and leaps off the wagon. Bartok follows.

BARTOK

My cousin Mischa, nice fellow had some dental problems - you didn't want to watch him eat, let's put it that way...

Rasputin steps in

INT. WAGON - NIGHT

As Bartok continues, Rasputin moves to the reliquary's cabinet.

BARTOK

... anyway, a bunch of other bats were hanging in the belfry - I know, cliche, but there you have it, and Mischa, not the brightest bat in the world, decides to hang in the bell. Which was fine for awhile until it started ringing ...

(shivers)

Ewwwww, what a mess ...

RASPUTIN

(to reliquary)

Show her to me ...

BARTOK

And it didn't help the tonal quality of the bell, either.

IMAGES, horrifying and frightening, begin to spin into a small tornado. Rasputin throws open the door

and the TORNADO bursts out streaking across the water.

EXT. SEA CLIFF - NIGHT

Rasputin follows tornado to the cliff and watches as it disappears into the horizon of the water. Lightning and thunder crash as he laughs maniacally.

INT. CABIN - NIGHT

which is swaying with the storm. PAN past Vladimir, snoring, his now limp mustache flopping wildly and past Dmitri, sleeping restlessly. Move to Anya, who seems quite content.

From under the door SMOKY IMAGES silently slither. They float across the cabin and swirl around Anya.

CLOSE ON:

Anya's CLOSED EYES as the SMOKY IMAGES seem to enter her head. She smiles in her sleep and we are in ANYA'S DREAM. . .

EXT. FOREST - DAY

Anya, in a beautiful white dress, is walking peacefully through a sunny part of a lovely forest on a spring day. She reaches down to pick some pretty flowers, then looks up as it seems to get dark... OMINOUS LOOKING CLOUDS cover the sun. Anya reaches down for another flower when she HEARS A GROWL.

Anya spins to see an ENORMOUS BEAR emerge from the trees. (All the animals in the dream sequence have a SLIGHT resemblance to Rasputin.) Anya is frozen with fear as MORE BEARS emerge and head straight for her. She tries to back away as the beautiful FLOWERS GROW LONG AND HORRIBLE THORNS and wrap around her ankles, impeding her escape.

It gets darker as the BEAR'S EYES, glowing yellow, multiply and move closer. Anya pulls free of the flowers and rushes to the safety of a large tree. She climbs the tree and escapes the bears. Looking down, from her perch on a sturdy branch, the ground seems miles away.

Suddenly, the BRANCH JOLTS her and almost falling, she holds on to it tightly. But the branch TURNS IN TOWARD

HER - no longer a tree branch, but A HUGE UGLY SNAKE with red eyes and huge fangs that come right for her!

Anya leaps to another branch, which also turns into a snake. She jolts backward and begins to fall ... toward a HUNDRED YELLOW EYES, FIFTY BLOOD RED MOUTHS AND THOUSANDS OF SHARP TEETH. As Anya falls, she lets out a SILENT SCREAM.

A BURST OF SUNLIGHT

as Anya lands in a field of soft GOLDEN WHEAT. Unharmful and very relieved, she stands and looks around at the beautiful sunny wheat field.

INT. CABIN

Reality. Anya's eyes are closed as she smiles in her sleep and sits up in bed. TINY WISPS of smoke still swirl around her head. As she gets out of bed, she

unintentionally steps on Meetoo's tail, waking him.
Meetoo watches as the sleeping Anya opens the cabin door
and walks out.

Meetoo rises to follow Anya but the ship pitches, sending
him sliding across the cabin floor.

EXT. DECK - NIGHT

Anya walks out on the deck, the ship pitching violently
in the storm, as she smiles.

IN HER DREAM

Anya is walking through the wheat field to the edge of
a BLUFF. A few yards below the bluff, Anya sees a beautiful
little pond where a FAMILY frolic's in the clear water;
laughing, splashing, swimming happily. Anya climbs over a
low flowering wall to look closer.

PULL BACK

REALITY: Anya has climbed over the railing of the deck
and is looking into the black ocean... smiling.

DISSOLVE TO:

A SMOKY IMAGE OF THE SAME SCENE

It's RASPUTIN'S POV as he watches his plan unfold in the
reliquary.

INT. CABIN

Meetoo finally rights himself from his slide across the
floor and begins to bark into Dmitri's ear.

EXT. DECK

Anya is waving happily at the dangerous water.

IN HER DREAM

Anya is waving to the FAMILY. They turn around toward
her and she sees that it's the ROMONOV FAMILY, from
the frieze that she saw in the palace. She is delighted
to see them as she feels a distance recollection of who
they are to her.

INT. CABIN

Meetoo jumps up and NIPS at Dmitri's hand. Dmitri leaps
up with an "owwww!" and looks over at the excited Meetoo.

DMITRI

If you have to go - wake her..

Dmitri looks over to Anya's bed - she isn't sits up and
throws his legs over the side

EXT. DECK

Anya is standing right on the edge of death...

IN HER DREAM

She isn't there. He of his bed.

the FAMILY is waving to her. NICHOLAS waves for her to jump into the clear pond and join them. Anya nods and moves to jump in...

EXT. DECK

Anya gets ready to jump into the violent and icy black waves. She takes one step out when... DMITRI GRABS HER SHOULDERS.

Anya JOLTS awake from her dream. Confused at first, then terrified to see what almost happened to her. isn't lifts her to the other side of the railing and looks at her.

DMITRI

What were you doing?!

Anya puts her hands to her mouth in shock, shaking and almost crying with fear, she throws her arms around Dmitri and holds him tightly.

Dmitri is surprised at first, but tightens his arms around her.

DMITRI (CONT.)

It's okay now - I've got you.
You're safe...

They stand steady on the deck in a tight embrace, their feelings for each other are stronger than the storm.

DISSOLVE TO:

THE SAME, as seen through the reliquary

Rasputin watches ... seething quietly, as Bartok peeks meekly over his shoulder.

BARTOK

Boy, don't you hate it when that happens?

RASPUTIN

(controlling)

She leads a charmed life, that little one ... Someone is always there to save her. In the palace as a child, on the train and now ... it's him.

Rasputin studies Dmitri in the reliquary - Dmitri and Anya still in a warm embrace.

BARTOK

Nice looking fellow. I mean, don't get me wrong - I'm not attracted to him in the physical sense, I just ...

But Rasputin's not interested, he stares into the reliquary and speaks directly to it.

RASPUTIN

You are toying with me, aren't you? You let me get so close...

The reliquary, as if in answer, seem to be chuckling.

Rasputin smiles and joins in with it.

RASPUTIN (CONT.)

Bartok ... have you ever been to Paris?

BARTOK

Me? No. Rich food - it kills me.
Ever try and fly after one of
those heavy sauces?

Rasputin returns the reliquary to its cabinet.

RASPUTIN

We are going to Paris - and while
we're there, let's kill the young
man. He annoys me.

EXT. BOAT DOCK (LA HAVRE) - DAY

As Anya walks down the plank her dress gets caught
on a nail. Dmitri is walking toward her as she yanks her
dress free and accidentally punches him in the stomach.
Dmitri takes it like a man.

ANYA

Oh! I'm sorry...

DMITRI

It's okay. Didn't hurt..

Vlad has been watching as he walks down the plank
with Meetoo - they exchange an "oh boy" look, both
noticing that clearly something is different between
Anya and Dmitri. Anya catches something out of the
corner of eye and turns quickly.

CLOSE ON a sign: "Paris 30 kilometers"

Anya walks away from Dmitri and over to the sign
and looks at it longingly.

ANYA

(to herself)

I'm almost there... I'm finally
going to know...

AT THE OTHER END OF THE DOCK

Vladimir stares into his purse, depressed.

DMITRI

How is our current financial status?

VLADIMIR

If I used the word "bleak" I would
be optimistic.

As he says this the ELDERLY DOWAGER from the ship
passes by with her TWO OBNOXIOUS PUG DOGS. Meetoo
growls as Vlad and Dmitri get an idea.

VLADIMIR (CONT.)

The "Odessa Dunk"?

DMITRI

It worked in Odessa...

Vladimir picks up Meetoo and whispers instructions.

Meetoo likes the plan.

NEW ANGLE

as Meetoo races past the PUGS. They ignore him, so he stops and makes a face, giving them a sloppy "razzberry", which piques them a little. Meetoo then bends over and waves his furry little butt at them. Now the PUGS are offended and TAKE OFF after him, yapping all the way.

Meetoo turns and scrambles with the Pugs in hot pursuit. As they get closer, Meetoo SUDDENLY STOPS and the Pugs go FLYING OFF the edge of the dock and into the water below. Meetoo looks over the edge and gives them a 'Boy, are you guys morons look as the ELDERLY DOWAGER runs up screaming.

ELDERLY DOWAGER

Help! My little dogs! Chevalier! Maurice!
Hold on, darlings!

Dmitri comes running up, a little too gallant.

DMITRI

I'll save them, Madame

Dmitri dives into the water as Vlad rushes up behind the Elderly Dowager. Anya watches from a distance as Dmitri climbs out of the water carrying the soaked (and pissed) Pugs.

VLADIMIR

Such bravery! Why, that man should
be rewarded! Amply rewarded!

MINUTES LATER

Dmitri hands Vlad a pile of FRANCS as Anya approaches.

ANYA

That was really very kind of you.

She gives him a kiss on the cheek and walks away with Meetoo, who turns back and gives Dmitri a look. A little guilty, Dmitri turns to Vlad.

VLADIMIR

I won't say a word...

EXT. GRAND OPEN CAR - DAY

Traveling is style! Vladimir is driving - badly - with Meetoo in the front seat. Meetoo covers his eyes. Dmitri and Anya are in the open back seat, enjoying the beautiful French countryside.

Dmitri looks over at Anya.

DMITRI

Nervous?

ANYA

Yes - If I can't convince Sophie,
I'll never be able to see Tatiana....

DMITRI

You'll convince her. You have the
qualities of a princess you're

poised and strong... and beautiful
... even if you forget a couple
dates of family names - she'll know.

Anya smiles at Dmitri, knowing that all the confidence she has is because of him. She takes his hand but looks away.

EXT. TATIANA'S PARIS HOUSE - DAY

They pull up in front of the beautiful white house. Anya is nervous as Vladimir walks up to the front door ahead of Dmitri and Anya. Vladimir knocks. Sophie answers the door.

She moves with grace and regal poise.

VLADIMIR

May I present her Royal
Highness Princess Anastasia!

SOPHIE

Oh good! We haven't seen an
Anastasia in several days!

Anya looks to Dmitri, a little confused by that last comment. Dmitri makes a little "she's slightly crazy" signal.

They all leap to avoid her butt as she bustles into the house.

INT. DRAWING ROOM - DAY

Sophie, flanked by her sisters, sits at a table. Anya, looking nervous but poised, sits across while Dmitri and Vladimir hover nervously at the far end of the room.

Sophie's PAT CAT, TILLIE, attempts to cuddle up next to Meetoo, who wants nothing to do with her.

SOPHIE

I'd just like to ask you a
few questions, dear...

Sophie opens a huge book that SLAMS open. Vlad and Dmitri jump.

ANYA

Of course.

SOPHIE

Where were you born?

SCENE CONTINUES MOS

TIME LAPSE MONTAGE

Dmitri watches Anya answer questions gracefully and without hesitating. Anya smiles as her answers begin to surprise Sophie.

DMITRI (V.O.)

The real Anastasia couldn't have
grown up to be lovelier.

Sophie and the sisters look tired. Sophie has her last

question.

SOPHIE

(almost giggling)

This is the hard one ... what rare treat was served on the night of the Three Hundredth Anniversary of the Romanov Dynasty? The last ball they ever had?

Dmitri and Vladimir exchange a nervous look. It's obvious they never briefed Anya on this one.

Anya thinks a moment, then looks up, smiling, as she remembers ...

ANYA

Father had fresh tropical fruits sent in. Oranges and pineapples from the far east. I remember ... I remember I threw an orange to a young boy who was hiding under a table...

Dmitri is shocked. He know this is Anastasia Romonov and he can't believe it.

SOPHIE

(shocked)

Yes ... yes, it was fresh fruit. Well, maybe not "fresh" Estelle got one rather brown banana but ...

CLOSE ON

Dmitri, as he stares at Anya as Sophie prattles on.

MINUTES LATER

Anya sits near the window, stroking Tillie ... much to the consternation of a jealous Meetoo., She looks out the window and sees Dmitri, deep in thought, wandering in the garden.

OUT OF HER EARSHOT at the other end of the room, Vladimir speaks to Sophie.

VLADIMIR

Are you impressed with our Anastasia?

SOPHIE

Oh, heavens - I must say, yes.

VLADIMIR

Then, you'll take her to see Tatiana?

SOPHIE

Oh, heavens I must say... no, no actually, I can't - Tatiana has refused to see any more girls.

VLADIMIR

Perhaps you could convince her?

SOPHIE

Oh, heavens, no... but ...
(Vlad-leans closer as

Sophie shares a
naughty secret)

She is going to be at the
Ballet Russe tonight! That's
the Russian Ballet - Russe for
Russian, oh those crazy
French... they only go to see
which dancers will defect.

She rises heading towards Anya. Her butt knocks over
a vase, which Vladimir deftly catches.

SOPHIE

Come my dear, we've much to
talk about.

EXT. GARDEN

Vladimir has finished giving Dmitri the details.
Both are ecstatic.

VLADIMIR

We did it! We did it, my boy! We're
going to see Tatiana at the ballet
tonight and we're going to be rich!
Rich!

DMITRI

But it's not the money, Vlad.

VLADIMIR

(shocked)
Are you feeling all right?

ANYA (CONT.)

(deeply grateful)
But you never doubted who I was,
did you, Dmitri? Not for a second ...

Anya gratefully kisses Dmitri on the cheek and
runs into the house. Vladimir, who's been watching,
has a warning.

VLADIMIR

Life is funny, isn't it. You find
the right girl ... and then you
lose her.

DMITRI

What do you mean?

VLADIMIR

Dmitri ... You must understand that
once you take her to Tatiana... well,
it's over... nothing can happen between
you. She's a princess and you're a
commoner.

Dmitri understands this and is devastated. Vladimir pats
him on the back as he walks into the house.

MUSIC BEGINS: BRIGHT, EXCITING, PARIS IN THE TWENTIES

Anya and Dmitri, followed by Vlad and Sophie are walking
down the Champs Elysees. Meetoo trots along after them,
happily. They walk by AN ACCORDION PLAYER and a LADY FLOWER
SELLER, who watch them and whisper to each other.

ACCORDION PLAYER

Lovers!

FLOWER SELLER

Ooh la la!

"PARIS HOLDS THE KEY TO YOUR HEART" (PRODUCTION NUMBER)

In UPTEMPO "PARIS IN THE TWENTIES style MUSIC, the people of Paris ALL SING, welcoming Anya and Dmitri, Sophie and Vlad, to Paris!

The foursome explores the city and Anya has the happiest day of her young life. On the streets they encounter the motley denizens of Paris, as well as people with very familiar faces -- for anyone in the audience in the know, they'll see Josephine Baker, Maurice Chevalier, Rodin, Gertrude Stein, Freud, Lindbergh - people who were in Paris in the twenties.. For those in the audience who don't recognize them, they'll simply be unidentified fascinating "types" who SING.

As the joyous number progresses, we realize that Dmitri is feeling something else -- the impending loss of Anya to a world where she clearly is at home. He SINGS for a short moment, knowing that he's about to lose her. Anya visits a couturier and comes out with a big dress box for her evening at the ballet. A BIG FINALE as they go off for the evening. Even Meetoo has found some female poodle companionship. But for one last beat, Dmitri's wistfulness cuts against joy.

END MUSICAL NUMBER

EXT. PARIS SKYLINE - DUSK

A glorious sunset over the city of lights ...

PAN DOWN

to the "other side of the tracks, a run down area next to the Seine River. Rasputin's wagon is parked on the edge.

INT. RASPUTIN'S WAGON

Bartok freshens himself up in front of the mirror as he

BARTOK

(singing, a cappella)

PARSE HOLDS THE KEY TO MY HEART
FRENCH- BAT- CHICKS HANG OUT AT
MONTMARTRE
WE'LL EAT SOME IN-SECTS
THEN GO BACK AND HAVE --

RASPUTIN (O.C.)

(cutting him off)

Shut up!

NEW ANGLE

showing Rasputin trying to concentrate on the reliquary.

BARTOK

Sorry, it's just... you know I saw these
french postcards once and... ooh la la ...

well, I'm not sure about the "ooh", but
it's the "la la" I'm really lookin'
forward to...

(Rasputin growls)
Right, I'm shutting up.

Rasputin leans closer to the reliquary, which now contains
the BRIGHTEST COLORS we've seen. The reliquary sits in
it's cabinet.

RASPUTIN
We're close to her, aren't we?

The reliquary BRIGHTENS even more, looking as if it could
burst.

RASPUTIN (CONT.)
Excited, eh? You look about to burst ...
(teasing)
You'd like to burst, wouldn't you?

The lights in the reliquary shake, as if to say "yes".

RASPUTIN (CONT.)
No, no, no. We made a bargain.
(petting it)
Someday you'll have me for all eternity.
Till then...
(leaning closer)
I'm in charge.

Rasputin slams the cabinet shut, then turns to see Bartok
in front of a mirror. He wears a smart BLACK BERET which
is much too large on him.

BARTOK
What do you think? Is it me?

EXT. SMALL HOTEL - NIGHT

Sweet, small french hotel on a winding cobble stone street
of the Left Bank.

INT. SMALL HOTEL - NIGHT

Dmitri and Vladimir are both dressed in formal attire and
look extremely dapper. Vlad is delighted with himself,
modeling his finery, but Dmitri looks very sad.

VLADIMIR
Compliments of Sophie. Her escort
has to look his best.

They turn as the door opens and Anya stands nervously,
but then strikes a regal pose. She looks magnificent ...
radiant, which is not lost on Dmitri.

ANYA
How do I look?

Before Vladimir can gush, Dmitri, forced to repress his
true feelings, is a bit curt and rises.

DMITRI
Fine. We better go.

Anya looks surprised by his tone, but follows.

EXT. PARIS OPERA HOUSE - NIGHT

As the BEAUTIFUL PEOPLE OF PARIS pull up in carriages and automobiles.

INT. PARIS OPERA HOUSE

As Dmitri, Vladimir and Anya take their seats, all around them people are whispering "Who's that?", "What a beautiful woman", etc. The Ballet begins.

ANYA'S POV

Dancers in bright costumes leap across the stage.

Dmitri turns to Anya and gestures to the box seats to the left. He hands her the opera glasses.

DMITRI

Look. There is your grandmother...

Anya gives Dmitri a very nervous look and takes the glasses, aiming them toward Tatiana.

ANYA'S POV

The majestic Tatiana, flanked by Sophie and her sisters and backed by several large GUARDS in uniform.

ANYA

She's so beautiful! I do remember her ... I remember her ...

The music continues as Anya looks at Tatiana.

INTERMISSION

The lights come up and people around them begin to stand up, stretch, etc. Dmitri turns to Anya.

DMITRI

Come on. It's time..

INT. MEZZANINE -- MINUTES LATER

They approach Tatiana's private box.

DMITRI Wait here for just a moment. I'll go in first and prepare her. It's bound to be a shock...

ANYA

I'm so scared...

DMITRI

Don't be

ANYA

And grateful. To you.
(reaching out to him)
If it weren't for you --

DMITRI

(upset, pulling away)
I know.

Dmitri opens the door into Tatiana's private box. Anya

waits nervously outside.

INT. PRIVATE BOX

Dmitri walks up to the guards standing at the top of three small steps into the box seats.

DMITRI
I need to speak with the
Dowager Empress ...

[PAGE MISSING]

TATIANA (CONT.)
How much pain will you inflict
on an old woman for money?!

DMITRI
Please, if you'd just listen...

TATIANA
(to guards)
Remove him at once.

The guards physically force Dmitri out, in spite of his urgent pleas.

DMITRI
Please! Empress! It's not what you

Dmitri is thrown out of the box and straight into Anya, who stares at him with tears in her eyes. She then turns and runs away.

DMITRI
Anya. . . please. . .

INT. LOBBY

Anya pushes her way through the CROWD with Dmitri in pursuit.

EXT. OPERA HOUSE - NIGHT

Anya bursts out of the doors followed by Dmitri

DMITRI
Anya, wait!

ANYA
(spinning on him)
Tell me it isn't true?! Tell me
you didn't do this for the money!

DMITRI
No! Well, yes, but

ANYA
No! I thought you believed in
me! It was all a lie!

EXT. PARIS OPERA

Dmitri runs out and stands by grand looking automobiles lined up in front. He scans the cars.

DMITRI'S POV

Tatiana is walking toward her car. A very proper CHAUFFEUR

holds the door for her.

The CHAUFFEUR helps Tatiana in, then is about to climb into the front seat when Dmitri rushes up to him.

DMITRI

Sir! Your rear tire is flat!

CHAUFFEUR

it is?

As he gets out to look, Dmitri slides into the drivers seat and roars away. The stunned Chauffeur in his dust.

INT. CAR

Tatiana is jolted by the fast motion of her car.

TATIANA

Ulo! Slow down!

Dmitri turns from the front seat and looks at her.

DMITRI

I'm not Ulo and I won't slow down.
But you will listen to me!

TATIANA

(recognizing Dmitri)

You! How dare you?! Stop this car
immediately!

EXT. PARIS STREETS

Tatiana's car flying down small streets.

INT. TATIANA'S CAR

TATIANA

Stop this car!

The car slams to a stop in front of the SMALL HOTEL.
Dmitri leans into the back seat, face-to-face with her.

DMITRI

Please don't be afraid! I'm sorry,
but there was no other way!

Tatiana is frightened, but still very stubborn. She looks away from him. Dmitri thrusts the music box into her hands.

DMITRI (CONT.)

Look at this!

Tatiana looks down and is immediately taken aback.

TATIANA

Anastasia's music box... She had this
all these years...

(fighting the possibility)

You could have found it...

DMITRI

What I found your was your granddaughter!

Tatiana turns away from him again.

DMITRI (CONT.)

You were right - it was a lie.
My intention was to fool you
(sadly)

I am a liar - but I found the
truth. Just see her! I swear
if you see her I'll disappear
forever

Dmitri points up to the open window of the hotel.

DMITRI (CONT.)

Just look! Just look at her!

Tatiana finally looks out the window.

TATIANA'S POV

Anya holding Meetoo in front of the window.

BACK TO TATIANA

reacting to how much she looks like Anastasia.

INT. SMALL HOTEL -- A MINUTE LATER

Anya hears a KNOCK and assumes it is Dmitri.

ANYA

Go away!

The door opens slowly. Anya spins, then softens when she
sees Tatiana holding the MUSIC BOX.

TATIANA

Who are you, child?

ANYA

(crying)

I don't know! I don't want to hurt you...

Tatiana holds out the music box.

TATIANA

Do you remember this?

ANYA

I remember something lost ...
I'm so confused! Oh, please,
just tell me if you recognize me!
Do you think I could have...
belonged to you ...

Tatiana notices Anya nervously playing with the key around
her neck. Tatiana reacts when she sees the key.

TATIANA

Oh! Where did you get that?!

Anya sees her looking at the key around her neck.

ANYA

I've always had it... I came here
because of this! Tell me if you recognize
it! Please! It's all I have...

UNDERSCORE- "THE MUSIC BOX THEME"

Tatiana holds out her hands as Anya takes off the key and hands it to her.

TATIANA
(through tears)
It was hers ... my Anastasia's ...
(then suddenly: angry,
defensive)
If this is part of your scheme!
If you found it or stole - I
don't care, I'll give you
whatever you want just TELL ME
THE TRUTH!

Anya takes the music box and the key out of Tatiana's hand gently - remembering how it works. Anya puts in the key and begins to wind it. Tatiana is surprised that Anya knows how it works - so is Anya!

TATIANA (CONT.)
(singing, a cappella)
PAR AWAY, LONG AGO GLOWING DEEP
AS AN EMBER

ANYA
(remembering)
THINGS MY HEAR USED TO KNOW
THINGS IT YEARS TO REMEMBER

We hear THE MUSIC BOX begin to play.

BOTH
AND A SONG SOMEONE SINGS
ONCE UPON A DECEMBER...

Their cracking voices trail off as they look at each other and know that they are who they've been searching for - and the search is finally over.

Tatiana and Anya throw their arms around each other, both crying, both overjoyed.

TATIANA Anastasia! Anastasia! You've come home at last!
You've come home ...

OUTSIDE THE WINDOW

Dmitri watches Anya and Tatiana's embrace. He smiles sadly, then turns and walks down the dark street alone.

EXT. ANYA'S WINDOW

Bartok slides his way out to the window ledge. Overcome with emotion, he is crying big fat tears.

BARTOK
He is gonna yelllllll.

EXT. RASPUTIN'S WAGON - NIGHT

Hideous fat river rats, ferocious looking and scarred, stop and tremble nervously when

RASPUTIN (O.C.)
(booming louder than ever before)
SHE'LL FIND HER DEMISE IN THAT HAPPY HOME!

Bartok catapults across the frame, having been thrown out of the window so hard that when he hits the stone wall of the river bank, the stones crack.

BARTOK

I should have been a dentist ...

INT. ANYA'S BEDROOM IN TATIANA'S HOUSE - NIGHT

Anya snuggles down into the thick covers as Tatiana strokes her hair gently.

ANYA

... and that Christmas dinner,
when Cook made that awful plum
pudding and we hid it in our
pockets so we wouldn't hurt her
feelings! I do remember so much
now, Grandmama, - but not everything.

TATIANA

Don't worry about that now, child,
it will all come back to you now
that you're home...

Anya closes her eyes as Tatiana continues to stroke her hair.

TATIANA (CONT.)

(quietly)

My poor child you're safe, now...
you're home ...

Anya is asleep as Tatiana kisses her forehead, turns off the light and walks to the door. She looks back on her sleeping granddaughter with enormous joy and gratitude. She smiles to herself as she pulls the door closed behind her, revealing RASPUTIN STANDING BEHIND THE DOOR. His eyes glow like embers in the dark. Bartok is perched on his shoulder.

RASPUTIN

Yesss ... finally "home". And what
a charming ... girlish little home
it is.

(gestures to CHERUBS
in the wallpaper)

Look, Bartok, little angels, the
symbol of ... love. So sweet, so
harmless.

Rasputin takes the reliquary from around his waist and places it on the table.

RASPUTIN (CONT.)

Let's go for a touch of irony, shall we?

He waves his hand and the smoke emerges, emanating toward the walls.

CLOSE ON

some CHERUBS as the smoke hits them. They begin to change, taking on a lean and evil look. Their tiny arrows grow, becoming lethal, as their eyes turn from soft brown to blood red. Slowly, they EMERGE from the wallpaper, their small wings growing into horrible pterodactyl membranous paired appendages.

They SWOOP into flight and begin to circle the room, faster and faster. Rasputin leans precariously over the sleeping Anya, chuckling.

RASPUTIN (CONT.)

And there will be no blood on my hands ...

Rasputin backs away as the cherubs aim their JAGGED ARROWS at Anya.

Suddenly, Meeto leaps up from the bed, barking. Rasputin, startled, jumps backward. Bartok falls off his shoulder and on to the table, knocking into the reliquary - which is about to fall.

RASPUTIN (CONT.)

Noooooooo!

Rasputin catches it. The SPELL is immediately broken and everything turns back to normal just as Anya wakes up. She sees Rasputin and lets out a SCREAM.

Rasputin advances on her, his hands outstretched as if to strangle her when he hears footsteps and voices in the hallway.

Rasputin grabs the reliquary and LEAPS out the window, his monk's robe billowing just as the door opens.

Tatiana rushes in and sees Bartok flying out the window.

TATIANA

Anastasia! It was just a bat!
It's gone, dear...

ANYA

(shaken)

No, it wasn't a bat! I saw this
horrible man - I remember him,
I think...

TATIANA

(comforting)

No, no child... shush... it's
all right ...

She embraces Anya, who is still terrified and knows that she saw what she saw.

INT. TATIANA'S HOUSE - DAY

Anya sits, looking a bit vacant as two overly French jewelers, PIERRE & ANDRE, fit Anya for her ROYAL CROWN.

Tatiana sits across from Anya and can't help but notice that Anya looks miserable as Sophie bustles about.

SOPHIE

A grand ball for the Princess.
How very exciting. So much to do,
so little time...

TATIANA

(slightly annoyed)

Do it somewhere else, please. Quietly.

The slight is lost on Sophie who bustles out talking to herself.

SOPHIE

Caterers ... invitations ... saber
dancers! We must have saber dancers!

"RULERS OF RUSSIA" (COMIC REPRISE)

Sophie SINGS as COMIC REPRISE of 'RULERS OF RUSSIA'

Pierre and Andre argue as they fit Anya for the crown.

PIERRE

Her head it is ... how you say?

ANDRE

Beeg. Zat is how you say it.
Beeg.

PIERRE

And the crown she is ... how you say?

ANDRE

Small! Zat is "how you say" it!
Don't be so French, Pierre wit the
"how you say" all za time - zat is
really annoying.

As they discuss this, Anya wanders away from them, the crown
still slightly askew on her head. Tatiana follows her.

TATIANA

You are going to make a beautiful
princess.

But Anya simply nods. Tatiana turns her towards a FULL LENGTH
MIRROR, then straightens the crown as they look at their
reflections.

TATIANA

Lovely...
(no reaction)
What troubles you, child?

But before Anya can answer, Vladimir leans into the room.

VLADIMIR

Madame, your... eh... guest has
arrived.

TATIANA

(knowing)
Thank you, Vladimir.,

Tatiana leaves and Vladimir looks at Anya. Anya, angry
at him, turns away.

VLADIMIR

Anya... Anastasia... I'm sorry ...
We didn't mean to hurt you ...

Anya still won't look at him.

INT. TATIANA'S STUDY

Tatiana walks into her study and is happy to see Dmitri
is standing there, looking nervous and very uncomfortable.

TATIANA

I sent for you because I owe you a
debt of gratitude larger than I can

ever repay

DMITRI

No. Empress, you --

TATIANA

I want you to have the reward money -
you've earned it.

He leaps from his chair, exploding with emotion.

DMITRI

Empress, no! I will not take the
money! I just came to tell you
I was sorry...

TATIANA

Young man, I...

Dmitri flips his hair out of his eyes and Tatiana gets
a look of recognition across her face.

DMITRI

... and I'm going to keep my
promise to stay out of your
lives, forever.

Tatiana looks at him with great understanding and affection
as she realizes,

TATIANA

You are the boy ...

DMITRI

(uncomfortable)
I should go

TATIANA

That last night in the palace...
one boy showed us kindness and courage.
You were the boy who saved our lives,
weren't you?

(Dmitri doesn't answer)

Please, is there nothing I can do to
repay you?

DMITRI

Promise me she'll have her home.

TATIANA

She does.

DMITRI

And tell me that she's happy.

TATIANA

Oh, Dmitri. I wish that I could.

Dmitri comes down the steps, then stops when he sees Anya,
wearing her CROWN.

She turns and sees him, stifling her first impulse, then
putting on a show of supreme confidence.

DMITRI

I'm glad you found what you
were looking for.

ANYA
I'm glad you did too.

With nothing left to say, he heads for the door.

ANYA
Enjoy your fortune.

Dmitri spins, but restrains. He opens the door and Anya goes back into the Parlor. They both know that they will never see each other again.

INT. LITTLE HOTEL - DAY

Dmitri busily tosses his few possessions into his backpack as Vladimir - in formal attire - waves an embossed INVITATION at him.

VLADIMIR
But this invitation came
from the Empress herself!
It's the social event of
the decade! You can't turn
it down!

DMITRI
Watch me.

Vladimir starts to protest. Dmitri grabs the invitation and tears it up, tossing the pieces into the air. Vladimir sighs.

VLADIMIR
So where will you go?

DMITRI
She found her home.
Maybe it's time I found
one too!

NEW POV

from outside the window. WE DO NOT HEAR THEM, but we see Vlad and Dmitri hug good-bye.

PULL RACK

to see it's RASPUTIN'S POV; as he stands on a LADDER OF SMOKE, looking into Dmitri's window. Rasputin watches Vladimir leave as Dmitri finishes packing.

INT. DMITRI'S ROOM

As the windows BURST OPEN and Rasputin swoops in. Dmitri backs away, terrified as the ladder dissolves and smoke fills the room.

RASPUTIN
So. You don't want to go to
the coronation, eh?

DMITRI
(recognizing him)
Rasputin!

RASPUTIN
I know, I know ... you thought I
was dead. That's how the history

books will remember me - not as
the ruler of all of Russia,
which I SHOULD HAVE BEEN -
but as the guy who was never
dead when you expected him to be.

Dmitri backs away as the smoke coils around him and
Rasputin advances.

DMITRI

What do you want?!

RASPUTIN

The same thing I wanted ten
years ago - all the Romonovs dead
I got the others, now I have
to finish up with that nuisance,
Anastasia...

DMITRI

You're insane! You didn't
kill the Romonovs - it
was the...

RASPUTIN

STOP IT! I DID SO KILL THEM!
And I'm going to kill Anastasia.

Dmitri lunges for him but the smoke coils around
him like rope, holding him back.

RASPUTIN (CONT.)

Look at me...

(Dmitri turns away)

Look at me!

The SMOKE forms into hands, forcing Dmitri's face
toward Rasputin's. Dmitri's eyes widen. Rasputin
locks on him with his eyes, glowing like red hot
coals, as he bears Dmitri in hypnotically.

RASPUTIN (CONT.)

You are going to help me
kill her... You are going
to help me kill her...
her...

ON BARTOK

who looks away, obviously not enjoying this.
As WE HEAR Rasputin repeat "You are going to
help me" a few more times.

EXT. EIFFEL TOWER - NIGHT

Magnificently, the Eiffel Tower illuminates all of
Paris when FLOOD LIGHTS come on and we see a LARGE
PARTY has been set underneath it's black iron legs.
WE HEAR TRUMPETS as we

MOVE IN CLOSER

to see that a stage has been set up on the north side,
the "Seine side". of the Tower, with a large throne-like
chair in the center. Beautiful PARTY GUESTS, many we
had seen in the opening Ballroom scene, mingle around
excitedly. Behind the stage, a beautiful curtain separates
the party from

INT. BEHIND THE CURTAIN

the Princess Anastasia, in crown and full coronation gown. Anastasia fidgets nervously, looking for the key around her neck, then remembering it isn't there anymore, as a MAJOR RUSSIAN DOMO addresses her and Tatiana.

MAJOR DOMO

... then as I say "Her Serene Highness Princess Anastasia" you, your Highness, should walk out on to the stage and greet your ...

Tatiana sees that Anastasia isn't listening and dismisses the Major Domo in mid sentence.

TATIANA

I believe her highness understands what she has to do.

Major Domo bows and leaves. Tatiana looks at Anastasia.

TATIANA (CONT.)

Don't you, child?

ANYA

Oh, yes, Grandmama -
I wait until I hear...

TATIANA

No, not about the ceremony,
Anastasia - do you understand
the choice you must make.

Anya turns to her in confusion.

ANYA

There's no choice...

Anya is cut off with a quick knock at the door, as Sophie and Vladimir enter, bowing to them both. Vladimir has Meetoo, all dressed up in bows and ribbons - and looking miserable - on a leash.

VLADIMIR

(to Tatiana)

Your "guest" is unable to attend.

Tatiana is troubled by this news. Anya starts laughing when she sees Meetoo.

ANYA

Oh, Meetoo! You look miserable!
Oh, Vlad - look at him!

VLADIMIR

(formally)

Yes, your highness.

ANYA

Poor Meetoo!

VLADIMIR

(formally)

Yes, your highness.

ANYA

Cut it out, Vlad! I'm not
angry with you anymore -
I know how much you needed
the money.

TATIANA

But they didn't take the money -
either one of them. I offered it
to them, but they both refused.

Anya is shocked, she takes a minute to process this as

ANYA

Dmitri didn't want the money?

TATIANA

No, he just wanted to know
you were happy.

VLADIMIR

(taking Sophie's hand)
Fortunately, I am to be married.
(backing away)
With your highness, permission.

ANYA

Vlad, stop acting this way!
You're my friend!

VLADIMIR

No. From now on I am your
loyal subject ... your
highness. By your leave?

To Anya's dismay, Vlad and Sophie bow and back out of the room.

ANYA

Why does everyone have to
act that way?

TATIANA

You'll have to become used
to it, child, if you accept
the crown...

ANYA

"If" I accept?! Of course
I'm going to accept! it's
what I always wanted!

TATIANA

Is it? Is this what you want?

Tatiana gestures to the formality outside.

ANYA

I wanted to come home,
Grandmama - and I did.
I came back to my home
with you.

TATIANA

You can't go back to find your
home. Your home is in your heart,
in the future that you make for
yourself.

ANYA

And this is my future. This is
who I am!

TATIANA

This is who you were. Exactly
who you are is up to you.

ANYA

I don't know who I am!
I still don't know!

TATIANA

Yes, you do. You do.

Tatiana kisses her on the forehead.

TATIANA (CONT.)

And in your heart, you know what
is right for you.

Tatiana turns to leave.

ANYA

I've spent my whole
life waiting to find you ...

TATIANA

And we have found each other
nothing will ever change that!
I am your family, dear child,
but I may not be your home.

Tatiana leaves. Anya is very torn. Anya jumps as
the TRUMPETS sound announcing her entrance.

INT. BALLROOM - NIGHT

The COURTIERS gather, excited, as the Major Domo
readies to make his announcement.

INT. ANTE ROOM (EIFFEL TOWER)

Anya, thinking about what Tatiana has said, looks
at herself in the mirror.

ANYA'S POV

the Princess Anastasia. But not Anya.

MAJOR DOMO (O.C.)
(announcing)

Her Serene Highness, the Princess
Anastasia!

Pause. WE HEAR mummers from the crowd outside, various
"Where's Anastasia?", then

DMITRI (O.C.)

Anya!

Anya spins around, looking for him. His voice seems
distant and ghostly,

DMITRI (O.C.)

Anya ...

Anya follows his voice out of the room and into the ELEVATOR. The doors close.

EXT. ELEVATOR

as it rises gently to the very top of the Eiffel Tower
not on cables - but on long ropes of smoke.

EXT. TOP OF EIFFEL TOWER

Rasputin, gleeful, sits perched on a girder, looking down
at the party below.

RASPUTIN

Look, Bartok. Most of them were
there the night I made this curse.
Now, they'll get to see it finished!
(sighing, content)
Revenge is a dish best served... in
front of a larrrrrge audience!

Rasputin leans over the rail and looks down at the party.

RASPUTIN (CONT.)

Do not despair. I'll make sure your
beloved princess drops in.

Rasputin chuckles at his own "wit"

BARTOK

(depressed)
Ahh, very witty. There's this
English guy - Noel Coward -
I'll bet he's quaking ...

ON THE ELEVATOR

As the door open and Anya rushes out, looking around.

ANYA

Dmitri?

Dmitri is standing - like a zombie - at the far end
of the platform. Anya sees him.

ANYA

Dmitri ... Grandmama told me.

She stops. She can tell that something isn't right
with Dmitri by the look in his eyes.

ANYA

Dmitri, what's wrong?

Dmitri approaches her slowly, zombie-like, arms
outstretched.

RASPUTIN

(from above)
Throw her off the edge! Do it!

Anya looks up at the booming voice.

ANYA'S POV

sees Rasputin.

BACK TO ANYA: FLASHES, RAPID IMAGES:

RASPUTIN from the last night at the palace

YOUNG ANASTASIA - TERRIFIED

ORANGE flash of gunshots

YOUNG DMITRI leading them out the wall panel, then the Face of the YOUNG DMITRI superimposes over the zombie who is coming toward her.

ANYA

Dmitri ... Look at me!
It's Anya! It's ANYA!

Dmitri stops. His eyes glazed and frightening.

ANYA

You saved my life in the
palace! You won't take
it now...

RASPUTIN

(from above)

FINISH HER!

Anya holds her ground as Dmitri moves toward her, ready to push her off the edge.

ANYA

Dmitri. I know you would
never hurt me. You love me.

As Dmitri come close, she moves toward him and kisses him. He blinks and snaps out of it and is quite happy that Anya is kissing him.

ANYA

Dmitri?

DMITRI

Anya... where are we?

WE HEAR a howl from above and suddenly Rasputin jumps down. The reliquary tied to his waist, he's more furious than we've ever seen him - his face literally consumed with rage and hatred.

Anya is terrified - but holds her ground as she did when she was a child.

ANYA

I guess you aren't as
powerful as you thought!

Rasputin walks slowly toward Anya and Dmitri, burning with rage.

RASPUTIN

I'll show you!

DMITRI

Run, Anya - go...

ANYA

I'm not leaving you!

RASPUTIN

Fighting for fair lady. How noble...

Dmitri pushes Anya away and charges the much larger Rasputin, who knocks his aside with on swoop of big huge arm.

RASPUTIN (CONT.)

And how pathetic.

Rasputin turns to Anya climbing up a girder.

RASPUTIN (CONT.)

That's only going to make you fall farther.

Anya turns suddenly and kicks Rasputin in the face, which has the same effect as kicking a brick wall. Anya is thrown off balance and falls. Rasputin pushes her with his foot and she slides across the floor to Dmitri.

Anya and Dmitri exchange a quick look as Rasputin, chuckling, advances on them. Anya reaches up and grabs Rasputin's beard, pulling his face forward so that Dmitri can give him a good roundhouse punch.

The blow does little but enrage Rasputin. He reaches out and with one huge hand, picks Anya like a rag doll and takes her to the ledge.

DMITRI

Anya!

Dmitri throws himself against Rasputin several times only to get batted away like a fly. Realizing this is futile, Dmitri slips through the FLOOR GIRDERS and scurries towards the edge... BELOW TEM.

DMITRI POV: Rasputin's large boots above him, heading for the edge.

ABOVE

Rasputin reaches the edge, playful dangling the struggling Anya over the side.

RASPUTIN

My curse is now complete!
Good-bye, babushka!

Anya looks over the ledge.

ANYA'S POV

The city below as she FALLS. Dmitri emerges from the grid below and GRASS her, holding on to the back of her dress.

DMITRI

Take my hand!
(sees Rasputin approaching)
Hurry!

She manages to spin around, gripping his hand.

ANYA

Don't let me go!

DMITRI

I'll never let go!

CLOSE

their hands, gripping one another.

RASPUTIN (O.C.)

What a touching sentiment...

They look up to see his right above them. Rasputin's boot SMASHES DOWN on Dmitri's hand, which grips the girder.

Dmitri screams out in, but doesn't let go. He looks down at Anya and pulls her up while Rasputin begins to pry off Dmitri's fingers one at a time.

RASPUTIN

This little piggy had a palace...
this little piggy had a throne...

Anya swings to another beam and now has firm footing as Rasputin continues.

RASPUTIN (CONT.)

This little piggy missed the firing
squad..

Dmitri is literally holding on with two fingers.

RASPUTIN (CONT.)

And this little piggy wanted a home...
And this little piggy went wee wee
wee all the way... down!

As Dmitri's last finger is preyed away, he falls but his grasp on Anya's hand is firm and she pulls him onto where she is standing.

Rasputin leans over and bends toward them, three feet from Anya.

RASPUTIN (CONT.)

DIE!

The reliquary is dangling. Anya reaches up to grab on to it but her aim is off and she HITS it. The reliquary flies and SMASHES against the side of the tower, shattering. Rasputin realizes what has happened and scrambles away in terror.

RASPUTIN (CONT.)

NOOOOOOOOO!

ON BARTOK

who covers his eyes.

ON ANYA AND DMITRI

who climb back up to the platform.

LONG SHOT

of the Eiffel Tower as the EVIL SPIRITS FROM THE RELIQUARY burst out. The SPIRITS take on all the forms

we've seen earlier: BEARS, MINIONS, SNAKES, and combinations of all. They grow and swirl, with hideous MOANING noises.

Anya and Dmitri huddle together, in disbelief.

ON RASPUTIN

as the SPIRITS begin to swarm around him, a TORNADO of horrid beings. Re screams as they pull him off the ground.

ON ANYA AND DMITRI

as the force of the tornado increases, they have to hold on to the girders and each other in order not to be sucked in. Bartok is thrown against the side of the tower and slithers to the floor.

ON RASPUTIN

suspended over the Eiffel Tower in the maelstrom. He Screams wildly as the spirits encircle his, torment him and EXPLODE - pieces fly and disintegrate in mid-air, in wild colors and smoke.

ON DMITRI AND ANYA

who hug each other in relief. They stand, looking out. The smoke dissipates, showing them the city lights below.

ON BARTOK

who rises, patting his chest- He's about to let out a Bartokism... but all the emerges are LITTLE BAT SQUEAKS. He's surprised as first, then thrilled. The spell is broken and he's just a bat again.

DMITRI AND ANYA

as he reaches down and picks up the crown that fell off her head in the fight. He hands it to her.

DMITRI

Come on... I'll take you home.

Anya looks lovingly at Dmitri and doesn't put the crown back on.

ANYA

I am home.

"HOME IS WHERE YOU ARE"

(The Love Duet For Anya And Dmitri). A SIMPLE EMOTIONAL BALLAD for two people who realize at last that their hearts have led them to each other, to "home". This will work within the dramatic context of the film (sung by the characters) but can also be re-recorded as a Pop single.

The song continues over various scenes:

THE EMPTY STAGE

Tatiana smiling, knowingly.

SOPHIE & VLADIMIR

sneaking a kiss in the middle of the party. Xenia and Estelle

look at each other with their stone faces.. . and smile.

BARTOK

Hanging from the rafters of the Eiffel Tower, no sure what to do next - then a cute female bat flies up next to his and "bats" her eyes.

ANYA & DMITRI

walking over the River bridge with Meeto following behind them... a family - going home together.

FADE OUT

THE END