

THE SURREALIST

Written by

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Inspired by "The Debutante," by Leonora Carrington, 1938

SUPER on black: "In everybody, there is an inner bestiary." -
Leonora Carrington

EXT. VOLCANIC LANDSCAPE - NIGHT

An OVERTURE of phantasmagorical slow motion imagery,
flickering in and out of the darkness...

Horses emerge from fiery smoke.

A distant volcano rages.

Fearless eyes blaze - watching from the shadows - a hyena.

The silhouette of a man and woman dance through the smoke.
But as the smoke clears, they are revealed: two skeletons
waltzing in an endless embrace.

Each holds a knife to the other's back.

CUT TO BLACK.

INT. CROOKHEY HALL MANSION - LEONORA'S ROOM - DAY

FADE IN.

SUPER: London, before the second world war

Clothes and jewelry fly across a bedroom already in disarray.
The bottom half of LEONORA CARRINGTON, 20, sticks out from
under the bed - her frilly ball gown and bare feet.

LEONORA
It's not here.

She emerges. Although Leonora is a snow white beauty, her
fierce glare is that of the evil queen. She levels it at
NANNY, 40, who approaches with a tube of cheerful lipstick.

Leonora frowns as Nanny applies it, then hands her a napkin.

NANNY
You're late. He hates that.

LEONORA
He took it.

NANNY
You likely left it at school. Blot.

Leonora blots.

LEONORA
No. I know he did.

She slips out of Nanny's grip and goes to her vanity. Drawers fall to the floor until she discovers a stack of letterhead. She lays two sheets side by side. Then, takes two pencils.

On the right sheet, she writes a word; simultaneously on the left sheet, she begins to furiously sketch a picture.

LEONORA (CONT'D)
I dreamt of horses again. This time
fleeing an erupting volcano.

Footfalls approach the door as Leonora draws the volcano on the left sheet.

LEONORA (CONT'D)
And speaking of eruptions...

HAROLD (O.S.)
Goddamnit, Leonora!!

Nanny reaches for the drawing, but Leonora brushes her off, finishes writing "LORD CANDLESTICK" on the right sheet.

Leonora's father HAROLD, 60s, rigid from his mustache to his Oxfords, bursts through the door. Nanny stands at attention.

HAROLD (CONT'D)
You're making us late!

He passes Nanny, goes straight for Leonora. But she continues to sketch and write on both sheets, ignoring him.

LEONORA
Good day, Lord Candlestick.

Harold seizes both papers. He barely glances at the drawing, but reads the right sheet: "LORD CANDLESTICK ERUPTS"

A beat. He tears them both up.

HAROLD
Art is for gypsies and homosexuals.

The pieces rain down, but Leonora is calm. As if she expected this reaction. Maybe wanted it.

LEONORA
Where's my sketchbook?

Harold grabs her by the arm and drags her out into the

HALLWAY

followed by Nanny, who juggles a substantial fur coat and a pair of heels - and manages to dig a tiara into Leonora's hair before Harold jerks her out the front door.

EXT./INT. TOWN CAR - CONTINUOUS

They spill out of the expansive mansion, and head toward the Rolls Royce parked out front.

The Spirit of Ecstasy hood ornament GLINTS in Leonora's eyes, temporarily blinding her as Harold shoves her into the backseat. Her coat and heels follow. The car door SLAMS.

Nanny reaches through the window to give Leonora's hair a final pat but Leonora GRABS her wrist and holds it. For a moment, her eyes plead. Nanny avoids them.

NANNY

Best behavior now.

Leonora releases her as Harold sits beside the male DRIVER.

HAROLD

Drive.

The driver obeys.

An elegant hand gently reaches for Leonora's, but she flinches away. The hand belongs to Leonora's mother, MAUREEN (40s), her sophisticated copy.

Leonora trains all her attention out the window, on the vast mansion receding, then on the paddock of horses on the estate edge.

Her eyes meet theirs as they begin to run alongside the car, as if in slow motion. Leonora blinks and the horses jolt back into real time, scattering.

Silence stretches as the car passes neighboring estates, until the city skyline appears. Then -

HAROLD (CONT'D)

She's doing it again.

Maureen sighs.

HAROLD (CONT'D)

She's sneaking out. I know it.

MAUREEN

Oh, Leonora.

LEONORA

He really believes I scale two stories under cover of night to break into the art school that he banned me from?

Through the rearview mirror, she locks into Harold's glare.

LEONORA (CONT'D)

Honestly, mother. Only gypsies and homosexuals have such imagination.

Harold's face goes crimson.

MAUREEN

Please. We're about to be in polite society--

LEONORA

Artists show society for what it is. A joke.

The car pulls to a stop outside the RITZ CARLTON.

A young male VALET opens Harold's door. He exchanges polite nods with several GENTLEMEN entering the hotel, then comes around to Leonora's window. He's an eerie kind of calm.

HAROLD

A joke?

(pause)

At the end of the season, after you've become the burden of some carnal fool, the only one laughing... will be me.

Despite her glare, Leonora's lip just barely trembles.

INT. RITZ CARLTON - MOMENTS LATER

LOUD LAUGHTER. The leering faces of the well-to-do, leaning in, staring and judging with cold, wide eyes.

As if holding her at gunpoint, Harold pushes Leonora toward the ballroom. Maureen trails behind, following the herd of ARISTOCRATS, 40-60s, and DEBUTANTE daughters, 18-20, down a

HALLWAY

lined with mounted African mammals. Leonora makes eye contact with the dull glass orbs of a HYENA HEAD as she passes.

Standing at the end of the Hallway, DONALD, 40 - homely and balding, but dressed like a prince - sees Leonora and breaks into a wide smile. Leonora freezes. Then turns to Maureen.

LEONORA

I need to freshen up.

Maureen glances around, nervously counting too many important people to make a scene. Leonora sighs, exasperated.

LEONORA (CONT'D)

Well I'm not going anywhere, am I?

MAUREEN

Alright. Remember: head high, light steps. And for goodness sake, smile.

She kisses Leonora's cheek, then wipes the smudge with care.

MAUREEN (CONT'D)

You look beautiful.

Leonora manages to reciprocate a tight grin before retreating down the hall. She again passes the Hyena Head, and meets its glass eyes. This time, they SHINE.

Donald watches Leonora go. He stifles his disappointment as Maureen approaches him, looking apologetic.

MAUREEN (CONT'D)

She's just a bit nervous--

He takes her arm and escorts her into the

BALLROOM

transformed for a debutante ball. The center of the room is empty except for a GIANT CAKE. Along the perimeter, the Aristocrats mingle with SUITORS, 30s, at tables set for tea.

Donald and Maureen nod endless hellos, squeezing by tables.

But she's interrupted when a tall man in white, gesturing wildly at a CHIC TRIO of Aristocrats, backs into her - causing her to stumble before Donald can pull her away.

The man is MAX ERNST, 47. A silver fox with blue eyes, he oozes charm. And he has the gall to finish delivering his joke's punchline to the Trio before acknowledging Maureen.

MAX
Sorry, liebchen!

Maureen nods curtly, brushes past - but Max catches her hand.

MAX (CONT'D)
Hold on. Shouldn't you be with the
other debutantes?

MAUREEN
I'm a mother.

MAX
Is that right?

He kisses her hand, winks. Maureen tries not to look
flattered as Donald hustles her away, toward the

TABLE

where Harold is seated. Well out of earshot, Donald scoffs
and glances back at Max with distaste.

DONALD
Bloody hell. That was Max Ernst.

Maureen shrugs, preferring to forget the subtle seduction as
Donald pulls her chair out, then sits.

MAUREEN
I've never been fond of Germans.

DONALD
Even they've disowned him! Or
Hitler, anyway. It's been all over
the papers. He's a communist, or a
pervert or something...

MAUREEN
Oh my.

DONALD
And he certainly doesn't belong
here. I'll get someone...

Donald stands, but the lights dim and the room applauds as an
aging ANNOUNCER appears. Maureen squeezes Donald's hand,
motions for him to sit.

MAUREEN
Never mind him... did you see how
lovely she looked?

She strains to see past the Announcer, where a long line of giddy Debutantes await presentation from the Hallway.

Meanwhile, in a

MAINTENANCE ROOM

adjacent to the Ballroom, Leonora listens to the muffled applause as she buttons her fur coat.

She removes her tiara. Then reaches into the furnace and dips her fingertips into the ashes, and stripes coal onto her face - and across her lips.

Finally, she takes a deep breath and reaches for something.

Meanwhile, back in the

BALLROOM

applause swells as the Debutantes enter from the Hallway. Glancing at the Suitors like self-aware cattle, they parade in formation to center of the room -

And form a circle around the giant cake.

The Announcer signals and, in unison, the Debutantes CURTSEY to the cake. The whole room applauds harder.

Except Harold, who is consumed by his tea sandwiches.

Maureen and Donald are straining to locate Leonora when -

The lights go out.

Confused murmurs fill the room. A beat later the lights turn back on, eliciting scattered applause and nervous laughter. But, one by one, the Aristocrats go quiet as they notice...

A HYENA wearing a TIARA and FUR COAT gliding across the room.

Trancelike, she floats through the circle of Debutantes. Passes the cake. Ignores the Suitors. She heads to a

TABLE

and stops.

Still tucked into his sandwiches, Harold doesn't notice the Hyena until she's facing him. But Maureen does. She grips Donald's arm in recognition, and his face fills with wonder.

The whole room watches, enchanted. Almost fearful.

And just as Harold looks up to see "Leonora as Hyena" standing over him, the mounted Hyena Head CRASHES onto his tea tower.

Silence.

Maureen faints into Donald's arms.

With an ash-smeared grin, Leonora plucks the tiara from the bread basket and places it atop Harold's head. He blinks.

The whole room inhales.

But before Harold erupts, before the room is chaos and even before Leonora can relish her moment, the sound that finally cuts the silence is the laughter of Max Ernst.

As his laughter grows louder and louder, we creep in on the Hyena Head's lifeless, glassy eye, until its black pupil finally engulfs the frame.

INT. CROOKHEY HALL MANSION - LEONORA'S ROOM - NIGHT

A vein bulges in Harold's head as he paces the room. Maureen wrings her hands behind him, like a shadow. Nanny makes herself scarce against the drapes.

Leonora stands at her window, her back to Harold, looking down at the torn pieces of paper surrounding her feet. For the briefest moment, they appear to move, as if trying to piece themselves back together. She frowns.

HAROLD

You humiliated your mother!

Harold stops pacing. When he speaks, it's with the same fragile restraint as the skin holding back his vein.

HAROLD (CONT'D)

You besmirched the Carrington name.
You destroyed at least a thousand
pounds of property.

Still turned away, Leonora brings her hands to her face.

HAROLD (CONT'D)

You're a wild animal.
(erupts)
Look at me when I speak to you!

When she faces him, the coal is smudged around her eyes - raccoon-like. She's even added a button nose.

LEONORA
Just trying to fit in.

Harold raises his hand as if to strike her, and Leonora cowers - Nanny steps forward, Maureen turns away -

But Harold lowers his hand. And when Leonora straightens to face him, she's red with embarrassment.

HAROLD
Two boarding schools. Two ill-
advised art schools, which you'll
never see again, and two debutante
seasons. I'm done.
(takes a calming breath)
Miraculously, Donald Worthington
feels quite the opposite.

He turns to leave and Maureen follows.

HAROLD (CONT'D)
Your wedding is in one month.

Leonora looks at Nanny with open desperation.

NANNY
(softens)
What did you expect?

The door SLAMS shut. The lock CLICKS. Leonora listens to their three sets of footsteps receding down the hall.

She looks down at the torn paper. Then crouches and - hands shaking - nudges the pieces back together. The drawing is a mustachioed volcano, from which terrified horses flee.

Suddenly Leonora springs into action, pulling her suitcase from the closet. Socks and shoes go in. Then the two pencils.

But with utter disappointment, she holds up the stack of stationary. Checks under the bed again. Sifts through the vanity drawers. And sighs.

She closes the suitcase, but hides it behind the curtain.

Then, heaving her bedroom window open, she looks down. Below the drainage pipe, a LADDER sits propped against the house - and beneath it, a well-used path leading off the estate.

Leonora pulls on her fur coat, hikes up her dress and drops her shoes out the window. Then throws her leg over the ledge.

EXT./INT. OZENFANT'S FINE ARTS - LATER

Under a moonless night, Leonora weaves towards town.

She notes every SHADOW... and picks up her steps.

Turning a corner, she reaches a well-lit gallery - and slows when she sees the party taking place through its window -

It's the very opposite of a debutante ball. Middle-aged men and chic young women, flowing champagne, charcuterie, cigarette smoke, jazz, narrow spaces between bodies.

In the center of it all, Max Ernst calls for a toast. Leonora watches the room shift toward Max with rapt attention, glasses up in salute. She leans in, touches the window.

And for a moment, Max appears to look right at her.

She shrinks back, turns into the

ALLEY

and ducks into the gallery's rear door, entering an empty

TEACHING STUDIO

dotted with student easels around a small stage. The PARTY SOUNDS filter through the interior door.

She quietly closes the alley door. Then proceeds to purge the room of all its sketchbooks in search of her own, opening and throwing each one into a growing pile of disappointment.

The interior door creaks open. Max steps inside to see Leonora balancing on a utility sink, swiping her arm across the top of a cabinet.

He leans against the door until she notices him.

MAX

Lose something?

He offers a hand. She jumps down instead.

LEONORA

My sketchbook.

MAX

I know you.

LEONORA

Doubtful.

MAX

I liked the hairy version. She
threw an inspired tantrum! Do they
teach that in finishing school?

Leonora ignores him and resumes her search. Max follows.

MAX (CONT'D)

See, I've never been to finishing
school. So I was a bit nervous to
attend a debutante ball... but
there you were. Making me feel
right at home.

He studies her openly as she bends to look under the cabinet.

MAX (CONT'D)

I have an idea! I'd like to paint
you. You have a certain...
(to her backside)
Energy.

LEONORA

I'm not a model.

MAX

Of course not! More of a muse...

LEONORA

I'm an artist.

She abandons the cabinet. Hands on hips, she scans the room.

MAX

Really? So am I! Max Ernst--
(pause)
'German expatriate. Surrealist
extraordinaire'...

He grows tall, prepares for the worshipping to begin.

She frowns at him.

LEONORA

Leonora Carrington. 'In a bit of a
hurry'. So are you going to help
me, or just stand there?

He studies her, more amused than disappointed.

LEONORA (CONT'D)

And it wasn't a tantrum. It was a
performance.

She goes to Ozenfant's desk and pulls at its locked drawers. Then feels its underside for a key.

MAX

Are you sure? Performances offend
to appeal... tantrums just offend.

He straddles the edge of the desk, near her groping hands.

MAX (CONT'D)

You know, Surrealists perform as an
artistic expression. I could teach
you...

LEONORA

Right.

MAX

You don't believe me? That's my
party out there. My installation's
going up tomorrow, you can stop by--

She gives the locked drawers a final jiggle, then kicks them.

LEONORA

In exchange for what?

MAX

Exchange?

LEONORA

If you're such an important person,
why paint me and teach me, unless
there's something in it for you?

She turns to Max, as if noticing him for the first time.

LEONORA (CONT'D)

You're old enough to be my father.

MAX

(grins)

What's wrong with that?

A beat. Leonora grabs a sketchbook, fans its empty pages, and pockets it. She hugs her coat around her shoulders and makes for the interior door - then appraises Max one last time.

LEONORA

Crookhey Mansion. If my sketchbook
turns up by morning, send a
courier.

She opens the door to the party, still in full swing. More than a few heads turn as she pushes between them, then exits out the front. Max watches her go, a faint smile developing.

AMEDEE OZENFANT, 60s, gallery owner and Leonora's former instructor, enters the studio to see Max sitting on the desk.

OZENFANT

What's she doing here?

MAX

Former student of yours?

Ozenfant runs his hands through his hair.

MAX (CONT'D)

Thought so.

(beat; pats desk)

Have you got a key for this?

EXT./INT. CROOKHEY HALL MANSION - LEONORA'S ROOM - LATER

Dawn breaks as Leonora heaves herself back over her windowsill. She slides to the ground and rests for a beat. Her hand reaches behind the curtain.

But she feels nothing. She looks - her suitcase is gone.

In the darkness, a floorboard CREAKS. She stiffens.

LEONORA

Hello?

Like a ghost, Harold appears from the shadows.

He holds a hammer.

Leonora's heart races.

As he approaches her, Harold raises his hand as if to hit her. As Leonora shrinks beneath the window - he SLAMS the window shut. Then produces a key, and locks it.

Then, he raises the hammer high above her.

LEONORA (CONT'D)

Wait! What are you doing?

She stares in shock as Harold brings the hammer down on the key, SNAPPING it in half, leaving part trapped in the lock.

He hovers over her, breathing steadily.

HAROLD
I spoke with Donald. Your wedding
is in one week.

He drops the hammer at her feet before exiting. The lock
CLICKS. His footsteps recede.

Leonora gasps. She swallows back tears before they form. Then
curls into a ball on the floor, and stares at the broken key.

INT. CROOKHEY HALL MANSION - LEONORA'S ROOM - MORNING

Leonora is still awake, staring at the key, when sunlight
sneaks through the shuttered window.

Nanny RAPS at the door, breaking her stare.

NANNY (O.S.)
We're leaving in ten minutes!

EXT. TOWN STREETS - DAY

Nanny walks briskly by shops and cafes. Leonora lags behind.

NANNY
I heard about the suitcase. Don't
you dare try anything today. He'll
have my head.

She casts an anxious glance at Leonora to keep up.

NANNY (CONT'D)
Really, is Donald so bad?

Leonora says nothing. Nanny sighs.

NANNY (CONT'D)
Well your dress will be nice. I
told them no chiffon. And something
with a real neckline...

Leonora slows as they pass the

TRAIN STATION TICKET WINDOW

and sees a STEWARD with a stack of schedules. Her eyes dart
to the departures board: Manchester, Liverpool, Surrey...

NANNY
Leonora, did you hear me?

She looks back, just misses Leonora pocketing a schedule.

NANNY (CONT'D)

Keep up!

Leonora checks to see that Nanny isn't looking, then opens her coin purse. It's empty.

They round the corner, and are suddenly facing

OZENFANT'S FINE ARTS

Leonora stops short. She stares into the gallery window.

It's as if the party never existed. In the center of the room, an overturned dining table is set with household objects in place of food.

Bizarre, dreamlike paintings cover the walls. The window sign reads: "MAX ERNST, DEGENERATE ARTIST"

Leonora touches the glass, just barely smiles. Through a crack in the door leading to the studio, a dark shape passes - hunched, animal, quick. She doesn't see it.

Nanny grabs her arm and hauls her down the block.

NANNY

Will you please--

LEONORA

The loo.

NANNY

What?

LEONORA

I need to use the loo.

NANNY

Just a few more--

LEONORA

Really, Nanny. If I soil myself, they won't let me try on a thing!

NANNY

Fine. Use the cafe then.

Leonora starts toward the cafe, but stops. Instead, she wraps her arms around Nanny, who goes red and rigid at her touch.

LEONORA

I know it doesn't feel like it, but
you did a good job with me.

She releases Nanny, then enters the

CAFE

and exits right out its back door, which spills into the

ALLEY

behind Ozenfant's.

INT. OZENFANT'S FINE ARTS - OFFICE - CONTINUOUS

Max sits in a tiny Office joining the main Gallery. He leafs
through a sketchbook: pages of HORSES and caricatures of
aristocrats in various pompous states.

He pauses at a page labeled: "LORD CANDLESTICK" - a walrus in
a waistcoat, his face is a giant mustache. Max chuckles.

A door in the Gallery creaks open. Max leans back in his
chair and sees Leonora entering the

GALLERY

from the Student Studio. One by one, she peruses Max's
paintings: barren landscapes, mechanical humans, religious
parodies, portraits of the Surrealists.

Coming to the upturned table, she selects a stethoscope from
a soup tureen and places its cup over her heart. She's
listening to it beat as Max enters from the Office.

MAX

So, what do you think?

Startled, she drops the stethoscope. It unsettles an
oversized salt shaker and spills gold teeth across the table.

MAX (CONT'D)

I call it, 'A Surreal Banquet.'

Leonora crouches, begins to collect the teeth. He stops her.

LEONORA

I'm sorry.

MAX
What for? You've only improved it!
(beat)
Stay a while.

He reaches to take her coat, and she hesitates before slipping out of it. But rather than hang it up, Max puts it on. He pets its collar. Sniffs it. Then sees what she thinks.

Flustered, she looks at the table.

LEONORA
It reminds me of my father's absurd dinner parties.

MAX
Then I've hit the mark.

LEONORA
I suppose next you'll say we're cut from the same cloth or some predictable nonsense.

MAX
Well, that's true, but it's not what I was going to say.

LEONORA
No?

A blur passes the window: Nanny in a clear panic with two POLICEMEN. Leonora steps back, out of sight.

Grinning, Max strokes the coat.

MAX
You have unique spirit. Like a wild horse.

At 'horse,' he has her attention.

MAX (CONT'D)
I, myself, am more of a bird. And in that way, we're pretty compatible, don't you think?

LEONORA
I have an idea.

As the words spill out, she tries not to sound desperate.

LEONORA (CONT'D)
If I were to be your... muse, could you make me a Surrealist?

Max raises an eyebrow. She gestures around the gallery.

LEONORA (CONT'D)

I want to show my art. Like this.

MAX

(laughs)

It's not that simple. You have to know how to paint first. And before that comes theory and technique...

LEONORA

I know how to draw. I can learn.

He removes the fur coat, as if the thought exhausts him. Leonora's eyes dart to the window, searching for Nanny.

MAX

Well... I am leaving for the South of France in a few weeks. I suppose you could be my guest--

LEONORA

Yes.

MAX

Yes?

LEONORA

It's a deal. If we go right now.

Max stares at her. He begins to laugh. Then he really laughs.

But when Leonora holds out a hand for him to shake, he stops.

INT. CROOKHEY HALL MANSION - HAROLD'S OFFICE - DAY

Harold picks up the phone. Across from his desk sits Nanny. Beside her, the two Policemen.

Maureen paces in the background, a shadow in tears.

HAROLD

(into the phone)

Get me the Foreign Minister.

Leonora and Max's journey takes place as a MONTAGE:

A) INT. TRAIN CAR - NIGHT: Leonora sits across from Max. They sketch in their respective books as vineyards roll past the window. They sneak looks at each other.

B) EXT. TRAIN - DAY: Max helps Leonora off the train. They face a newsstand with headlines that read: "PORNOGRAPHER TO BE DEPORTED TO HITLER'S GERMANY" and "CARRINGTON CALLS FOR ARTIST'S ARREST".

Max chuckles, pulls Leonora away from the newsstand.

C) EXT. SAINT-MARTIN-D'ARDECHE - SOUTH FRANCE - DAY: Leonora and Max approach an old riverside cottage.

D) INT. COTTAGE - SOUTH FRANCE - DAY: Leonora steps inside the Front Door and follows Max down the long central Hallway.

She passes rooms: on the left (back side, facing forest), the Living Room, the Bathroom and a staircase to the upstairs bedrooms. On the right (front side, facing river) is the Kitchen, then Max's bedroom, finally the Artist's Studio...

Leonora turns into the large, well-lit Studio. She smiles.

E) INT. STUDIO - COTTAGE - NIGHT: Leonora and Max arrange tools, set up easels, stack canvases. Day turns to night as the Studio takes shape.

END MONTAGE.

INT. STUDIO - COTTAGE - DAY

Shrouded in a bedsheet, Leonora holds utterly still, arm raised - ready to strike the bag of flour in her other hand.

On Max's easel, a sketch is taking shape: Virgin Mary spanking Baby Jesus. So far, the Virgin has a detailed portrait of Leonora's face, but an unfinished body.

Leonora's arm twitches. She winces.

MAX

Almost there... aaand done.

She drops her arm, exhales with relief.

Max sets down his charcoal and jogs over to rub her shoulder. She briefly allows it, then steps away to see his drawing.

LEONORA

What would Lord Candlestick say if he saw this?

MAX

What a perfect virgin.

She frowns at the clock above the door, which reads: 2:15.

LEONORA
We're fifteen over my time.

She goes to the supply closet, begins rummaging.

LEONORA (CONT'D)
So. What's on today? I was thinking
you could show me frottage. There
are some textures in the cottage
I'd like to--

MAX
Canvas.

As she turns, he tosses her a canvas cutter knife.

MAX (CONT'D)
One by three meters.

LEONORA
Alright. But afterwards--

MAX
After, you can stretch it for me.

She gives the closet a longing look before closing its doors.

She rolls out the canvas. Max watches, lights a cigarette.

MAX (CONT'D)
And then, we'll mix pigments.

She starts to measure it, casting a glowering look at him.

MAX (CONT'D)
Don't pout. You need the basics.

She sets the canvas down and approaches him. A few inches
from his face, she takes his cigarette and puffs. Then
coughs. The puffs again, and this time holds it in.

When she exhales, she doesn't cough.

LEONORA
See? I'm a fast learner.

MAX
Oh, I don't doubt that.

He takes back the cigarette but hands her the stretcher bar
anyway. She sighs, and gets to work.

LATER

The sun sets. Max peeks in the Studio to see Leonora beside a pile of stretched canvases. She pauses, sweaty and grubby, to light a cigarette. Then begins to stretch yet another canvas.

Impressed, Max backs away from the door.

INT. STUDIO - COTTAGE - DAY

Leonora looks exhausted. Max sketches as she holds the same pose as before. Her arm trembles, she drops it.

LEONORA

Sorry.

She raises it again. Max does a few more strokes. Then stops.

MAX

Onto the figure. Undress there.

He points at a dressing screen in the corner, then goes to the supply closet for a new stick of charcoal.

But when he turns, Leonora hasn't moved. Her expression is blank. He chuckles, shrugs without apology.

MAX (CONT'D)

Bodies don't draw themselves.

She glances at the clock above the door, which reads: 2:15.

LEONORA

No. We're already fifteen minutes into my time... like yesterday.

She goes to the supply closet, selects a plein air easel.

LEONORA (CONT'D)

So, what's next? It's warm out, we could paint by the river--

MAX

Let's take a break. Go for a swim.

She stares at him. He sighs.

MAX (CONT'D)

Or you could prime the canvases. Must be at least twenty ready! Were you up all night?

She returns the easel to the supply closet with force.

Fuming, she pries open a tin of white paint and begins to slop it on the nearest canvas.

MAX (CONT'D)

Not so thick!

She throws the brush back into the tin. Then faces him.

LEONORA

I've cut canvases, mixed a dozen pigments and sharpened at least two-hundred pencils.

(holds up cracked hands)

I've got callouses like a bloody day laborer!

She grabs her sketchbook and fans through it, showing pages of animals, ghosts, Crookhey Hall, her father - her life.

LEONORA (CONT'D)

I have hundreds of ideas and nowhere to put them! I need to paint - or do anything, really, that even approaches making art - because at this rate I won't be a Surrealist till 1963!

Max looks at her sideways. He lights himself a cigarette.

MAX

Let's take a walk.

EXT. FOREST BEHIND COTTAGE - DAY

Leonora picks her way through the overgrowth with debutante-esque care. Max strolls ahead toward a clearing.

LEONORA

Where are we going?

(mutters)

Do they have ticks in France?

They'd bloody love it here...

A RUSTLE in the bush - Leonora freezes. Cautiously, she approaches. Hears panting, a heartbeat? She gets closer...

A rabbit springs from the bushes. Leonora stumbles back.

She hurries toward Max, glancing back over her shoulder. But when she reaches the clearing, he stops to face her.

MAX

Who are you, Leonora Carrington?

LEONORA
What do you mean?

MAX
Exactly that. Who are you? You're pretty. You're a daughter. You're stubborn. What else?

She stares at him. Max begins to remove his shoes.

MAX (CONT'D)
I'll tell you what: you're trapped. Like it or not, in the very conventions that raised you.

He let's that land. Then unbuttons his shirt.

LEONORA
What are you doing?

MAX
Surrealism isn't just art. It's life! Freedom. To know your mind, to act on your impulses.
(pause)
To use your whole being to achieve a self expression SO raw that it appears impossible... surreal.

Max undoes his trousers. Leonora's impulse is to turn away.

MAX (CONT'D)
Look at me.

She hesitates, but obeys and turns back to him. His torso reflects the sun, close enough to touch. She barely meets his eye - and only his eye.

He drops his trousers. Then whatever's underneath.

MAX (CONT'D)
This isn't your father's house.
(taps her forehead)
Those are not his thoughts. And that--
(beat; looks down at her)
Is not his body.

She squirms under his gaze.

LEONORA
I know that.

MAX

And your art is not his art. Look
inside yourself for truth. Give way
to impulse! Then: you'll be a
Surrealist.

He turns away, giving her a chill, and she watches his nude
backside recede toward the river.

MAX (CONT'D)

Until then, you're a bystander.

LEONORA

Wait! What are you doing?

MAX

Improvising!

She glares at his clothes. Kicks his shoe. But follows him.

EXT. RIVER - CONTINUOUS

Leonora paces at the edge of the riverbank as Max splashes in
the water, irritatingly carefree.

She scowls. But with a few bold movements, she drops her
skirt and top - then underthings.

Covering her private bits, she wades into the water, avoiding
the pricking things beneath. Then, suitably submerged, she
unhands herself and swims toward him. She looks irritable.

LEONORA

Now what?

MAX

Now? You're free!

He splashes her.

A beat. She splashes him back.

Rolling onto on his back to float, he spits a high arc of
water in her direction - like a fountain.

And for what sounds like the first time in a very long time,
Leonora laughs.

EXT./INT. COTTAGE - NIGHT

The sun sets as Leonora and Max walk homeward in their
underthings, clutching their clothes. Lips blue, she shivers.

Up the road, approaching the Cottage Front Door is a figure. Max stops, pulls Leonora behind a bush.

LEONORA

What? What is it?

Max lifts a finger to his lips, and strains to see the Cottage. For a moment they huddle there together, dripping and shivering. Leonora notes his arm wrapped around her.

The figure finally moves away from the Cottage - revealing himself to be a POSTMAN, 40s. Leonora exhales. She smirks.

LEONORA (CONT'D)

Bit paranoid?

MAX

That I'll lose you to your father?
Yes, a little.

He pulls her in tight. Their skin touches, sending an electric wave through Leonora that she can't handle.

She finally edges away from Max and pulls her damp dress over her head. Then steps back into the road.

The Postman passes a FARMER, 40s, who heads in the direction of Max and Leonora. The Farmer nods at Leonora in the road, but stops when he spots Max in his underwear in the bushes.

FARMER

(in French)

Pervert! I see you!

Leonora freezes, but Max grabs her hand. They run to the Front Door of the Cottage, and spill into the

FOYER

in a fit of giggles. Max sweeps up the newspaper - large on the front page is the headline:(in French): "ENGLISH TYCOON SEEKS CAPTURE OF GERMAN ARTIST IN FRANCE"

MAX

Wait here.

He takes the paper and leaves, but returns a moment later with two towels, one which he wraps around her shoulders and the other he uses to dry her hair. She lets him.

As he ruffles her hair, Leonora - despite herself - looks just a bit smitten. She hesitates before speaking.

LEONORA

My dreams. That's what I want to express because, well, they feel like the truth. About me, I mean.

Max looks about to say something (perhaps 'I know'), but --

LEONORA (CONT'D)

Is that... silly? Don't lie.

Beat. Max stops drying her hair and holds her face, like he's going to kiss her - but he doesn't. Just looks at her.

MAX

When I was a boy, my father found my sketchbook. He didn't like my version of the world, so he tore out every page. Then he sent me away. We haven't spoken since.

For a brief moment, Max looks almost wounded. But when Leonora's face goes soft with empathy, he recovers.

MAX (CONT'D)

Truth can be difficult. But it is never silly.

Leonora takes a breath.

LEONORA

I'll do it. Pose for you.

Without waiting for a response, she walks down the

HALLWAY

and Max follows her into the

STUDIO

where she drops the towel and undresses in front of the changing screen, trying hard to suppress her bashfulness.

She takes her position with the bag of flour. Confident.

Max sits at his easel. He picks up the charcoal and sketches a few lines. Then sets it down. Leonora doesn't break from her pose as he gets up...

Not even when he kisses her.

But abruptly, he exits. Leonora drops her arms and follows him out of the studio to the doorway of

MAX'S BEDROOM

where he's at the window, looking at the sliver of moon emerging from the black sky. She joins him.

MAX

Tomorrow, I'll teach you frottage.

This time when he kisses her, she kisses him back.

Their relationship escalates in a MONTAGE:

A) INT. STUDIO - DAY: At their respective easels, Max and Leonora do frottage, transferring a rubbing of the floorboards onto canvases to make a forest with wood grain texture (Max's iconic frottage work).

Max rises from his easel and shifts his transfer rubbing onto Leonora's foot. Then moves it up her leg - she tries to focus - then her breasts. She swats him. He steals a kiss.

B) INT. STUDIO - NIGHT: Leonora finishes priming a massive canvas laid out on the floor. But Max crawls onto it, picking up its wet paint with his hands and feet, leaving prints.

When Leonora protests, he drags her onto it. And kisses her.

C) INT. HALLWAY - DAY: A mural extends across the walls. Max paints a bird, and Leonora paints a horse beside him.

Max extends his paintbrush to paint her cheek, and she jabs her brush back at him. He chases her into the Studio.

D) INT. STUDIO - NIGHT: Max completes the drawing of "Virgin Mary Spanking Baby Jesus." Leonora comes out of her (nude) pose and covers herself with a sheet.

She looks at Max's drawing. They kiss. Max removes her sheet, then touches her. She lets him.

E) INT. STUDIO NIGHT: Art projects abandoned against the walls. Two easels sit central in the room, side by side.

And the model's stage is given over to a LOVE NEST - a pile of paint-stained blankets, pillows and smocks. On it, Max and Leonora lie, nude.

They kiss. And talk. And kiss.

END MONTAGE.

INT. COTTAGE - DAY

MAX'S BEDROOM

Leonora looks up at the full-length mirror above the bed - in it, Max stares back at her. Strokes her hair.

She sits up, smooths her hair, and puts her feet on the floor. But Max pulls her onto the bed. Messes her hair up.

MAX

Don't try to tame it.

Leonora accepts his kiss, then tries to get up again. But he pulls her back down. She relents, enjoying the attention.

MAX (CONT'D)

Where are you going?

LEONORA

To work. If you've noticed, we haven't done much lately...

MAX

A dose of inspiration is the most important work!

He goes for another kiss, but this time she pulls back and gets off the bed.

LEONORA

Perhaps we're differently inspired.

Max frowns as she slips out of the room, and into the

HALLWAY

and gestures for him to follow. She's nude, but no longer self-conscious. Her step is light as she enters the

STUDIO

and sits at her easel, facing her painting of a frottage forest - a COPY of the one on Max's easel beside hers. Max hangs out in the door, lights a cigarette, watches her.

LEONORA

Max. Am I getting anywhere?

He comes behind her, rubs her shoulders, ignores the canvas.

MAX

You're an excellent student.

LEONORA
That's not what I meant.

MAX
Skilled with your hands...

He reaches down for her breasts. She rolls her eyes.

LEONORA
Be serious one moment.

She twists in her chair to face him, touches his hand.

LEONORA (CONT'D)
You were right. For the first time
in my life, I'm free. I'm focused.
I'm painting. But... am I any good?

A beat as Max exhales smoke. He suddenly looks sincere.

MAX
Honestly? It took me ages to learn
what you've picked up in weeks.
You're a natural.

She smiles, briefly grateful, but returns to her painting
like he didn't quite answer the question.

LEONORA
But am I progressing as an *artist*?
It feels like I won't know until--

MAX
Until what?

LEONORA
I stop copying you.

MAX
The highest form of flattery!

Troubled, she looks around at her many copies of his work. He
runs his hands on her canvas, its woodgrain texture.

MAX (CONT'D)
Do you know why artists copy? To
make good things better.
(pause)
That's the basis of frottage! Copy
something from nature to more truly
express the thing itself.

Leonora reaches for her sketchbook, flips a page, shows him.

LEONORA

But don't we see truth differently?
Last night, for example, I dreamt
Lord Candlestick had a feast--

Max chuckles, closes her sketchbook.

MAX

We're the same. A pair of exiles.
(takes her hand)
Come. I have something for you.

She hesitates, but lets him lead her out and back into

MAX'S BEDROOM

Max motions for her to sit on the bed. He goes to the closet, rummages around inside. When he turns, he's holding a sexy, sheer DRESSING ROBE. He drapes it across her shoulders.

As she studies it, unsure what to make of it, he sits on the bed and looks into her eyes.

MAX

I love you.

She opens her mouth to speak, then closes it.

MAX (CONT'D)

Don't worry, it's not a wedding
dress! It's just you and me...
(handles sheer fabric)
And nothing between us.

He kisses her head. But right as Leonora seems ready to say something reciprocal -

A CAR HORN blares.

Max breaks into a wide smile. Visible through the window, a car rolls up the drive, two frantic hands wave within it.

LEONORA

Who is that?

But Max is already in the Hallway, heard fiddling in a closet. Suddenly self-conscious, Leonora looks up at the mirror. She hugs the robe over her chest - sheer and futile.

LEONORA (CONT'D)

Are we expecting someone?

Her face betrays some disappointment when Max pops back in. He grins, hiding something behind his back.

MAX

Yes. Excited to meet them?

LEONORA

Well of course, but...

Max holds out a broom and dustpan to her. Then busies himself in the mirror, smoothing his hair and preening as he speaks.

MAX

So. It would be great if you can tidy the studio a bit. And I suppose the other rooms could use attention. Man is a bear if he can't find things!

LEONORA

Man... as in Man Ray?

MAX

Oh--you can cook, can't you?

Leonora's a bit speechless, processing.

MAX (CONT'D)

Can't live on tinned sardines forever. A dozen Scotch eggs should do it! Roland's favorite. And we'll need plenty of bubbly...

A KNOCK at the Front Door. It creaks open. A friendly shout.

ROLAND (O.S.)

Loplop! Are these murals new?

At Roland's voice, Max appears to grow taller - more boyish. He reaches into his pocket, hands Leonora some money.

MAX

Can you manage? I've got to finish the Virgin before they all settle in. Best foot forward and whatnot!

LEONORA

What do you mean "all"?

He looks at her like she's crazy for not realizing.

MAX

The Surrealists, darling.

He gives her cheek a perfunctory kiss and exits. Moments later, sounds of a brotherly greeting heard from the Foyer.

Leonora peers up in the mirror. Looking back is the wild-haired woman in the sheer robe, with her broom and Francs.

But in the corner of the mirror, which reflects part of the window, Leonora notices something pass by the cottage -

A shadowy blur: a GIRL ON HORSEBACK?

Her head swivels to the window. She gets up, throws it open. But as she leans out and scans the edge of the forest, there is no sign of anyone at all.

Confused, she steps back and closes the window. She slips off the robe and pulls a dress on. Then exits into the

HALLWAY

and runs smack into ROLAND PENROSE, 37, handsome and bespectacled. He promptly drops three stuffed suitcases. She bends to help, but he waves her off and reloads.

ROLAND

Serves Lee right for packing her
whole darkroom! I'm Roland Penrose.

Awkward silence. She realize he doesn't know her name.

LEONORA

Leonora. Carrington.

Another beat. One suitcases slips, and he looks apologetic.

ROLAND

Any, uh, room at the inn?

LEONORA

Oh! Of course, upstairs. Shall I--

ROLAND

I've got it, thanks!

Roland continues toward the staircase. And as he passes, Leonora just barely sees in his hair, something sprouting - a nub. A horn?

She frowns. Rubs her eyes.

Then gets back to it. Leonora approaches the

FOYER

and reaches the open Front Door in time to see a blonde bombshell in the truest sense, LEE MILLER, 30, spill out of the car and leap into Max's open arms.

Almost immediately, Lee spots Leonora at the Front Door. She dismounts Max and studies Leonora with great interest.

LEE

So. There's the fugitive!

She grins impishly at Max, then comes for Leonora - before she can back away, Lee plants a kiss squarely on her lips.

LEE (CONT'D)

Never fear. He's got angry fathers
in many countries.

Lee examines the murals, particularly the horses.

LEE (CONT'D)

These horses... you painted them?
(before Leonora answers)
Oh Max. She's delicious.

Lee winks at Leonora, then slides past and heads straight for the stairs like she's been there a hundred times before.

Leonora watches her Lee go, leaving in her trail a few small feathers - like the down of a pillow.

She bends to pick one up.

Max steps over Leonora, and clears his throat.

MAX

So. Scotch eggs?

He disappears into the house.

INT. COTTAGE - LATER

KITCHEN

Hunched over the sink - hair and face flecked with grease - Leonora scrapes the remnants of burnt egg into the drain. Smoke rises up around her.

She coughs, swears, then rushes to the oven and pulls out a pan with a burnt mass. She opens the window above the sink and fans the smoke outside -

And sees another car pull up the drive.

She smooths her hair and dabs her face with a towel. But just as she's preparing to leave the kitchen -

Max enters. He kisses her neck. Then he notices her culinary failures and raises an eyebrow.

MAX

I suppose we can have a late lunch.

LEONORA

Right, about that--

MAX

No problem! That's why they invented drinking.

He takes the champagne bottle from the counter, but frowns.

MAX (CONT'D)

Is this all you bought?

(checks clock above door)

They're open another hour, get at least a dozen more.

Max hands her a few more Francs and hurries out into the

HALLWAY

but when Leonora follows he turns, as if to say "Can I help?" She tries to hide her irritation.

LEONORA

Shouldn't I greet your guests?

He appraises her with a chuckle.

MAX

Of course, darling! But perhaps you want to finish up... and then get dressed? Best foot--

LEONORA

Forward. Right. I'm beginning to understand.

She turns back to the Kitchen, but he catches her arm and kisses her, passionately. Then strokes her hair.

MAX

They're OUR guests. And, my wild one, they will love you.

Max retreats back down the Hallway, toward the commotion of the newest guests as they enter the Cottage. Leonora sighs, conflicted. She turns back into the

KITCHEN

where her breath catches in her throat as a SHADOW passes the window. Cautiously this time, she goes to investigate -

Outside, a figure BOLTS past. Leonora jumps back... and after a heart-pounding moment, returns to look more closely.

Outside are the two newest guests.

ADY FIDELIN, 22, a caramel-skinned beauty with an easy smile, cartwheels across the lawn. She lands at the feet of MAN RAY, 47, who admires her with intense eyes and expressive brows.

For a moment, Leonora watches them embrace. When Man slides his hand up Ady's skirt, Leonora returns to scraping the pan.

INT. COTTAGE - NIGHT

Laughter and cigarette smoke fill the

LIVING ROOM

Max stands at the fireplace, swirling his champagne. Around him, Roland and Lee sit on the floor, and Ady and Man are squeezed into an armchair. They pass a piece of paper.

When it reaches Max, he raises a hand for silence and unfolds it. Then clears his throat and reads - pointing at each person, in turn, who has written each word.

MAX

The Barbaric Egg Eats the
Exquisite...
(raises eyebrow at Man)
Corpse.

The room erupts in laughter. Lee kicks Man.

LEE

A little on the nose, don't you
think?

MAN

It should've been the other way
around! They were basically
inedible...

LEE

Oh hush up, not everyone cooks.

ADY

(to Man)

I love to cook.

MAX

Good. Man's the most insatiable
bastard I know.

Laughter spills out into the

HALLWAY

where Leonora waits, listening to their fun, with a fresh
tray of champagne glasses. She stares in particular at Lee,
who notices her and waves to join.

Leonora takes a breath before entering the

LIVING ROOM

and stoops to let each guest take their glass of champagne.
As Lee takes hers, she winks at Leonora.

LEE

Something tells me you're more
about the eye than the palate. I'm
the very same...

MAN

It's true. Couldn't keep her out of
the darkroom!
(kisses Ady)
That's why we didn't work.

Lee shoots Man a look of mock-offense. Max grins at Leonora
and gestures for her. She goes to him, a bit shyly, and he
pulls her onto his lap.

ADY

But I'm always in your darkroom!
Just mostly, upside-down.

MAN

Ady's a marvelous contortionist...

Eager to perform, Ady extends her leg high above her head.
Man looks on, proud.

Lee slides Leonora a certain look.

ROLAND

And you, Leonora, what do you do?

LEE

She paints, obviously! The foyer murals? I could hardly tell hers from Max's--

MAX

She's a dreamer.

Leonora manages a shy smile.

MAX (CONT'D)

And that face. Well, you couldn't sculpt it, could you? That's why she's my 'Madonna of the Spanks'...

He pats her bottom, and she manages to laugh with the rest of them as Max shares an indiscreet toast with Roland and Man.

ROLAND

It's a great piece. Will you share it with Peggy when she comes?

Max nearly spits out his champagne.

LEE

Man didn't tell you?

MAX

"Lonely" Peggy? When?

LEONORA

Who's "Lonely" Peggy?

Lee casts and admonishing look at Max.

LEE

That's mean! What's a few failed marriages among friends? Yes, she's dropping by for a few days...

(to Man)

You really didn't tell him?

MAN

Really didn't think I had to!

(to Max)

You were so cozy last time... she didn't look "lonely" at all--

Lee cuts him off, fully turning towards Leonora -

LEE

Peggy Guggenheim is the foremost collector of Surrealist art in America. Our biggest advocate.

(to Max)

I suppose Man also forgot to say she's got room for just ONE more artist in her upcoming exhibition.

(back to Leonora)

The first New York Surrealist show.

Leonora's face lights up. Max frowns.

LEE (CONT'D)

Don't worry, Max. You've no competition from us - we're already in! Just show her some love.

ROLAND

Oh dear. Time for antics.

LEE

What'll it be, sex, religion or money?

MAX

With Peggy? Ideally all three.

Lee again translates for Leonora.

LEE

She loves a performance.

ROLAND

Or at least the attention!

LEE

And the more shocking, the better. Max is, of course, king in that department.

MAN

Antics schmantics! It's about good work and Brutal Truth.

(whispers audibly to Ady)

Although, my solarization beats his frottage any day, if we're being honest...

At this, Lee goes rigid and sets down her drink.

LEE

Are we?

LEONORA
What's solarization?

But Lee's response is directed at Man.

LEE
Our. Solarization.

Man bristles, but goes quiet - along with the rest of the room. Lee turns to Leonora.

LEE (CONT'D)
Solarization is a revolutionary exposure technique that We discovered. In Our darkroom.
(into a lather)
But, if we're being *honest*, I discovered it. As I recall, you were out that day...

MAN
Here we go again.

LEE
You-know-where with a certain you-know-who. Not that I minded sharing the burden... to be *honest*.

A beat as Lee stares Man. Awkward silence reigns.

LEONORA
So, it's really Lee's discovery?

Man sighs, shrugs, exasperated with the whole conversation. But Leonora looks at the others around the room.

LEONORA (CONT'D)
Then, isn't that the Brutal Truth?

Lee's laughter startles everyone. She tips an imaginary hat.

Man looks deeply annoyed at Max, who clears his throat.

MAX
Our guests could use a refill.

LEONORA
But I just brought--

MAX
Now! Please.

The room looks to Leonora, curious to see her reaction.

Caught between making a good impression and making a point, she picks up the tray as if to leave.

But instead, one by one, she drinks the remaining contents of each guest's glass. Lee stifles a laugh.

Then she takes the tray of empty glasses, and exits down the Hallway - to their scattered applause.

LEE
(to Max)
Oh, I like her.

Max chuckles, unconvincingly, then follows Leonora down the
HALLWAY

and into the Kitchen. Back turned, she pours another round.

MAX
(annoyed)
What was that?

LEONORA
A hangover, probably. Hopefully
Peggy won't arrive tomorrow,
wouldn't be my best foot--

He takes the bottle from her hand.

MAX
Look at me when I'm talking to you.

At his cold tone - but more-so the familiarity of those words - Leonora faces him. But Max calms, manages a tight grin.

MAX (CONT'D)
We could use an amuse-bouche.

LEONORA
You're joking, right? I've been
slaving away all day...

MAX
That's what we do for company.

LEONORA
Well I don't see you piping icing!

MAX
Perhaps because I'm the foremost
Surrealist and these are my
contemporaries. For goodness sake,
don't be a child!

Beat. Leonora grabs the bottle of champagne and exits to the
HALLWAY

as Max calls behind her, his voice softening considerably.

MAX (O.S.) (CONT'D)
Darling, I just meant--

but she reaches the

STUDIO

and SLAMS the door, without hearing the end of it. Then swigs
the champagne and faces the door, preparing for it to open.

A long moment passes. But Max doesn't come.

Laughter emanates from the Living Room, including Max's
unmistakable chuckle. Leonora tosses the champagne in the bin
and turns back toward the Studio.

And frowns. Max's easel still sits central, but the location
of Leonora's easel has shifted. It's a bit closer to the
wall, along with her frottage copies.

She studies this new setup. Then sits at her easel.

The clock above the door reads: 2:15. She frowns, squints, at
it - then sees it read: 9:15

Another wave of laughter heard through the walls.

She forces a tin of paint open. With determined strokes, she
resumes work on her transfer rubbing of the frottage forest -
the COPY of the one on Max's easel.

INT. STUDIO - COTTAGE - DAY

Darkness shifts into morning light, and Leonora still works
at her easel. She finishes the frottage forest - and sits
back. Then notes Max's similar paintings around the room.

She frowns. With a sigh, she flips open her sketchbook, looks
longingly at her own drawings.

Suddenly, a stream of light hits her from the window - but
passes, like an eclipse. She looks at the clock above the
door.

Again, the clock reads: 2:15. She rubs her eyes, squints -
and the clock reads: 8:30.

Disturbed, Leonora goes to the love nest, and lays down. But just as she closes her eyes, she hears a woman's LAUGHTER very nearby - as if in the room.

Her eyes dart open. But the room is as empty as before.

Through the window, she catches a glimpse of Lee, Roland and Man running from cottage in bathing clothes - toward the river. Hears Lee's laughter.

She closes her eyes again, but their SHRIEKS of delight can be heard coming from down by the river. She covers her ears.

More shrieks. She sighs. Then gets up.

EXT. RIVER - DAY

Roland launches Lee out of the water, like a dolphin, and she dives in - then swims under Man, startling him as he floats.

Leonora walks down from the Cottage, sketchbook in hand.

LEE

Gosh! We didn't wake you, did we?

Leonora shakes her head, and sits down on the riverbank.

LEE (CONT'D)

We missed you last night!

ROLAND

Care for a swim? We could use a fourth, for chicken...

LEONORA

No thanks, I've got to work.

MAN

(mutters audibly)

Hope she's not competitive.

LEONORA

She might be.

Lee splashes Man. As they play, Leonora turns her attention to sketching. Periodically glancing at the water, she draws:

- Lee's hair, but turns her into a swan.
- Roland as robed Minotaur, recognizable from his spectacles.
- Lastly, Man as a winged alien, with a giant head.

Leonora enhances Man's eyebrows. Then grins at her sketch.

LEE (O.S.)
Done us justice, have you?

But when Leonora looks up to respond, she's addressing -

THE THREE CREATURES she's just drawn, the Swan, the Minotaur and the Alien, aligned in the water as awaiting a baptism.

Leonora gasps and jumps back. Lee looks at her with black eyes and white-feathered skin. Her voice is strange.

LEE (CONT'D)
Are you alright?

Leonora rubs her eyes. But when she looks again at the river, Lee, Roland and Man are only just pausing their uneven game of chicken to stare at her.

Lee repeats herself - her voice back to normal.

LEE (CONT'D)
Are you alright?

Leonora nods, rubs her eyes again.

LEONORA
Sorry, I didn't sleep, I--

She looks up at the Cottage in time to see a FIGURE enter the Front Door. She sighs, relieved to change the subject.

LEONORA (CONT'D)
I think your friend Peggy just arrived...

Lee, Roland and Man exchange looks. Then bound out of the water, trying to beat each other to the Cottage.

But Leonora studies her sketch a moment - then the river where she saw figures.

And the corners of her mouth briefly turn up in wonder.

She closes her book and follows them.

INT. FOYER - COTTAGE - CONTINUOUS

Lee, Man and Roland enter and disperse throughout the house, in search of Peggy. But when Leonora finally enters, she stops short at the front door.

Two LETTERS sit on the interior doormat. One is posted to Leonora, but the other simply reads: "MAX"

Leonora bends to pick them up. When she stands, she's facing Lee and Man. Lee looks at her curiously. Man frowns.

MAN

Very funny.

He skulks back inside. Roland enters, from the Hallway.

ROLAND

You're very sure you saw someone?

Lee sees the letters in Leonora's hands.

LEE

Ah. Perhaps the postman?

LEONORA

Sorry, I'm not seeing well this morning.

ROLAND

Well, "Lonely Peggy" has got that civil servant look.

Lee smacks him.

Leonora manages a smile before turning down the

HALLWAY

and opening the letter addressed to her. The single line stops her in her tracks: "Return now and he'll forgive you. Nanny."

Leonora doesn't read the rest. Instead, she pockets it. Then continues toward the closed door of Max's Bedroom. Soft murmurs can be heard within.

Max's Letter in hand, Leonora opens the door to

MAX'S BEDROOM

and gasps. Ady is sprawled across the bed, NUDE.

Ady doesn't break pose when Leonora enters, but Max looks up from his place sketching in the corner.

MAX
Hello, darling!
(sees letter)
Something for me?

He stands and takes the letter, a bit abruptly, then kisses Leonora's forehead and shows her his sketch of Ady.

MAX (CONT'D)
Does her justice, don't you think?

But Leonora continues to stare at Ady as Roland enters, followed by Lee. Neither one is phased at the sight of Ady.

ROLAND
Working so early?!

LEE
We tried to coax Leonora into the river, but she's just the same.
What is it with you two?

Lee puts a hand on Leonora's shoulder, but retracts it when Leonora flinches at her touch. Lee studies her with concern.

MAX
I could use a swim! Darling?

Leonora regroups, smiles. But her voice is unsteady.

LEONORA
I should lie down. Excuse me.

As Lee glances at Max, Leonora shuffles out of the room.

KITCHEN - MOMENTS LATER

Leonora rests both hands on the sink, looking sick.

Suddenly, Max is behind her, pressing himself up against her. He whispers in her ear.

MAX
You didn't come to bed last night.

She turns to face him, pushing him away.

LEONORA
Was that some kind of punishment?

His head cocks with confusion.

LEONORA (CONT'D)
Don't make me say it.

MAX
What... Ady? You're not jealous!
(chuckles)
Darling, I'm an artist! Yours isn't
the first set of tits I've drawn,
and they certainly won't be the
last.

She glares at him.

MAX (CONT'D)
Oh come on. She's only here for a
few days. She's just a bit of fresh
inspiration, that's all!

LEONORA
We had a deal.

MAX
A deal?

LEONORA
Yes. And you're breaking it.

Max gives her a real look of pity. He attempts to run his
hand through her hair, but she dodges him.

LEONORA (CONT'D)
We've hardly worked together in
weeks. I've been practically living
in this kitchen and--and now you've
got a new model? This wasn't the
agreement. What's between us, it's--
well it's not... equitable!

Max can't help but laugh.

MAX
Oh my darling. Yes, things are
different now.
(cups her face)
This is just being in love!

Leonora searches his face with concern. Max sighs.

MAX (CONT'D)
They'll be gone in a few days and
then, my wild horse, we'll be right
back to normal. Just you and me...

A beat as he takes her face, looks into her eyes, then -

LEONORA
I can't go back.

He nods, touches her hair again. This time, she lets him.

MAX
I know this is all new to you, but
you're doing so well.

He wraps his arms around her and for a long moment, she closes her eyes and allows herself to sink into him.

MAX (CONT'D)
We're so alike, you and I.

Then he kisses her, gently at first, then with passion. He presses against her, jamming her against the sink.

But she pulls back, and this time Max can't avoid a hint of frustration.

MAX (CONT'D)
I could use your support, you know.

LEONORA
I'm sorry. I just need some rest.

She exits, and moments later enters the

STUDIO

where - to her surprise - she's immediately faced with the backside of a CEILING-HIGH CANVAS in the center of the room.

When she walks around to view it, it's blank.

She rubs her eyes and turns toward the love nest, but sees her own easel and frowns. Stepping back, she holds out a thumb to measure its distance from the center of the room.

Her easel has again been moved, further toward the wall.

And the painting propped on it - her copy of Max's frottage forest - just barely APPEARS TO MOVE.

She steps toward it, this time more curious than afraid...

A KNOCK at the door. Lee enters.

LEE
May I come in?

LEONORA
Of course.

Lee approaches the frottage forest, which is back to normal.

LEE
Yours?

LEONORA
He's teaching me some things.

LEE
You're lucky. He's a good teacher.
(pause)
They all are... for a while.

Leonora nods a vague agreement.

LEE (CONT'D)
But I'm sure you've got your own
ideas. May I see your sketchbook?

She hands it over, and Lee begins to flip through it.

LEONORA
So, you're a real photographer? I
admit I'm a bit jealous.

LEE
I started as Man's model in New
York, then his assistant, and then,
well. It's ancient history.

Lee pauses at Leonora's sketch of GROTESQUE ARISTOCRATS
AROUND A FEAST ("The Meal of Lord Candlestick").

LEE (CONT'D)
This is quite original!
(meets Leonora's eye)
Visionary, even. Perhaps... you
could show Peggy?

Slowly, digesting the thought, Leonora begins to smile.

Suddenly, above their heads, faint RHYTHMIC POUNDING -
followed shortly by emphatic feminine moans. They look up.
Panic crosses Leonora's face. Lee studies her with pity.

LEE (CONT'D)
Don't worry, It's just Man.
(they listen)
Ady's quite pliable to his whims.

A beat. Lee snorts back laughter. Leonora's panic dissolves.

LEE (CONT'D)

More than I was, anyway. Sex is the secret ingredient for them, I'm sure you've noticed?

Leonora shrugs, uncomfortable, searches for another topic.

LEONORA

I'm sorry about earlier. To be honest, I'm concerned someone's been to the house. There was a letter, I worry my Nanny will...

But Lee is shaking her head.

LEE

Your Nanny?! It'll be the Germans, if anyone. He brings it all on himself! Trust me, he knows exactly what he's doing.

Leonora nods, unconvinced. Lee hesitates, her voice drops.

LEE (CONT'D)

But there is something you should know about him. He's married.

LEONORA

Oh.

LEE

So, I suppose it is possible that she has been...

(looks out window)

I'm sorry.

LEONORA

No, it's--

LEE

You feel deceived, I can tell.

Lee approaches her, reaches for her hand and cringes.

LEE (CONT'D)

You see, artists don't really do monogamy.

(quickly)

But if you're *traditional* in that way, that's fine!

Leonora bristles at the word. She shakes her head, but struggles to find her defense as Lee continues...

LEE (CONT'D)

And something else. I'm sure Max shared his little "manifesto," but Surrealism is just about surprise. So, if he wants something, Max will always be the bird with the most shocking mating dance--

LEONORA

I'm not traditional...

Above, the rhythmic pounding INTENSIFIES. Leonora reaches up, almost covers her ears. But Lee becomes grave.

LEE

Just expect that he hates to be upstaged. As an artist yourself, you're quite brave to fall for him.

LEONORA

I'm not--

LEE

I just hope you don't become him. There, that's all! I've said it!

As Lee's hands go up in surrender, the pounding STOPS.

LEE (CONT'D)

And just in time!

She smiles conspiratorially. But now Leonora is grave.

LEONORA

You've got it wrong. I'm not nearly as conventional as you think.

She stands taller, reaches for her book. But Lee holds it.

LEONORA (CONT'D)

I'm only here for my art. Max supports me. He... he loves me.

Lee studies her, skeptical. Then speaks gently, carefully.

LEE

Love won't get you an exhibition.

(pause)

Man Ray loved me, once. And it's his work at the Museum of Modern Art. Not mine.

Just then, Roland cracks the door open.

ROLAND (O.S.)
Knock knock...

Lee opens Leonora's sketchbook to "The Meal of Lord Candlestick" and holds it out to her. And winks.

LEE
So you might want a back-up plan.

Leonora is staring at the drawing as Roland peers in.

ROLAND
Anyone hungry?

Beat. Leonora takes the book, plasters a smile on her face.

LEONORA
I'll make lunch.

INT. LIVING ROOM - COTTAGE - LATER

Ady writhes to jazz radio as Lee snaps photos of Roland by the fireplace. Max and Man converse over a selection of Man's photographs which feature Ady.

Leonora clears empty dishes from the room. When she bends to take Max's plate, he gives her hair an affectionate pet.

As the song ends, the radio shifts to an ANNOUNCER's voice.

ANNOUNCER
(in French)
British Prime Minister Neville
Chamberlain has just announced that
he stands with France in declaring
war on Germany. This follows...

All attention heads to the radio as the broadcast continues.

ADY
What's he saying?

LEE
France and England just declared
war on Germany.

ANNOUNCER
(in French)
... German citizens suspected of
interference will be persecuted and
contained, effective immediately...

Max goes to the radio, switches it off.

LEE
What are you doing?

MAX
Trying not to kill the mood.

LEONORA
Don't be ridiculous, this is
important...

Leonora sets down the plates, turns the radio back on.

MAX
For God's sake! We knew it was
bound to happen, didn't we?

He switches it off again, then returns to Man's photographs.

LEE
Max. Aren't you even a bit worried?

MAX
About what? I may be a German but
I'm not a spy. Everyone in Europe
knows whose side I'm on!

Uncomfortable silence fills the room, until Ady changes the
radio station back to jazz. But the mood is officially dead.
Lee and Roland exchange looks.

Leonora, exhausted, collects the stack of plates. Then stands
at the edge of the room.

LEONORA
Well, I'm off to bed.

Not so subtly, she casts a look of invitation in Max's
direction. But he only gives a vague nod, before turning back
to Man's photographs.

Leonora lingers a beat, then shuffles away down the

HALLWAY

The black oblong of the bedroom doorway is visible at the
end.

And something else. A pair of glowing eyes reflecting the dim
light. Waiting. In a blink they're gone.

Leonora edges toward the room - to find it empty.

INT. MAX'S BEDROOM - COTTAGE - NIGHT

Leonora lies awake facing the window, and the half moon.
Laughter spills out from the Living Room:

Ady's high pitched shriek and Max's unmistakable chuckle -
something animal about their sounds.

Leonora flips onto her back and looks at the mirror above the bed. She's wearing the dressing robe Max bought her. The letter telling her to "Return" lays beside her. She sighs.

And as before, visible in the corner of the mirror, she sees a SHADOW pass the window. She goes to the window and flings it open. Then sticks her head out -

Just in time to catch the bare backside of Ady running down towards the river... and a moment later, Max following her.

Leonora SLAMS the window shut.

She paces the room, throws off the dressing robe and stuffs it into the closet. Then grabs a man's pajama set - shirt and trousers - and pulls them on with jerky movements.

She grabs the LETTER and storms out into the

HALLWAY

which is dark, empty and narrower than before. It seems to stretch out away from her, growing. She enters the

STUDIO

but pauses just inside the door. The gigantic canvas in the center of the room is now covered with a white sheet. It appears to GLOW in the vast darkness.

She holds the letter, re-reading the backlit words: "Return now and he'll forgive you. Nanny."

Then, she tears the letter up.

She drags her easel back to its place, near the center of the room, and faces her frottage forest. Her eyes wander to Max's many similar paintings of frottage forests -

And finally to the nude portraits of herself, which are now mixing with a series of naked Adys.

In the shadows, one of the Adys appears to DANCE. Leonora bolts upright, knocking over her easel. Ady stops dancing.

Leonora trembles, her fear turning to anger.

Then she plunges herself into the love nest, and squeezes her eyes shut. But sniffs her pillow - and frowns. She flips it over. Then a long moment passes as she attempts to sleep.

A floorboard CREAKs and she opens her eyes just slightly, to see a pair of legs. But when she sits up, nobody is there.

LEONORA

Max?

Leonora scans the empty room. The clock above the door reads: 2:15. She blinks, and it reads: 12:00.

She lays back down. But as her eyelids grow heavy, blinking -

MAX'S FACE suddenly appears. His skin gaunt and pale. She sits up. But nobody is there.

This time, she stands and goes to the door.

LEONORA (CONT'D)

Max, really...

But when she peers into the Hallway, that's empty, too.

The silence of the Cottage is absolute as Leonora backs into the Studio and closes the door.

The only sound is the CLICK of the key as she locks herself inside. She turns on the light, goes to her easel, and sets it back upright. Then picks up her frottage forest -

And hurls it across the room.

She selects a fresh canvas, sits at her easel, then opens her sketchbook to the drawing selected by Lee: GROTESQUE ARISTOCRATS AROUND A FEAST ("The Meal of Lord Candlestick").

Referencing the drawing, she paints. And paints. And paints.

CUT TO:

INT. KITCHEN - COTTAGE - DAY

As if WAKING OR ENTERING a dream, Leonora blinks out the window at the sunny day. She looks down into the sink, confused. The water swirls in the drain. She turns it off.

Beside her, spread out across the countertop, is a feast. She notices each dish, one by one:

- Dinner rolls stuffed with household objects.
- A floral centerpiece with live snails.
- A roasted bird wearing a barrister's wig - it's a flamingo.
- Some kind of roast on a bed of lettuce... a fetal horse?

Leonora looks down at her hand, and realizes she's holding a carving knife. Startled, she drops it and backs into a set of hanging pans. Several CRASH down.

She scrambles to the floor to catch them and sees - instead of the carving knife - a CANVAS CUTTER.

She stands, slowly, and her eyes move across the countertop. But in the place of the feast are now simply apples, a flowerpot, and two bowls of porridge. She blinks at them.

She is suddenly aware of noises somewhere in the house. Animal squawks and shrieks slowly warp into human voices.

Pocketing the canvas cutter, she backs out into the

HALLWAY

where the voices get louder, coming from the Studio. She approaches the closed door, and inches it open a sliver to peek inside the

STUDIO

where Max stands beside a woman in a PINK FUR COAT. As she turns to him, her profile comes into view - PEGGY GUGGENHEIM, 39, is homely with lively eyes and a peculiarly bulbous nose.

She smokes a cigarette and scans the paintings in the room. Leonora leans into the crack in the door to hear her speak.

PEGGY
Tits abound, Max.

MAX
Well, if the shoe fits.

PEGGY
I liked your industrial side, it
felt more intimate.

She approaches Leonora's easel - again close to the wall.

PEGGY (CONT'D)
What's this?

As Peggy picks up the canvas, Leonora holds her breath.

The paint on "The Meal of Lord Candlestick" is still wet, but the image is clear: Harold and his monstrous guests eating a bizarre feast, much like the one Leonora saw in the Kitchen.

MAX

Oh, that's--

Peggy interrupts him with a barking laugh.

PEGGY

It's marvelous, is what! Reminds me of my own insufferable relatives.

(points at it)

I had an aunt like that. Wore two of everything! Repeated all her sentences. My uncle tried to have her killed but it didn't pan. Threw himself into the Hudson, in the end.

Max grins, amiably.

PEGGY (CONT'D)

I want it for my personal collection. Name your price.

HALLWAY

Leonora gasps and covers her mouth. But visible through the crack in the door, Max makes no effort hide his disbelief.

MAX

But it's Leonora's...

PEGGY

Well! What's her price, then?

Leonora watches Max gently take the painting from Peggy, and set it back on the easel.

MAX

It's lovely but... a little juvenile, don't you think?

Leonora's face falls. She steps back. But Peggy drags her cigarette, thoughtful - her voice muffled to Leonora.

PEGGY

Perhaps. But there's a world here, and it's not full of naked girls.

She gestures at his paintings of nude Ady. He rolls his eyes.

PEGGY (CONT'D)
 Rally, Max. You'll have to do
 better, if--

A KNOCK at the Front Door.

Hearing it, Peggy looks up - and spots Leonora through the crack. She's so quick that Leonora is still standing in place when Peggy flings open the Studio door to face her.

PEGGY (CONT'D)
 You must be Leonora.

Leonora's eyes dart to the front door as she hears another LETTER slip onto the mat.

MAX
 Excuse me.

Max brushes past both of them as he exits the Studio and heads for the Front Door, avoiding Leonora's eye all the way.

Leonora tracks him as he picks up the letter, glances back at her, then vanishes out the front door. Then her attention snaps back to Peggy, who is appraising her as women do.

PEGGY
 Mm. I was just admiring your work.

She gestures for Leonora to follow her into the

STUDIO

which has been entirely taken over by Max's paintings. Nudes and frottage forests spread across the floor. Leonora's easel is turned away, and almost against the wall.

Peggy looks at Leonora expectantly, until she joins her standing before "The Meal of Lord Candlestick."

PEGGY (CONT'D)
 My only issue with this?
 (points with cigarette)
 It's your father's world! When
 you've known as many disappointing
 men as I have... well, put it this
 way: men harvest mistresses, women
 harvest pain. And the past can't
 die unless the present cuts its
 throat... Do you follow?

LEONORA
(blinks)
I just paint my dreams.

PEGGY
Hm. May I give you a bit of advice?

Leonora clears her throat, clearly up to her ears in advice.

LEONORA
Of course.

PEGGY
Paint your demons, not your father.

Leonora peers at Ady's portrait that danced the prior night.

LEONORA
What if I don't like them?

PEGGY
Let them out anyway... and make
them serve you.
(pause)
Remember, truth above ALL, even
when it's ugly. Especially when!

Peggy cocks her head, a bit pleased.

PEGGY (CONT'D)
You could have a real career in New
York. Female artists thrive there.

Max is suddenly at the door, dressed as a CARDINAL in a
galero and flowing red robes. Leonora jumps back from Peggy
like a lover implicated.

But Peggy clasps her hands, admires Max with delight.

MAX
You two are getting on.

PEGGY
Like parrots in pie.

MAX
Come along, we're going to town.

He reaches for Peggy's arm, and escorts her out.

EXT./INT. CITY BUS - CONTINUOUS

The door opens and the Surrealists board: first Peggy and Lee, then Roland and Man who are dressed as PRIESTS - and finally Ady, dressed like a PROSTITUTE.

"Cardinal Max" and Leonora are last to board. Leonora steps up, hugging her coat around herself, but Max catches her arm. He tugs her collar to reveal her dressing robe underneath.

MAX

Please? It'll be so much better if we have a second--

LEONORA

I'm not a prostitute.

MAX

It's a performance.

LEONORA

It's degrading. I'm an artist.

Disappointed, he lets her go.

MAX

Today you're just a bystander.

She hugs the coat around her and boards, joining the others

INSIDE

and sits between Lee and Peggy. On the bench facing them are Max, Man, Roland and Ady.

From her coat, Leonora pulls her sketchbook onto her lap. She squeezes it. Then glances at Peggy, who is busy admiring Ady.

PEGGY

The perfect muse, isn't she?

Lee snaps a photo of Ady, then nods at Leonora's sketchbook as if to say, 'Show her already...'

Leonora opens her sketchbook, and leans into Peggy to speak -

But Peggy explodes with laughter as Ady stretches her leg on the grab bar - revealing no underwear beneath her skirt.

The other Passengers, three male CARPENTERS, stare in shock. The bus lurches out, throwing Ady onto Man's lap -

And the performance begins.

At first, Man acts appalled by Ady. He pushes her onto the floor of the bus. But she gets up, dusts herself off, and approaches each Carpenter as if looking for a customer.

DRIVER
(in French)
Sit down, please.

Roland subtly waves a Franc in Ady's direction, and she drops into his lap. She caresses his face, then his priest's habit. One of the Carpenters chuckles. Lee photographs the moment.

PEGGY
(to Lee and Leonora)
What a thrill!

Leonora closes her sketchbook and pockets it, frustrated.

The Bus stops and more passengers board. A happy YOUNG COUPLE, husband and wife... but also a strange man shrouded all in white, like a monk: the ROBED MAN. His face is unseen.

Through the window, TOWNSPEOPLE peer inside. Ady opens the window to wave to a few TEENAGE BOYS - they chase the Bus, laughing, as it lurches away from the stop.

Ady again scans for a "client"... and chooses Leonora.

Delighting in Leonora's clear discomfort, Ady slides onto her lap. Leonora goes stiff as Ady writhes against her.

But when Ady reaches between Leonora's legs, Leonora shoves Ady with surprising force -

Ady SLAMS against the ground. For a moment, she looks shocked. But when Max helps her stand, she trains an unmistakably smug look on Leonora.

DRIVER
(in French)
Madam, please!

Ady begins to wriggle in Max's lap. He holds up a rosary as if warding off a vampire. But Ady pops the cross in her mouth and sucks on it - this time, the performance is for Leonora.

The Carpenters laugh, now understanding the charade. But the Young Couple look on with increasing disapproval.

And as her face burns at Ady, Leonora feels the Robed Man watching her. She glances at him, but he looks away.

No one else seems to notice him.

The offended Young Couple shout at the Driver. The bus screeches to a stop in a busy street market. They de-board.

The Robed Man follows the couple off. Leonora watches him, a strange white figure amidst the sea of market-goers.

But her attention is snatched by Max, whose hand is sliding up Ady's skirt as she gyrates with her back against him.

The Driver stands to face the Surrealists.

DRIVER (CONT'D)
(in broken German)
Get off my bus!

Roland and Man brandish their rosaries and shrug apologies, as if to indicate they are off limits.

The Carpenters laugh. Peggy laughs. Lee photographs.

But Leonora's focus is back on the window. The Robed Man is outside the Bus. He holds a ROPE in his hands.

She scans to see if anyone else notices him. They don't.

Max, Man and Roland are occupied spraying holy water on the Driver - the whole Bus watches.

The Robed Man approaches the window behind Ady. She lights a cigarette and counts her Francs. Leonora's eyes dart from Ady to the Robed Man. She opens her mouth to say something...

Ady turns to see what Leonora is looking at. But the Robed Man is gone. Leonora is caught between disbelief and relief.

Ady smirks, spreads her legs to catch Leonora's attention.

ADY
See something you like?

Behind Ady, the Robed Man reappears at the window... but this time Leonora sits back and says nothing.

And just as Ady lifts her cigarette, a pair of hands reach through the window - and choke Ady with the rope.

Chaos erupts. Roland and Man lunge to Ady's rescue. The Passengers run to the window. The old Bus leans to one side.

But Leonora is frozen.

Through the window, deep in the market - the Robed Man bows to her. And as he rises, she realizes that he's faceless, and laughing.

As the laughter grows louder and louder, we creep in on the robe's empty hood, until the blackness inside finally engulfs the frame.

INT. LIVING ROOM - COTTAGE - NIGHT

The sun sets as the Surrealists burst inside, formed as a protective mass around Ady. She cries hysterical tears as Man cradles her like a child. Peggy holds her hand, starstruck.

PEGGY

You were so brave, dear! The whole town saw!

Coming from the Kitchen, Roland carries a glass of water. But Lee cuts him off with a bottle of whisky.

Leonora is the last to enter the Cottage. She lingers at the edge of the Hallway, watching them all pull together.

Between sobs, Ady sips from the bottle of whisky. She gags a little and everyone laughs, including Ady.

Leonora turns toward the Hallway to leave, when -

ADY

You saw him, didn't you?

All eyes land on Leonora.

MAN

You did? What did he look like?

LEONORA

I-I don't know. I didn't see his face.

ADY

(coldly)

Why didn't you say anything?

LEONORA

He was gone! I thought for sure...

She looks at Max, but he crosses his arms with a mix of horror and wonder... and perhaps a bit flattered.

Man approaches Leonora slowly, with mounting anger.

MAN

If I find out that you--

LEE

She didn't see him. Jesus! She just said that, for Christ's sake!

Roland addresses the room, calmly.

ROLAND

Look, we all know the risks of such a performance--

MAX

No. What we did today was exactly right. We stirred emotion! Pitted the common man against the establishment. Exposed Truth.

(goes to Ady)

And you, Ady. You triumphed.

Ady smiles, weakly, and the room relaxes. Their attention diverted, Leonora retreats into the

HALLWAY

and pauses at Max's Bedroom, but instead, enters the

STUDIO

and drops the coat on the floor. Then the dressing robe. She collapses into the love nest in her underthings.

But as her eyes flutter closed, she hears a SCRATCHING sound.

She opens her eyes and tracks the sound beneath the love nest. Brushing a blanket aside, she puts her ear to the floor. The scratching stops.

She rolls over and sees a pair of LEGS - and sits up. Max stands over her, dangling the dressing robe.

MAX

You bad girl. You saw him and you let it happen.

Leonora studies the peculiar smile on his face.

LEONORA

I haven't slept in three days.

MAX

So come to bed.

She stands, and for a beat he looks pleased. But she pushes past him and goes to her easel, turning her back to him. She rummages through her supplies, preparing to paint.

LEONORA

You keep doing this! Every time I close my eyes, there you are. It's like you don't want me to sleep!

She stops rummaging. Her face goes blank.

LEONORA (CONT'D)

Like you don't want me to dream... is that it? Because then I'll know what to paint? And you're afraid Peggy that will choose--

She whirls around, but faces only Max's giant canvas in the center of the room. Max is not there.

She hesitates, troubled. Then reaches down into the love nest and pulls on the wrinkled pajamas. Feeling something in the pocket, she finds the CANVAS CUTTER from earlier.

The clock above the door reads: 2:15. Her eyes narrow... but this time it doesn't change.

She goes to the closet and selects a piece of canvas, cuts it. Then tries to paint her dreams as a MONTAGE...

A) Leonora places the blank canvas on her easel. She opens her sketchbook, flips through pages, then tosses it aside.

She closes her eyes and, for a brief moment, nods off in her chair. The SCRATCHING sound begins again - she jolts awake.

The sound stops. She lunges for her paints.

B) As Leonora works away at her canvas, images intercut:

- An old rocking horse eerily creaks back and forth

She paints.

- The flaring nostrils of a wild horse

She paints.

- The horse's wild, rolling eye

She paints.

- A hyena's bloody, cackling grin

Finally, on her canvas, a self-portrait begins to appear: her pretty face, the debutante version.

She pauses, as if troubled by the image.

Then closes her eyes and nods off again. But just as the brush in her hand drops to the floor - she again jolts awake, scrambles for the brush, and paints...

C) Early morning light changes the colors in the room as Leonora sits nodding in her chair. The canvas now shows a wild-haired version of Leonora in men's clothes.

She paints a horse outside the open window, and a rocking horse inside the room - "Inn of the Dawn Horse" takes shape.

END MONTAGE.

INT. STUDIO - COTTAGE - DAY

Daylight streams through the window as Leonora lays down in the love nest, facing away from her easel. She closes her eyes, snores once...

But SHRIEKS of joy outside the window startle her awake. Lee BANGS on the window and waves.

Leonora sits up, waves back. Beyond Lee, Max and Peggy walk away from the Cottage - arm in arm.

Leonora squints. Something in Max's hand delights Peggy, but he sees Leonora in the window and turns away, obscuring it...

Restless, Leonora goes to her easel. But her face falls when she sees her painting -

She backs away from it.

"Inn of the Dawn Horse" is complete: a room with a single window. Outside, a fleeing horse. Inside, a rocking horse floating above wild-haired Leonora in men's clothes -

But in a previously empty space, is now a HYENA with lactating breasts...

The Hyena smiles. Leonora smiles back. Then, she frowns.

And the Hyena's face turns SINISTER.

INT. KITCHEN - COTTAGE - LATER

As if WAKING OR ENTERING A DREAM, Leonora again watches the water swirl down the drain.

She peers out the window, and sees the guests having an impromptu picnic: Ady sits on Man's lap, Lee and Roland whisper closely. But there are some new faces, too -

NUSCH ELUARD, 31, and PAUL ELUARD, 42 - a slender, elegant couple - and sleepy-eyed EILEEN AGAR, 48, and professorial JOSEPH BARD, 55. They pass a bottle of something chartreuse.

Max suddenly appears behind Leonora, wrapping his arms around her. She breathes out, startled, and turns off the water.

MAX

You didn't come to bed again.

She SNIFFS the air, then twists around to face Max. Again, she SNIFFS - first the air in front of him, then his neck.

LEONORA

But someone did.

MAX

Not this again.

LEONORA

Was it your wife?

For a beat Max looks surprised, but he manages to grin.

MAX

So. Lee told you? Did she mention that she's also married? Didn't stop her from sneaking into Roland's bed last night.

(sighs; pitying)

Surrealists are merely animals--

LEONORA

It was you, wasn't it?

Her eyes grow wide. Max looks at her, blankly.

LEONORA (CONT'D)

The hyena. You painted it while I was... while...

But she trails off, unable to complete her own alibi.

As she collects herself, Max studies her with concern - but begins to place items from the cupboards along the counter.

MAX

Listen, I don't know what you're on about but the Eluards are here.

Paul is a very important poet.

(glares)

His wife is an acrobat. So be nice.

He finishes spreading sandwich ingredients out, then gestures at her, expectantly. But instead, she SNIFFS him again - more curious than angry.

LEONORA

I know that scent.

MAX

Fine! Christ. I'll do it.

She watches him snatch the CANVAS CUTTER from the countertop. He begins to hack at slices of bread, sloppily.

MAX (CONT'D)

And really, you're one to talk.

(wrinkles nose)

I wasn't going to say anything, but you are becoming rather feral.

Suddenly, Leonora stiffens. She SNIFFS once more.

LEONORA

It's Peggy, isn't it? So, that's your plan. Give her a "dose of inspiration" for a spot in her show? Not "Lonely Peggy" after all...

Max pauses - then continues to hack away, more agitated.

LEONORA (CONT'D)

Distract me in the meantime! Keep me busy, keep me awake...

MAX

Your jealousy is out of control.

LEONORA

Jealousy?

Max looks at her, confused. She's smiling.

LEONORA (CONT'D)

Oh no. Things are different now.

(chuckles)

This is just competition.

Max SLAMS the canvas cutter down on the countertop. Then sighs, more frustrated than angry. Leonora sinks into herself, looking a bit smug.

MAX

My god. You're delusional. I spend hours - days - of my precious time hosting you, teaching you. I'm trying to set you free, and this is what I get?

LEONORA

A fair trade for a few shags.

MAX

Said the whore!

The smugness vanishes from her face. Max points the canvas cutter at her, condescending but amused.

MAX (CONT'D)

You think you can compete with me?

LEONORA

Is that so mad? You said I was good. Peggy said--

Max's laugh cuts her off.

MAX

What a vivid imagination you have. Look, I didn't think I needed to say this but you don't seem to get it. Youth and beauty are your best currency. Maybe your only.
(looks her down)
You'd be wise not to forget it.

Leonora tries not to look stung, but her voice betrays it.

LEONORA

I'm pretty done with advice.

MAX

Fine. Stay trapped. In this kitchen, if you like! Maybe it's where you belong after all.

He throws the canvas cutter into the sink, exits the Kitchen.

She watches him go. Then turns towards the food on the counter. With a growl that builds to a ROAR, sweeps it all onto the floor.

Cutlery falls onto hunks of bread. Sandwich meat lands atop crockery. The canvas cutter javelins into the lettuce head.

She watches everything rain down, then sinks to the floor to survey the beautiful mess. In the warm sunlight, it's like a twisted still life.

Her eyes grow wide.

EXT. COTTAGE - DAY

Peggy holds court, her pink fur coat draped around her like a cape. The circle of guests surround her on picnic blankets - Max sits cozily beside her.

PEGGY

--and he still had the nerve to
throw us off the bus!

MAX

You're afraid of Germans? It's the
French you should be worried about!

The guests chuckle.

MAX (CONT'D)

Anyhow. You all must be starving.
Leonora should be out soon...

His eyes fix on the Cottage. His face falls.

Standing in the open Front Door is Leonora - completely nude, PAINTED BLACK WITH GOLD STRIPES, like the Hyena in her painting. In her arms, she holds a tray of sandwiches.

MAN

What the devil...

Peggy perks up, amused.

Like at the Debutante Ball, Leonora floats trancelike toward Max in the center of the circle. His eyes narrow as Leonora stops before him. She raises the tray, then drops it.

The sandwiches CRASH to the ground, in front of Max.

Peggy's eyes grow wide. Max goes white. The circle is silent.

Between the pieces of bread are small household objects and bits of paper. Lee selects a paper, then laughs.

LEE

It says "Thief."

As Lee peers at Man, Eileen picks up another paper.

EILEEN
This one says "Harlot."

She eyes Ady, the only guest in a swimsuit and nothing more.

EILEEN (CONT'D)
Well, Max. It appears she's serving
more than lunch.

As the newer members of the group chuckle, Max stands and waves a dismissive hand.

MAX
Alright, Leonora.

He takes a blanket, holds it up to cover her nude body.

MAX (CONT'D)
You've done your trick. Now clean
it up, please.

LEONORA
No.

Leonora pushes the blanket away. The guests exchange looks.

MAX
(hisses to Leonora)
This is silly.

LEONORA
You all like performances so much.
I wonder what you think of mine?

PEGGY
You mean, you wonder what we think
of each other.

Peggy's expression is somber. She holds a paper that plainly reads: "LONELY" - then passes it to Eileen. Who passes it on.

Little GASPS among the group. Some blushing.

Peggy takes a breath, and really looks at Leonora. But her somber is replaced with intrigue.

PEGGY (CONT'D)
Well. Not so juvenile after all.
Wasn't sure you had it in you.

She addresses the group.

PEGGY (CONT'D)

To the ugly truth. Always felt if rarely said.

(sighs)

And to truth tellers. Unpopular though they may be.

She nods at Leonora, then raises her glass - everyone follows suit. Except Max.

PEGGY (CONT'D)

To Leonora. The Surrealist.

Leonora's eyes grow wide.

She can't help but glance at Max, who glares at her. And as everyone else sips, he lifts his glass - clears his throat.

MAX

I'd also like to make a toast.

(takes Peggy's hand)

To Peggy. My new masterpiece is dedicated your generosity. Thank you for supporting our humble group.

Peggy looks touched. A smattering of applause from the group.

MAX (CONT'D)

And finally. To that spectacular coat of yours!

Amidst the group's laughter, Max removes Peggy's pink fur coat and drapes on himself - as he once did with Leonora's. He sniffs it, pets it, gives Leonora an ominous look.

The guests return to drinking. But Leonora stares at Max.

LEE

(whispers to Leonora)

You're shivering.

She drapes a blanket over Leonora's shoulders.

LEE (CONT'D)

I would be, too after that stunt. When I said 'backup plan' I meant impress Peggy, not offend her...

LEONORA

Performances offend to appeal.

Leonora's attention remains on Max and Peggy, giggling together. Lee tracks her stare, then tops off her glass.

LEONORA (CONT'D)
Can you love and hate someone?

LEE
Only if you need them.

Leonora take a mechanical sip. Then finishes the full glass.
Lee pours her another.

LEE (CONT'D)
When you see green, it's working.

Leonora's focus on Max becomes tunnel vision: still wearing the pink fur coat, he's perched on the edge of Peggy's lap.

And sure enough, a putrid green haze begins to blur out the other guests. It closes in around Max and Peggy.

Time slows. Until, in a whisper like the wind, Leonora hears -

WOMAN'S VOICE (O.S.)
Let us out...

Leonora looks around for the voice. But the other guests are muffled, carrying on. It's as if she's underwater.

The haze expands until it envelopes Max. Then turns black.

Suddenly, Max's arms begin to twist back - and SNAP. As he looks down at them, they begin to sprout feathers. His eyes settle on Leonora, and fear fills his face.

MAX
What--what are you doing to me?

Peggy continues her conversation with Max, as if she doesn't notice.

The other guests warp in Leonora's vision, briefly strange. A man with the face of a praying mantis, a green woman, a long-legged creature with flowing hair.

They laugh. They kiss. They drink.

But no one seems to notice as Max's expression fills with a horror that twists his features into a long beak and a pair of beady eyes.

And as his legs shrivel into two clawed appendages, he opens his beak to scream at Leonora. But she hears only the SHRIEK of a bird before -

CUT TO BLACK.

INT. BATHROOM - COTTAGE - NIGHT

As if WAKING OR ENTERING A DREAM, Leonora looks down at the swirling water of the toilet.

She vomits. Then flushes it again.

She pulls the seat down. Then stands, facing the bathroom mirror: her painted body nearly disappears in the dark - but not the SINISTER HYENA GRIN on her face.

Not her gleaming, sharpened teeth.

She backs away, then out of the bathroom and enters the

HALLWAY

and stumbles against the wall, as though her limbs don't work. She reaches a hand to her head, and winces. Dry blood.

It's a dark and eerily quiet as she lurches down the distorting, shifting Hallway, past the closed doors of the Studio and Max's Bedroom, to the

FOYER

where she hears a faint WOOSH. She squints at the Front Door. Another letter has appeared on the mat.

Faint, wordless whispers seep in through the Front Door.

She slides towards them, along the wall, until she reaches the Door. The whispers grow louder. She undoes the lock. Then throws the door open - and leans out into the night...

The whispers stop. Nothing outside. Only the full moon.

She cradles her head. Her vision blurs. The horses in the mural gallop in slow motion. She reaches for the letter -

MALE VOICE (O.S.)

(whisper)

Let us out...

But Max's hand reaches it first. He helps her stand.

MAX

What are you doing?

She shakes her head, confused by his normal face and arms.

MAX (CONT'D)
You fainted. Hit your head.

Gently, he takes her arm and leads her back down the
HALLWAY

but pauses before the Bedroom Door. His face is troubled.

MAX (CONT'D)
Earlier. Things got out of hand.
(pause)
I'm under a lot of pressure, but
you really took things too far...

He studies her. A bit fearful, like he doesn't want to hear
the answer to the question he's about to ask.

MAX (CONT'D)
Are you--

LEONORA
I just need to sleep.

She pushes past, heads inside. He hesitates before following.

INT. MAX'S BEDROOM - COTTAGE - LATER

Max snores on the far side of the bed, but Leonora lies
awake, facing the window and the full moon. The circular haze
of cloud around it making it look like a negative eye. A
solarized eye.

Her eyes go black, shiny - like the HYENA HEAD. She gets up.

INT. STUDIO - COTTAGE - DAY

Leonora enters. She turns the lock in the door. It CLICKS.

And again, the soft SCRATCHING begins. Like brushes on a
rough surface. This time, it comes first from the floor, but
expands up and along the walls. Whispers follow.

MALE & FEMALE VOICES (O.S.)
(whispers)
Let us out... Let us out...
LetusoutLetusoutLetusout...

Black shadows FLASH past the window. They come inside:
apparitions of birds, horses and other creatures. They swirl
around the room. The whispers grow louder...

Leonora ignores all of it.

Trancelike, she sits at her easel. And begins to paint.

Time shrinks into one long moment: the sun rises, then begins to set. The locked door rattles. The whispers and shadows swirl. And a full day passes as she paints, and paints.

INT. COTTAGE - THE NEXT NIGHT

STUDIO

Leonora's wild hair spills over her shoulders. The paint on her face is cracking. Her eyes are too black and shiny, and the circles around them are too deep - like an animal's.

But the whispers fade, and the shadows sink into corners.

A CLICK - the door unlocks.

Suddenly, Peggy is standing over her. She watches as Leonora paints the final strokes on her canvas, and sees -

"Portrait of Max Ernst" features Max, haughty and birdlike in Peggy's pink fur coat. In his hand, a fetal horse encased in glass. Behind him, a frozen horse in a sad winter-scape.

PEGGY

It's very amusing, Leonora.

Leonora looks up, hopeful through her exhaustion. Peggy's face is apologetic.

PEGGY (CONT'D)

But it's not your world. It's his.

Leonora's face falls.

PEGGY (CONT'D)

I'm choosing Max for my exhibition.
The body of work he's created
recently is... well, it's
extraordinary.

Leonora looks at Max's giant canvas in the room, confused. But she can barely speak, her voice hoarse with exhaustion.

LEONORA

Body?

Peggy begins to stroke Leonora's matted hair, with a mix of pity and admiration. She touches Leonora's lips.

PEGGY
Maybe I am lonely...

Suddenly, Max's deadpan voice is heard at the door.

MAX (O.S.)
What the hell is this?

Peggy jumps away from Leonora, like a lover implicated.

But Max is focused on the mocking portrait. Peggy wrings her hands. She dons a smile of normalcy.

PEGGY
Max...

But he's already gone. Anxious, Peggy follows him out.

Leonora rises slowly. Her bones crack and unfold from hours of immobility. But as she reaches the door to follow them -

It SLAMS in her face. The lock CLICKS on the other side.

Leonora tries the handle. It won't budge. She bangs the door.

LEONORA
Max!

Jazz MUSIC turns on somewhere in the house.

LEONORA (CONT'D)
Max.. MAX... MAAAAAX!!!

She bangs and bangs. The jazz gets louder.

She paces. She GROWLS. Her eyes turn dark and shiny. She clenches her fists so hard that the paint on them cracks - and between the fissures, thick dark hairs burst through.

A black shadow seeps under the door, surrounding her -

And she begins to transform into THE BEAST...

She lunges at the door, hurling her body against it again and again. Finally, the lock gives, and she bursts into the empty

HALLWAY

and SNIFFS the air. The murals swirl around her.

She grits her teeth, then runs her tongue across them - her canines are long and sharp.

She follows the scent and the sound of jazz towards

MAX'S BEDROOM

and throws open the door. Deafening jazz warps the air.

Spread across his bed is the PINK FUR COAT. On it, and reflected in the mirror above, is the glowing figure of Max's nude body - and beneath him, Peggy.

Max is kissing Peggy's neck, but Peggy sees her first. She pulls the coat to cover herself. Max looks up.

For a moment, Leonora stares at them.

Then, she removes her pajamas, lets them slide to the ground. She steps inside and pulls the door closed. The lock CLICKS.

Leonora's eyes shine as she slides onto the bed and crawls toward Max and Peggy. They shrink back in confusion.

Seen through the mirror as she mounts them, Leonora's legs, her arms, her breasts and her face transform into THE BEAST:

Half-hyena, half monster ("Reina de los mandriles," 1959). Her long black tail wraps itself around Peggy's pale leg.

And all three of them make love.

LATER

No longer The Beast, Leonora lays on her side, facing the full moon through the window. Max strokes her hair, a look of wonder on his face.

MAX

See? You're free.

Leonora closes her eyes. And finally, she sleeps.

INT. COTTAGE - DAY

MAX'S BEDROOM

Absolute silence as the dull light of morning spills in through the window. Leonora's eyes flutter open and she rolls toward Max's empty side of the bed.

She looks up in the mirror - the paint on her skin is mostly gone, but her eyes are exhausted.

She gets up and opens the closet. Ignoring the dressing robe, she pulls on the men's pajamas. Then looks out the window.

She frowns. The cars are gone.

HALLWAY

Leonora listens. Complete silence in the Cottage. She peers into the Kitchen and Living Room - both are empty.

Another letter slides under the Front Door and onto the mat. Cautiously, Leonora goes to the

FOYER

And picks up the letter. This time, it reads: "Leonora"

She hears a floorboard CREAK, coming from the Studio, and follows the noise - opening the letter as she approaches the

STUDIO

to find Max sitting, head in hands, in the near-empty space. He looks disheveled, older, beaten.

All his tools and have been packed into boxes, and his canvases are stacked against the wall. Only Max's massive covered canvas remains in the center of the room.

Her easel and paintings remain. Uneasy, she reads the letter.

LEONORA

'Send him home. It's dangerous.'

(pause)

It's from your wife, isn't it?

MAX

I'm leaving.

LEONORA

No...

MAX

It's not safe anymore. The Germans
marched on France this morning.
Everyone left. You should, too.

For a moment, she looks like she might comfort him.

But the shadows and whispers begin to seep in from the corners of the room, gathering around Max's massive canvas, and forming into fingers that crawl up its edges - talons, pincers, claws...

LEONORA

Why didn't you pack that one?

Max looks up, wearily. But she's stone cold.

MAX

What?

LEONORA

You're lying. You're not going home. You're leaving with Peggy.

MAX

What? No!

The Shadow Fingers grip the sheet covering the canvas... and Leonora's eyes go black.

LEONORA

I gave you what you wanted.

MAX

I'd be leaving with YOU if I didn't think you were going a bit... I mean, last night was incredible, but face it. Lately, you're not yourself...

LEONORA

(growls)

I'm exactly myself.

She goes to the canvas. Then with the Shadow Fingers, she throws off its sheet -

And reveals "The Attirement of the Bride": a birdlike woman in a PINK FUR COAT - guarded by a bird-headed sentry with a spear. Behind them is a woman turned partially away from the scene as if fleeing it... the woman is unmistakably Leonora.

She reads the title card dangling from its corner.

LEONORA (CONT'D)

'The Attirement of the Bride.'

MAX

It's you! You're my bride!

LEONORA

No. I'm just your pet.

Her eyes shine. Shadows swirl grow around the room, turning it black. She again transforms into THE BEAST -

Max stands, horrified, as if really seeing her...

- as she reaches into her pocket.

LEONORA AS BEAST
But you won't send me back.

Max holds his hands out as Leonora brandishes the CANVAS CUTTER. She lunges for her "Portrait of Max Ernst" and slashes a long gash down the birdlike image of Max.

Then, she goes to Max's "The Attirement of the Bride" and raises the Canvas Cutter high. But hears a GURGLE behind her -
And turns to see Max holding his stomach.

He spits blood, staring at her in shock. Leonora's eyes dart back to "Portrait of Max Ernst" - but its perfectly unharmed.

And as Max removes his hand, he reveals a long GASH down his middle. He sinks to the floor. Leonora steps back, her face twisting with confusion. Max reaches for her, terrified...

Suddenly, BANGING AND SHOUTS heard at the Front Door.

LEONORA
(shakily)
I'll get help...

The shadows are gone. No longer The Beast, Leonora pockets the Canvas Cutter and backs out into the Hallway. In the
FOYER

she stops at the Front Door. She cracks it open just enough to see TWO POSTMEN, 30s.

POSTMAN 1
Leonora Carrington?

She nods. Postman 2 peers beyond her, into the house.

POSTMAN 2
(in French)
Nice place you have here...

Postman 1 hands her a PINK LETTER that reads: "Leonora"

He tips his hat. She closes the door as they turn away.

Leonora sniffs the pink letter, then opens it. The invitation inside reads: "You have been accepted to participate in the first New York Surrealist Exhibition."

A piece of paper falls from the envelope, flutters to the floor. Hands shaking, Leonora picks it up. It's a note, which reads: "Dreams do come true - Peggy."

Suddenly, all around her, Max's bird murals begin to DISAPPEAR from the walls... but her horse murals remain. She follows Max's vanishing murals down the

HALLWAY

and into the

STUDIO

But Max has also disappeared - along with all of his things, including his massive canvas. As if he never existed.

Only Leonora's easel and paintings remain in the room.

And as she looks at the envelope in her hands, instead of The Beast's rough paws, she's looking at a pair of OLD MAN HANDS.

LEONORA

No, no, no...

She drops the letter. And runs into the

BATHROOM

where she stands over the sink, staring into the drain. She takes a few deep breaths before daring to look into the mirror, at what she knows she'll see -

And lifts her eyes to meet MAX'S SINISTER FACE.

Hand shaking, she watches Max's reflection reach into her pocket for the Canvas Cutter. He raises it to his face -

And begins to cut it off...

She howls in pain as we

CUT TO BLACK.

EXT. "DOWN BELOW" FOREST - NIGHT

CLEARING

Pitch dark except for a full moon, which lights a clearing surrounded by trees - like Max's FROTTAGE FOREST PAINTINGS.

In the middle of the clearing, Leonora faces a standing mirror which reflects back herself - panting, sweating and bewildered. She touches her face, then the mirror.

But Max's unmistakable arms reach around her reflection, then through it, and pull Leonora into the mirror...

Suddenly, she's falling through a long, dark tunnel. Birds like the ones in Max's murals fly around her, pecking at her hair. She swats her arms at them, then crashes into a heap of

BUSHES

in a dark, moonless part of the forest. She rises to brush herself off, but crouches low when she hears whispers.

ROLAND (O.S.)
She's here.

MAN (O.S.)
How do you know?

LEE (O.S.)
Because he's left her.

ADY (O.S.)
Obviously...

LEE (O.S.)
Sh!

Rustling, then silence. Leonora rises above the bushes in time to see a shadow consume her.

CUT TO BLACK.

CLEARING - LATER

Blinded by moonlight, Leonora is bound with ropes on a spit.

A feast of household objects is laid out around her. She blinks, and her eyes focus on the surrounding figures -

As before: LEE AS SWAN, ROLAND AS MINOTAUR, MAN AS WINGED ALIEN. And ADY AS HORNED PROSTITUTE - in her prostitute outfit, but with the head and curving horns of a ram skull.

Panicking, Leonora strains against her restraints.

ADY AS HORNED PROSTITUTE
Don't bother, he's coming.

LEE AS SWAN
Just relax. It'll be over soon.

She approaches Leonora, pets her hair as if to comfort her.

At the clearing's edge, a shadow grows and grows, until it takes the shape of the ROBED MAN. He holds a large syringe.

LEONORA

No...

But Lee As Swan reaches into Leonora's pocket, and slides an object into Leonora's hand - the CANVAS CUTTER - and winks.

LEE AS SWAN

(whispers)

The back-up plan.

And as the Robed Man approaches, Leonora saws at her restraints. She frees her right arm, and then her left.

Her top half tumbles off the spit. She cuts at her leg ropes as the Robed Man closes in.

But just as he reaches toward her with his syringe - the sound of rapid HOOFBEATS and a rush of wind.

And Leonora is swept up onto a horse by a GIRL. They gallop out of the clearing, and up toward the

FULL MOON

which is a rapidly backward-ticking clock that reads: 2:15.

As they race towards it, before the clock changes to 2:00, Leonora wraps her arm around the GIRL and buries her face in her hair - which is as black and tangled as her own.

FADE TO WHITE.

INT. SPANISH ASYLUM - TREATMENT ROOM - DAY

Bound with restraints to a bed, Leonora's back arches as her body vibrates in seizure. Slowly, she sinks back onto the bed. And goes still.

Her eyes open and roll forward. She blinks.

And sees white wings sprouting from a head.

But as the head comes closer, it's just a nurse's cap. In the white and windowless room, the female NURSE, 50s, wipes Leonora's head with a damp cloth.

She sighs, then wipes her own brow.

A white-coated DOCTOR, 40s - like the ROBED MAN - unclenches Leonora's arm. He caps his syringe and sets it on a tray. He is also sweating, as if they've all just done battle.

NURSE
(in Spanish)
She's coming out of it.

The Doctor approaches Leonora's face. He bends over her, speaking with Spanish-accented English.

DOCTOR
Leonora, can you hear me?

Tears roll down Leonora's cheeks, but she nods.

The Doctor removes a roll-gauze mouth gag from her mouth. She coughs. Groggy, she looks around the room and whispers.

LEONORA
Where am I?

INT. SPANISH ASYLUM - OFFICE - LATER

In slippers and a patient's gown, Leonora sits across from the Doctor at his desk. He shuffles papers, peering at her. The Nurse stands by the door, on guard.

Leonora's head hangs. Bruises on her face and wrists. She listens halfheartedly to the Doctor's muffled voice.

DOCTOR
... Cardiazol injections sometimes
cause seizures, but they should
help with the hallucinations.
(pause)
I need to confirm you're past them,
by asking you some questions?

Leonora looks squints at the clock on his desk, which reads: 12:45. She breaths a sigh of relief.

DOCTOR (CONT'D)
Do you remember how you got here?

She says nothing. He hesitates before taking something out of his drawer, and slides it across the desk.

Leonora recognizes the Canvas Cutter - instantly, as if it stabs the migraine into her, she winces and grabs her head.

INSERT - LEONORA'S MEMORY: The faces of Lee, Roland, Ady and Man as they lift Leonora from the foyer. She screams and thrashes. Tearful, Lee pries the canvas cutter from her hand.

DOCTOR (CONT'D)
 You have headaches? They often go
 away when the memories return... do
 you know what day it is?

Leonora doesn't respond. The Doctor looks at the Nurse.

DOCTOR (CONT'D)
 Do you know who I am?

INSERT - LEONORA'S MEMORY: The Robed Man reaches at her with a syringe, but his empty face fills with that of the Doctor.

Leonora unhands her head, as the migraine abates. She sighs.

DOCTOR (CONT'D)
 Do you know who you are?

She laughs - a dry little cough of a laugh, and appraises the room. Its dullness. Its normalcy.

Then, she looks at the canvas cutter and shrugs.

LEONORA
 The horse... the hyena...

NURSE
 (in Spanish)
 Who's Max?

Leonora goes still. Her eyes widen, but she says nothing. The Doctor glances at the Nurse.

DOCTOR
 So you don't know who you are?

A beat as Leonora blinks back tears. The Doctor shakes his head at the Nurse, who holds up a pair of restraints and approaches Leonora... but Leonora meets his eye.

LEONORA
 I'm Leonora Carrington.

The Nurse lowers the restraints. The Doctor looks conflicted.

DOCTOR
 Look. Ms. Carrington, it's hard for
 me to see your progress. I don't
 usually release patients this early
 in the treatment, but--

LEONORA
You're releasing me?

The Doctor sighs, like it's out of his hands.

DOCTOR
But the families aren't usually
quite so... insistent.

He produces a large stamp from one of his drawers, and brings it down on his stack of papers. Then nods at the Nurse.

The Nurse opens the door -

And Nanny rushes in. She throws her arms around Leonora, who looks from the Doctor to the Nurse, utterly confused.

EXT. SPANISH CAFE - DAY

Bustling with people. Sitting across from Nanny, Leonora is again in proper clothes. She swirls the tea bag in her untouched cup, holding her head and wincing a little.

INSERT - LEONORA'S MEMORY: She answers the door to the Two Postmen from before... but in reality, they are FRENCH OFFICERS brandishing a paper that reads (in French): "Warrant for Arrest: Max Ernst"

Nanny fidgets, then scowls.

NANNY
Alright, enough. You've hardly said
a word since we left.

LEONORA
(realizing)
They were officers... not postmen.

Nanny sighs. Leonora looks near tears.

LEONORA (CONT'D)
But, why did they let me go? After
what I did...

Nanny manages a "there, there" kind of pat on Leonora's hand.

NANNY
A nervous event isn't a crime.
Besides, if you ask me, it's HIM
they shouldn't release!

Leonora's eyes grow wide. Nanny regrets what she just said.

NANNY (CONT'D)

Don't even think about going back
to him. Promise me you won't!

LEONORA

Max? But I k-kill--

Leonora finally remembers what really happened, as a MONTAGE:

A) Leonora stabs the portrait... not Max.

B) Knocks and shouts at the front door - Max's fearful face.

C) Leonora opens the door to the Officers, who shove her into
the wall - she hits her head and blacks out.

D) Between consciousness, Leonora glimpses Max and hears his
screams as he's dragged out by the Officers.

END MONTAGE.

Tears stream down Leonora's face.

Nanny wrestles with an idea. She gets up, goes to another
table and returns with a newspaper. Its front page reads:
"FRENCH RELEASE DEGENERATE ARTIST"

NANNY

Fortunately, they brought you to
Spain before the Germans invaded
France. It's been three months.

LEONORA

They arrested him? He's not a spy.

NANNY

Neighbors saw "strange activity."

LEONORA

This is all my fault.

NANNY

Don't you dare! You need to move
on. The past can't die till the
present cuts its throat.

(pause)

Now, we've managed to keep this
entire episode under wraps so
there's still a chance Donald...

But she trails off, because at "Donald," Leonora is laughing.

Nanny looks at first shocked, and then cold. Leonora dries
her tears, clears her throat. Then spots the loo in the back.

LEONORA

Excuse me.

As she stands, Nanny grabs her wrist. Her eyes plead. But Leonora smiles, sadly.

LEONORA (CONT'D)

Really, Nanny. Where could I possibly go from here?

Nanny hesitates before releasing her.

EXT. SPANISH STREETS - DAY

Leonora is running toward the train station, looking back over her shoulder. She waves at the STEWARD, who holds the door open for her - then helps her aboard.

INT. COTTAGE - DAY

Leonora steps through the Front Door and stands in the

FOYER

still covered in murals - her horses and Max's birds.

On the mat is a dusty PINK LETTER, like the one she imagined being handed by the "Postmen" - it again reads: "Leonora"

As if distrusting it, she swallows and steps over it. Then proceeds down the

HALLWAY

past the empty Living Room and Max's Bedroom, and enters the

STUDIO

Where she faces Max's "Attirement of the Bride," as well as Max's things, her easel and paintings. Like normal.

But her "Portrait of Max Ernst" is slashed - a GASH running through Max. She holds it, turns it over, touches the cut...

Then puts her life back together as a MONTAGE:

A) Leonora carefully patches "Portrait of Max Ernst."

B) She cleans the Studio, top to bottom.

C) Night falls. She curls up in the love nest and sleeps.

END MONTAGE.

INT. STUDIO - DAY

Quiet. Morning light as Leonora wakes from the love nest, wearing Max's pajamas. She SNIFFS the love nest and makes a face. She begins to sweep it into a laundry pile - but stops.

Beneath the love nest (on the stage) is a trap door. She pulls its rope, but it won't budge. She looks out the window.

EXT./INT. CELLAR - CONTINUOUS

Outside, beneath the Studio window, Leonora pushes the bushes away to reveal a cellar door. She opens it and looks down the stairs, into a dark hole. And shudders.

INSERT - LEONORA'S MEMORY: She's terrified, falling through the dark tunnel of 'Down Below.'

She takes a shaky breath, then proceeds down the stairs until she's standing in a small room. She gasps.

Light streams in, shining on drawings tacked all over the walls: the pages from LEONORA'S LOST SKETCHBOOK. Her dreams. Lord Candlestick. Horses. Aristocrats. Animals. Creatures.

And many paintings: Max's COPIES of Leonora's drawings.

Also paintings that feature her creatures in his frottage forest landscapes: her ghouls, horses, and Leonora herself ("The Nymph Echo," "The Temptation of Saint Anthony").

At first, her face is blank. Comprehending. Then slowly, she begins to laugh.

Finally, turning somber, she realizes what she must do.

She turns her back to the room, and exits up the stairs, leaving the room again empty.

A beat. The cellar door SLAMS -

CUT TO BLACK.

INT. STUDIO - CONTINUOUS

Leonora sits at her easel, before a canvas. She recoils from it a little, as if reluctant to face an enemy.

The PINK LETTER sits in her lap. She reads it.

PEGGY (V.O.)

Dear Leonora, Show is canceled. No room for art in war. Perhaps when I see you again it'll be a different world... do let me know when you've found yours? Be brave. Peggy.

Leonora looks along the wall, where her work is spread out in a progression: her early sketches, "The Meal of Lord Candlestick", her "Self Portrait" with the Hyena, and finally the repaired "Portrait of Max Ernst."

Her hand trembles as she picks up a brush. But she takes a breath and steadies it - then returns to painting...

The creatures from "Down Below" spill across the canvas: her inner world begins to take shape.

INT. COTTAGE - NIGHT

Max enters through the Front Door. His walk is stiff. His clothes sag - the same ones he wore when arrested. He looks older. But he calls into the empty house with a note of hope.

MAX

Hello? Leonora?

Moments later, he enters the

HALLWAY

and peeks at the empty Living Room and Bedroom. He enters the

STUDIO

and frowns. Leonora's easel and artworks are gone, but all of his things remain - including "The Attirement of the Bride."

And on Leonora's easel as a drawing of Max Ernst. Not a parody but a portrait - just an old man. And written in the corner: "Goodbye, Lord Candlestick"

And Leonora is gone.

EXT. NEW YORK ART OF THE CENTURY GALLERY - NIGHT

SUPER: New York, 1943

Smoke, laughter and music spill out as chic GUESTS, including familiar Surrealist faces, filter into a gallery party.

A banner over the entrance reads: "EXHIBITION BY 31 WOMEN: SURREALISTS OF THE 20TH CENTURY"

Leonora smokes a cigarette a few paces from the entrance. Her hair is neatly coiffed, her outfit is slender and black, her lipstick is the color of coal.

Between puffs she nods "hello" to the guests, including Lee and Roland who enter the gallery arm-in-arm.

Suddenly, Max bursts out from the gallery, holding the hand of a pretty woman in her young 20s, DOROTHEA TANNING. They whisper and giggle, conspiratorially, until Max sees Leonora.

He motions for Dorothea to wait, then saunters toward Leonora - gesturing for her cigarette. She gives it. Lights another.

MAX

You smoke now?

LEONORA

Sometimes.

MAX

I like your show. It has... personality.

LEONORA

Mm.

MAX

You look well.

Leonora sees the back of Peggy's head through the gallery window. Then she glances at Dorothea over Max's shoulder.

LEONORA

She's waiting for you.

MAX

I know... I wish you would have.

Leonora's face is blank. A beat later, Peggy is out the front door, her eyes scan the street with concern as she hugs another fabulous fur coat around herself.

Max darts off between the guests, ducking Peggy's gaze. He grabs Dorothea's hand, and the two of them disappear.

Peggy spots Leonora, and approaches her.

PEGGY

There you are! You're a hit!

Leonora offers a drag of her cigarette. Peggy accepts it. And can't help but scan a bit more from the new vantage point.

PEGGY (CONT'D)

I don't suppose you've seen--

LEONORA

Your husband?

Leonora glances in the direction Max went. Peggy's smile fades. But she sighs and brushes it off.

PEGGY

Never-mind. Anyway I'm glad I found you, I was just about to announce--

Leonora waves a dismissive hand, but Peggy drops the cigarette and gestures for her to follow.

PEGGY (CONT'D)

Oh yes. Can't let Mrs. Rivera steal the show! She's got demons, too.

(pause)

Tell me... how did you find yours?
Did you dream them after all?

Leonora hesitates, then shrugs.

INT. NEW YORK ART OF THE CENTURY GALLERY - CONTINUOUS

Peggy bursts in through the entrance, waving her arms, and pushes toward the room's center. All heads turn and glasses clink for quiet as the Guests form a circle around Peggy.

In the front half of the room, on each wall, are Leonora's unmistakable paintings - fantastical worlds of humanlike animals, alien places, monsters, heroes and deities.

Leonora lingers at the entrance - behind the backs of the crowd - studying her paintings. The room sounds muffled.

PEGGY

Raise your glasses to a visionary
in the Surrealist movement, my
friend, Leonora Carrington.

Applause. Peggy beckons and Leonora joins her in the center of the room. The guests encircle her, like at the Debutante Ball... like in Down Below.

But as Leonora surveys the Guests, there are some who don't applaud. Creatures only she can see. She meets their eyes.

They regard her stoically from around the room: a SWAN, a MINOTAUR, a WINGED ALIEN, a HORNED PROSTITUTE, a ROBED MAN, an OVAL WOMAN, a GIANT MONK... and many, many more.

Leonora's inner bestiary: finally as real as society itself.

With a dark smile, she raises her glass.

CUT TO BLACK.

*