

"KATE AND LEOPOLD"

Screenplay by

James Mangold and Steven Rogers

Based on a story by Steven Rogers

FADE IN:

INT. VICTORIAN ESTATE - 1895 - DAY

CLOSE UP: Ornate antique GRANDFATHER CLOCK strikes
2:15.

The credits begin to roll.

Calligraphy place cards are painstakingly hand-written in preparation for a formal reception.

Servants meticulously clean an elaborate crystal chandelier.

Hands rapidly shine silver cutlery.

Fresh flowers arranged in several enormous vases.

INT. KITCHEN - DAY

Kitchen clock strikes 2:15.

Poultry plucked. Feathers everywhere.

Steaming copper pots boiling over. Platters prepared with decorative garnish.

Extravagant tiered cake is lavishly iced. A glob of frosting enters a pair of puckered lips. The perpetrator, a fey, pompous, HEAD VALET, seriously considers the texture and flavor of the icing, then gives the PASTRY CHEF a withering, sour look.

The valet, oblivious to the chef's fury, gathers a prepared silver breakfast tray and checks his pocket watch. 2:15.

INT. BEDROOM - DAY

Antique bedside table clock -- just past 2:15. The valet throws open velvet drapes, sunlight FLOODS the room revealing a figure sleeping soundly in a massive oak framed bed. The valet puts down the tray, pulls back the quilt.

The dozing figure gives the valet a deliberate, angry KICK.

Flinching infinitesimally, the valet crosses to the closet, selects three suits and holds them up for inspection. From beneath the puffiest of pillows, AN EYE reluctantly opens. A weary arm points decisively to the riding outfit.

EXT. ESTATE - DAY

The riding outfit is adorned by LEOPOLD, Duke of Albany, a dashing, virile man in his 30's. GALLOPING with great abandon, he expertly leads his horse up hills and over hedges. He sends gardeners shaping the grounds fleeing from his path.

In the background, lanterns are being strung throughout the estate. Rugs are beaten out of open windows.

INT. HALLWAY - EVENING

Large hallway clock -- 6:15. A pair of boots track a freshly scrubbed floor as Leopold heads carelessly up the stairway. Three steps behind, the valet snaps his fingers signaling the staff to clean up the mess.

SERIES OF CLOSE UPS

Gaudily framed portraits of somber relations.

A bird sits listless in a gilded cage.

Hot water is poured into a bath.

Carriages begin to arrive.

Orchestra leader signals the musicians to play.

Guests fill the ballroom in formal attire.

INT. BEDROOM - NIGHT

Leopold stares haughtily into a full length mirror.

He wears only dotted linen drawers and a black silk top hat of the period. He flexes slightly. The valet hastily fastens a corset around his mid-section from behind.

Leopold eyes his reflection seductively. He becomes bored.

He turns to his right. The valet spoons sorbet from a silver saucer into his mouth. He turns back to the mirror to watch himself eat. The valet pats his mouth dry.

He affects a pampered STRUT, crossing the room as the valet sprays a mixture of perfume and powder into the air. Leopold thrusts out his arms walking through the mist, turns and saunters back to his favorite place, in front of the mirror.

Finally, as if weighing a great decision, Leopold hands his hat to his valet and nods firmly into the mirror.

CLOSE UP

Fine linen undervest slides over his head.

Black twilled worsted trousers pulled up to his waist.

The buttoning of his hard, white, roll collar.

A cream suede glove stitched in black slides over his hand.

A perfect tight bow tie is tied around his neck.

An elegant black tuxedo jacket with silk facings and tails to the knees is fitted to his torso.

His hair is sleeked with oil and centrally parted.

His eyebrows are brushed with a tiny silver comb.

His cheeks are pinched.

A red silk handkerchief is placed in the bosom of his lapel.

Leopold stares into the mirror. The effect is DAZZLING. He raises one eyebrow. Then, in a voice you could pour over a waffle:

LEOPOLD

You dance like a herd of cattle,
Miss Fairchild. You are a rare woman
who lights up the room... simply by
leaving it.

He bows. As he rises, the reflection of Leopold's UNCLE OTTO, a pampered, effectual man in his 60's, appears behind Leopold in the looking glass.

UNCLE OTTO

Tell me Leopold, do you plan to join
us downstairs after completing this
one-sided flash of wit?

LEOPOLD

I despise affairs of this sort, Uncle Otto. No one really listens to anyone else. If you attempt it, you will see why.

UNCLE OTTO

You judge everything too severely. I wonder what would happen if you were to cast that critical eye inward?

LEOPOLD

You do not wonder at all. You merely ask in order to state your own opinion.

UNCLE OTTO

We are all concerned about you.

LEOPOLD

Ahh, here it comes.

UNCLE OTTO

Your life does not seem to have any direction. At the age of 25 a man is too young to do anything well. At 35 he is too old. Now is your time to take action. Tell me, what is it you want to DO with your life?

LEOPOLD

(wearily)

I do not know.

UNCLE OTTO

(just as weary)

Your ignorance cramps my conversation.

(he slaps Leopold's

face twice rather

quickly)

Wake up! This is your one and only

life. Every man has the chance to
make a difference. DO something!

Leopold, stung, takes a moment to compose himself.

LEOPOLD

I am most grateful for your
surveillance and for your sympathy.
I assure you there is no need for
concern. I am as effectual and
attentive... as my position allows.

UNCLE OTTO

Life is not position, Leopold. It is
action.

(he straightens
Leopold's tie)

I will see you downstairs promptly.
In the appropriate frame of mind.

He leaves. Leopold stares into the mirror, snaps his fingers.
The valet hands him a glass and pours a small shot of brandy.
Leopold shoots him a look. The valet fills the glass higher.

Leopold drains the glass and heads to the doorway. He
hesitates, taking a deep breath and a long pause. Finally...

THE VALET

(grandly)
Go spread joy.

Without looking back, Leopold leaves the room.

INT. BALLROOM - NIGHT

Music fills the air as the creme de la creme of Victorian
society gather inside. Leopold holds a prearranged dance
card. He looks at the names and finds his first partner is
MISS TREE. Leopold looks upward helplessly at an unrelenting
God.

INT. BALLROOM DANCE FLOOR - NIGHT

A profoundly self-conscious Leopold dances energetically into frame with MISS TREE, an ancient, elfin, yet amazingly SPRY woman who gapes up at him searchingly, unblinking.

Leopold opens his mouth to speak, can think of nothing suitable to say, and clamps his mouth shut. They dance out of frame.

INT. BALLROOM DANCE FLOOR - NIGHT

Leopold dances into frame with CLARA, a BEAUTIFUL girl of 19. He glances at her and smiles. She titters, turning away shyly. They whirl around the dance floor. His smile grows into a broad grin. Caught up in the excitement, Clara beams up at him... happily revealing a mouth full of missing, inky teeth.

Leopold, face frozen in a formal smile, dances on.

INT. BALLROOM DANCE FLOOR - NIGHT

Leopold lumbers into frame with MISS FAIRCHILD, a woman of immense girth. With great dignity and extreme difficulty he maneuvers her around the floor, looking everywhere except her enormous bosom.

LEOPOLD

You dance like an angel, Miss Fairchild. You light up the room. I thank you.

Miss Fairchild curtseys heavily. Leopold glances at his card, sees the name Miss Serena Clacket and shudders.

He spots a VERY LOVELY WOMAN hidden amongst the guests.

She

scribbles in a small note pad, occasionally glancing around.

Hiding his dance card, he saunters over.

LEOPOLD

Good evening. I do not believe I
have had the pleasure.

The young woman stares vacantly at Leopold until she realizes
he is addressing her. She puts her pad away.

CARLSON

...Julia Carlson.

Leopold takes her hand and kisses it gently.

CARLSON

I'm sorry. Will you excuse me?

LEOPOLD

(slightly tipsy)
You are not from the area, are you?

CARLSON

(smiles and shakes
her head "No")
Are you?

LEOPOLD

This is my estate.

CARLSON

Really?
(looking around the
room)
Well it's not home but it's much...

Leopold regards her curiously. The orchestra starts up. There
is a hubbub amongst the guests.

LEOPOLD

Shocking! The TA-RA-RA-BOOM-DE-AY.

CARLSON

The? Oh, that's from Paris, isn't it?

LEOPOLD

It is a scandal nonetheless.

Leopold spots Uncle Otto observing him from across the room.

LEOPOLD

Miss Carlson, do me the honor?

CARLSON

I'm afraid I'm not much of a dancer.

LEOPOLD

(smiling seductively)

Truly I would be in your debt. Any admonition would be erased simply by presenting a partner as lovely as yourself.

CARLSON

No, no. Really, I...

Leopold stiffly holds out his arm. A beat. Carlson, stuck, takes it WITH HESITATION and is escorted to the dance floor.

They dance. ALL but Leopold and Carlson gaily sing "TA-RA-RA-BOOM-DE-AY." Leopold, flushed, looks quite smitten. Carlson, shy at first, eventually smiles brightly.

LEOPOLD

I suppose we really ought to sing along.

CARLSON

(embarrassed)

Oh, golly.

They half sing, half speak the TA-RA-RA-BOOM-DE-AY, their emphasis on "BOOM." Laughing giddily, their dancing becomes freer, picking up speed. The room SPINS. Finally:

CARLSON

(breathless)

Thank you for the dance. It was lovely. I hope it wasn't too awful for you.

LEOPOLD

Not at all. It was most enlightening.

There is a slight pause. The Grandfather CLOCK strikes midnight.

CARLSON

I really must be going.

LEOPOLD

I won't hear of it.

CARLSON

(moving away from him)

No, I'm quite late as it is.

LEOPOLD

I shall see you to the door...

CARLSON

(stopping him
resolutely)

You're very sweet. I had a wonderful time.

(she watches him,
memorizing his face.)

Then firmly)

Goodbye.

Leopold takes a glass of champagne from a passing waiter. He watches Carlson pass through the crowd and out the courtyard door. He surveys the room. After a moment he follows her.

EXT. GARDEN - NIGHT

Leopold makes his way through the manicured garden in the dark. He hears an EERIE METALLIC SOUND. He slows down, brushes back the thicket. The silhouette of a woman is revealed. She is once again writing in her notebook.

LEOPOLD
Miss Carlson?

Carlson spins around quickly, panicked. Leopold STOPS. Partially hidden in the brush, a sleek, oddly shaped, MECHANICAL device. It's door open, lit from within, casting a weird glow.

LEOPOLD
Good God...

CARLSON
What are you...? You frightened me.

Leopold moves toward the contraption and is about to touch it...

LEOPOLD
What sort of mechanism is this?

Carlson shakes her head, unsure of how to proceed.

LEOPOLD
Answer me!

CARLSON
It's perfectly all right. It's...

Leopold carefully examines the apparatus, stepping inside.
Carlson FREEZES.

CARLSON

(carefully,
deliberately)

Listen to me. Please. Move very
slowly. Step out of the machine.
Step out and I'll explain whatever
you want to know.

LEOPOLD

What is this? Who are you?

His hand comes to rest on a glowing red lever.

CARLSON

Oh, God.

She YANKS on his arm. Instinctively he pulls away,
accidentally thrusting the lever into action. Carlson falls
from the machine.

CARLSON

(suddenly frantic)

Get out of there! Get out now!

The machine LIGHTS UP.

LEOPOLD

Miss Carlson... I...

CARLSON

No!!!

The compartment door snaps shut.

CARLSON

Shit!!

There is a BRIGHT WHITE FLASH. Blackness fills the screen.

CUT TO:

INT. N.Y.C. LABORATORY - 1995 DAY

The compartment door slides OPEN revealing DR. KAU, 30's, an Asian doctor with a THICK BROOKLYN ACCENT. Her face full of enthusiasm drops as she sees the unconscious Leopold.

DR. KAU

Shit!!

She turns to her co-workers, warning them.

DR. KAU

Shit!!

She looks back at Leopold.

DR. KAU

Shit!!

Her co-workers, DR. PLODDER, austere, authoritative, DR. DRAKE, muddled and timid, peer inside the compartment door.

DR. DRAKE

Good God!

DR. PLODDER

Everybody stay calm... Lock the front door.

Dr. Drake and Kau make a move to inspect an unconscious Leopold.

DR. PLODDER

No, no, no. You mustn't touch him.
The consequences could be

catastrophic.

DR. KAU

He could be hurt, or even dead.

DR. PLODDER

...All right. Touch him.

They approach Leopold. Dr. Kau finds Carlson's note pad on the ground next to Leopold. She reads the last entry.

DR. KAU

...But I'm stuck and it's only a
dance and he IS the seventh Duke of
Albany...

They all look at one another, then back at Leopold.

DR. DRAKE

Carlson...!

DR. PLODDER

(racing from the room)

Give me a minute...

DR. KAU

Shit!

INT. LAB - KATE'S OFFICE - DAY

KATHERINE COLES, a radiant workaholic, types frenetically into the computer while talking on the phone, trying hard not to sound upset.

KATE

Who's upset? People fall in love,
they have to climb back out.

(she laughs but she
is not smiling)

So, what? We'll just be friends now,

Right?

She stops typing and listens for a while. She runs her hand through her hair.

KATE

I see. Well I appreciate your honesty.

(using her middle
finger she pushes up
her glasses)

No. I'll just think of this as
surviving another dating accident.
Take care or good luck or whatever
I'm supposed to...

The line goes dead.

KATE

...say... Goodbye.

Dr. Plodder bursts in. Kate sees his distress and instantly becomes very centered.

DR. PLODDER

She's back.

KATE

(rising)

That's impossible! She wasn't supposed
to return until...

DR. PLODDER

Kate. It's Carlson. Something went
wrong.

He hands her Carlson's note pad. Slowly, she sits down.

KATE

...The 7th Duke...

INT. LAB - DAY

KATE

(all business, reading
from a printout)

...of Albany. He was the... IS the
son of Emery and Eliza. He was of no
actual importance until he vanished
at the turn of the century without a
trace. It was a sensation. In the
30's they even made a movie about
him. "The Tenuous Duke" with Ronald
Coleman.

DR. DRAKE

(absently)

I love Ronald Coleman.

KATE

Despite much speculation and a nation
wide investigation, a body was never
found. He was never heard from again.

DR. KAU

Until now.

There is a stunned silence. They stare at Leopold in awe.

DR. DRAKE

We've altered the course of history.

DR. KAU

We never should have started this...

KATE

Calm down.

DR. PLODDER

What are we going to do? We can't
keep him here. Imagine if anyone

found out!

KATE

Think. Just, think. Rationally. Now, no one would believe such a stupid mistake could be made because no one would believe any of this is possible. So. We fix this. We keep this to ourselves and we fix it. Fast.

They all nod in agreement.

KATE

Dr. Kau, research all our data. 1st priority: Locate Carlson. Drake, determine the reciprocal correlation's connected to the 19th century. Work 24 hours a day if necessary. In the meantime... one of us will have to take charge of him.

She forces back panic. Only the tremor in her voice gives her away.

KATE

This is a major scientific opportunity. It doesn't get any better than this. Imagine. Researching the behavior, the physical and emotional characteristics of a century ago! Utilizing technology available to us today... He's a gold mine!

DR. PLODDER

He's a man, Kate. Not a guinea pig.

KATE

And while he's here, he's ours. Any volunteers?

No one moves.

DR. DRAKE

We'll draw names. Whoever is picked
will be responsible. Agreed?

They nod reluctantly. Drake writes out names and throws them
in a cup. The silence becomes deafening. Finally:

DR. KAU

I'll do it.

All the scientists face her.

DR. PLODDER

You'll look after him?

DR. KAU

No, I meant I'll pick the name.

She reaches in. They wait with mounting suspense. Finally
SHE TURNS TO KATE. The scientists follow her gaze. A beat.

KATE

Fine.

Leopold stirs. He blinks at the group.

LEOPOLD

Where...? What has happened?!

The doctors, caught off guard, SMILE BENIGNLY. They
surround

Leopold as a group, not knowing where to begin. Finally:

KATE

Your Grace... Um... Hello... Weee
aaare a smaaall part of a laarge
research team. A project funded by
the government of the United States.

LEOPOLD
(regarding their
appearance with
distaste)
Oh. Americans. I see...

KATE
Yes, um... For the past six and a
half years we've been conducting
scientific experiments on density
and flexibility in the dimensions of
time and space.

DR. DRAKE
Yes, uh... Quite by accident we came
upon a formula utilizing Tachyons...
particles traveling faster than the
speed of light, which allowed us
to... fold time so to speak.

DR. PLODDER
Yes. Bend it between the cracks of
the dimensions.

DR. KAU
Yes.

They all laugh nervously. Leopold does not.

DR. DRAKE
Now, while that wasn't the original
purpose of our experiment, we opted
to pursue it, well, privately, on
our own.

DR. KAU
Borrowing funds already provided.

KATE

We journeyed to your time because it was the quickest path to follow. We debated long and hard whether we should use this knowledge at all. Believe me, it was never our intent to disturb the past...

DR. DRAKE

Merely to discover if the expedition were possible. As your presence here confirms... we are very disturbed.

Leopold nods at them as if they are insane.

DR. PLODDER

The problem facing us is not only HOW to get you back, but WHEN, you see?

KATE

We certainly don't want to miscalculate. Send you to a different era entirely.

Leopold starts to speak.

DR. PLODDER

Rest assured, no harm will come to you. You'll be well looked after by Dr. Coles.

LEOPOLD

Dr. Coles...? I do not follow. What do you mean, get me back home?... Where am I?

Awkward pause. Leopold looks carefully around the room for the first time: modern mechanical equipment, data shifting and changing, giant cooling devices, bright neon lighting. The doctors are silent.

LEOPOLD

Answer me!...

(slowly)

Would you have me believe... I am
being detained, at present in the
HEREAFTER?... The time to come?

DR. PLODDER

(carefully)

It is the year nineteen hundred and
ninety-five.

LEOPOLD

...19...?

Leopold leaps up. The doctors follow him around the room.

LEOPOLD

You're insane! All of you! This is
impossible!

DR. PLODDER

Leopold, calm down!

LEOPOLD

A voyage through time! What do you
take me for? Did you bring me here
by force?

DR. DRAKE

We're scientist, not seditionists.

LEOPOLD

(truly panicked)

Let me out of here! I won't stand
for this another moment!

He's out the door.

INT. UNDERGROUND HALLWAY - DAY

Leopold moves quickly, fearfully through the darkly lit hallway, the doctors close behind.

KATE

Leopold, wait!

DR. KAU

You don't know what you're doing.

DR. PLODDER

Just listen to what we have to say!

It is too late. Leopold throws open the door and runs upstairs.

EXT. STREET - DAY

Blinding sunlight. Skyscrapers. Automobiles. Traffic lights. Road construction. Modern day pedestrians. Helicopters. Car alarms. Leopold stands frozen, overwhelmed, taking it all in.

LEOPOLD

19...?

The doctors reach him. He collapses to the ground.

CUT TO:

INT. CAR - DAY

Kate and Dr. Kau talk quietly. Leopold, tightly holding onto his seat and the back door, gazes out the window in utter disbelief.

KATE

Squab.

DR. KAU

Squab?

KATE

I remember reading they ate a lot of squab.

DR. KAU

Squab... Do you have a squab?

KATE

(quietly. On the verge
of panic)

I don't know!

DR. KAU

Pull yourself together!
(turning to Leopold)
Are you all right back there?

Leopold, trembling, gapes at the sights, every day sounds, magnified. Perspiration runs down the side of his face. Kate watches him in her rear view mirror.

KATE

You're going to be fine you know.
There's nothing to worry about. I
have everything under control.

Dr. Kau stares at Kate in concerned silence.

KATE

(quietly to Dr. Kau)
We'll never get away with this.

INT. BEDROOM - THE NEXT MORNING

Leopold awakens alone in his room. He sits up with a jolt. His stomach sinks as he realizes THIS IS NO DREAM. He slowly rises to his full stature, moving to the window he looks out

on the modern day city, shaking his head in awe. He makes his way to the bedroom door and tentatively touches the knob.

There is a KNOCK on the door.

Leopold JUMPS back and runs to the bed: The picture of dignity.

KATE

How are you feeling?

(no response)

I thought you might like some tea.

LEOPOLD

I insist on being returned home immediately.

KATE

I understand. We're doing our best.

LEOPOLD

I wish to speak with your employer, Dr. Coles.

KATE

You're speaking to him.

LEOPOLD

You are not suggesting that you are Dr. Coles?

She smiles.

LEOPOLD

Miss... uh?

KATE

Dr. Coles. If you like, you could call me Miss Dr. Coles or if that's too much, how about just plain Kate?

LEOPOLD
(coldly)
A WOMAN of science?

KATE
Hard to believe?

LEOPOLD
But a woman's brain cannot obtain
enough knowledge to possess a truly
scientific mind.

KATE
(jotting this down)
Interesting. Nevertheless, we've
come a long way baby.

LEOPOLD
(confused)
Are you attempting to be humorous?

KATE
I'm attempting to be informative
it's just coming out humorous.

Leopold regards her dubiously.

KATE
(clinically)
Look, modern social science clearly
states that a woman's place in society
marks the level of that civilization.
A science career for a woman is now
almost as acceptable as being a...
a... waitress. Cream and sugar?

LEOPOLD
Young lady, I... Surely it is not
expected that I remain here with you

indefinitely... Unchaperoned?

KATE

(pen poised)

Does that make you nervous?

LEOPOLD

Certainly not!

KATE

(writing)

Then what are you getting so red about? It's a very large apartment... with locks on all the doors.

LEOPOLD

The idea! My dear Miss Coles...

KATE

Dr. Coles.

LEOPOLD

Honey...

KATE

(she puts the pad
down)

Let's get one thing straight right now. My name is Kate or Katherine or if you insist Dr. Coles.

(she rises)

Take a good long look, Leopold. I am a 20th century American woman with a Doctorate and a commission and independence. I am not your "young lady" or your "pretty Miss" or your "honey." Is that clear?

Leopold watches her with great interest. Finally:

LEOPOLD
Honey... For the tea.

KATE
...I'll get it for you.

Kate grabs the teacup grandly and leaves the room.

INT. KITCHEN - MORNING

Kate rummages through every drawer, shelf and cupboard searching for the honey. Finally, she spots the honeybear and squeezes honey A TAD TO VIOLENTLY into the tea. She

tries

posing "confidently" then checks her reflection in the toaster.

INT. BEDROOM - MORNING

Kate returns "confidently" with the tea and a plastic smile.

LEOPOLD
Thank you... Has it been decided
what it is I am to do while I am
being held here?

KATE
Oh, just some laundry, the cooking,
a little light housework...

Leopold doesn't react.

KATE
(clearing her throat)
I took the liberty of preparing a
simple schedule to efficiently utilize
your time while incorporating you
into my routine.
(she hands him a
schedule)

As you can see, my day begins with meditation and yoga from 6:30 to 7:00.

She moves in close to him, making Leopold uncomfortable.

KATE

YOU will arise at 6:45, shower and change and at 7:15, we breakfast together. 7:45 we begin the days work. At 10:45 Dr. Kau arrives to observe you in your natural routine as I research the data that will enable you to return home. At 1:15 we lunch together. 2:15 you answer a daily questionnaire, I type up my notes. At precisely 6:15 you will enjoy 15 minutes of FREE TIME, then, at 6:30, I listen to Tom Brokaw while making dinner as YOU write down any questions that come up during your day. At 7:00, we dine together. If you need me at any time you may ring this bell.

She rings a tiny dinner bell. He is about to speak.

KATE

Now, Mondays and Wednesdays I have computer science class, Tuesdays I have therapy. IF I have a date, I'm usually home by 9:15. During these periods you may read any of the books I've picked out for you in your room. I organize my next days work at 10:30, 11:35, David Letterman, 12:40 I'm in bed.

(she takes a breath,
smiles at him)

Next day we begin again. Simple?

LEOPOLD
(after a beat, with
great dignity)
...At what time shall I WEE and POOH?

Kate is forced into a stunned silence.

CHARLIE'S VOICE
Kate? I'm home.

KATE
Oh. Yes. Our chaperone is here.

LEOPOLD
Your father?

KATE
Sort of. My brother.

LEOPOLD
Visiting?

KATE
For the past two years. Charlie can
never know about this project. We'll
tell him you are a... overly
distinguished colleague staying here
as our guest. From Canada. Which
would explain your lack of familiarity
with our customs and so forth

LEOPOLD
(aghast)
A CANADIAN?

KATE
Make yourself comfortable. I'll check
in on you later. I think this is
going very well, don't you?

Leopold looks at her blankly.

KATE

Okay. If you need anything, just ring.

Kate tinkles the bell, fumbles for the knob and heads out. P.O.V. still on Leopold.

KATE (V.O.)

(shouting)

Charlie!

Leopold reacts.

CHARLIE (V.O.)

(screaming just as loud)

What?

KATE

(still shouting)

Come here I wanna talk to you.

Leopold listens at the door. He slowly opens it, takes two steps out, peers around the corner, then quickly steps back in. He takes a DEEP FRIGHTENED BREATH and slowly deflates.

INT. CHARLIE'S STUDIO - MORNING

Charlie sits on the couch smoking a cigarette surrounded by his paintings. He is a likable twentysomething with a big mouth.

CHARLIE

What did I do?

KATE

(removing his coffee
from the table,
setting it on a
coaster)

RINGS! And what did I say about you
smoking in the house?

CHARLIE

You were against it.

KATE

Correct. You're back early.
(She takes away his
cigarette)

CHARLIE

Hey!... Are you all right? You look
funny.

KATE

Funny ha ha or funny odd?

CHARLIE

Both.

KATE

That all depends. How was your trip?

CHARLIE

Why?

KATE

If it was good I'll tell you the
truth. If it was rotten I'll have to
butter you up first.

CHARLIE

Butter me up.

KATE

Have you been working out? No, I'm really starting to see results. Are you comfortable there on the couch?

CHARLIE

Very.

KATE

Good. Cause you'll be sleeping there the next few nights.

CHARLIE

Kate!

KATE

You have to be out of here by 8 and you can't be back before 6. We have an important man working with us with very unusual needs. The company is insisting he stay here.

CHARLIE

What about a hotel?

KATE

This man requires around the clock attention.

CHARLIE

I meant for me.

KATE

Thank you, Charlie.

(she kisses his
forehead)

I owe you one.

CHARLIE

You owe me nine. What am I supposed to do all day?

KATE
(as if having an
epiphany)
You could get a job!

CHARLIE
Kate, the entire point of being an
artist is that I don't have to work.
Who is this guy?

KATE
Well, I can't tell you much because...

KATE AND CHARLIE
I'm not allowed to discuss what goes
on at the office.

KATE
Well I'm not. Anyway, it might be
interesting to have someone else to
talk to. It gets so quiet around
here sometimes I feel like I've gone
deaf.

CHARLIE
Does he have a label?

KATE
Leopold.

CHARLIE
LEOPOLD? Is he anything like his
name?

KATE
He's exactly like his name.

CHARLIE
Then you owe me ten.

INT. LIVING ROOM - DAY

Leopold PEEKS around the entrance to the living room. Confident it's unoccupied, he majestically walks inside: Up to date gadgetry, Charlie's modern art work, bright fashionable furniture. Leopold recoils. His eyes come to rest on the television set. The ON OFF buttons loom large. He looks around the room then brazenly presses the button ON.

Instantly, REGIS and KATHY LEE loudly berate each other before
an excited crowd.

Leopold jumps back several feet, hands flailing in front of him as if shooing away a bee. He quickly, yet cautiously, slams the power OFF.

LEOPOLD

Horrible!

He quickly scurries out the hallway.

He stops abruptly. He remains very still. Composing himself, he turns and deliberately faces the room. After a moment, he purposefully steps back inside.

He makes a large ARC around the television set, is confronted by one of Charlie's sculptures and makes an ARC around that. He finds himself in front of a light switch and gingerly examines it. As he does, track lighting ILLUMINATES the room.

He looks at the lights then back at the switch. He flicks the lights ON and OFF, trying to figure out the precise moment in the transfer of power, laughing in spite of himself.

Kate and Charlie enter. They watch Leopold flicking the lights, laughing like a madman. Charlie gives Kate a look.

KATE
(explaining)
He's from Canada...

INT. DINING ROOM - NIGHT

Leopold sits at the head of the table, Kate and Charlie banished to either side. Leopold chews his dinner incessantly.

LEOPOLD
(finally)
What is this?

KATE
It's called Hamburger Helper.

LEOPOLD
It is beyond help. Please serve the next course.

He pushes his plate away.

KATE
I'm afraid there is no next course. If you make a list of the foods you like, I'll pick them up at the store for you.

LEOPOLD
Is all food here this... textured?

CHARLIE
Mine's good.

LEOPOLD
Please understand, I am used to a different sort of preparation. Where I come from a proper meal is the result of reflection and study. A recipe is merely a theme which an

intelligent cook can plan each time
with variation.

Charlie gives Kate a look.

LEOPOLD

Several courses are served. Menus
are often prepared days in advance,
timed to perfection. It is said,
without the culinary art, the
crudeness of reality would make life
unbearable.

CHARLIE

In Canada?

LEOPOLD

(after a beat. Firmly)
In Canada.

CHARLIE

We have a saying here. "Shake and
shake the catsup bottle, none will
come and then a lot'll."

He pours catsup on his dinner.

LEOPOLD

How interesting.

CHARLIE

Since you're such an expert on fine
cuisine, why don't you make dinner
tomorrow night?

LEOPOLD

It should be obvious to you that I
am NOT a domestic. You may take my
plate.

CHARLIE

I have my own, thank you.

KATE

Charlie...

CHARLIE

Who died and made me Cinderella?

LEOPOLD

Young man, there is a distinct
impertinence to your voice.

CHARLIE

It's part of my charm.

LEOPOLD

Suppress it.

KATE

(changing the subject)

Leopold... Since you're our guest
here, there are several cultural
events you might enjoy seeing. Charlie
has season tickets to the ball game.
Perhaps you'd like to take that in?

LEOPOLD

What is it?

CHARLIE

What is it??

KATE

Or the Opera or the Ballet?

CHARLIE

What is it??

KATE

Charlie, there's no rule that says everyone has to be interested in baseball.

CHARLIE

No, but I believe there is a rule that says everyone has to have HEARD of it.

LEOPOLD

Dr. Coles, your brother Charles attitude and demeanor are unacceptable. If I am to stay on here you must have a serious talk with him regarding respect and civility.

KATE

CHARLES, could you help me with the dessert in the kitchen?

CHARLIE

In the kitchen?

KATE

IN the kitchen. Excuse us.

Kate and Charlie leave. The camera remains on Leopold, sitting alone, calmly sipping his wine. VOICE OVER FROM THE KITCHEN:

CHARLIE

I don't believe this guy!

KATE

Try to be nice to him.

CHARLIE

I'm always NICE!

KATE

Please Charlie, as a favor to me.

CHARLIE

He gives me the creeps.

Leopold reacts. He listens self-consciously.

KATE

He's different that's all.

CHARLIE

What was that crack about domestics?

KATE

Charlie, this is important to me.

CHARLIE

You're not going out with him, are you?

KATE

Euuu! I may be desperate but I'm not a lost cause.

CHARLIE

Kate, this is me. I've seen the guys you bring home.

KATE

I've done countless favors for you!
Now I'm asking for just one little thing...

CHARLIE

(overlapping)

Oh, all right! All right! All right!

They emerge from the kitchen, beaming.

KATE
(after a beat)
We forgot the dessert.

CHARLIE
You know,... I don't know if I
mentioned it... but that is one fine
looking suit.

INT. KATE'S BEDROOM - 6:30 A. M.

Radio alarm clock -- 7:45 a.m. Louis Armstrong begins to sing, "Let's Call the Whole Thing Off." Dressed in yoga clothes Kate sits on her bed in the lotus position. She bangs the gong and closes her eyes. A bell rings. Kate flinches but does not open her eyes.

KATE
(too sweetly)
What is it, Leopold?

The bell rings louder, interrupting Kate's routine.

KATE
(eyes closed, screaming
like a fishwife)
WHAT IS IT, LEOPOLD?!

Leopold's bell rings with determination. Kate is off the bed and out of the room.

INT. KITCHEN - MORNING

Kate enters and stops short. Leopold sits at the table ringing a BELL. The dishwasher is open and SPRAYING WILDLY, the blender has spread breakfast shake EVERYWHERE, water is BOILING OVER on the stove, refrigerator, freezer, and every cupboard door is OPEN. Garbage disposal runs FULL BLAST.

LEOPOLD

(calmly amidst the
chaos)

I cannot seem to find the tea...

CLOSE UP: Leopold's hand rings a bell with irritation.

INT. CHARLIE'S BEDROOM - EVENING

Leopold, Kate, and Charlie stand in front of Charlie's open closet. Leopold selects clothes from Charlie's wardrobe.

LEOPOLD

No... No... No. Good God, no!...

Perhaps...

He tosses them aside carelessly as Charlie seethes.

CLOSE UP: Leopold rings his bell.

INT. HALLWAY - EARLY MORNING

Kate and Charlie form a line to the bathroom. Kate checks her schedule and bangs on the door.

KATE

Leopold, your time is up! What's he
got, a girl in there?

INT. BATHROOM - EARLY MORNING

Leopold Luxuriates in the bathtub wearing a "Whitecap" marveling at the whirlpool and the instant hot water. He picks up a can of shaving cream and inspects it in wonder. It SPRAYS.

CLOSE UP: Leopold rings his bell. Nothing happens. He discovers the clapper has been stolen.

INT. KATE'S STUDY - AFTERNOON

Kate types, talks and researches simultaneously. She looks up and stops suddenly.

Leopold appears wearing MANY oddly assorted layers of Charlie's clothes, a bandanna bow tie, Irish woolen cap, bicycle gloves, aluminum baseball bat walking stick. He poses foppishly.

LEOPOLD

I should like to read about modern currency during my bath tonight. See that the tub and basin are scrubbed up. Remnants remain of this afternoons shave.

Kate nods at him stupefied. Due to the many layers of clothing, he imperiously leaves the room walking as if wearing skis.

INT. BEDROOM - NIGHT

Leopold rings a BIG NEW COWBELL. No one responds.

INT. CHARLIE'S WORKROOM - NIGHT (CONTINUOUS)

He discovers Kate at her computer, Charlie reading a book. Each are wearing a walkman.

He stands in front of them and rings his cowbell furiously until they look up.

INT. STUDY - DAY

Leopold studies his questionnaire, Kate researches Victorian customs. They simultaneously look up and gaze at the other. A beat.

Embarrassed, Kate dons her glasses and Leopold shuffles papers. They look up again. Then down. Then get back to work.

INT. KATE'S BEDROOM - NIGHT

Kate sits on her bed with her laptop watching David Letterman. She glances up, laughs out loud. She looks at the dark empty room. No one is there to share it with. Closing her computer, she holds her pillow close to her. She slowly moves to the window and looks out.

INT. LEOPOLD'S BEDROOM - NIGHT

A text book with Leopold's picture inside. Leopold reads the brief summary of his life with heartbreaking astonishment. He moves to the window and looks out.

EXT. N.Y.C. APARTMENT BUILDING - NIGHT

Kate and Leopold gaze out of their windows. The camera slowly pulls back until they are swallowed up by the city.

INT. KATE'S STUDY - AFTERNOON

Kate scans her notes as Leopold paces dully about the room.

KATE

In our last session you intimated
there was a symmetrical system
regulating the social order of
conformity spanning your era. I found
this particularly intriguing If I
can just find it in my notes...

A fire engine races by. Leopold dashes to the window then turns back, excited.

LEOPOLD

The fire brigade!

Kate stares at him blankly. She munches RICE CAKES and drinks water FROM THE BOTTLE. A beat. She returns to her notes.

LEOPOLD

This is insufferable! I refuse to be spied upon, skipped over, or shuffled about any longer. I have yet to venture outside this cell. Before I go mad a more suitable arrangement must be found.

KATE

Found it.

LEOPOLD

(startled)

A resolution?

KATE

No I meant I found my notes.

LEOPOLD

Dr. Coles! Changes are in order.

KATE

I can hear you.

LEOPOLD

(under control now)

Miss Coles, as we are to remain here together, there are certain conditions I insist are met and maintained. I no longer wish to be peeped at, mocked...

KATE

I never...

LEOPOLD

(calmly)

Or interrupted. Jot this down.
Breakfast at 12. Luncheon at 4. Diner at 8. A horse should be made available

from 1 to 3.

KATE

A horse? In New York City?

LEOPOLD

Yes. Also, I feel very strongly about your style of dress. I do not care for it.

(Kate looks up)

I cannot believe it is the prevailing taste for women to appear masculine and unkempt. If this is the fashion, have it altered.

Kate rises.

LEOPOLD

That is all for the present.

He grandly hands her a napkin.

LEOPOLD

CRUMBS, my dear!

KATE

(infuriated)

Thank you!

Brushing herself off, she heads to the door.

LEOPOLD

Dr. Coles. I have been acquainted with many women in my time, yet I am compelled to say that the modern woman is by far the least attractive I have ever encountered.

KATE

(rising to the occasion)

And I have a news flash of my own.

Leopold waits.

KATE

You sir, are no Ronald Coleman!

She storms out.

INT. LAB - EARLY MORNING

Dr. Drake enters Dr. Kau's office with two pints of Haagen Dazs.

DR. DRAKE

Chocolate Peanut Butter Cookie Dough
Swirl or Peach?

DR. KAU

Peach.

They dig in.

DR. DRAKE

Any luck?

DR. KAU

Yea. Lots of luck. All bad. No
information exists detailing what
happened to Carlson. I've been working
for weeks and I'm not any closer
than when I began... How are you
doing?

DR. DRAKE

My cholesterol level is up 70 points.

Kate enters, exhausted, deposits an armful of papers on Dr. Drake's desk. Kate has pencils tucked behind her ear, through her hair, and in her mouth.

DR. DRAKE

Thank you, Kate... How're you managing with Leopold?

KATE

Fine. Fine... Why? What did you hear?

DR. DRAKE

Nothing. I was just asking.

KATE

Oh. Well, it's fine. He's a delight. Everything's under control.

DR. KAU

Keep up the good work.
(after she's gone)
She seemed a little scattered. Do you think everything's all right?

DR. DRAKE

Katherine Coles is the most capable person we have on this project. If anyone can handle the delicacy of this situation, Kate can.

DR. KAU

So there's nothing to worry about?

DR. DRAKE

Absolutely not.

INT. CHARLIE'S STUDIO - EARLY EVENING

KATE

GONE? GONE WHERE?!
(Charlie shrugs)
Charlie we've got to find him!

CHARLIE
(working on a VERY
STERN portrait of
Kate at her computer)
Are you crazy? This is the first
time all week my eyes aren't darting
to the top of my sockets every five
minutes.

KATE
When did he leave?

CHARLIE
I don't know. An hour ago? He said
he wanted to take a walk.

KATE
And you let him?? He's not allowed
to go outside!

CHARLIE
Is he being punished?

KATE
We've got to find him! You stay here
in case he finds his way back. And
while you wait you'd better pray
he's all right. If anything happens
to him, anything at all, EVERYTHING
we've worked for will have been
destroyed.

She heads out the door. Charlie follows.

INT. LIVING ROOM - EARLY EVENING

CHARLIE
Kate, calm down.

KATE

And YOU'LL be responsible. Understand?
(she grabs her coat
and purse)

CHARLIE
What's the big deal? Who is this
guy?

Kate takes a LONG pause.

KATE
Leopold... is not really from Canada.

EXT. KATE'S APARTMENT BUILDING - LATE
AFTERNOON

Peaceful. The sun sets. Pigeons rest on window sills.
Suddenly:

CHARLIE (V.O.)
OH MY GOD!!!

The pigeons take flight.

EXT. CENTRAL PARK - EVENING

Leopold leaves Central Park profoundly lost. Looking both
ways in the wrong direction, he crosses the street. SCREECHING
brakes, HONKING horns, FURIOUS shouts with Leopold,
horrified,
caught in the middle. He makes it across shaking and dazed.
A motorist pulls along side of him.

WOMAN MOTORIST
You stupid fucking son of a bitch.
Next time I'll hit ya. Fucking moron.

Leopold GAPES, appalled. A Hansom carriage slowly treads
into Central Park. Leopold watches until it disappears.

INT. KATE'S GREEN A.M.C. PACER - NIGHT

Kate drives slowly, searching for Leopold. Cars honk with mounting anger.

CABBY

What're ya waiting for lady? An invitation?

KATE

I'm sorry! I'm sorry!

She continues searching, trying hard to remain calm.

EXT. TIMES SQUARE - NIGHT

Huge buildings. Neon lights flashing. Garbage in bundles. Calvin Klein Ads. In the center of it all, Leopold, jostled BADLY by the crowd, tipping his hat to all the ladies. He enters a deli.

INT. DELI - NIGHT

Leopold, appalled by the prices searches for money. He has none.

LEOPOLD

(to the counter man)

\$7.95 for a sandwich? Is that correct?

COUNTER MAN

You gotta problem with that?

LEOPOLD

It seems rather pricey to me.

COUNTER MAN

So don't buy one.

LEOPOLD

I shan't.

COUNTER MAN

So shan't!

He moves on.

LEOPOLD

Yes, I... I would be happy to sample one however I'm afraid I haven't the finance with me just now. If I could establish a credit with you, I will have someone come round with the funds tomorrow.

COUNTER MAN

You will gladly pay me Tuesday for a hamburger today, is that it?

LEOPOLD

(a little confused)

I believe so. Yes.

COUNTER MAN

Get the fuck outta here.

LEOPOLD

I beg your pardon?

COUNTER MAN

Get out. Fuckin' Wimpys piss me off.

LEOPOLD

May I remind you, merchant, that I am the customer in this establishment and as such require your attention and the utmost respect. I do not accept this modern convention of desecrating one's patrons with such contemptuous disregard.

YUPPIE WOMAN

You tell him.

LEOPOLD

Need I add that without our patronage you would not own that unwashed counter behind which you spew your filthy mouth?

COUNTER MAN

Where do you get off? You don't even have any money.

LEOPOLD

Don't be irrelevant... I'm browsing.

COUNTER MAN

Not in my store you're not.

He comes out from behind the counter. He's big.

LEOPOLD

(very superior)

Do you intend to physically escort me out...?

EXT. STREET - NIGHT

Leopold is thrown out of the store and on to the street.

LEOPOLD

Did you see what he did? Did you see that?

No one responds. Leopold is left sprawled on the street. Thunder is heard.

EXT. N.Y.C. - NIGHT

Gargoyles at New York City Library, The Dakota, the Bowery,
Alphabet City.

EXT. CLAIRMOUNT STABLES - 4 A.M.

Pouring rain. Leopold stands in front of the stables beaten
and drenched. A car drives by, screeches to a stop, and
hastily backs up along side Leopold.

KATE

Leopold! Leopold, get in.

Leopold stares at the car. Kate runs out, opens the door and
helps him in. She dashes back into the drivers seat.

INT. CAR - 4 A.M.

KATE

(nearly in tears,
trying to dry him
off)

Leopold! Oh, Leopold thank God you're
all right. I didn't think I'd ever
find you. You had us all so worried.
Oh, Leopold!

She hits him hard.

KATE

Don't you ever go out again without
my permission, do you hear me? I was
frantic. You could have been killed
a hundred times over. I never would
have known.

She rests her head on the steering wheel, exhausted. She
pulls herself together and looks at him.

KATE

Leopold, are you all right?

LEOPOLD
(looking deep into
her eyes for the
first time)
I wish to go home.

KATE
Okay. I'll get you home in a jiffy.

LEOPOLD
(badly shaken)
No... I wish to go home.

Kate gently observes Leopold who stares rigidly straight ahead.

INT. LIVING ROOM - NIGHT

CHARLIE
(on the phone)
I don't know. It's just Leopold.
Like Cher. Or Goofy.

Kate and Leopold walk in wet and exhausted.

CHARLIE
Never mind they just walked in. Jesus.
You look horrible.

KATE
Charlie, don't start. I haven't been
this angry at you since you got me
into that pyramid thing last year.
If you make a wisecrack I'm going to
burst into flame.

CHARLIE
It wasn't a wisecrack. You do look
horrible.

KATE

I'm too tired for this now. I'll
just save it up and kill you tomorrow.
Help Leopold out of his things and
lets get him to bed.

LEOPOLD

I've something to say. To the both
of you. I... Nothing is what it seems.
After witnessing mere weeks of this
age it is painfully apparent I am
outside of my acquaintance... I don't
know how to proceed. I frankly... am
in need of assistance. I'm sorry.
I'm not very good at this. In the
event you have missed it, I am
apologizing.

There is a long pause.

CHARLIE

About time.
(he shakes Leopold's
hand reluctantly)
Welcome back.
(he leaves)

KATE

Don't mind him. His heart would be
in the right place if he had a heart.
Surliness runs in my family.

LEOPOLD

I understand. It practically races
through mine.

KATE

(shocked)
Leopold, you made a joke. I mean one

that's not at my expense. That's
good.

They look at each other just a second too long.

LEOPOLD

We'd better get to bed... That is...

KATE

Yes... I start work...

(she looks at her
watch)

in three and a half hours.

LEOPOLD

Oh, dear.

They self-consciously head to their respective rooms.

KATE

It's fine. I'm used to it.

LEOPOLD

You mustn't get too used to it. You'll
find life passes you by awfully
quickly.

Kate is struck by his vulnerability for the first time and
is moved. She catches herself quickly however.

LEOPOLD

Thank you for...

KATE

(waving it away)

Oh!

They stand at their bedroom doors.

LEOPOLD

Well, goodnight then.

KATE

Leopold?... I don't have a clear handle on this. Perhaps I was wrong keeping you confined to the apartment all this time. I don't know when you'll be able return home... Tomorrow I'll start preparing you for the outside world. And... We'll find your way back. I promise.

Leopold smiles, still shaken. A beat. They slowly close the doors to their respective rooms.

INT. HALLWAY - BRIGHT SUNNY MORNING

Leopold, dressed for an outing knocks on Kate's bedroom door.

KATE (V.O.)

Yes?

Leopold enters. Kate stands in a slip calmly looking at Leopold. Leopold immediately turns, facing the door.

LEOPOLD

Oh! I beg your pardon. I, I, I, was merely... I didn't...

KATE

Is there something you want, Leopold?

LEOPOLD

I merely wanted to see... that is, inquire, on your availability, for an outing... My assimilation and so forth.

KATE

Yes, we have a lot of work ahead of

us. I'll be out in a minute.

LEOPOLD

Yes, of course. Splendid.

He reaches around behind his back and fumbles for the knob.
He finally finds it and goes out.

Kate smiles.

CUT TO:

EXT. N.Y.C. - DAY

the Brooklyn Bridge, the Chrysler Building, Rockefeller
Center, 5th Avenue.

EXT. 5TH AVENUE - DAY

Kate and Leopold exit The Gap. Leopold awkwardly wears hip
Gap casual clothes, a baseball cap on his head.

LEOPOLD

Are you certain this is correct?

Kate places the cap backwards on his head. She nods
approvingly.

KATE

Certainly I'm certain.

Leopold watches himself in store windows. He CAN'T
comprehend
it. Kate leads him into Barney's.

INT. BARNEY'S - DAY

Leopold stands before the mirror wearing a classic dark suit.
He looks FANTASTIC. A fact that is not lost on Kate.

LEOPOLD

Now really. Isn't this better?

Kate nods back begrudgingly, her breath taken away.

EXT. N.Y.C. - DAY

Lincoln Center, Columbus Circle, Gristedes.

INT. GRISTEDES MARKET - DAY

Kate selects a shopping cart, begins to push it.

LEOPOLD

Allow me.

Kate walks ahead. Leopold, maneuvering a cart with a broken wheel, hasn't the knack and bangs into everyone and everything in the aisle.

LEOPOLD

Sorry. Oops! Careful there. So sorry.

CUT TO:

CLOSE UPS: Leopold scrutinizing vegetables in cans, cereals for kids, bottled water, instant soup, feminine hygiene supplies.

CUT TO:

The check out line. As their groceries are being rung up, Leopold spots The Sun, a newspaper with the headline: Woman Sees Satan in her Microwave Oven. Leopold eagerly shows Kate.

LEOPOLD

Have you seen today's paper?

KATE

Put it back.

LEOPOLD

But...

KATE

Back!

Leopold reads the paper totally enthralled.

EXT. STREET - DAY

Kate and Leopold walk down the street, a bag in each arm.
Leopold eyes Kate suspiciously.

LEOPOLD

Dr. Coles, why is it you are not
married?

KATE

Women are longer defined by the men
they're married to, Leopold. I have
a career. I haven't found a man who
fits in with that yet.

LEOPOLD

Yet people still marry?

KATE

(defensively)

I've heard of cases.

They continue to walk, Leopold noticeably studies Kate.
Finally:

LEOPOLD

I suspect there is something wrong
with you.

KATE

There's nothing wrong with me!

LEOPOLD

Perhaps it is the way you present yourself.

KATE

I don't know what you're talking about.

LEOPOLD

There is some sort of problem when a woman reaches thirty and insists on remaining single.

KATE

You think I'm THIRTY?!

LEOPOLD

What?

KATE

Do I look THIRTY to you?

LEOPOLD

It was an arbitrary number.

KATE

You chose it specifically opposed to a lower number.

LEOPOLD

I didn't mean it.

KATE

...Thirty!

LEOPOLD

I apologize... How old are you?

KATE

(sharply)
I'm thirty! But you're the first
person whoever told me I looked it!

LEOPOLD
I'm sorry.

Leopold spots a formal dress in a store window. He takes a good long look at Kate, smiles, then quickly walks inside. Kate continues down the block.

KATE
And it's not that I insist on
remaining single. Believe me. Everyone
dreams of finding somebody to share
their life with. To give someone all
the love they've been hoarding since
they were a kid. I'm no different.
But one has to be sensible. I have a
career and a life that's filled
with...

She looks around. Leopold is gone.

KATE
Not again...

She starts off down the street, stops, and enters ROBERTA'S,
an upscale boutique.

INT. ROBERTA'S - DAY

Kate races in. Leopold talks with a saleslady.

KATE
What do I have to do? Put a leash
around your neck?

LEOPOLD
(to the saleslady)

She is the woman to whom I was referring. You see the problem?

SALESLADY
(giving Kate the once over)
Yep.

KATE
(staring down at her clothes then back at the two of them)
What?... What?

INT. ROBERTA'S - DAY

From behind the dressing room door, Kate shouts to the others with irritation.

KATE
This is ridiculous. I don't have time to...
(she shrieks)
Do you know what this dress costs?
Let's get this over with. I'm coming out. Nobody laugh.

Kate leaves the dressing room in a huff COMPLETELY UNAWARE that she is STUNNING.

KATE
Satisfied?

Leopold and the saleslady stare at her with pleasure.

KATE
...What?

She turns and looks at herself in the mirror. Leopold stands

behind her, pulls back her hair, brushes away her bangs.

LEOPOLD

You have a lovely face.

Even Kate cannot deny that she is lovely. She stares at herself for a long while.

LEOPOLD

(quietly)

We'll take the dress.

They become aware of their close proximity. They nervously part.

INT. LIVING ROOM - LATE AFTERNOON

Kate sits Leopold down on the sofa. She turns on the TV and hands him the remote control.

LEOPOLD

What is this?

KATE

The drug of the 20th century.

She aims the remote at the TV, changing channels. He's spellbound.

INT. DINING ROOM - EARLY EVENING

Dinner is served. Kate waits patiently for Leopold who sits on the sofa watching the TV.

KATE

Leopold, your dinner's getting cold.

LEOPOLD

I'm coming.

He does not move a muscle.

INT. LIVING ROOM - NIGHT

Kate and Leopold sit on the sofa eating their dinner and watching TV. On the screen, a Looney Tune. Leopold enjoys this especially. Kate reaches for the remote but Leopold grabs it territorially, refusing to relinquish it.

KATE
(making notes)
It's a guy thing.

INT. LIVING ROOM - NIGHT

Leopold asleep on the sofa still clutching the remote control. Kate comes in with a blanket and settles it over Leopold. She glances around the room, then slowly bends down close to capture a better look at his face.

After a moment she catches herself, takes herself in hand and sits down at her computer. She opens her notes and types. Her fingers slow down to a crawl and come to a stop. She looks up at Leopold lost in thought. She smiles.

Reaching for a soda, she accidentally knocks a picture to the floor. In a SMASHED frame, Kate and CARLSON drunkenly mug for the camera. Kate pales noticeably.

She looks from the picture to Leopold. Slowly, she begins pecking away at the keys. She does not look up again.

INT. LAB - LATE AFTERNOON

Kate gives Leopold a tour of the lab stopping by Dr. Drake's area. Hidden behind chalk boards, calculator paper, and several empty Haagen Dazs containers, Dr. Drake searches for solutions.

KATE

...Now within that astronomical structure, Dr. Drake here is searching for a pathway between your time and the present. He'll find it too if his arteries don't harden first.

LEOPOLD

Astounding.

KATE

Once that is discovered, the search begins for the exact time and date travel will be possible.

They move to Dr. Kau's area.

LEOPOLD

(to Dr. Kau)

How are you proceeding?

Dr. Kau merely grunts. Leopold looks at Kate.

KATE

Don't take it personally. Once Dr. Kau starts working, you just have to wait until her batteries run down. We're all pretty much like that.

They head into Kate's office.

INT. KATE'S OFFICE - DAY

Kate gathers her belongings, Leopold snoops at her notes.

LEOPOLD

The complexity of this equation is astonishing? Can you really comprehend all that?

KATE

(simply. Almost
apologetically)
I'm a genius.

LEOPOLD
You're quite exceptional Dr. Coles.
(a beat)
That is to say, you all are.

KATE
Thank you. And may I say that
sometimes, in DIM light, you're not
so bad yourself.

They stand together, Leopold grinning sheepishly.

KATE
Oh my God! Is that the time? I'm
late. Therapy. Every Tuesday night.

LEOPOLD
May I accompany you?

KATE
You mayn't.

LEOPOLD
I am not certain I understand therapy.

KATE
No one does. That's why therapists
can charge so much.

As she gathers her belongings, Leopold spots a very high
heeled red shoe in Kate's bag.

LEOPOLD
What exactly transpires during
therapy?

KATE

Leopold. A gentleman does not ask those questions. Come on, we'll get you home.

LEOPOLD

I am perfectly able to travel homeward myself.

Kate looks at him skeptically.

LEOPOLD

Really! I have finance and our address. I shall take a cabbie.

Kate hesitates.

LEOPOLD

You are late. I insist. I am NOT a child. Dr. Coles.

KATE

All right. Don't bite my head off.

She shakes her head and walks out the door.

EXT. N.Y.C. STREET - LATE AFTERNOON

Kate heads down the stairs of a subway station. A few feet behind, Leopold cautiously follows.

INT. SUBWAY STATION - RUSH HOUR

Kate waits in line at the turnstile. Leopold, a ways back, grimaces noticeably at the smell.

Kate heads through. Leopold follows banging painfully into the bar. A NUN hurriedly bumps into him from behind.

He tries pushing the bar but it doesn't budge. He turns around

to step out of line but it is already too long. He stands
NOSE to NOSE with the nun.

LEOPOLD

I can't seem to...

NUN

(impatiently)

Oh, for heaven's sake...

as

The nun deposits her token and SQUEEZES them both through
the train arrives at a deafening pitch, startling Leopold.

He spots Kate entering the train and jumps into the car in
the nick of time. The train departs, Leopold pressed awkwardly
against the glass.

EXT. N.Y.C. STREET - EARLY EVENING

Kate races from the subway station, entering the Arthur Murray
Dance Studio. Leopold, thoroughly disheveled, follows at a
distance.

INT. DANCE STUDIO - EVENING

Elderly Blue haired couples chat amongst themselves, men on
the right, women on the left. Kate, in dance clothes, out of
breath, stumbles in, making a b-line for the women's side.

MRS. PINCUS

I was worried. I thought you weren't
going to make it.

KATE

(smiling happily)

Miss my lesson? This is the only
thing I have to look forward to all
week. Is that a new dress Mrs. Pincus?

Mrs. Pincus executes a fancy spin, proudly showing off her purchase. Across the room, MR. Pincus beams in anticipation.

An elderly, overly made up dance instructor enters. She claps her hands together loudly.

INSTRUCTOR

All right, kids. Pair up!

The men slick back their hair. The women straighten their gowns. Kate stands to the side, self-consciously studying the floor.

The men take their places on the dance floor. They flick their hand twice, inviting their women to dance. Coolly, elegantly, the women approach their partners. After a while Kate looks up, relieved. She stands alone. Ballroom music plays.

The couples effortlessly shift between steps and turns. Kate dances with an imaginary partner, stumbling, more than a beat behind, counting, animated, a concentrated YEARNING look spread across her face.

The instructor approaches with a look of resignation.

INSTRUCTOR

Don't think so much, Katie. FEEL the music.

KATE

(sweating)

I am!

INSTRUCTOR

Dancing should not be work. It should be a vacation the body takes from the mind. Let the music wash over you.

KATE
(frustrated)
It is!

INSTRUCTOR
Repeat after me: I've got the music
in me.

KATE
I've got the music in me.

INSTRUCTOR & KATE
(overlapping)
I've got the music in me!

INSTRUCTOR
Keep telling yourself that.

Kate does. Her instructor shakes her head and moves away.

Across the room, through the window, Leopold watches, moved.

LEOPOLD'S P.O.V. -- Over the music, beyond the swirling couples, Kate remains in the corner, dancing with her imaginary partner, fighting valiantly for the right steps, muttering to herself, dancing alone.

INT. LAB - MORNING

Dr. Kau SLAMS a large book on Dr. Plodder's desk startling him.

DR. KAU
I've located her.

DR. PLODDER
You didn't! Is she all right?

DR. KAU
No. She's really not.

Photograph of a SWEATSHOP 1896. The conditions are APPALLING.

Positioned among the workers, Julia Carlson, thin, ragged, worn out, stares helplessly into the camera.

DR. KAU

It was taken a year after she arrived.
Look at her face! We have to get her back.

DR. PLODDER

Christine, this morning I spoke with the head of funding. They're talking about canceling the project.

DR. KAU

What?! They can't do that!

DR. PLODDER

There's still time. Nothing has happened yet that can't be undone. We'll get her back. We'll put this behind us and we'll get her back.

The doctors stare at the photograph. Powerless.

CUT TO:

INT. CHARLIE'S STUDIO - DAY

Charlie and Leopold work at their easels. Leopold sighs HEAVILY.

CHARLIE

Is there something on your mind?

There is a pause.

LEOPOLD

This is rather difficult for me.

CHARLIE

...Uh huh...?

LEOPOLD

I have been in the salon contemplating the reception I have received by the various tradesmen I have visited. I've determined I am lacking the dexterity of modern intercourse.

CHARLIE

Of what??

LEOPOLD

Social skills.

CHARLIE

Oh.

LEOPOLD

I realize our association has been rather distant and I bear you no ill will.

CHARLIE

You can imagine my relief.

LEOPOLD

The fact is... I need help.

CHARLIE

Why not ask Kate?

LEOPOLD

I would appreciate the masculine point of view.

CHARLIE

Why not ask Kate?... That was a joke.

Leopold looks worried. Charlie puts down his brush.

CHARLIE

Well? Let's see... I guess we could start by removing that great big stick from up your... Let's start with your walk.

LEOPOLD

My walk?

CHARLIE

You don't walk right.
(gently)
You strut.

LEOPOLD

(very defensive)
STRUT?

CHARLIE

Strut strut strut. You walk into the bathroom it's like I'm watching a parade. Walk across the room.

LEOPOLD

I will not.

CHARLIE

I know you won't. You'll STRUT. You asked for my help. Trust me on this.

As Leopold struts across the room Charlie shakes his head and spontaneously begins to hum Sousa's Stars and Stripes March. Leopold becomes more and more agitated. As the song crescendos:

LEOPOLD

That's enough! Really! You walk.

Charlie hops up, casually walks around the room and begins to hum a more relaxed version of Stars and Stripes.

CHARLIE

(between choruses)

See? Easy. Relaxed. You try.

Leopold begins humming the more casual version of the song and mimics Charlie.

CHARLIE

That's better. Now, try to enjoy your walk. It's a beautiful day. The sun is shining, the peasants are singing.

INT. LIVING ROOM - DAY

VOICE OVER: Charlie and Leopold joyously singing The Stars and Stripes. As the song builds:

Charlie enters leading Leopold throughout the room. Leopold matches Charlie EXACTLY step by step so tightly they appear to be one person marching happily about.

CUT TO:

EXT. N.Y.C. - DAY

Chinatown, Little Italy, chess in Washington Square Park.

EXT. WASHINGTON SQUARE PARK - DAY

Leopold and Charlie explore the city. Leopold works diligently on his walk. A beautiful woman walks by in a revealing outfit. Charlie catches Leopold watching her and smiles broadly.

CHARLIE

Interesting?

Leopold, caught leering, turns away sheepishly and smiles.
Charlie pats Leopold on the back. Stops. Pats his back again.

CHARLIE

What the hell is that?

LEOPOLD

What?

CHARLIE

Leopold, are you wearing a corset?

LEOPOLD

Naturally.

Cracking up, Charlie good-naturedly puts an arm around
Leopold's shoulder. Leopold attempts the same pulls away.

INT. BLOCKBUSTER RECORDS - NIGHT

With a headset on, Charlie listens to music. Leopold watches.

CHARLIE

What'd ya say was the name of this
number?

LEOPOLD

Tchaikovsky. Waltz of the Flowers.

CHARLIE

(deadpan)

Pretty.

Charlie stops the music and places a headset over Leopold's
ears. Leopold watches calmly. Charlie selects a song.
Instantly, Leopold's shoulders rise up to his ears. His mouth
opens wide.

CHARLIE
Megadeath. High Speed Dirt.

After a bit, Charlie turns the music off. Leopold's shoulders go down but his mouth stays wide open. Astonished.

EXT. CENTRAL PARK - DAY

Charlie and Leopold walk through the park. A rubber softball hits Leopold squarely on the head.

LEOPOLD
What in the world...?

A couple race over. The man is BLACK. The woman is WHITE. Their child, ELIZABETH, 7, follows wide eyed and apprehensive.

MAN
Sorry! We're so sorry. Are you hurt?

WOMAN
She's another Babe Ruth. We had no idea. Are you okay?

Leopold regards them curiously.

WOMAN
What do you have to say for yourself, Elizabeth?

ELIZABETH
I'm sorry!

Leopold stares hard at the modern familial scene. He doesn't speak. After a long moment:

LEOPOLD
Is this your child?

MAN

Yes.

Charlie braces for the worst. The little girl stares at Leopold.

LEOPOLD

I see.

WOMAN

C'mon honey, lets go.

ELIZABETH

I want my ball.

LEOPOLD

Just a moment!

(bending down to
Elizabeth, firmly)

Pick a hand.

She picks his right hand. Nothing. She picks his left. Nothing. Leopold looks surprised then pulls the ball from his ear. She takes the ball and smiles at him.

LEOPOLD

My mother's name was Elizabeth.

(then to her parents)

She's a beautiful child. You're very lucky.

MAN

What do you say, Elizabeth?

Elizabeth makes an embarrassed face.

MAN

Thank you.

Charlie and Leopold continue through the park, Leopold lost in thought. Charlie watches him in surprise. They walk on.

INT. DINING ROOM - NIGHT

Leopold talks animatedly. On the table -- Pumpkin pies, pizza pies, and pot pies.

LEOPOLD

I understand pumpkin pies, pizza pies, and pot pies. But I wish someone would explain Eskimo pies.

He eats a large spoonful of pudding. Kate and Charlie exchange a worried look.

LEOPOLD

You smoke Camel's, you wear Old Spices, and you drink Mountains Dew. It's revolting.

(to Kate)

The pudding tonight is excellent. Another thing I've noticed, everyone is in a great rush today. Instant Oatmeal, Instant Coffee, Speed Stick, Minute Maid. You'll find there's much to be said for moderation and languor.

He eats another spoonful.

LEOPOLD

Mmmm. Is it tapioca?

KATE

It's margarine.

LEOPOLD

(taking the spoon out of his mouth)

It's marvelous.

CHARLIE

Well, I'm off.

KATE

Me too. Work to do. Where are you going?

CHARLIE

I'm meeting everyone over at Caffeine. It's this coffee house we go to.

KATE

Say hello to Dennis for me.

LEOPOLD

Who is that?

CHARLIE

Dennis is this really good looking friend of mine who doesn't know Kate's alive because SHE doesn't know how to flirt.

KATE

As a rule I don't like to associate with really good looking people. It makes me feel really... I don't know... Smart. But Dennis is a nice guy.

CHARLIE

And he always picks up the check.

LEOPOLD

Sounds enjoyable. I shall join you.

CHARLIE

What?

KATE

That's a wonderful idea! Leopold mentioned how he wanted to meet... People of quality was it?

CHARLIE

Ahhhhh?

LEOPOLD

If you'd rather I didn't go...

KATE

Nonsense! Charlie, you don't want to hurt Leopold's feelings. He's going to think you don't want him to go.

CHARLIE

Oh it's not that. It's just that it's sort of a vulgar crowd, is all. I'm not sure you'd have such a good time.

LEOPOLD

A little ribald humor? I'm not as big a stick in the mud as you might think! I'd enjoy a gay night out, kicking up my heels.

There is an awkward pause. Leopold is so enthusiastic and sincere that despite a feeling of disaster Charlie relents.

CHARLIE

Finish off your Parquet and we'll go.

Charlie gives Kate a look of death as we:

CUT TO:

EXT. CAFFEINE - NIGHT

Charlie and Leopold approach Caffeine, a trendy coffee house.
Charlie looks in the window.

CHARLIE

There they all are. Now one more thing. Throw the words "like" and "you know" into a sentence whenever possible. It's how people talk today.

LEOPOLD

Proper speech does not cease to exist simply because it is ignored.

CHARLIE

Please?

LEOPOLD

Charles, you needn't fret. I have the walk down pat. I will not give myself away. Like.

CHARLIE

(looking in the window)

Oh shit!

(correcting himself)

Shoot.

LEOPOLD

What is it?

CHARLIE

Patrice. See that girl? The blonde one? She's so inconceivably hot.

INT. CAFFEINE - NIGHT

Patrice, a tall blonde sits at a large round table, talking.
She is very beautiful.

EXT. CAFFEINE - NIGHT

LEOPOLD

She's very pretty.

CHARLIE

She's mine.

LEOPOLD

Congratulations.

CHARLIE

Ok not exactly mine. But I saw her first.

LEOPOLD

I understand.

CHARLIE

Okay. I guess we should go in. I don't suppose we could tell everyone you don't speak English?

LEOPOLD

Of course not. Let's go inside.

Leopold walks his casual walk inside, followed by a very reluctant Charlie.

INT. CAFFEINE - NIGHT

Charlie's friends are sitting at a table talking. They are a relaxed and friendly group. Charlie and Leopold approach.

ALL

(ad lib greetings)

Charlie! Where've you been? etc.

CHARLIE

Hi. Uh everyone, this is my friend, Leo.

BILL

Hey.

LEOPOLD

Hey.

DENNIS

Waz up?

LEOPOLD

Waz up?

PATRICE

How are ya?

LEOPOLD

How are ya?

CHARLIE

(after a beat)

Leo's staying with us for a while.

Charlie pulls out a chair for Leopold but Leopold sits next to Patrice instead. Patrice takes out her cigarettes.

LEOPOLD

May I?

PATRICE

Help yourself.

Leopold takes a cigarette, lights one for Patrice, then his own.

LEOPOLD

Thank you, my dear.

CHARLIE

(at a loss)

Um?...
(all look at Charlie)
...I have nothing to say.

LEOPOLD
You did not tell the truth about
Patrice, Charles.

DENNIS AND BILL
CHARLES??

CHARLIE
What did I tell you, LEO?

LEOPOLD
He informed me you were inconceivably
HOT, but I think you're lovely.
Exceptionally lovely.

PATRICE
Thank you, Leo.

CHARLIE
(to the waitress)
Check please.

INT. SUBWAY - NIGHT

The subway car is inhabited solely by Leopold, Charlie, and the oldest Ukrainian woman in New York City. Despite the fact that the train is empty, they are all seated on the same bench.

Charlie stares straight ahead refusing to even look at Leopold. The Ukrainian woman hangs on every word.

CHARLIE
Just drop it Leopold.

LEOPOLD

But Charles, it is so ridiculous. I
am not interested in her.

CHARLIE

Hah!

LEOPOLD

In any case the problem is not with
me but with you.

(quietly)

You have no idea what it takes to go
about courting a woman. From what
I've witnessed tonight, it is
symptomatic of your entire generation.

CHARLIE

(almost speechless)

You are some piece of work, Leopold.

LEOPOLD

Now I do not wish to get personal...

Charlie bursts into ironic laughter and looks at the old
woman. She rolls her eyes.

LEOPOLD

But you have been of great assistance
to me and I feel this is one area
where I can be of some real help.

CHARLIE

I'm fascinated. Go on.

LEOPOLD

Now, why was I successful with this
young lady and why did you so
miserably fail?

CHARLIE

What makes you think she likes you?

LEOPOLD

Well she gave me the number of her telephone and I assumed it meant...

CHARLIE

Go on.

LEOPOLD

As I see it, the girl hasn't an inkling of your intentions. And it's no wonder. You, Charles, are a Merry Andrew.

CHARLIE

A what?

LEOPOLD

A Merry Andrew.

CHARLIE

I am not!!

LEOPOLD

Everything plays like a farce to you. The more wit, the less courage. I believe the modern woman desires passion, protection, sensitivity. No woman wants to be romanced by a buffoon.

(the old woman shakes
her head)

Banter and repartee are fine but you must add to that a different sort of playfulness.

CHARLIE

You think I should pounce?

LEOPOLD

I'm saying you must treat her with respect. Any oaf can attempt a crude pass. A woman of Kate's stature would never respond to an artificial tactic.

CHARLIE

Kate?

LEOPOLD

What?

CHARLIE

You said Kate.

LEOPOLD

I did not.

CHARLIE

Yes you did. Didn't he say Kate?

The old woman nods.

LEOPOLD

We are discussing your problem.

CHARLIE

Not anymore. You like my sister.

LEOPOLD

Charles...

CHARLIE

She has trouble with men, you know.

LEOPOLD

Perhaps she has not met the right one.

CHARLIE

She has met the right one. HUNDREDS

of times. But she pulls back. She cuts herself off. You turn around and suddenly you're dating a Sphinx.

LEOPOLD

One never can tell.

CHARLIE

Does Kate know how you feel?

LEOPOLD

No...

CHARLIE

Have you made your intentions known to her?

LEOPOLD

No...

CHARLIE

Who's the Merry Andrew now?! I think you're all talk and no action. What are you waiting for?

LEOPOLD

I do not know if there is a future in it.

CHARLIE

Well Leopold, no one ever does...

CUT TO:

INT. LEOPOLD'S BEDROOM - NIGHT

Kate enters with an arm load of Leopold's discarded clothes. She drops them on his bed and begins to hang them in his closet.

A notebook falls from his pants pocket. She puts it on the bureau. A beat. She quickly picks it up, sits on the edge of the bed and starts to read.

KATE

(reading out loud)

Royal family -- Uncouth. Making Out --
slow soulful kissing... Woman as
equals??

She flips a page.

KATE

Who drove the Chevy to the levy and
why was it dry?

Kate smiles. She flips the page.

KATE

Eyes shine when she talks about...
science. Raises her voice when she
knows she's wrong. BOSSY, BOSSY,
BOSSY. Lose my train of thought when
I see her smile. Most beautiful when
she's angry. Honorable heart...
Peasant feet.

The front door is heard slamming. Kate, alarmed, stuffs the notebook back in Leopold's pocket. She races to the door; glances back at the notebook, turns off the light and scurries from the room.

INT. HALLWAY - LATER THAT NIGHT

The corridor is darkly lit. Kate leaves the bathroom as Leopold enters. They collide and separate but remain close together. Both are dressed in pajamas and speak softly.

KATE

Ooops. Bread and butter.

LEOPOLD

What's that?

KATE

Bread and butter. It's an old saying... Well not to you I guess. You say it when you pass someone in a cramped space. As close as bread and butter.

LEOPOLD

I see.

KATE

So. Did you have a good time last night?

LEOPOLD

It was very interesting.

KATE

Did you find that person of quality?

Leopold looks at her a moment.

LEOPOLD

Yes. I did.

KATE

Well... fine.
(there is a pause)
I guess it's time to turn in.

LEOPOLD

Yes.

KATE

Goodnight.

She reaches her door. Leopold stops her.

LEOPOLD

Kate?

She turns. Leopold grasps for the words but the habit of inaction returns.

LEOPOLD

Goodnight.

(he slowly closes the
door)

INT. PATRICE'S APARTMENT BUILDING - DAY

Charlie stands at Patrice's door with a large painting. He looks over at Leopold hiding the next doorway over. Charlie knocks. She opens the door.

CHARLIE

Hi. I brought you some flowers.

He hands her the flower filled painting.

PATRICE

Charlie!

CHARLIE

Miss Wochuchowski? I was wondering if you would do me the great honor of accompanying me to the cinema tonight. And allowing me the privilege of escorting you to dinner afterwards.

Patrice shyly studies the painting.

PATRICE

It's beautiful.

Charlie quickly looks at Leopold pleadingly. He really does

not want to say this next part. Leopold, however, is adamant.

CHARLIE

(deadpan)

Gracing me with your conversation
and company would mean the world to
me.

There is a long pause. Patrice watches Charlie in disbelief.

PATRICE

Um... 7:00?

CHARLIE

7:00 is fine. I'll call for you then.

They smile at each other for a long moment.

LEOPOLD

(silently mouthing)

Goodbye.

CHARLIE

Goodbye.

(she closes the door)

It worked!

LEOPOLD

Of course it did.

CHARLIE

Leopold, I... I'm... I have no idea
what to do next!

LEOPOLD

Charles. Leave everything to me.

CHARLIE

Not so fast, buddy. You're next.

INT. LIVING ROOM - DAY

Kate is by the bookshelf gathering reference books on time and space. Leopold enters. He is suddenly embarrassed and doesn't know how to proceed.

LEOPOLD

Good morning.

KATE

Good morning. You're up early.

She moves to her computer on the other side of the room. Leopold follows. Before she can sit down, Leopold pulls out her chair. She falls to the ground. He rushes to her side immediately.

LEOPOLD

I'm terribly sorry!!

KATE

Happens all the time...

She opens a reference book and slowly begins typing at her computer. There is a pause.

LEOPOLD

Dr. Coles?... ah, Kate? I was wondering...

She stops working and looks at Leopold.

LEOPOLD

What it is you're working on.

KATE

Oh. It's my computer.

She resumes her work.

LEOPOLD

I see. Actually I meant the work
itself.

KATE

I'm researching the correlations
between your time and the present.

Leopold stares blankly.

KATE

I'm TRYING to get you home, Leopold.

LEOPOLD

Oh.

Charlie peaks in, signaling Leopold, spurring him on.

LEOPOLD

I have never seen a woman work as
diligently and extensively before.

KATE

It's made me the man I am today.

LEOPOLD

It's quite a beautiful day, have you
noticed? Perhaps you would permit
yourself some time off and grant me
the privilege of escorting you around
the city this fine Spring afternoon.

KATE

Oh, I'd love to but I can't. I've
got too much work to do. Ask Charlie
though. He'll go with you.

LEOPOLD

I'm afraid it really wouldn't be the
same. It is YOUR company I am seeking.

Surprised, Kate turns around and looks at Leopold.

KATE

(gently)

Oh, Leopold. I'm so sorry. I can't.

LEOPOLD

I see. Some other time then.

KATE

Yes... Thank you.

Leopold sits at the far end of the room. Kate takes a moment then resumes typing. She STOPS and sits back in her chair. After a long moment, she subtly unplugs the computer with her foot and starts banging on the top of it.

KATE

Oh for crying out loud. Would you look at this? Leopold? The computer's on the blink again.

(she bangs harder)

Cheap piece of equipment. I can't...

LEOPOLD

Maybe if you...

KATE

NO, no, it does this all the time. Just have to wait it out.

LEOPOLD

I see.

KATE

Darn.

LEOPOLD

...Perhaps it is a sign?

KATE
Oh, you think?
(she smiles at Leopold)

EXT. CENTRAL PARK - DAY

Leopold trots his horse expertly along the horse path. Kate follows, clutching the horses neck, bouncing like a clown.

KATE
I... I must have gotten a funny
horse...

Leopold turns and rides around Kate.

LEOPOLD
Allow me.

EXT. CENTRAL PARK - DAY

Bethesda fountain. Boats on Central Park Lake. Couples in Sheeps Meadow.

Holding the reins of Kate's horse in one hand, Leopold grasps Kate's waist with the other as they ride a single horse through the greenery of Central Park.

EXT. MOVIE THEATRE - THE THALIA - DAY

A revival house. On the Marquee: "The Tenuous Duke" starring Ronald Coleman.

INT. MOVIE THEATER - DAY

Kate and Leopold eat popcorn, Milk Duds, M & M's, and large drinks. The lights go down and the movie begins.

The enormity of the medium strikes Leopold at once. He involuntarily leans back in his chair grabbing Kate's

shoulder, watching attentively. After a bit:

LEOPOLD

Is that supposed to be my hair? Do
you see how they think my hair looks?

Kate looks over at Leopold and nods. Through his eyes, she too experiences movies for the first time. She moves close to him.

EXT. N.Y.C. - DAY

Grammercy Park, The Guggenheim Museum, Central Park Plaza,
The Metropolitan Museum.

EXT. METROPOLITAN MUSEUM - DAY

Kate and Leopold bound up the steps, entering the museum.

INT. MUSEUM - DAY

Modern art exhibit. Leopold stares blankly at an empty white canvas. He turns to Kate questioningly.

KATE

That's simplicity in it's purest
form. It speaks volumes in it's
nothingness. Whiteness representing
emptiness. Hopelessness. It's bleak.
Bleak!

Leopold eyes the painting skeptically. They move to the next object d'art. A toilet.

LEOPOLD

Aaand this represents...?

They burst into giddy laughter.

KATE

Absolutely nothing.

They round the corner, moving to the next room. Leopold's smile fades.

CLOSE UP: A painting of privileged Victorian society.

Shaken, he gazes at a painting in a dream-like state.

LEOPOLD

(very quietly)

I'd almost forgotten how beautiful
it was. Truly. Beautiful.

Kate smiles sadly at Leopold. They slowly walk out.

INT. LIVING ROOM - NIGHT

We hear keys in the lock and laughter outside as Kate and Leopold enter.

LEOPOLD

(laughing)

M & M's, CBS, FBI.

KATE

VIP, VHS, VCR.

They collapse on the couch.

LEOPOLD

Ah, JFK, PDQ, XYZ.

KATE

I don't know. K.D. Lang.

LEOPOLD

I don't know how you keep up with
it. I'm exhausted.

KATE

So am I.

LEOPOLD

I'll tell you what. Why don't I
prepare dinner tomorrow night? I
never have before. I mean even before
I hit town. "Hit town" How's that? I
can't imagine what it'll taste like,
but I don't think it will be any
worse than your cooking.

KATE

Leopold, I have a date tomorrow night.

LEOPOLD

I see.

KATE

A blind date.

LEOPOLD

Oh, I'm so sorry.

KATE

No, that just means I haven't met
him before. It was set up through
friends.

LEOPOLD

Ah!

KATE

A hazard of single life... I'm turning
in.

Kate gets up. Leopold automatically stands.

LEOPOLD

Another time then.

KATE

I'm sorry.

LEOPOLD

It's quite all right.

As she gets to the door, she stops.

KATE

Leopold? I had a wonderful time today.
I can't remember the last time I
took the day off and just played.
I'd forgotten how beautiful this
city can be... I want to thank you
for that.

LEOPOLD

The pleasure was mine.

Kate smiles at Leopold and goes out.

INT. LIVING ROOM - NIGHT

Charlie, in a tie, is standing with Leopold at the dining room table. Kate wearing too much makeup for her date, runs into the bathroom in a BRIGHT RED DRESS.

CHARLIE

It's a very fancy restaurant, Leopold.
Are you sure you can teach me
everything there is to know?

KATE

(from the bathroom)

Just don't swipe the silverware and
give yourself away.

CHARLIE

Nobody's talking to you.

LEOPOLD

It is very simple. I will be your date. Just behave as you normally would and I'll correct you along the way. Now, escort me in.

Charlie and Leopold move across the room. After a beat, Charlie magnanimously gestures for Leopold to go first. Leopold gives his approval. Kate rushes out of the bathroom in a tight BLACK dress.

Leopold and Charlie elegantly walk to the table. Charlie sits down, pleased. Leopold remains standing, incensed.

CHARLIE

Now what?

Leopold takes a cloth napkin, hits Charlie upside the head. Hard.

LEOPOLD

Pull the chair for a lady! Clod.

KATE (V.O.)

No name calling.

LEOPOLD

(to Kate)

Well, really!

Charlie stands up and pulls out the chair. As Leopold sits, Charlie pushes the chair in to hard.

LEOPOLD

You're not shoveling coal into a furnace, Charles. Glide the chair in gently. Gently. Try it again.

Charlie gently glides Leopold to the table. He remains

standing, not sure what to do next.

LEOPOLD

Well, sit down!

CHARLIE

Now don't burst a vein or anything,
but there are quite a few knives and
forks here. How do I know what each
one's for?

LEOPOLD

Merely start from the outside and
work your way in.

CHARLIE

What kind of beer should I order?

LEOPOLD

Beer!

CHARLIE

I WAS KIDDING!

KATE

How do I look?

Leopold and Charlie stand. Kate poses in the gown picked out
by Leopold. Leopold smiles brightly.

LEOPOLD

You look exquisite, Katherine.

KATE

(almost sadly)

Thank you, Leopold.

She looks at Leopold not knowing what to say. Finally

CHARLIE

This is a tie I'm wearing.

KATE

You look very nice, Charlie.

CHARLIE

Yes. I know.

The doorbell rings.

KATE

That must be him.

LEOPOLD

Your bland date?

KATE

Blind date.

CHARLIE

Remember to breathe, Kate. And don't use too many big words. You'll scare the poor slob away.

KATE

(moving to the door)

This is always the scary part.

(she sings)

"Open the door to my, Mystery Date."

She opens the door and looks straight up. Leopold and Charlie peer in closer to get a better look. In the doorway stands LARRY, great looking, very tall, a winner.

LARRY

Hi. Kate?

KATE

Larry?

Kate turns back to the others with a frozen smile.

KATE

Well, I'm off.

LEOPOLD

(giving Larry the
once over)

Kate, may I have a word with you?

KATE

Now?

LEOPOLD

Yes.

(as they cross the
room)

I DON'T like the look of him.

KATE

What are you talking about?

LEOPOLD

Cad. I can spot one a mile away.

(he helps her with
her coat)

I shall escort you out myself. I
will act as your chaperone.

KATE

That isn't necessary. I'll be fine.

LEOPOLD

It is no trouble.

KATE

Goodnight, Leopold.

LEOPOLD

But...

KATE
Goodnight.

She is gone. Leopold stares after her, dejected.

INT. SPORTS BAR - NIGHT

Kate and Larry are led to their table. Larry sits down. Kate remains standing.

LARRY
(friendly)
Sit down.

KATE
(sighs)
Thank you.
(she sits)

LARRY
So. How am I doing?

KATE
I beg your pardon?

LARRY
How am I doing? First date. You pleased? You disappointed?

KATE
Undecided.

LARRY
I see.

He snaps his fingers to get the waiters attention startling Kate. She laughs nervously.

LARRY

So. What did Jeannie say about me?

KATE

About you? Ah, she said you were tall.

LARRY

6'3.

KATE

And nice looking.

LARRY

Thank you.

KATE

Thank her. And that you persevere ardently on Wall Street.

LARRY

Well, I work there...

KATE

(after a beat)

That must be very interesting.

LARRY

(laughing)

You've obviously never worked on Wall Street.

KATE

(laughing along for the hell of it)

No.

Their laughter subsides. After a beat:

LARRY

What else did Jeannie say about me?

INT. THE FOUR SEASONS - NIGHT

The Maitre d' of this very fancy restaurant shows Charlie and Patrice to their seats. Charlie motions Patrice to go first just as Leopold has instructed.

The Maitre de pulls out Patrice's chair. Charlie gives him a look to back off. Charlie effortlessly glides Patrice to the table and takes his seat.

PATRICE

Have I told you how much I liked
your painting?

CHARLIE

(beaming)
Twice.

PATRICE

If you get tired of hearing about
it, let me know. I have to admit I
was sort of surprised when you called.
I didn't think you liked me, Charlie.

CHARLIE

When I first saw you, I thought...
(he makes his jaw
drop down to the
floor)

PATRICE

What do you think now?

Charlie smiles and places her hand over his heart. Then he makes his jaw drop again. Patrice laughs happily.

INT. SPORTS BAR - NIGHT

Kate and Larry are eating their dinner.

KATE

Aaand that's about all Jeannie said.
What did Jeannie say about me?

LARRY

(smiling)

She said you were enormously sexy,
had a great body, but you don't put
out.

KATE

Quite a compelling portrait.

LARRY

(turning on the charm)

Would you say it's an accurate
portrait?

KATE

(leaning into Larry)

A masterpiece.

INT. LIVING ROOM - NIGHT

Leopold slowly carries a dinner tray to the dinning room table. He moves to the window and looks out. After a while he pours a glass of wine.

INT. SPORTS BAR - NIGHT

As they eat their dinner Larry drones on.

LARRY

So this guy wants to invest \$50,000
in a stock that's no good. Here's
what I do...

Kate stares absentmindedly at Larry, her mind somewhere else.
She looks down at the fork in her hand. She switches to the

proper one, reflecting on Leopold's etiquette. She notices her napkin lying flat on the table. She reaches for it.

INT. LIVING ROOM - NIGHT

Leopold unfolds his napkin and puts it on his lap. He begins to eat his dinner. Slowly. Elegantly. Alone.

INT. SPORTS BAR - NIGHT

Kate places the napkin on her lap. She stares at it a long while. Finally she looks up at Larry.

EXTREME CLOSE UP OF LARRY

LARRY

I'm telling you the guy was a DICK!
A total ASSHOLE!

KATE

(jarred awake)
Who?

LARRY

Jeff Murray. The guy I've been talking about. Hello?

KATE

(realizing her feelings
for Leopold, smiling
radiantly at Larry)
Goodbye.

Then as she leaves, a parting shot.

KATE

Don't get up.

INT. LIVING ROOM - NIGHT

Sound of keys in the lock, then Kate bursts through the door.

KATE
Leopold?

The living room is dark and empty. She goes through the living room, past the hallway, into the bedroom.

KATE
Leopold?

His bedroom is empty. He is not there.

KATE
Oh, Leopold...

She runs into Charlie's studio and stops short.

Next to Charlie's stern paintings, Leopold's portrait of Kate shines in the moonlight. She wears an antique dress. She is lovely. Kate sees herself as Leopold sees her and is touched. She turns and collides head on with Leopold.

KATE
Oh!

LEOPOLD
Bread and butter.

He is wearing gloves and an apron. He rubs his bruised head, inadvertently leaving a trail of suds along his face.

LEOPOLD
You're back early. Did you enjoy
your date?

KATE
(happily)
No.

She moves in close, trying to remove the soap from his face.

KATE

Here, you've got some...

He wipes his face making it much worse.

LEOPOLD

Is it gone?

KATE

(laughing)

No.

She uses the apron to wipe away the soap. They gaze at each other and become serious.

KATE

(softly)

A funny thing happened to me on my bland date this evening, Leopold. I really can't explain it. This puffed-up, puritanical, blundering, greenhorn kept popping into my mind all night long at the most inopportune times. I couldn't get rid of him.

LEOPOLD

How inconsiderate.

KATE

Yeah, it was. The harder I tried, the more persistent he became. He's conceited and inflated and unseasoned and it doesn't seem to matter... He's 134 years old but I can't get him out of my head.

LEOPOLD

Is he there right now?

KATE

Right here. Larger than life.

LEOPOLD

I'll protect you...

They kiss. A long romantic passionate kiss.

LEOPOLD

Dr. Coles, would you grant me license to dine with you tomorrow evening at eight o'clock?

KATE

Permission granted.

LEOPOLD

Until tomorrow, then.

They separate. A beat. Leopold gestures for Kate to go first. They head down the hallway together into their separate rooms.

INT. LIVING ROOM - NIGHT

The table clock chimes eight times. Leopold enters from the kitchen dressed perfectly in the most UP TO DATE style. He carries a casserole dish.

A second later Kate enters from the hallway. She is wearing an OLD FASHIONED, ANTIQUE DRESS. She looks lovely.

LEOPOLD

(a little startled)

You look beautiful.

KATE

YOU do. What have you got there?

Leopold opens the casserole dish.

KATE
Hamburger Helper!

LEOPOLD
I know you like it.

Kate smiles. She looks behind him into the kitchen. A COLOSSAL MESS. Leopold lights the candles and pulls out her chair. This time she's prepared. He slides her chair to the table.

INT. LIVING ROOM, LATER THAT NIGHT

The candles have burned down, casting a romantic glow throughout the apartment. Louis Armstrong's "What a Wonderful World" plays. Kate and Leopold sit on the couch sipping wine.

LEOPOLD
Tell me more.

KATE
Um, where was I? So after my father died I had to go to work.

LEOPOLD
Have you had many jobs?

KATE
Many. I got fired from all of them. I'm the most unskilled person I know. But they were just survival jobs while I was still in school. I always knew I wanted to go into science like my father. And I did.

LEOPOLD
Do you miss him?

KATE
I think about him every day. He was

courtly, just like you.

LEOPOLD

I think you are a remarkable woman
Katherine Coles.

KATE

You just don't get out much. You'd
be surprised how remarkable I'm not.

LEOPOLD

No, it is you who would be surprised.

They kiss. Anxiously they stare into each other's eyes. They
kiss again. Slowly, Kate leads him to her bedroom door. They
look at each other, deciding.

Deliberately, cautiously, Kate opens the door.

LEOPOLD

Kate...

Kate puts her fingers over Leopold's lips. Gently she leads
him inside. They slowly embrace as the door closes.

INT. BEDROOM - THE NEXT MORNING

Sunlight floods the room. Clothes are scattered about. Two
figures lie curled up together sleeping in bed. One of the
figures rolls around. The covers are pulled back revealing:

CHARLIE

Good morning.

PATRICE

Morning.

They kiss.

CUT TO:

INT. LIVING ROOM - MORNING

Leopold wearing a bathrobe is pouring coffee. The table is set for a huge breakfast. Kate also in a robe enters from the hallway. There is a moment of awkwardness as they see each other for the first time.

KATE

Morning.

LEOPOLD

Good morning.

They kiss shyly. Kate notices the feast.

KATE

Look what you've done!

LEOPOLD

It's nothing.

KATE

Nothing? My own mother never made me a breakfast like this.

LEOPOLD

I will have to have a talk with her.

KATE

Leopold...

LEOPOLD

Kate...

KATE

About last night...

LEOPOLD

Please sit down.

He pulls out a chair for her and kneels beside her.

LEOPOLD

Kate, I had never before been a considerate man. I had, with astonishing complacency, squandered my life, waiting for some incentive to force me into action. You have made me see how rare our time here really is. I am most beholden to you Kate. And always will be.

KATE

I sense the word "BUT" entering into this any minute now.

Leopold takes her hands in his. She looks at him defensively, bracing for worst.

LEOPOLD

Do me the honor Katherine, of becoming my wife.

Kate lets out a very girlish, high pitched scream

LEOPOLD

Shall I take that as a "yes"?

KATE

Leopold! Did you just ask me to marry you?

LEOPOLD

I love you, Kate.

KATE

That's entirely beside the point...
You're moving way too fast here.
Shouldn't we date first? I mean it's

obvious the first one went well...

LEOPOLD

Where I come from that's pretty much
the way it works.

KATE

Leopold, even though last night we...
loved each other, that doesn't mean
this morning we're engaged. It just
doesn't work that way now.

LEOPOLD

(taking a ring off
his fingers and
placing it on hers)

I have loved you since I first set
eyes on you. I cannot imagine my
life without you beside me. I want
to marry you, Kate and make an honest
woman of you.

KATE

Oh Leopold, sit down.

They switch places. Leopold sits and Kate kneels beside him.

KATE

Relationships these days are much
more complicated than that. Women
today have certain freedoms that men
have been taking advantage of for
centuries. You must have been aware
of that. If you think about it
clearly, it should be obvious to you
that marriage between us is out of
the question.

LEOPOLD

Do you not love me Kate?

KATE
(almost inaudible)
Don't ever think that...

LEOPOLD
Then consider my proposal.

KATE
I'll think it over but I can tell
you now the answer is...

He kisses her. It's impressive.

KATE
(out of breath)
Possibly.

LEOPOLD
(a knowing smile)
I need you beside me. I will not
give up easily.

KATE
(smiling)
Do what you have to do...

Charlie enters. Kate and Leopold become extremely
selfconscious.

CHARLIE
Morning.

LEOPOLD AND KATE
(too casual and too
chipper)
Morning!

Charlie is immediately aware that something is not quite
right. He studies the two of them and nonchalant sits at the

table. Kate and Leopold serve themselves breakfast.

LEOPOLD
(to Kate)
Coffee?

Kate nods. As Leopold pours, they look at each other shyly.

CHARLIE
(after a pause)
I would like some coffee.

KATE
Of course. Say when.

She pours Charlie's coffee until it overflows.

CHARLIE
(deadpan)
When.

KATE
Sorry.

As Kate wipes up the table, Charlie notices her ring. He eyes Leopold suspiciously. Leopold concentrates on his plate.

Charlie gives Kate a questioning glance. She smiles at him, looking both innocent and guilty at the same time. After a beat:

CHARLIE
Uh huh.

All smile privately and sip their coffee without another word.

CUT TO:

INT. LAB - NIGHT

Buried behind open books and crumpled up paper, Kate labors in earnest.

She stops suddenly, almost violently, and studies the notes in front of her. The coffee cup falls from her hand and breaks.

DR. KAY
(calling from her
office)
Kate, are you all right?

KATE
Fine! I'm fine.

She covers her papers and self consciously cleans up her mess. She sits down slowly and peeks at her notes. She has SOLVED THE PUZZLE that will send Leopold back.

She looks up in disbelief and glances through her window around the lab. Everyone is hard at work. Helplessly, she stares back at the paper on her desk.

She pulls open her drawer and takes out the picture of Carlson. She stares at it for a long time. She opens her mouth to call for the others, stops, and looks at the photo.

Slowly, with great indecision, Kate crumples up the paper. She returns the picture to the drawer. After a long moment, she opens a book, feigning research, her mind a million miles away.

INT. KATE'S BEDROOM - NIGHT

Leopold and Kate sit on her bed watching David Lettering. Kate clutches her pillow close to her. She looks over at Leopold concentrating on the TV with furrowed brow. She smiles sadly. She takes her pillow and flings it off her bed. She snuggles up to Leopold. They watch TV. Together.

EXT. N.Y.C. - DAY

Central Park in full bloom, Botanical Gardens, The Frock Museum.

INT. RESTAURANT - DAY

Leopold and Kate eat lunch. Leopold scans a newspaper. On the TV over the bar, Bob Dole is speaking out against gun control.

LEOPOLD

Public office is apparently still
the last refuge for the incompetent.
Show me a man who does not want his
gun registered and I'll show you a
man who should not own a gun. What
is a pee-pee girl?

KATE

What are you reading?

LEOPOLD

The Village Voice. After much
consideration, I have decided it is
time I join the work force.

KATE

As a pee-pee girl?

LEOPOLD

Perhaps not that, but I am determined
to acquire honest employment.

KATE

Leopold, I don't know if that's such
a good idea.

LEOPOLD

Kate, my life back home was beneficial to no one. I want my new life to have value. I won't make the same mistakes twice.

KATE

You have to be patient.

LEOPOLD

I could conceivably wait my whole life away.

KATE

You're awfully cute when you get causey.

LEOPOLD

I will not waste any more time. I must make a difference.

INT. BLOOMINGDALES - DAY

Customers fill the aisles. In the center of it all, Leopold is hard at work. He holds a bottle of perfume.

LEOPOLD

Try our fragrance? Would you like to try our new fragrance today?

RICH CUSTOMER

What is it?

LEOPOLD

It is called, POISON.

He squirts some at her.

RICH CUSTOMER

Oh! I don't think so. Have you got PASSION?

LEOPOLD
I beg your pardon?

RICH CUSTOMER
Elizabeth Taylor's Passion?

LEOPOLD
Next aisle over.

She leaves. Leopold looks after her.

LEOPOLD
(after a beat)
Give your mother-in-law what she
really deserves this season. Give
her some POISON.

INT. KATE'S LABORATORY OFFICE - MORNING

The doctors enter Kate's office and closes the door.

KATE
Hi.
(the doctors remain
silent)
What's the matter?

There is a long pause. Slowly Kate realizes the doctors are on to her. She puts down her pen.

KATE
So you know.

DR. KAU
We had to go through your computer
to access information. Your
calculations have been verified and
the final course has been set. Leopold
goes back a week from Friday 1:17

a.m.

DR. PLODDER

How long were you going to keep it a secret, Kate?

DR. DRAKE

Were you even going to tell us at all?

KATE

I'm not sure.

DR. PLODDER

Not sure? What can you be thinking? You can't alter the course of history and assume everything will be okay. It won't be. He has his own destiny to fulfill in his own time.

KATE

(quietly)

You don't understand.

DR. DRAKE

(gently)

He's going back, Kate.

DR. PLODDER

It's over.

Kate nods. The doctors slowly leave the room and close the door. Just the sound of the clock ticking.

Kate sits at her desk very still.

KATE

No... No, no, no.

INT. KATE'S BEDROOM - EARLY EVENING

Charlie knocks and enters.

CHARLIE

There you are. I've only been
hollering for the last...

He sees her face. Kate's eyes are red and swollen. She lays
out Leopold's belongings.

CHARLIE

Kate? What is it? What happened?

KATE

(very detached)
It's time. Leopold's going back.

CHARLIE

Kate...

KATE

Yup. I'll get his things together.
Tell him tonight.

He goes to her.

CHARLIE

Are you all right?

KATE

(pulling away)
I'm fine.

CHARLIE

You don't look so fine.

KATE

Well I am. It was wonderful having
him here, Charlie. He was of
invaluable assistance to the project.

(she shrugs)
I'll miss him.

CHARLIE
You'll miss him?

KATE
I will.

CHARLIE
Goddamnit Kate, you love the guy!

Kate remains silent.

CHARLIE
Kate, don't do this. Please. It's
not right.

KATE
What am I supposed to DO, Charlie??
I can't go back. He can't stay. I
can't let him go. I'm not equipped
to deal with this, Charlie. I don't
know how.

CHARLIE
Listen to me, Kate. Don't! Don't be
the ice princess.

KATE
(beginning to tear up)
I'm not!

CHARLIE
You are. You can't live your whole
life under a microscope. You've got
to tell him how you feel.

KATE
(breaking down in his

arms)
It's too much, Charlie. It's just
too much.

CHARLIE
You owe it to him.

KATE
I didn't know I could feel like this.
I really didn't know.

INT. FANCY FRENCH RESTAURANT - NIGHT

LEOPOLD
So I looked him right in the eye and
said, 'Ego is nature's compensation
for mediocrity.' I turned and I
walked. He never said a word... He
probably didn't understand it...
Kate?

KATE
(cold)
What?

LEOPOLD
Are you all right? You're awfully
quiet.

KATE
I'm fine.

LEOPOLD
How was your day?

KATE
(taking a long pause)
It's time.

Leopold looks at her.

KATE

We're sending you back.

LEOPOLD

(slowly pushing his
plate away)

When?

KATE

A week from Friday, early morning.

LEOPOLD

No!

KATE

It was a mistake, Leopold. It's out
of our hands. We can't POCKET people
from history like stolen jewels. We
haven't the right... I'm sorry. We'll
miss you.

LEOPOLD

Is that all?

KATE

What do you want me to do, fall apart?
You'd still be leaving. It wouldn't
solve anything.

LEOPOLD

Who is this woman sitting across
from me?

KATE

What do you want me to say, Leopold?

LEOPOLD

Tell me that you love me as I love
you. Let me hear you say it.

Kate remains silent. Leopold abruptly throws money on the table.

LEOPOLD

I will not do this. I'm sorry.

We starts out.

KATE

Leopold!

EXT. STREET - NIGHT

Leopold walks out of the restaurant trying to remain calm. His emotions get the best of him. Finally, exhausted, he winds up walking along Central Park South.

Hansom Carriages wait to be taken out. He approaches slowly. He stops along side one of the cabs and strokes the horse's head.

He looks at the horse for a long time. Then he looks at the skyscrapers surrounding him, deciding what to do. He lays his face against the horse's head, torn.

CUT TO:

INT. LIVING ROOM - EARLY MORNING

Kate sits at the dinning room table behind empty Sara Lee boxes, pints of ice cream, beer bottles, and is working her way through the cookie dough. Leopold enters through the front door, DISHEVELED.

LEOPOLD

Good God. Look at you. You look awful.

KATE

You should see what I'm looking at.

LEOPOLD

I went back to the restaurant. They told me you went out looking for me right after I left.

KATE

That was pound cakes ago. Where were you?

LEOPOLD

I had a lot to think over.

KATE

Such as?

LEOPOLD

Just where I stand around here.

There is a long pause.

KATE

(quietly)

We should have come up with something together. I might have been spared ten or seventy pounds.

LEOPOLD

Is that an apology?

KATE

I'm sorry for what I said.

Leopold goes to her. He gently prys cookie dough from her hands.

LEOPOLD

I'm not going anywhere.

KATE

Yes you are...

LEOPOLD

I'm not going. I'm staying here with you.

KATE

But? You can't! We have no right to...

LEOPOLD

It is my destiny. It is my decision.

KATE

Have you thought about what you'd be sacrificing? Your influence? Your authority?

They kiss.

KATE

Your family, your whole way of life, everything?

They kiss.

KATE

You're not just feeling sorry for me because I ate the contents of the refrigerator, are you?

They kiss.

LEOPOLD

I love you, Kate. The single most miraculous event in my life was not how I arrived here, but that when I did, I found you.

KATE

(overwhelmed)
Here comes the mushy part!

LEOPOLD

After much consideration I've come to the conclusion I no longer desire a large estate with a full staff and ornate grounds.

KATE

That's good, because if you're staying I'll probably get fired again. What do you desire?

LEOPOLD

A beautiful wife, a small home in the middle of nowhere, lots of children, and fine schools with PMS meetings every other Sunday.

KATE

...PTA?

LEOPOLD

PTA.

KATE

I love you too. I do, Leopold. I love you, too.

They kiss.

INT. LABORATORY - DAY

Leopold and Kate sit calm and resolute. The doctors are in an uproar.

DR. PLODDER

This is outrageous! I won't allow it!

LEOPOLD

The decision is not yours to make.

DR. PLODDER

Do you realize what you're saying?
You're tampering with fate,
preordnance, and God himself.

LEOPOLD

We do that every day, doctor. It is
called CHOICE.

DR. KAU

Dr. Carlson is still over there. You
can't simply abandon her. We have to
get her back.

KATE

Do you think I'm not aware of that?
Do you think a minute goes by that I
don't feel responsible for her? But
SOMEONE ELSE CAN GO.

DR. KAU

Only one person can return. The
capsule accommodates only one person.
Leopold has to find her.

LEOPOLD

Perhaps she does not wish to return.
Perhaps she's found greater happiness
in her new life. It happened to me.

KATE

Maybe this is her destiny. Maybe
she's of more important use back
there.

DR. KAU

Julia Carlson died in the Center
Factory fire of 1897, two years after
she arrived. She was 37 years old.

There is a stunned silence.

DR. DRAKE

Dear lord.

DR. KAU

She was a friend, Kate. She was never
expected to sacrifice her life for
this experiment. I won't be a party
to it. I know what I'm asking...
There's no way we can force you to
go. Just think it over.

INT. BEDROOM - 2:30 A.M.

A clock is ticking loudly. Kate and Leopold lie back to back.

KATE

You're going back aren't you?

LEOPOLD

I keep seeing that poor woman's face.
She was terrified.

KATE

You said you wouldn't leave me...
I've never been lucky. Not one time.

LEOPOLD

Six months ago I wouldn't have given
it another thought. I wouldn't have
lost a moment's sleep. You've changed
me, Kate. There is no turning back.

KATE

I wouldn't WANT you to change. That's

what's tearing me up inside. Either
way I lose... You've changed me too.
I can't go back to my old life
anymore. I can't live like that again.
God my heart is pounding like a drum.
I've never been so scared in my life.
Take me with you, Leopold. God. Take
me with you.

LEOPOLD

You don't realize what you're saying!
You don't understand the kind of
life you'd lead. What you'd be giving
up.

KATE

I'd be with you.

LEOPOLD

I can't ask that of you.

KATE

Just ask me... Just ask.

LEOPOLD

Come back with me.

She slowly turns. She embraces him.

KATE

Yes!

EXT. N.Y.C. STREET - NIGHT

Dressed to the nines, Leopold leads a blindfolded Kate through
the street. She is clumsier than usual.

KATE

Where are you taking me?

LEOPOLD

This is something I've wanted to do
for a long time.

She takes off her blindfold and looks up at the sign:
ROSELAND.

KATE

Leopold?

LEOPOLD

This will be very therapeutic.

He takes her arm and escorts her in.

INT. ROSELAND - NIGHT

Leopold leads Kate to the dance floor. He opens his arms and
Kate steps in the way she was taught in class. Leopold pulls
her close.

This time there is no pretending. Partnered together, they
shine. They move beautifully, effortlessly. It's almost more
than they can bear. As the music plays, they stop. Leopold
holds Kate tightly. They look at each other for the longest
time.

CUT TO:

INT. LABORATORY - EARLY MORNING

Large screen computers are working overtime. Kate, Leopold,
and Charlie accompany the doctors to the capsule. It is nearly
time.

DR. DRAKE

The time tables have been set. Just
strap yourself in and you'll be fine.

DR. PLODDER

You have only a twenty four hour leeway before the machine is set to return to us. You must find Carlson within that time frame and get her on board or there will be little chance of her finding a way back.

LEOPOLD

I understand.

DR. DRAKE

It's been a real pleasure. You have a much nicer smile than Ronald Coleman.

LEOPOLD

The privilege was mine.

DR. KAU

Goodbye Leopold, and thank you.
(she gives him a kiss)

LEOPOLD

Oh, my.

DR. KAU

Don't worry. We'll send Kate to you... as soon as possible. I'll see to it myself.

LEOPOLD

See that you do.

DR. KAU

You have my word on it.

The doctors leave.

DR. DRAKE

Four minutes and counting.

CHARLIE

Well? I'll make this quick. Goodbye.

He sticks out his hand.

LEOPOLD

Goodbye.

(impulsively Leopold
embraces Charlie)

I shall miss you Charles, more than
you know.

CHARLIE

I'll miss you too, Leopold... You're
the only one who knows how to program
the VCR... Take care of my sister.

LEOPOLD

I will.

CARLSON

You better. Take care of yourself
too while you're at it... So long.

KATE

I don't have any words for this.

LEOPOLD

I will see you soon.

KATE

I know.

LEOPOLD

You'll be with me all the time.

KATE

I know. I brought you something.

She takes out a ring and slips it on his finger.

KATE

So you wouldn't forget me.

LEOPOLD

Kate...

KATE

So you wouldn't think this was all a dream.

They kiss.

KATE

Don't forget about me.

LEOPOLD

I love you, Kate.

KATE

Wait for me.

LEOPOLD

For as long as it takes.

KATE

I will come back to you! I will!

LEOPOLD

I'll be waiting.

They kiss again for the last time.

DR. DRAKE

It's time Leopold.

Leopold holds Kate's face in his hands. Very slowly they part.

Leopold takes his place in the machine and straps himself in. He places one hand on the red lever and the other against the glass pane on the door. Kate comes over and places her hand over his. Wordlessly, they say goodbye.

After a moment, Dr. Kau gently moves Kate away. Dr. Plodder silently raises his arm, signaling Leopold.

DR. PLODDER

9 8 7 6 5 4...

Leopold shifts in his seat, his eyes never leaving Kate's, his hand still against the glass.

Kate smiles tenderly at Leopold.

DR. PLODDER

3 2 1!

Dr. Plodder drops his arm signaling Leopold. Leopold pulls the lever, still gazing at Kate. There is a blinding FLASH of light, then darkness.

INT. LAB - MONTHS LATER

Kate raises her head. She sits at her desk surrounded by the doctors.

DR. PLODDER

I cannot in good conscience let you go. It's out of the question.

DR. DRAKE

I can't be a part of it either Kate.
I'm sorry.

DR. KAU

It's too big a risk.

Kate rises and moves to the window. She is a full NINE MONTHS PREGNANT.

DR. PLODDER

We cannot guarantee your child's safety. It's that simple.

KATE

He's waiting for me. I can feel it.
Oh, Leopold...

She gazes out the window, searching the horizon.

CUT TO:

EXT. A SMALL FARM HOUSE - EVENING

Down from the horizon, a farm house. LEO COLES, 5 years old, rocks on his front porch swing. Using his bare hands as puppets he carries on a conversation. JULIA CARLSON pulls up in her car.

CARLSON

Hi. Does Katherine Coles live here?

LEO

Yeah.

(yelling inside)

MOM??

CARLSON

You're Leo aren't you? You don't remember me but I knew you when you were yea big.

(she holds her hands
an inch apart)

LEO

Yeah.

CARLSON

I'm Julia. I'm an old friend of your mothers.

LEO

(proudly)

We had spaghetti at our house 4 times this week.

Kate comes out on the porch. She looks lovely.

KATE

Leo you don't have to holler like that. I'm not deaf...

CARLSON

Kate?

KATE

...Carlson?!

The two women scream, run to each other and embrace.

KATE

Carlson, I don't believe it. It's been... I don't know how many years. What are you doing here.

CARLSON

I came to see you, sweetie.

KATE

You remember my son, Leo?

CARLSON

We've just been getting acquainted.

KATE

Well, come inside. Come inside.

INT. KATE'S HOUSE - NIGHT

Kate heads straight for the kitchen. Carlson scans the living room before joining her.

Although rustic on the outside, the inside of the house is furnished with antiques and is Victorian in style.

KATE

(covering her agitation)

Would you like some tea? I wish you had called before you come over. It would have given me a chance to straighten up the house... myself... my life. Tell me what you've been up to. Catch me up on everyone. I heard you received some big endowment or something. I was going to write, then call, but...

She picks up the cup and saucer but it shakes so violently she has to put it down.

CARLSON

It's all right, Kate. I understand.

There is a LONG PAUSE. Carlson gets the tea ready. Finally:

CARLSON

You'd leave in 9 days. That's not a lot of time to get your affairs in order... And I warn you, it's nearly impossible for an intelligent woman back there.

Kate stands by the back door, looking out at Leo.

CARLSON

He's a fine boy Kate. Leopold would

be proud. We're aware of your situation but we felt when the time came, you deserved the option.

Kate nods, trembling slightly.

INT. FARM HOUSE - NIGHT

Kate stands in the doorway as Carlson drives off.

LEO

Who was that lady?

KATE

Just an old friend.

LEO

What she want?

KATE

(she looks at Leo)

Nothing important. You brush your teeth?

Leo shows off his teeth.

KATE

Then give your old mom a hug and go to bed.

(Leo gives her a hug
and a kiss)

Good night, cookie.

LEO

Good night.

Kate wraps herself in an old blanket and moves through the house turning off the lights. It is very quiet. All we hear are Kate's footsteps and the sound of the clock ticking.

She makes her way upstairs, enters her bed room. She sits down by the window at her desk. She sits a long time lost in thought.

She slowly pulls open a drawer and from deep inside pulls out an old photo album. She opens it and begins to look through.

CUT TO:

THE PHOTO ALBUM

Inside, old black and white photographs, newspaper clippings, magazine articles trace Leopold throughout his life.

A photograph of Leopold looking as he did the night he departed this world. He stands stiffly beside his family for a formal portrait. Very discreetly, he points to a ring. It is the same ring Kate gave him.

A newspaper article shows Leopold donating \$100,000 to establish a scientific center researching studies in time and space.

A magazine picture shows Leopold, the sole male figure, marching to give women the vote.

A photograph of a large formal wedding. Leopold, around FIFTY, stands alone in the wedding party, surreptitiously pointing to his ring.

A magazine article shows Leopold in his SIXTIES establishing a scholarship program for studies in physics. He is surrounded by academia and subtly points to his ring.

A photograph of Leopold around SEVENTY shaking hands with Albert Einstein and smiling broadly for the cameras.

A professional photograph of Leopold at SEVENTY FIVE, sitting regally in a chair. Beside him, an EMPTY chair. He rests one

hand on the back of the chair. The other he holds against his chest, showing off the ring.

An obituary with the headline, "Philanthropist, 80, dies in bombings.

A tear falls on the page.

Kate cries silently, looking out the window. The camera follows her gaze past her property...

CUT TO:

INT. BANQUET ROOM - YEARS LATER

LEO, 24 and his BRIDE take to the floor for the first time as husband and wife and are greeted with applause. Kate, older, beautiful, hair cut short, looks on in wonder.

Charlie, standing with Patrice and their 6 blonde children, approaches Kate and leads her to the dance floor.

KATE

He's so YOUNG, Charlie.

CHARLIE

He's old enough.

KATE

Look at that idiotic expression on his face.

CHARLIE

He's happy.

KATE

Of course he's happy. All weddings are happy. It's the living together afterwards that causes all the trouble.

Julia Carlson, under dressed, over anxious, enters the banquet hall. She stands at the back of the large room, searching.

Couples fill the dance floor. Across the expansive room, over the tops of heads, Charlie and Kate bob amongst the guests. Leo cuts in. As they spin, in the briefest of seconds, Kate spots Carlson. She pales. They TURN.

Kate peers over Leo's shoulder. Her eyes lock with Julia's. Julia nods with purpose. Kate holds onto Leo tightly, not wanting to let go. She buries her head in his chest.

KATE

Oh, you're so young... I love you,
Leo. Always remember that...

From behind, her shoulders shake as she cries.

LEO

Mom, we're only moving to Denver.

KATE

I know, cookie. I know.

INT. CONTROL BOOTH - NIGHT

From behind a glass partition, Carlson works at her console. A monitor counts away the seconds. 59, 58, 57... In the darkened lab, Kate, dressed in early 1920s attire, straps herself in and smiles tearfully. Their voices echo in the lab.

KATE

Well...

CHARLIE

I know. Me too.

They embrace each other for the last time.

KATE

What will I do without you, Charlie?

CHARLIE

(softly)

Live happily ever after.

CARLSON

(pushing the intercom
button)

Kate, it's time.

LEO

(emotionally)

Here. It's a letter for my father.
Tell him about me and... um, tell
him I love him. I want him to know
me.

KATE

Leo...

LEO

Mom, I want you to go.

KATE

But...

He puts his finger to her lips. He looks to his wife then
back at Kate. He nods his head.

LEO

Go.

They force themselves to smile, trying to get through the
moment.

CARLSON

Ready!

Charlie, Leo and his new bride stand back. Inside the craft, the only light comes from the glowing red lever. Carlson raises her arm, signaling Kate. Then to her staff:

CARLSON

9, 8, 7...

Kate presses her hand against the glass as a final goodbye. She grabs the lever with her other hand and turns away, staring straight ahead. Charlie puts his arm around Leo.

CARLSON

3, 2, 1!

stand There is a BRIGHT WHITE FLASH. Kate is gone. The others there motionless, stunned.

The screen is BLACK.

EXT. A LARGE VICTORIAN ESTATE - 1924 - NIGHT

A FLASH of light illuminates the forest at the Albany estate. A BEAT. Kate races from the forest onto a massive lawn, stumbling in mud as she hurries to the mansion's entrance.

INT. BALLROOM - NIGHT

The Huge double doors open to reveal -- AN ORNATE BALLROOM. creme de la creme have gathered and dance. Kate overwhelmed, rushes down an elaborate staircase. Half way down she loses a shoe. She hesitates briefly then continues to the dance floor.

In the center of the floor, Leopold, looking very distinguished and attractive, dances with a flirtatious young woman. Try as she might, Leopold keeps her at a distance.

FLIRT

(brushing his shirt
front)

I just love a starched white shirt.
It's so elegant.

LEOPOLD

Thank you.

FLIRT

Skeeky.

LEOPOLD

Yes. You dance like an angel Miss
Beall. You light up the room around
you. I thank you.

FLIRT

(with a big smile)

Thank YOU.

The music changes: A LIVELY CHARLESTON. Leopold heaves

a

sigh of relief and makes his way through the crowd, up the
staircase.

The dancers become an intricate maze, a dead end at every
turn as Kate searches each male face.

In the foreground, Leopold is stopped by a woman midway up
the stairs. As they chat, Leopold reaches down and picks up
the muddy slipper, offering it to her. She turns in a huff,
flouncing down the stairs.

Simultaneously, in the background, Kate desperately looks
for Leopold.

Leopold studies the slipper as he makes his way up the stairs.
He slows down, hesitates and STOPS. Very slowly he turns
around. He becomes very still. TEARS well up in his eyes.

The ballroom clock strikes MIDNIGHT.

Kate climbs an opposite staircase to get a better view then STOPS. In her heart SHE KNOWS. Slowly she turns. Leopold stands quietly at the bottom of the stairs, gazing up at her. He extends his arm, showing her THE RING. He offers her his hand.

The crowd, the room, THE WORLD AROUND THEM, DISAPPEAR. Their eyes lock. As she descends the staircase, THE YEARS MELT AWAY. Kate's short hair grows long, cascading around her shoulders. The fine lines around Leopold's face are gone. They see themselves through each other's eyes, at the moment of youth, when they fell in love.

Leopold bends down, places the slipper on Kate's foot. He rises, looks down at his hands and then up at Kate. His hands are caked with mud. She smiles helplessly. Not caring, he wraps his arms tightly around her.

MUSIC begins to play, a slow waltz. He nods to her. She takes a deep breath. Her head bobs in rhythm. She begins to count silently. Leopold smiles, counting along.

THEY DANCE...

An elderly couple watch Leopold with interest.

LORD WHITEHEAD

Who is that dancing with Leopold?

LADY WHITEHEAD

I've never seen her before.

Kate and Leopold dance past. They are older. As they gaze into each other's eyes, they twirl. THE LOOK OF YOUTH RETURNS.

At the center of the floor they stop dancing. THEY KISS. The rest of the world dances around them.

ONTO
Over this background... THE SCRAPBOOK PICTURES BLEED
SCREEN.

The old formal wedding photo becomes a photograph of Kate and Leopold the perfect bride and groom, both discreetly point to their rings.

Kate stands with Leopold as he establishes a scholarship for studies in physics.

The old photograph of Leopold and Albert Einstein changes to include Kate, waving and smiling broadly for the camera.

The professional photograph becomes a double portrait. It shows the two in their 70's, sitting regally in matching chairs. They hold hands and smile serenely. Staring directly into the camera, they show off their rings.

SLOWLY the scrapbook closes...

Kate and Leopold dance, the music swells as they become lost in the crowd. The clock CHIMES. Slowly we...

FADE OUT:

THE END