EXT. ANASTASIA'S CASTLE - GATES - NIGHT - FAIRY TALE LAND

ON MAGNOLIA, as she YANKS the saddle tight on her horse. She's antsy, in a hurry to get going and in no mood for --

START -

25 UPON A TIME

ANASTASIA (O.S.)

I'm coming with you.

REVEAL ANASTASIA, a dusty cloak now covers her elegant gown.

MAGNOLIA

You need to stay here. I can't have you slowing me down.

ANASTASSIA

I wasn't asking for your permission.

MAGNOLIA

Good, because you're never going to get it.

Magnolia storms off. Anastassia hurries after her.

ANASTASIA

Don't need it.

Magnolia shoots her a look as she can't shake her. Annoyed.

MAGNOLIA

That thing out there is <u>dangerous</u>. And Andrew? He left to protect you. To keep you safe -- so even if I don't agree with that decision, I'm gonna do what he wants. I'm gonna keep you safe.

ANASTASIA

I never asked him to.

MAGNOLIA

You never had to. Everything he does, he does for you. That's the way he is. And now... now he's gonna die for you. I can't let that happen.

(stops walking)

So you are going to stay here.

Anastassia just stares her down. Quiet. But forceful.

ANASTASIA

No.

1/5

It's a fucking standoff. Magnolia shakes her head.

MAGNOLIA

Such petulance. I will never understand what he sees in you.

And that's when it fucking hits Anastasia. She looks at Magnolia with sudden UNDERSTANDING.

ANASTASIA

You love him.

MAGNOLIA

What?

ANASTASIA

You love him too. Andrew.

And for the first time we see a bit of uncertainty in Magnolia. She doesn't know how to | handle this. Fumbles.

MAGNOLIA

I... owe him much. We've fought side by side in many battles. Nothing more.

ANASTASIA

Deny it all you want, but I know love when I see it. And I know what it means.

MAGNOLIA

Enlighten me, "Your Highness."

ANASTASIA

Sacrifice. Something I've done. And you know nothing of. I've given up much to be here.

MAGNOLIA

Oh your royal bed chamber and silken sheets.

Suddenly Anastasia is QUIET. But filled with deep emotion.

ANASTASIA

My family.

(then growing in resolve)
And I won't give up the only love I have left. I'm coming.

That hits Magnolia. But even still -- she can't see how this partnership will work.



MAGNOLIA

You're... you're a... princess.

That thing out there isn't going to be defeated by temper tantrums and entitlement! What do you plan to do?

ANASTASIA

Whatever it takes.

BEAT. Magnolia gets it. Sees Anastasia's resolve. Like it or not, she's got a companion.

MAGNOLIA

Are all princesses this stubborn?

ANASTASIA

It's the corsets.

Magnolia shakes her head exasperated as we GO --

3/5

EXT. WOODS - DAY

MAGNOLIA, THE FEMALE SOLDIER (23) moves steadily, silently through the woods. ANASTASIA gathers her skirts and does a pretty good job of keeping up.

START

-

ANASTASIA What am I to call you?

Magnolia gives an almost imperceptible sigh and continues on.

ANASTASIA (CONT'D)

The prince didn't tell me your name.

Magnolia shakes her head.

MAGNOLIA

I was named for the Magnolia flower...

Anastasia laughs.

MAGNOLIA (CONT D)

You laugh... It doesn't suit me?

Anastasia gets ahead of Magnolia on the path, turns around to talk to her as they walk:

ANASTASIA

I'm laughing because it suits you perfectly. A magnolia only blooms for a couple of weeks a year before it shuts down again. You have to watch it like a hawk. You—

MAGNOLIA

(voice low, deadly)
Don't put your foot down.

Anastasia hesitates mid-step, one foot hovering. Not sure if Magnolia is serious or seriously fucking with her.

Magnolia draws her short sword and with the flat of it pushes Anastasia's foot to the side. Magnolia gently pokes at the earth --

ANASTASIA

I should be grateful to you for protecting me from that mud.

MAGNOLIA
I wasn't protecting you.

Magnolia turns the mound upside down to reveal a makeshift burrow with three sleeping baby rabbits. They are pure white. She re-covers them, dragging vines over the top to make the path less attractive. As she does so --

ANASTASIA

You know a lot about these woods.

MAGNOLIA

I've never been here before. I simply listened. That mud was not breathing like mud -- it was breathing like rabbits.

Anastasia just stares at her -- what the fuck?

MAGNOLIA (CONT'D)

A young man from my village made fine silk paper. But he could not bear for it to be written upon. When the Hun approached our village with his armies, we begged a scrap to send for help. But the young man refused to soil his silk.

Magnolia rubs her muddy hands together -- what dirt falls, falls. What dirt stays, comes with her.

ANASTASIA

What happened to the young man?

MAGNOLIA

He was killed by the Hun. And all his paper burned.

Magnolia starts back up the trail. Anastasia hesitates.

MAGNOLIA (CONT D)

It would be best if you would follow me, Princess.

ANASTASIA

Yes. Thank you.

As they walk --

MAGNOLIA

Those are fine white gloves you wear, Princess. Are they silk?

Magnolia moves ahead. On Anastasia, whose eyes burn. It's on.

