

CATHERINE THE GREAT

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EXT. ROPSHA - DAY

SUPERIMPOSED: *Ropsha, Present Day.*

The stately Russian country estate, that once served as a summer refuge for the royals, is in decay, claimed by the last three centuries.

Windows are broken and the facade has crumbled. Squirrels and birds are its only inhabitants.

In the distance a CHURCH BELL tolls-- the beautiful and hypnotic sound echoes across the ruins.

FADE IN:

WHITE SCREEN

The SOUND of the gentle rumpling of sheets.

FADE TO:

INT. ANHALT-ZERBST PALACE - BEDROOM - MORNING

The bright MORNING LIGHT reflects into the all WHITE ROOM.

PRINCESS SOPHIA AUGUSTUS (17, one day to be "Catherine the Great") lays in bed under the white sheets, her chestnut hair tousled across the pillow.

Her eyes are closed, but she is not asleep.

She moans softly, as she arches her back, pleasuring herself.

The intensity of her moan and the angle of her back increases, when--

Her governess, BABET (30s, French), enters.

BABET

Bonjour, mon cheri. It is time to get up.

Sophia's wide blue eyes dart open and she pretends to be waking up, letting out an exaggerated yawn.

Babet smiles at her wryly, knowing better.

The SOUND of clinking china FADES IN...

INT. ANHALT-ZERBST PALACE - BREAKFAST ROOM - NEXT

SUPERIMPOSED: *Anhalt-Zerbst, Prussia. 1744.*

Sophia dines across from her mother, PRINCESS JOHANNA AUGUSTUS (35, a beauty).

Johanna cracks open a soft boiled egg with one swipe of her wrist.

Sophia keeps her head down, sipping out of a chipped cup.

JOHANNA

Next week we will be attending the ball of Countess Kleist. Her brother will be there. He is not quite too old for you, only just forty-two. It is a promising match. You must do your best to charm him, Sophia.

SOPHIA

Yes, mama.

JOHANNA

I have had some unfortunate news about Princess Caroline's son Prince Frederick. At one point he expressed an interest in you I believe, at least not a distaste. He would have been a good choice, but unfortunately that match will no longer be possible, as he died last week.

SOPHIA

Poor Frederick. What did he die of?

JOHANNA

It's no matter.

Johanna cracks another egg.

JOHANNA (CONT'D)

There will be a country weekend at the end of the month at the Furstenberg estate. The Baroness has made a very good second marriage and her new brother-in-law is expected to be there.

SOPHIA

(hopeful)

What about Heinrich? Will he be there too?

Johanna puts her spoon down, a yellow dribble of egg on the corner of her lip.

She stares at Sophia harshly.

JOHANNA

Heinrick? Whose family has lost their fortune? You must remember Sophia, a woman has but one opportunity to rise in life. And that is through marriage. It is our only weapon, and it can only be fired once.

SOPHIA

So it must be aimed wisely. Yes, mama, I know.

EXT. ANHALT-ZERBST - HILLSIDE - DAY

Sophia rides her horse SIDE-SADDLE across the hillside.

She successfully jumps a small obstacle. Her cheeks flush with excitement.

Johanna stands by with the RIDING INSTRUCTOR.

RIDING INSTRUCTOR

Your daughter is a beautiful rider.

Sophia halts in front of them.

SOPHIA

How did I do?

RIDING INSTRUCTOR

Wonderful. You get better everyday.

JOHANNA

Do not look like you enjoy it so much. Nothing is more unattractive than a girl who appears too eager.

SOPHIA

Yes, mama. I am sorry.

INT. ANHALT-ZERBST PALACE - DRAWING ROOM - DAY

Sophia learns a dance from her DANCE INSTRUCTOR.

Her movements are elegant and graceful.

DANCE INSTRUCTOR

A little higher with your toe. There. Lovely. Just lovely.

Johanna watches the lesson.

JOHANNA

Tell me, how is my daughter
supposed to make a fine match when
her hands look like drowning birds,
and not soaring ones?

EXT. ANHALT-ZERBST PALACE - GARDEN - DAY

Sophia sits with her FRENCH INSTRUCTOR in the garden.

The once beautiful garden is ill-maintained. A fountain sits stagnant and chickens wander the grounds.

SOPHIA

(reciting)

Les charmes de l'amitié que
j'admirais,
Mon âme était avec la nouvelle
beauté de la flamme;
J'ai ensuite fait un dans le train
de l'amitié,
Mais la misère de l'amour, se
plaindre.

FRENCH INSTRUCTOR

Parfait! You will have to move on
to a new language soon. You are
already un maître de la Française.

Johanna pipes up from behind them.

JOHANNA

No, I don't think so. Continue only
with French. French is the only
acceptable language at any court.
(to Sophia)
Es-tu d'accord?

SOPHIA

Oui, d'accord, mama.

FADE TO:

EXT. A COURTYARD - DAY

A regiment of HOLSTEIN SOLDIERS (wearing tight-fitted blue uniforms) drill in perfect unison.

They pivot with sharp synchronized movements, as gravel crunches under their perfectly polished boots.

A melody develops-- the marching, a pivot, the gravel, the marching, a pivot, the gravel...

Among them is GRAND DUKE PETER ULRICH (18, heir to the Russian throne).

He is small with awkward features, but he holds his head high, beaming with pride and contentment.

--but then row by row the soldiers VANISH, until Peter stands alone in the courtyard.

He stops drilling and looks around in distress.

CUT TO:

INT. WINTER PALACE, ST. PETERBURG - DAY

Peter sits alone at a window, gazing at the empty, ice-covered courtyard below.

SUPERIMPOSED: *The Winter Palace, St. Petersburg, Russia.*

His reverie was kind to his appearance-- in reality he is vastly underdeveloped for his age and sickly, with large protruding eyes and a weak chin.

He holds a single TOY SOLDIER in his hand, dressed in the Holstein blue of his fantasy soldiers. He marches the toy on the windowsill.

Peter's GUARDIAN (brutish) appears in the doorway--

GUARDIAN
The doctor's here.

PETER
(sulking)
But I don't want to see him.

His guardian marches across the room.

PETER (CONT'D)
You cannot make me go!

His guardian yanks Peter up by his ear.

PETER (CONT'D)
My father would not have approved of this!

GUARDIAN
Your father would be ashamed of what you have become. You are not fit to rule your bowel movements, let alone a country.

PETER
 But I do not want to rule Russia. I
 hate Russia!

Peter makes a fuss as he is dragged out the door.

INT. WINTER PALACE - DRAWING ROOM - NEXT

Peter lays stark naked on a couch, as the DOCTOR examines him thoroughly.

Peter holds his toy soldier, adjusting the uniform with care.

DOCTOR
 Are you ready to be married, Your
 Imperial Highness?

PETER
 (indifferent)
 I suppose.

DOCTOR
 Turn over please.

Peter turns over onto his stomach.

DOCTOR (CONT'D)
 And do you feel ready to father
 children?

Peter laughs, looks back angrily--

PETER
 Stop! That tickles!

INT. WINTER PALACE - IMPERIAL APARTMENT - NEXT

The doctor stands before EMPRESS ELIZABETH (33, full-bodied, with a pleasant round face). She is covered in jewels and wears an embellished dress that doubles her size.

She reclines on a couch, with her bare feet on the lap of her lover ALEXEY RAZUMOVSKY (25, a handsome Ukrainian). He rubs her feet tenderly.

ELIZABETH
 (to the doctor)
 What have you concluded about my
 nephew?

DOCTOR
 He is extremely underdeveloped for
 his age. About two to three years
 behind where he should be.

(MORE)

DOCTOR (cont'd)
 He seems to have recovered well
 from the measles, but he will
 always be prone to illness. I
 cannot recommend--
 (hesitates)
 I cannot recommend that he marry.
 For at least a year. Maybe more.

A beat, then-- Elizabeth removes her feet from Razumovsky's
 lap and turns to face the doctor.

She looks down at her hand. It shakes subtly. She ignores it.

ELIZABETH
 You are aware, doctor, of our
 impending war with Prussia?

DOCTOR
 I did not know it was so eminent.

ELIZABETH
 Unfortunately it is. And before
 this country is to enter what is
 sure to be a bloody conflict with
 no known end, I need the people to
 know that the succession is secure.
 They need to know that after I die
 Peter will take the throne and
 after him, his child. Without this
 security the country will be under
 constant threat of uprisings to
 support some pretender or distant
 relation. So please do tell me,
 doctor, if Peter does not marry,
 and there is no heir, how am I to
 win the war when there is internal
 conflict within the country?

She pauses, waiting for an answer. She balls her shaking hand
 into a fist, wincing from the pain.

DOCTOR
 I do not know, Your Imperial
 Majesty.

ELIZABETH
 I didn't think so. But as you have
 noted, my nephew is a sickly
 creature, so I will need him to
 supply me with an heir as soon as
 possible, before he succumbs to
 some other illness or another. I am
 sure whatever immaturities he
 suffers from now can and will be
 cured by the warm bed of a woman.
 So thank you for your concern,
 doctor, but I am afraid we do not
 share it. You may go.

The doctor holds his tongue, bows, and departs.

Elizabeth rises from the couch.

Razumovsky tries to help her, but she ignores him.

Elizabeth walks over to where a dozen PORTRAITS of young girls lean against the wall.

She looks down at them, a sea of rosebud lips, pleasant smiles, and shining eyes.

Elizabeth picks up the smallest portrait. The girl depicted is different than the rest. She is not a beauty-- her complexion too pale, and her lips thin, but her smile is as intriguing as the Mona Lisa's. It is Sophia.

Elizabeth turns to Razumovsky.

ELIZABETH
Send for her.

INT. ANHALT-ZERBST PALACE - SOPHIA'S BEDROOM - NIGHT

CU: Sophia stares ahead and recites--

SOPHIA
Her Imperial Highness Grand Duchess
Sophia of Russia. Wife of the Grand
Duke.

PULL BACK to reveal Sophia speaks to her reflection.

She sits at her vanity in her nightdress, as Babet braids her hair.

SOPHIA (CONT'D)
I hope he will be handsome, Babet.

BABET
Then I am sure he will be.

SOPHIA
And I hope he is kind and gentle,
and honorable, and loyal, and--

BABET
Oh oui oui, I am sure he will be
all those things too.

SOPHIA
You're teasing me.

BABET

Does it really matter so much what he is like? Isn't being the future Emperor of Russia quite enough?

SOPHIA

No, it is not enough. It might be enough for mama, but not for me. I will have love, Babet.

Babet smiles, kisses Sophia on the cheek.

BABET

Then you shall have it.

SOPHIA

Do you really think so?

BABET

You can have anything, if you want it badly enough.

Sophia smiles at this.

EXT. ANHALT-ZERBST PALACE - DAY

The sky is grey. A bitter wind cuts through the air.

Johanna sits in a carriage, eagerly waiting to depart.

Sophia stands before her father, CHRISTIAN AUGUSTUS (52, ex-soldier), as he speaks to her in a low, steady voice--

CHRISTIAN

It is very important that you succeed in Russia, Sophia.

SOPHIA

I will do my best, papa.

CHRISTIAN

The key to your success is in pleasing the Grand Duke. You must respect him as if he is your sovereign. His will is to be preferred to all the pleasures and treasures in the world. You must do absolutely nothing he dislikes. This will be your only job. Your only purpose. Do you understand, Sophia?

SOPHIA

I do.

CHRISTIAN

Good girl.

He kisses her on the forehead, knowing this may be the last time he will ever see his daughter.

INT. CARRIAGE - MOVING - NIGHT

It snows. The carriage rattles along the icy road.

Sophia and Johanna huddle nose-deep in furs, shivering.

JOHANNA

The Empress called me her sister once. In a letter. When my brother was engaged to her. She never married after he died. She loved him I think. She must be very happy I am coming. We will be like sisters. At last united.

Sophia looks out the window--

SOPHIA

Mama, look.

Ahead on the road is a GILDED SLED pulled by WHITE HORSES.

The carriage comes to a halt.

EXT. WINTER PALACE - COURTYARD - DAY

ARIEL VIEW of the small GILDED SLED entering the snow-covered courtyard.

It comes to a stop at the center of the courtyard, surrounded by the imposing facade of the palace.

A group of COURTIERS stand on the PALACE STEPS.

A WOMAN detaches herself from the group and walks down the cleared path from the steps to the sled.

INT. GILDED SLED - CONTINUED

Sophia and Johanna wait inside.

A FOOTMAN opens the door.

On the other side stands an impeccably dressed and coiffed courtier, PRINCESS ELENA (26, lovely but cold).

ELENA

(to Sophia)

Welcome to Russia. I am Princess Elena. I am to be your chief lady-in-waiting. Are you ready to meet your fiance?

Sophia nods.

EXT. WINTER PALACE - COURTYARD - CONTINUED

Sophia, followed by Johanna, walks behind Elena down the cleared path toward the courtiers.

Sophia looks up at the pale green palace in awe. It is like nothing she has ever seen. A palace on par with Versailles.

They stop at the base of the steps.

A MAN steps forward. He is tall and handsome.

He bows to Sophia. She curtsies.

MAN

It is my honor to welcome you to Russia. My name is Peter. I am your fiance.

SOPHIA

It is my pleasure to make your acquaintance, Your Imperial Highness.

A long beat, then--

The SOUND of SNICKERING.

The real Peter steps out from behind the group, doubling over in laughter.

Sophia looks around in confusion.

PETER

I am sorry, but I could not keep up the charade a minute longer. You see-- I am Peter!

She stares at him blankly.

PETER (CONT'D)

It has all been a joke. This is just my servant dressed in my clothes. My servant!

Sophia takes in the odd creature standing in front of her.

SOPHIA
You're Peter?

PETER
Yes, I am your fiance!

Sophia smiles to cover her shock and disappointment.

INT. WINTER PALACE - HALL - NIGHT

The sumptuously dressed court lines up in the hall according to rank, waiting to enter the ballroom.

Chatter and laughter fill the air.

Sophia stands with Johanna in the middle.

SOPHIA
(whispering)
He is not what I expected.

--but Johanna pays no attention to Sophia. Her eyes dart around, looking at everyone else.

Elizabeth enters with Razumovsky at her side and Peter behind.

The court dips low as they pass.

Elizabeth stops in front of Sophia and Johanna.

ELIZABETH
Sophia.

Sophia and Johanna rise.

Elizabeth tilts up Sophia's chin, appraising her.

ELIZABETH (CONT'D)
Yes, you are entirely what I anticipated.

Elizabeth looks Johanna up and down--

ELIZABETH (CONT'D)
A beautiful dress, Johanna.
Jardinière velvet from Genoa. With
a silk trim from Lyon. And such
finely woven Spanish lace.

JOHANNA
Thank you, Your Imperial Majesty.

ELIZABETH
It is a shame though that Sophia
could not wear such a pretty dress.
(MORE)

ELIZABETH (cont'd)
 I believe I sent you a very generous sum of money for your preparations to my court. But it seems I must not have been very clear in my instructions. The funds were meant to cloth Sophia and not your own person.

Johanna casts her eyes down as her cheeks flush with humiliation.

ELIZABETH (CONT'D)
 (to Sophia)
 But don't you worry, my dear, I will give you everything you could wish for, and then I will give you more. Now come. From now on you will enter every room, second to only me.

A slight smile grazes Sophia's lips as she accepts Elizabeth's proffered hand.

Johanna seethes with jealousy, as Sophia follows Elizabeth into the ballroom.

INT. WINTER PALACE - BALLROOM - NEXT

CU: Peter sticks out his tongue. Laughs. Sticks it out again.

Sophia dines next to Peter.

She watches curiously as Peter sticks his tongue out at a YOUNG FOOTMAN, then squeal joyously when the footman reciprocates.

Sophia looks across the room to see Johanna looking displeased, seated at a distant table.

Johanna pushes back her chair and storms up to Sophia.

Sophia braces herself for the embarrassment--

JOHANNA
 I have never been so insulted in all my life. Just look where I am seated, with a bunch of nobodies.

SOPHIA
 But, mama--

Johanna turns to exit the ballroom, but she is intercepted by Razumovsky.

Sophia watches as he seems to placate her. He offers Johanna his arm and Johanna smiles like a school girl as he leads her to the dance floor.

Sophia sighs with relief, then looks back to Peter, who is finishing his glass of wine--

SOPHIA
Peter? Do you like to dance? I particularly like this new dance from Paris--

PETER
No. I find dancing odd.

SOPHIA
What about riding? Do you ride? Back home I had a beautiful horse. His name was--

PETER
No, I don't like riding. It's too bouncy.

Peter raises his empty glass in the air. It is quickly replenished.

SOPHIA
(growing frustrated)
Do you play any instruments?

He finally looks at her with a smile.

PETER
Yes. I play the violin.

SOPHIA
I would love to hear you play.

PETER
(surprised)
You would?

SOPHIA
Yes, of course.

Peter smiles, liking her.

PETER
Would you like to see my Holstein army?

SOPHIA
Your army?

PETER

Yes. I have an exact replica of the Holstein infantry. The garrison is yet to be commissioned and I haven't received my horses, so accuracy will be difficult, but I would still be very happy to show it to you.

SOPHIA

And you will teach me about them?

PETER

Yes, of course. So you want to?

SOPHIA

Yes.

Peter claps his hands together.

PETER

Wonderful! I say, I think I like you. I am going to call you Sophie! My new friend Sophie.

Peter finishes off his glass. He raises it and it is replenished.

PETER (CONT'D)

I am very happy that you are here. And I am so happy you are not Russian!

Sophia smiles, relieved to have pleased him.

INT. WINTER PALACE - GRAND STAIRCASE - DAY

Peter's TOY SOLDIERS are lined up with precision on the expansive white marble staircase.

Peter adjusts the soldiers carefully as Sophia looks on.

PETER

Their uniforms are cut from the same cloth as the real Holstein uniforms. Have you ever seen a more beautiful shade of blue?

SOPHIA

(trying)

I have been told my blue eyes are a beautiful color.

He looks at her strangely.

SOPHIA (CONT'D)

Like vast oceans you can get lost
in, I have had people say.

Peter furrows his brow at her.

PETER

Really, Sophie, you can be so
strange.

(back to the soldiers)
Notice how tight-fitted the
uniforms are, just as they should
be. Nothing like the slovenly
uniforms of the Russian guards
here. Their uniforms are the most
distasteful shade of green.

Sophia sits back, bored.

SOPHIA

So besides their uniforms what
makes the Holstein soldiers so much
better?

PETER

Oh, Sophie! If you had only seen
them! If you could just see them
march, you would not say such
stupid things. When I was a boy I
would watch them for hours. I
couldn't wait for the day when I
would become one of them. And then
finally one day I was, for a few
wonderful years, until I was
brought here.

SOPHIA

You seem to miss Holstein far more
than I will ever miss Anhalt.

PETER

I miss it with all my heart. One
day I will go back there.

While Peter is lost in his reverie, Sophia stands and plucks
up one of the soldiers.

SOPHIA

It's my turn to play.

PETER

Sophie, this is not play. Where did
you get the idea this is play? Give
him back this instant.

Sophia pretends like she is listening to the toy.

SOPHIA
 What's that? Oh, this one has a
 special assignment.

--with that Sophia takes off down the stairs in a fit of wild giggles.

Peter gives chase.

PETER
 Sophia! No! He must not be out of
 place! Come back!

Sophia runs through various rooms of the palace, disturbing the servants.

When she enters the THRONE ROOM Peter overtakes her, slamming her to the floor.

PETER (CONT'D)
 Give him back!

Peter clamps his teeth down on her arm. She cries out and he yanks the soldier away from her.

Peter stands, cradling the soldier like a baby.

Sophia stares at him, shocked, holding her injured arm.

SOPHIA
 I'm sorry.

Nothing from him.

SOPHIA (CONT'D)
 Peter, I'm sorry.

He looks at her, angry and hurt.

PETER
 You should not have done that.

He walks away, leaving Sophia crumpled on the floor.

INT. WINTER PALACE - DRAWING ROOM - NIGHT

CU: A BOW grazes against the strings of a violin.

Peter plays the violin for the court. He hits wrong note after wrong note.

Elizabeth, sitting in front, winces.

Sophia sits with Elena. She notices two ladies observing her and whispering in Russian--

COUNTESS GORCHAKOV (the older lady) looks Sophia up and down. As the younger girl PRINCESS TANYA giggles.

SOPHIA
(to Elena)
Are they talking about me?

Elena nods.

SOPHIA
(concerned)
What are they saying?

ELENA
They think you arrogant.

SOPHIA
Arrogant? Why? What could I have done?

ELENA
You think you are better than them, they say. For you have not learned the Russian language.

SOPHIA
But French is the language spoken at court.

ELENA
At court, yes. But not by the people. They wonder how you can be the Grand Duchess of a country and not understand the language of the people in it.

Sophia feels foolish for her naïveté.

ELENA (CONT'D)
(lying)
Of course that is not what I think.

Sophia looks around the room, suddenly vulnerable.

She sits back, watching Peter-- sweat pours down his face as he perseveres through the piece.

It finally ends and Peter looks out expectantly at his audience, but only receives bored looks and tepid applause.

He stomps to the back of the room, grabbing a drink.

Sophia watches him, wondering if she should follow, when--

ELIZABETH
Sophia.

Sophia looks to Elizabeth.

ELIZABETH (CONT'D)
Will you play the piano for us? I
hear you play beautifully.

Sophia hesitates, considering Peter.

--but then she looks around at the expectant, judgemental
faces, and she takes a seat behind the piano.

She plays a beautiful, skillful piece, but as she plays all
she can see is Peter becoming more and more agitated with
every perfect note.

She finishes and Elizabeth rises to her feet in applause.

The rest of the court follows, blocking Sophia's view of
Peter's hateful stare.

She smiles at her success.

INT. WINTER PALACE - HALL - NIGHT

It's the dead of night.

No one there except for Sophia.

She paces the hall in her nightdress and bare feet, reading
intently from a Russian book, teaching herself the language--

SOPHIA
(reciting in Russian)
*The Tartar hosts have circled round
Thirsting for Russian power
The stream from the horses hides
the very sky
What then?
Headlong, they fall dead.*

She reaches the end of a hall and turns back.

SOPHIA (CONT'D)
*The Tartar hosts have circled round
Thirsting for Russian power--*

Sophia looks up to see Elizabeth and Razumovsky at the end of
the hall, staring at her.

Elizabeth appears ill, leaning on Razumovsky for support. Her
wig is off, her thin hair covered by a cap.

They stare at one another for a long moment, then Elizabeth
dips her head to Sophia. Sophia quickly curtsies.

Elizabeth and Razumovsky walk on.

After a moment, Sophia looks back down at her book, and continues pacing...

SOPHIA (CONT'D)
*The stream from the horses hides
 the very sky
 What then?...*

INT. WINTER PALACE - SOPHIA'S BEDROOM - MORNING

Sophia sits at her vanity as a MAID pins up her hair, in the style à la mode.

Sophia admires her new look in the mirror.

A KNOCK at the door. The maid answers.

An IMPERIAL SERVANT enters and presents an ornate RUBY NECKLACE to Sophia.

IMPERIAL SERVANT
 A gift from Her Imperial Majesty.
 For your dedication, she says.

Sophia gasps as she lifts up the necklace and places it around her neck.

She looks in the mirror, in awe of herself.

INT. WINTER PALACE - BALLROOM - NIGHT

CU: The ruby necklace rests around Sophia's neck.

Sophia and Peter dine next to one another in silence as an elaborate ball goes on around them.

Sophia observes Peter happily watching the dancing, even leaping up after one song to applaud.

He accepts another drink, finishing it quickly.

Sophia catches sight of her mother tête à tête with Razumovsky.

PETER
 I say, Sophie! I have completely forgotten to tell you.

SOPHIA
 Tell me what?

PETER
 I am in love!

SOPHIA
 (surprised)
 In love? Really?

Peter smiles from ear to ear.

PETER
 Yes. Like I have never felt before.

SOPHIA
 Peter, that's wonderful. I--

PETER
 Look! There she is, right over
 there. You see?

Peter points out one of the dancing ladies-- Elena.

SOPHIA
 (in shock)
 You are in love with Elena?

PETER
 She complimented me on my soldiers.
 She said she found them a very fine
 replica. She had been in Holstein
 once as a little girl and she
 thought they were most exact. She
 seems a very agreeable girl, don't
 you think?

SOPHIA
 (seething)
 Yes. Very agreeable indeed.

INT. WINTER PALACE - ATRIUM - DAY

Taking the place of the gardens for the winter months is a
 elaborate atrium, full of exotic plants and trees fifty feet
 tall.

Exotic birds soar across the air and small monkeys hoot from
 the trees.

Sophia walks arm and arm with Johanna, who as usual is more
 interested in the other strollers than her daughter.

JOHANNA
 (uninterested)
 What is it you wanted to talk to me
 about?

SOPHIA
 It's about Peter.

JOHANNA

What about him? You two seem to be getting along well. Of course I never did expect anything less from you, Sophia. You have been well trained for this moment.

SOPHIA

But, mama, what would happen if I didn't marry him?

Johanna stops in her tracks and turns to look at Sophia.

JOHANNA

Have you not been treated well here?

SOPHIA

I have.

JOHANNA

Have you not been treated as no less than a queen, instead of the ungrateful, foolish little creature that you are?

SOPHIA

(taken aback)

Mama.

JOHANNA

Well I will tell you what will happen if you fail to marry him. Everything you have been given here-- dresses, carriage, jewels, ladies, balls in your honor-- you will never even come close to having anything like that again in your lifetime. You will return to Prussia with me and live the rest of your days under my roof, dying an old maid.

(a beat)

I do not want to hear talk like this from you again. Now go. Alexey is meeting me here. He wanted to show me the monkeys.

Sophia goes, fighting back tears.

INT. WINTER PALACE - BALLROOM - NIGHT

Sophia sits alone.

She miserably watches Peter on the dance floor with Elena. She is endlessly patient with his clumsiness.

Princess Tanya takes a seat next to Sophia.

PRINCESS TANYA
(malicious)
Your mama better be careful.

Sophia looks to Princess Tanya, who watches Johanna dance with Razumovsky.

Johanna laughs and twirls, making a spectacle.

PRINCESS TANYA (CONT'D)
The Empress can be a very jealous woman. Just last year her favorite complimented a girl on her curls and the Empress cut off the girl's hair with her own knife. She was so hasty the poor thing came back bleeding from the scalp.

Sophia looks back out to the dance floor, but instead of watching her mother, she focuses in on Peter--

SOPHIA
Jealousy can be a very powerful emotion. It is never fun watching what is yours be taken from you. No matter what it is.

Sophia puts a hand to her ruby necklace, running her fingertips over the jewels.

EXT. WINTER PALACE - HALLWAY - NIGHT

Elena, alone, opens the door to her room.

SOPHIA (O.S.)
Elena, wait.

Elena turns to see Sophia hurrying down the hall.

SOPHIA (CONT'D)
(feigning drunkenness)
I have just heard the most wonderful joke, and I simply must tell it to you before I forget it completely!

Against her better judgement, and a little drunk herself, Elena lets Sophia into her room.

EXT. WINTER PALACE - HALL - MORNING

A group of LADIES (including Countess Gorchakov and Princess Tanya) are gathered around the windows, looking down at the courtyard.

Sophia enters the hall, walking under the succession of thirty-foot gilded chandeliers.

She walks slowly past the group, listening to their gossip--

PRINCESS TANYA
Poor Elena. I heard she is being sent to Siberia.

COUNTESS GORCHAKOV
No dear, only Moscow. But she will never be permitted to return to court. Imagine, stealing from the future Grand Duchess. What a fool.

INT. WINTER PALACE - PETER'S DOOR - NEXT

Sophia stops outside of Peter's door.

She is about to knock, but stops--

The SOUND of SOBBING comes from inside.

SOPHIA
Peter?

She puts her ear to the door, listening, pitying him, almost regretting--

IMPERIAL SERVANT (O.S.)
Your Imperial Highness.

Sophia turns to see Elizabeth's servant holding out her ruby necklace.

SOPHIA
Thank goodness it was retrieved so quickly. Please tell her Imperial Majesty that I would have been very lost without it.

Sophia takes the necklace and walks away down the hall.

FADE TO:

INT. WINTER PALACE - DRAWING ROOM - DAY

Sophia and Peter play cards in the crowded drawing room.

Peter is in a glorious mood.

PETER
 You are unbelievably terrible at this game, Sophie. I have won the past-- Counting them...Seventy-two times we have played. I have never seen anyone so badly. Delightful. Just delightful.

REVEAL Sophia has FOUR QUEENS in her hand.

She places the cards face down on the table.

SOPHIA
 I fold.

PETER
 Again? I win again?! This calls for another drink!

Peter calls over a SERVANT and Peter takes his entire tray.

He pours himself a drink from the crystal decanter.

PETER (CONT'D)
 Here. You have one too.

He pours one for Sophia and slides it over to her.

She takes a sip. Peter finishes his off.

PETER (CONT'D)
 (leaning in)
 So tell me, Sophie, what else are you absolutely terrible at? Because I love to win. Especially against you.

SOPHIA
 I think you will find I am terrible at many things Peter. I am sure you will always win against me.

PETER
 Yes, I think I would.

Peter picks up the decanter to pour himself another, but he is struck by his reflection in the amber liquid.

He touches a RED SPOT on his cheek.

PETER
 Was this here before?

SOPHIA
 No, I don't think so.

Peter cannot take his eyes off the spot.

PETER
Oh, God. Oh, God.

SOPHIA
Maybe you shouldn't touch it.

--but he's not listening. He gets up and throws the decanter across the room. It shatters on the floor.

Sophia gasps. The entire room stares at Peter as his hysteria rises.

PETER
Do you have any idea what this means? Do you have any idea?!

SOPHIA
No, Peter, I don't.

PETER
It's small pox, Sophia!!!

He looks around at all the horrified eyes boring in on him.

PETER (CONT'D)
(quiet)
I am going to die.

Sophia starts to hurry over to him--

SOPHIA
Peter, you're not going to--

Peter promptly faints.

EXT. WINTER PALACE - COURTYARD - EARLY MORNING

Sophia stands with Johanna and several other COURTIERS, all wrapped in furs, shivering from the cold.

Elizabeth exits the palace and gets into the awaiting carriage.

Next Peter is escorted out, hunched over and bundled in blankets. He gets into the carriage.

Sophia detaches herself from the onlookers and goes to the carriage window.

Peter looks up at her. His face is covered in red spots.

PETER
Sophie, I'm scared.

SOPHIA
 (frightened)
 You'll be alright.

Sophia puts her hand out for him, but the carriage starts to move, and she is forced to step back as the carriage rattles away.

INT. WINTER PALACE - DINING ROOM - NIGHT

The air is subdued as an intimate group dines together.

Sophia looks around the table--

Her mother speaks too intimately with Razumovsky, and across from her Countess Gorchakov and Princess Tanya converse in Russian (knowing Sophia will not understand)--

PRINCESS TANYA (SUBTITLE)
 He's likely to die I think. He's
 such a sickly creature as it is.

COUNTESS GORCHAKOV (SUBTITLE)
 Yes, you are probably right. But
 even if he does survive he will be
 horribly disfigured. Smallpox does
 such terrible things.

PRINCESS TANYA (SUBTITLE)
 (giggling)
 Couldn't be too much of a
 difference in his case.

Sophia stands.

SOPHIA
 I would like to say something.

The attention falls on her. She raises her glass--

SOPHIA (CONT'D) (SUBTITLE)
(in Russian)
 I would like to make a toast to
 Peter. While we are all here,
 healthy and happy, Peter is away
 fighting for his life, but I have
 faith that he will return to us a
 better man, for he has faced death,
 while we all run from it. May we
 drink to his recovery. And pray he
 returns to us soon. Za vashe
 zdorovye.

The others raise their glasses.

ALL
Za vashe zdorovye.

Princess Tanya gapes at her, while Countess Gorchakov looks on with appreciation.

Sophia smiles triumphantly.

EXT. WINTER PALACE - COURTYARD - DAY

Spring has come.

Three carriages are parked in the courtyard.

The first carriage door opens. Only the lower halves of the persons descending are seen--

The first is someone in a dress so ornate that it can only be Elizabeth.

Next come several men--

SERVANT (O.S.)
Your wig, your highness.

PETER (O.S.)
No. I don't want it. It itches.

The wig is thrown to the ground.

INT. WINTER PALACE - RECEPTION HALL - CONTINUED

FOLLOW BEHIND PETER as he enters the reception hall. The back of his head is nearly bald, only small tufts of hair spring out of his scalp.

As he passes the line of COURTIERS there to greet him, they bow their heads and cover their shock.

He stops in front of Sophia, who stares at him with an unconcealed horror.

REVEAL Peter's face is barely recognizable-- ravaged, swollen, and pitted with still unhealed pockmarks.

He smiles at Sophia broadly-- hopeful, happy.

PETER
Sophie!

--but she can only stare at him, unable to form words.

PETER (CONT'D)
 Sophie? Don't you recognize me?
 It's me. Peter.

She composes herself, stammers out ungracefully--

SOPHIA
 I wish you congratulations on your
 recovery.

She quickly looks away, tears forming in her eyes, unable to look at him anymore.

Peter's smile fades as he stares at her, his feelings turning from hurt to hatred.

Tears come to his eyes. He pitifully wipes them away with his shirt sleeve, opening a pustule on his face, making it bleed.

Sophia looks back at him just in time to see him turn his back to her.

INT. WINTER PALACE - IMPERIAL APARTMENT - NIGHT

Sophia enters to find Elizabeth standing in front of a mirror, holding a bejeweled CROWN.

ELIZABETH
 Come here. I want you to try this
 on.

Sophia obeys. She stands, looking at herself in the mirror as Elizabeth places the heavy crown on her head.

ELIZABETH (CONT'D)
 You look like you were made to wear
 it.

Elizabeth admires her, but then a frown crosses her face.

ELIZABETH (CONT'D)
 I know, Sophia, that Peter is not what you thought he was going to be, what you had hoped he was going to be. Even though he is my sister's son, I too sometimes find it difficult to believe that he is the grandson of my father, the man the people came to call Peter the Great. Especially now, after the smallpox, it is not just his looks that have suffered-- he has become cruel. It often happens after you go through great pain. The victim can rarely be blamed.

Sophia removes the crown from her head. She turns to Elizabeth, handing the crown back to her.

SOPHIA

Excuse me, Your Imperial Majesty, but I do not need convincing, if that is what you are trying to do. My mind is made up. I want to marry Peter. And nothing can change that.

ELIZABETH

Very good.

Elizabeth smiles. She places the crown on a table, taking a seat on a couch.

SOPHIA

Can I ask you something?

Sophia approaches.

SOPHIA (CONT'D)

Why did you choose me?

Elizabeth motions for Sophia to take a seat across from her.

ELIZABETH

I liked what I saw when your mother sent the portrait of you. You were a plain girl, comely, but plain. I knew you would never be beautiful, which was a quality I liked. Your mother wrote of your temperament. She said you were docile and well-mannered.

SOPHIA

So you picked me because I was ordinary?

ELIZABETH

Yes. But now I see that is not true. After what you did to Elena--

SOPHIA

Your Imperial Majesty, I--

ELIZABETH

Don't. I condone what you did. It showed me passion and strength on your part. It made me see that perhaps you were very much like me. The world can be a hard place for women like us, Sophia. It is often difficult being two ticks smarter than everyone in the room.

(MORE)

ELIZABETH (cont'd)
 I often find myself wishing I was a silly girl, a foolish girl, someone who found pleasure more easily. But we, we have to try harder for our pleasure, don't we?

SOPHIA
 I'm afraid I don't know what you mean.

ELIZABETH
 You will. By God, I am sure you will.

Elizabeth leans forward to Sophia, taking her hand.

ELIZABETH (CONT'D)
 Just give me an heir, Sophia. And I think you will find you can lead a very free and fulfilling life here.

FADE TO:

EXT. WINTER PALACE - COURTYARD - DAY

In preparation for the wedding the courtyard is filled with carriages and carts, all unloading bolts of fabric, crates of china, foreign fruits, livestock, cases of wine, etc.

INT. WINTER PALACE - JOHANNA'S ROOM - DAY

Sophia stands in her mother's room.

She looks lovely in a white day-dress and her hair loose, cascading down her back-- but her face is twisted up with concern.

SOPHIA
 (nervous)
 Mama. I need to ask about tomorrow. About my wedding night. Can you tell me what I am to do? What will be expected over me?

Johanna sits on her bed with her back to Sophia, her shoulders slumped.

JOHANNA
 (defeated)
 Really, Sophia, what indecent thoughts.

SOPHIA
 Please, mama.

JOHANNA

You will not have to *do* anything.
Just stay still and let Peter do as
he pleases.

Sophia approaches her mother, concerned--

SOPHIA

Mama? Are you sure you're alright?

Sophia gasps at what she sees--

The bottom half of Johanna's nightdress is stained red.

SOPHIA (CONT'D)

I'll fetch the doctor!

JOHANNA

No!

(breaking down)

I can assure you I am quite
alright. Quite alright indeed.

Johanna loses herself in tears.

Sophia stares at her mother for a moment, having never seen
her cry before. Then she sits down to comfort her.

TIME CUT TO:

Johanna lays in bed.

Sophia perches next to her, her head against the pillows.

JOHANNA

When the Empress confronted me
about Razumovsky, I stupidly told
her I was pregnant with his child,
hoping it would help. That it would
prove that our relationship was
real, that it was important. But
she didn't care. I see now that she
considers Alexey to be her
property. A dog of sorts. So when
he strays, he cannot really be
blamed. So it all fell on me.

(a beat)

She sent her doctor in last night.
To relieve me of my condition.

(a beat)

How could I have been so foolish?

SOPHIA

You could not have known. You could
not have known it would end this
way.

JOHANNA

No. How could I have been so foolish to think that by bettering you, I too would rise in life, that I too would reap the rewards. But that is not the way it works is it? It is the curse of all parents I think. We strive to give our children better lives, but we do not benefit ourselves. When I think of all that I have done for you, I curse my own mother. If she had done for me what I have done for you, who knows how far I could have risen.

SOPHIA

Then you do not feel happy for me?

JOHANNA

I wish I did. I have made you a Grand Duchess. You walk into every room second only to the Empress. And one day you will walk in first. But me? I am still nothing.

Sophia stands, coming to grips with her mother's true character.

SOPHIA

I feel sorry for you.

She goes.

JOHANNA

(calling after)

I do not want your pity!

A Russian Orthodox CHORAL CHANT begins over...

INT. WINTER PALACE - SOPHIA'S BEDROOM - DAY

Sophia looks more like a statue than a person, wearing a heavy shimmering silver brocade dress, as her LADIES rush around her.

Sophia looks at herself in the mirror--

She barely recognizes the woman looking back at her, who exudes radiance, confidence, and power.

She likes what she sees, but does not smile at it.

EXT. ST. PETERSBURG - STREETS - NEXT

The sun shines brightly as elegant carriages, pulled by white horses, roll through the city.

CITIZENS line the streets to watch the procession.

INT. CATHEDRAL OF OUR LADY OF KAZAN - NEXT

Sophia stands at the alter before the BISHOP, surrounded by thousands of lit candles, jeweled icons, and rows of faces.

She looks to Peter next to her-- his face has improved, his hair grown in.

--but he will not look at her.

The CHORAL SONG ends.

INT. WINTER PALACE - NUPTIAL CHAMBER - NIGHT

The walls of the room are covered in scarlet velvet.

Sophia, wearing a pink nightdress, sits in a large bed, dominating the room.

She nervously waits for Peter.

TIME CUT:

The door opens, but it is only a SERVANT.

SOPHIA
Is he coming?

SERVANT
I have been sent to tell you that
the Grand Duke has ordered his
supper in his rooms and is waiting
to be served.

The servant smiles kindly, then goes, leaving Sophia to watch the candle wax drip down.

TIME CUT:

The candle has burnt out.

Sophia sits in the dark, not having moved.

The door creaks open.

Sophia holds her breath as Peter finally enters. He looks a mess and staggers from drink.

She watches his shadow strip down to his undergarments and climb into bed next to her. He lays on his back.

Sophia stays still, waiting for him to do what he will.

A LONG MOMENT, then-- he lets out a loud burst of laughter.

SOPHIA
What? What is it?

PETER
Would it ever amuse my servants to
see us in bed next to each other!

Sophia stares at him in confusion, frozen to the core.

His laughter dies down and he turns away from her, closing his eyes.

SOPHIA
Peter?

Nothing.

SOPHIA (CONT'D)
(desperate)
Peter?

Peter begins to snore.

EXT. WINTER PALACE - COURTYARD - MORNING

Sophia stands on the cobblestone courtyard, clutching a shawl around her against the morning chill.

A carriage awaits.

Her mother stands before her--

SOPHIA
Good-bye, mama.

JOHANNA
Yes, good-bye, Sophia.

Johanna turns to go.

SOPHIA
It is Catherine now.

Johanna looks back at her daughter.

SOPHIA (CONT'D)
(prideful)
The Empress has given me my Russian
name. And it is Catherine.

Johanna suppresses everything (her jealousy, her sadness, her contempt) and gets into the carriage without another glance.

CU: on Catherine as she musters up her courage to stand on her own, watching her mother's carriage rattle away, never to see her again.

FADE TO:

EXT. A BATTLEFIELD - DAY

A fierce and bloody battle goes on between the green uniformed RUSSIANS and the blue uniformed PRUSSIANS.

The Russians slaughter the Prussians in hand to hand combat-- A sword slices open the guts of a blue uniformed soldier. A bayonet is plunged into the back on a soldier's neck. A pistol is fired point blank at a soldiers's face.

The ground is slippery with Prussian blood.

--but then a MAN ON HORSEBACK emerges from the chaos. It is Peter in a crisp, unstained blue uniform. He holds his sword high in the air.

PETER
Charge!!!

The Prussians charge the Russians, reversing the tide of the battle, and take the field.

CUT TO:

EXT. ORANIENBAUM (THE SUMMER PALACE) - DAY

Peter stares up at the cloudless summer sky, smiling at his imaginings. He wears a blue Prussian uniform.

SUPERIMPOSED: Oranienbaum, Russia. 5 Years Later.

The SOUND of clumsy marching annoys him.

Peter turns around to see a dozen of his SERVANTS marching with terrible precision.

Peter stomps up to Gusev (30s, his valet) in the first row. He grabs the wooden parade ground rifle out of his hand and knocks him across the head.

PETER
You are all awful. It is not supposed to look like that! We must all work harder. Now Dress Right!

Peter conducts his servants like a maestro, growing angrier and angrier with each wrong step.

Peter's SECRETARY interruptus.

SECRETARY

Your Imperial Highness, I have more papers from Holstein that need your attention.

PETER

(annoyed)
I'm busy.

SECRETARY

I am sorry, but you are still the Duke of Holstein and you must--

PETER

Fine give them to my wife. She will deal with them. Like always.

SECRETARY

Very well. Where is she?

PETER

How on God's earth am I to know where she is? What a stupid question!

Peter turns back to his marching servants.

CUT TO:

EXT. ORANIENBAUM - HILLSIDE - DAY

Sophia (now "Catherine") gallops her horse across the hillside, the grand summer palace shrinking in the background.

The years have been good to her. She has grown into herself. A beauty now.

Her full brocade skirt **BILLOWS BEHIND HER** like a parachute as she straddles her horse, riding like a man.

She rides with a fearless abandon. Going faster and faster, like she cannot go fast enough.

She presses her groin into the saddle, savoring each jostle, each movement of the horse's back. Her mouth falls open.

She goes faster and faster until-- she climaxes.

Breathing heavily, she pulls back her horse's reins, bringing him to a trot, still feeling unfulfilled.

EXT. GULF OF FINLAND - NEXT

Catherine walks with COUNT GREGORY ORLOV (25, a handsome Russian Officer) on the beach, both barefoot in the sand.

CATHERINE
You say you love me, but you will
not be with me.

GREGORY
My love for you is pure, Catherine.

CATHERINE
Yes. Too pure.

Gregory stops walking, takes her arms, turning her to him--

GREGORY
If you were free I would marry you
in an instant. I would take you
away to anywhere in the world you
wanted to go.

CATHERINE
That sounds perfect. But I am not
free.

GREGORY
No. You are not. And your husband
will one day be my sovereign,
ordained by God to rule Russia. And
I cannot forsake that. Even for
love.

Catherine starts walking again.

CATHERINE
I am beginning to feel like the
most rejected woman in the world.

He pulls her back to him, holds her in his arms.

GREGORY
How can you feel that way when you
have my heart?

CATHERINE
I have your heart. But I do not
have your--

Catherine looks downward, smiling.

GREGORY
(with a smirk)
That is very vulgar, Catherine.

Catherine walks to the edge of the water.

CATHERINE
Yes. But funny too.

GREGORY
Yes. Funny too.

Gregory chases her.

They splash and laugh in the shallow water.

EXT. ORANIENBAUM - HILLSIDE - EVENING

Catherine and Gregory walk side by side on their horses.

They pass the FORTRESS OF THE GUARDS. The windows are lit and music emanates from inside.

CATHERINE
What's going on?

GREGORY
Just a party.

Catherine smiles ruefully, then turns her horse to the fortress.

GREGORY
Come on. Let's go.
(firmly)
Catherine.

--but she just smiles at him and urges her horse forward.

Gregory sighs, then goes after her.

INT. FORTRESS OF THE GUARDS, ORANIENBAUM - NEXT

The party is crowded and ruckus-- The guards drink, dance, and play poker. LOCAL WOMEN scatter the group.

Gregory pulls a hooded Catherine across the room, trying to keep a low profile.

Catherine looks around in awe. She stops in front of a the piano where a GUARD bangs out a boisterous tune--

Another GUARD leaps up on a table to sing--

SINGING GUARD
*Peter the Prussian
He isn't Russian
He only loves
Holstein!
Foppish and dandy
Sure isn't randy
(MORE)*

SINGING GUARD (cont'd)
But he would--
 (pumps his pelvis forward)
Holstein!

Gregory pulls Catherine onward as she stares in shock, stifling a laugh.

GREGORY
 Over there!

SINGING GUARD (O.S.)
I hate to say it
But I would maim him
If he supports
Holstein!

Gregory approaches a table where one GUARD sits alone-- This is COUNT ALEXIS ORLOV (33, a Russian officer, but foremost a charming rogue).

GREGORY
 This is my brother Alexis. He's
 come to stay with me for a while.
 Alexis, this is--

ALEXIS
 Her Imperial Highness.

Gregory places Catherine next to Alexis, then sits on her other side, trapping her in.

CATHERINE
 (to Gregory)
 I would like a drink.

Gregory hesitates.

CATHERINE (CONT'D)
 Please, Gregory?

GREGORY
 Alright. Don't go anywhere. I will
 only be a second.

Gregory reluctantly leaves her and battles his way through the crowd.

Catherine removes her hood and looks at Alexis out of the corner of her eye. His looks are not as pretty as Gregory's, but they are strong and handsome, except for the long saber scar running down his left cheek-- She is immediately attracted to him.

He catches her looking. She blushes and looks away.

Alexis takes a long drink of beer, then--

ALEXIS

The Empress used to come here.

CATHERINE

Empress Elizabeth?

ALEXIS

Back when she was just a daughter of the Emperor. She would come here and play cards with the guards, always letting them win.

CATHERINE

But why?

ALEXIS

(leaning into her)

I'll tell you one thing, when she took the throne from Ivan, everyone here supported her without a thought. She was their friend after all. The night she usurped, not a single drop of blood was shed, because we all supported her. There was no one to resist.

Catherine takes a sip of Alexis' drink. He smiles at her.

CATHERINE

Well I'm not planning anything.

ALEXIS

I wasn't implying it.

A beat as they both watch the dancing.

CATHERINE

What's the party for?

ALEXIS

We won a battle. A very important one against the Prussians. They say it might be the turning of the war. That it might finally be coming to an end.

CATHERINE

Is that where you have been?
Fighting in the war?

Alexis nods solemnly.

CATHERINE (CONT'D)

Is that where you got this?

She motions to his scar.

ALEXIS

No. I got that a long time ago. A childhood accident. Never let your little brother swing your sword, before he learns how to use it.

CATHERINE

Well I am sorry to hear about Gregory's violent streak, but I am happy you did not get it in the war. I would feel responsible.

Alexis looks at her, respecting her.

A beat as Catherine contemplates.

CATHERINE (CONT'D)

They don't like Peter and I, do they? Because we are Prussian.

ALEXIS

Let me put it this way, if Peter walked into this room right now half of the men would fall to their knees and kiss his feet.

CATHERINE

And the other half?

ALEXIS

They would stab him.

CATHERINE

(laughing)
What?

ALEXIS

Well, they would want to anyway.

CATHERINE

What about me? What if I walked into the room?

ALEXIS

You're still here aren't you?

Catherine smiles at him, liking him more.

CATHERINE

Do they make up songs about me? Like they do Peter?

ALEXIS

There are many songs about you.

CATHERINE

Are there really?

ALEXIS

Oh yes, but I am far too much of a gentleman to repeat them.

Catherine looks up at him, as the world around them seems to disappear--

CATHERINE

I wish you weren't. Being a gentleman can be very overrated. Don't you agree?

Alexis is about to respond when Gregory returns to the table with two steins of beer.

GREGORY

I hope you haven't shocked her too much, Alexis.

ALEXIS

Oh no. It was quite the other way around.

Alexis stands to go.

ALEXIS (CONT'D)

Good-night, You Imperial Highness.
(a smirk to his brother--)
Gregory.

CATHERINE

Yes, good-night.

Catherine watches Alexis walk away, a limp in his gait.

INT. ORANIENBAUM - CATHERINE'S BEDROOM - MORNING

The summer sun filters onto Catherine's desk, where she looks over a pile of documents, separating them into two stacks.

She finishes, pleased with herself.

INT. ORANIENBAUM - PETER'S BEDROOM - NEXT

All the curtains are drawn. The room is dark.

Row after row of TOY SOLDIERS are lined up on the floor, along with replicas of barracks and artillery.

Peter moves in and out among the soldiers, making minor adjustments to their arrangement.

Several dogs lounge about the room, one chews happily on a leather shoe.

Catherine enters with her stack of papers.

CATHERINE

Peter I have finished looking over the documents for Holstein. Here are the ones I think you should sign. Do you want to do it now?

PETER

No, come back later. I am busy.

Catherine takes a few more paces into the room.

CATHERINE

Peter, I really think you should--

She stops short, staring at the sight before her--

CATHERINE

Peter! What on earth is that?!

REVEAL a DEAD RAT hangs from a miniature gallows.

Peter stands, brushing himself off. He is dressed in full Holstein uniform, an enormous sword hanging at his side.

PETER

(pleased with himself)

He has been convicted of a crime that according to the laws of war merits the ultimate punishment. So he has been executed by hanging.

CATHERINE

And what was his crime?

PETER

He climbed over the ramparts of the fortress and ate two sentries standing watch. Corporal Romanovich here caught him thank God.

Peter motions to the terrier gnawing on the shoe.

PETER (CONT'D)

The culprit was marshaled and hanged immediately. He will now remain exposed in public for three days as an example.

A beat, then--

Catherine bursts out laughing, unable to help herself.

PETER (CONT'D)

What do you know?! You do not understand military law!

CATHERINE

It is only that, I wish someone could have argued on behalf of the rat for no one had heard his defense.

Peter's face turns red, deeply furious.

He approaches, getting in her face--

PETER

You...you think you are so much better than everyone else! You are intolerably proud!

CATHERINE

Proud? And what is it that my pride consists of?

PETER

You...you...the way you hold yourself erect.

CATHERINE

What? Would you prefer that I stoop like a slave to please you?!

PETER

I know how to bring you to reason!

He draws his sword out of its belt.

Catherine only smiles at him--

CATHERINE (CONT'D)

Do you intend to challenge me to a duel? If that is the case, don't you think I ought to have a sword too? It would only be fair.

He lets go of his sword and turns away from her. He paces, mumbling--

PETER

What do you know? You don't know anything. You are just full of nonsense.

CATHERINE

Peter, stop.

PETER

When I am back in Holstein I will not have to put up with you anymore. When I am in Holstein I--

CATHERINE
 Holstein?! You are never returning
 to Holstein, Peter. Don't you
 understand?!

Peter stops pacing. He looks at her, deeply hurt.

Catherine immediately regrets her outburst.

Catherine's new chief lady-in-waiting, PRINCESS CATHERINE
 "KITTY" DASHKOVA (19, a pretty blond with a pleasant
 disposition) enters, pausing at the door--

CATHERINE
 Yes?

KITTY
 Excuse me, Your Imperial
 Highnesses, but the Empress has
 requested your presence at
 Tsarskoye Selo. There is a carriage
 waiting outside.

CATHERINE
 (wary)
 Alright. I'll get changed.

Catherine leaves the room.

Kitty looks down at Peter--

KITTY
 She wants to see you too.

PETER
 Get out!

Peter hurls a soldier at Kitty.

She squeals and hurries away.

EXT. ORANIENBAUM - DAY

The IMPERIAL CARRIAGE awaits.

Catherine, wearing a traveling cloak, exits the palace with
 Kitty.

Catherine smiles when she see one of the guards there to
 escort her is Alexis.

He tips his head to her and the ladies get into the carriage.

Peter approaches the carriage with his valet, Gusev.

GUSEV

I will get on top, Your Imperial Highness.

PETER

Nonsense, ride with me. I cannot image how bored I will be if you do not.

Gusev suppresses a smile and the two men join the ladies in the carriage.

EXT. RUSSIAN ROAD - LATER

The carriage travels down the road at an incredible speed.

Alexis and the three other guards gallop alongside as they make their way through the countryside.

INT. CARRIAGE - MOVING - SAME

Catherine gazes out the window, watching Alexis ride in and out of view on his white horse.

Behind him she sees the FARMERS in the fields watching them go by, but they do not smile and wave, instead the scowl at the gilded carriage-- one spits on the ground.

Catherine sits back, spooked.

Kitty is cramped beside her, making way for Gusev's long legs across from her.

Peter sleeps, as Gusev stares out the opposite window.

KITTY

Your Imperial Highness, I was hoping to ask you a favor.

CATHERINE

Please Kitty, you must start calling me Catherine. You are my only friend after all.

KITTY

(smiling)
Alright. Catherine.

CATHERINE

What's the favor?

KITTY

I was wondering if my sister might come to court?

CATHERINE

If she is as pleasant as you are, I don't see why not.

KITTY

Oh, she's not. My sister has the most horrible disposition. Her manners are repugnant. And she has a laugh that can make dogs howl from miles around.

CATHERINE

Then why do you want her to come? She sounds awful.

KITTY

Well, she is my little sister. And ever since our mother died I feel it is my job to look after her. I only feel it is right.

CATHERINE

If it is what you wish, then of course. I will be happy to have her.

EXT. TSARSKOYE SELO - LATER

Elizabeth stands on the steps of her extravagant summer palace, watching the party descend from their carriage, with a stony visage.

The years have not been kind to Elizabeth-- she is twice as big as before and she wears too much makeup in a vain attempt to disguise her age.

She steps forward--

ELIZABETH

Catherine. Peter. Come with me.

Catherine and Peter regretfully leaves their companions and follow Elizabeth into her awaiting carriage.

INT. IMPERIAL CARRIAGE - MOVING - LATER

Catherine and Peter ride backwards, sitting across from Elizabeth.

Elizabeth gazes out the window, then speaks, almost to herself--

ELIZABETH

I have always regretted Ivan. He was only fifteen months old when I took the crown from him. I had hoped to send him away somewhere to live normally, but I knew that would not be possible. I would have been forever looking over my shoulder, waiting for an army to rise up in favor of him. So I put him away. Poor little thing. Poor little hopeless thing. I visit him sometimes. Now I want the two of you to meet him as well.

PETER

(agitated)

We are going to see him? We're going to the fortress?

INT. SHLISSELBURG FORTRESS - DUSK

A PRISON GUARD leads Catherine and Peter through the fortress.

He stops in front of a small door, and lets them inside.

INT. SHLISSELBURG FORTRESS - IVAN'S CELL - CONTINUED

The door is closed behind Catherine and Peter, and the keys are turned, locking them in.

IVAN (15, ghastly pale with long white blonde hair) sits at an old wooden desk, reading his bible. He does not acknowledge his visitors.

Catherine is the first to tentatively approach the creature--

CATHERINE

Hello Ivan. My name is Catherine. And this is Peter. We are pleased to make your acquaintance.

IVAN

(reading aloud)

But the fruit of the Spirit is love, joy, peace, long-suffering, gentleness, goodness, faith, Meekness, temperance: against such there is no law...

Catherine watches in shock as Peter approaches and boldly kneels next to the boy.

PETER

I know that verse. My mother used to read it to me. Perhaps yours did as well.

(reciting from memory)

And they that are Christ's have crucified the flesh with the affections and lusts. If we live in the Spirit, let us also walk in the Spirit.

Ivan looks over at Peter. He reaches a thin hand out and places it on Peter's head.

PETER (CONT'D)

Here, why don't you read the next part.

Half of Ivan's mouth turns up in what must be a smile.

IVAN

Let us not be desirous of vain glory, provoking one another, envying one another...

PETER

Yes that's it.

Catherine stares in awe at the pair, noticing the tear in Peter's eye.

EXT. SHLISSSELBURG FORTRESS - NEXT

Catherine and Peter are led out of the fortress back toward Elizabeth's awaiting carriage.

Peter walks ahead, wiping at his eyes.

Catherine catches up, putting a hand on his shoulder.

CATHERINE

You were very good with him. That was wonderful what you did.

Peter shrugs off her hand.

PETER

You think that matters to him? With the pointless life he is leading? I would rather be dead.

He speeds up his pace, marching ahead of her.

INT. IMPERIAL CARRIAGE - MOVING - NIGHT

Elizabeth and Catherine sit across from one another.

Elizabeth's legs fidget, in pain. She hits her thighs subtly with her fists.

Peter sleeps with his head against the glass, lulled by the carriage's steady movements.

Peter snores.

Elizabeth takes the opportunity to address Catherine--

ELIZABETH

I suppose you know why I brought you here.

CATHERINE

To witness the consequences of an unstable ruler.

ELIZABETH

And you know why I consider you and Peter to be unstable?

CATHERINE

Because we do not have an heir.

Elizabeth sits back regarding her.

ELIZABETH

It truly baffles me, Catherine, how you can be so astute, yet so entirely foolish at the same time.

CATHERINE

Your Imperial Majesty?

ELIZABETH

I know it is your fault than you and Peter have not conceived.

CATHERINE

But that's not true I--

ELIZABETH

Do not contradict me. I know he is not what you wanted. Not what you dreamed of. Not what you desired. But I warned you what this marriage would be like, and I told you its terms, but you have failed to fulfill your one very simple obligation.

Catherine's eyes flood with tears.

Elizabeth leans in, closing in on her prey--

ELIZABETH (CONT'D)

Do you think you cannot be set aside, Catherine? Do you think you are not completely replaceable? I feel I have been very patient with you. Too patient. I once saw something in you that I liked. Something that reminded me of myself. But I was wrong. Because I knew my duties and you obviously do not.

CATHERINE

I will try harder.

Elizabeth sits back, calmer.

ELIZABETH

Yes, you will. You and Peter will stay the night, then tomorrow you will return to Oranienbaum, where you will sleep in the same bed every night, until there is a child. Then you may do as you wish. Do you understand?

CATHERINE

(barely audible)

Yes. I understand.

REVEAL leaning against the glass, Peter opens his eyes ever so slightly, having heard the whole exchange.

INT. TSARKOYE SELO - AMBER ROOM - NIGHT

The room glistens in the moonlight-- Amber panels line the entirety of the walls, accented with gold embellishments and statuettes.

Catherine sits up in bed, nervous and uncomfortable.

Peter sits at a desk with his back to her, working intently.

CATHERINE

What are you doing?

PETER

(not turning around)

What do you care?

CATHERINE

I care, Peter.

He turns around with a small smile--

PETER
Do you really want to know?

Catherine nods.

Peter beams. He grabs his sketch pad from his desk and jumps up on the bed like a little boy.

He clutches his pad to his chest as he explains excitedly--

PETER (CONT'D)
You see, I have had the most wonderful idea on the carriage ride today. I think you will like it very much.

CATHERINE
(encouraging)
What is it?

PETER
I am going to build a military fortress at Oranienbaum! I will bring in real Holstein soldiers. And we can perform drills and marches on the parade ground all day. See--

He reveals his drawing to her with pride. He points out the elements to her--

PETER (CONT'D)
The parade ground will be right here. And in front of it I will build a tall gate to keep watch. And back there will be the palace. Surrounded by a moat and ramparts. That is where I will sleep. And back there will be the barracks and the officer's mess and a Lutheran church I think! What do you think?!

CATHERINE
I think it's wonderful.

PETER
You do? I mean, you really do? You're not just saying that?

CATHERINE
I do. In fact, I think it is so wonderful, that I would like to kiss you right now.

PETER
Kiss you? Are you joking?

CATHERINE

No. I don't see what's funny about a wife wanting to kiss her husband.

PETER

Really, Catherine, of all things.

Peter turns away from her, sits on the edge of the bed.

Catherine edges toward him, speaks to him softly--

CATHERINE

Do you remember what you used to call me? Back when we were young? You used to call me Sophie. Don't you remember that?

PETER

(nervous)

Yes.

CATHERINE

I never told you. But I liked it very much when you called me that. It made me feel special. Do you think you could call me that again?

PETER

I-- I don't know.

Catherine gets off the bed, stands before him.

Peter stares at the floor.

CATHERINE

Will you look at me Peter?

Nothing.

CATHERINE (CONT'D)

Please look at me.

He looks up.

A beat, then Catherine slips off one shoulder of her nightdress, then the other, so it drops onto the floor--

She stands before him completely nude.

CATHERINE (CONT'D)

Now will you kiss me, Peter? Please kiss me.

Peter swallows hard. He tentatively stands so they are eye to eye.

Catherine lifts up one of his hands, places it on her breast. He visibly shudders.

She moves her lips toward his very slowly, until they touch, then gently moves her lips against his.

He lets out a small sigh--

PETER

Sophie.

Encouraged, she kisses him more firmly. He responds.

For a moment they stand there, his hand on her breast, their lips eagerly meeting the others.

--but when Catherine places a hand on his groin, Peter flinches and pushes her away.

She stumbles back.

She looks up at him in shock and he raises the back of his hand and strikes her across the face.

Catherine holds her cheek, staring at him in disbelief, but then she launches herself at him, beating him with her little fists.

--surprising herself as much as she does Peter.

CATHERINE

There is something so wrong with you! I swear to God there is! Something so wrong!

PETER

Get off of me!

He manages to grab hold of her wrists and tosses her away, so she falls onto the bed.

Peter storms off, as Catherine tries to calm herself.

FADE TO:

EXT. TSARSKOYE SELO - DAY

Catherine, Peter, and their attendants exit the palace and get into their awaiting carriage.

All are silent.

Alexis, on his horse, watches Catherine, but she does not look up at him.

INT. CARRIAGE - MOVING - LATER

The curtains are drawn.

All the occupants sit bored and melancholy.

The SOUND of a distant crowd fades in.

CATHERINE
(to Kitty)
Do you hear that?

Kitty shakes her head.

The SOUND grows louder.

KITTY
Now I do.

Catherine pushes back the curtain to reveal over a hundred PEASANTS lined up on the road, watching the carriage approach.

Peter looks out, pleased.

PETER
Oh. I shall wave to them.

Peter stands to open the door to wave out, but Catherine, noting the hostile faces of the mob, pulls him back.

CATHERINE
Peter, don't!

PETER
Unhand me. You have no right to--

A ROCK is thrown at the carriage, shattering the window.

Kitty screams, but Peter's scream is louder.

The carriage is assaulted by an ONSLAUGHT OF ROCKS.

There is a commotion outside, the horses rear up, bringing the carriage to a halt.

Catherine looks out to see the mob closing in on the carriage, as the guards urge them back.

Alexis puts a hand on his gun.

PETER
Traitors!

Peter grabs the rock from the floor, and before he can be stopped he opens the carriage door and hurls the rock at the mob.

CATHERINE

Peter! No!

Peter jumps out of the carriage, picking up rocks from the ground and throwing them at the mob.

The mob starts to yell insults.

Alexis and the guards draw their guns, firing into the air, but the mob does not retreat.

Catherine watches as one of the guards levels his gun at the mob.

Catherine steps out of the carriage.

CATHERINE

Stop!

Alexis turns to see Catherine standing outside the carriage.

ALEXIS

Get back inside!

Alexis tries to block her, but she pushes past him and approaches the peasants, who stare at her in shock.

She stops in front of them, and after a moment frozen by fear and hesitation, she dips low into a bow.

There is a commotion among them and for a moment Catherine's heart races, afraid she made the wrong move.

Alexis holds tight to his gun, as Peter stares in shock.

Catherine rises.

CATHERINE (SUBTITLE)

(in Russian)

I am your Grand Duchess.

The mob silences.

CATHERINE (SUBTITLE) (CONT'D)

Please. It does not have to be like this. Tell me your grievances.

No one says a word, then a LITTLE GIRL timidly steps forward--

LITTLE GIRL (SUBTITLE)

(in Russian)

My papa was accused of stealing the crop. He didn't do it. But they hung him anyway.

CATHERINE (SUBTITLE)
 (in Russian)
 I am sorry. Who is your master?

LITTLE GIRL (SUBTITLE)
 (in Russian)
 You are. These are Imperial lands.

Catherine stares at the little girl in horror.

She composes herself, then kneels down to her--

She slides a ring from her own finger and places it into the little girl's palm, then kisses the girl on both cheeks.

The girl returns to the group, and another woman steps forward. Catherine holds out her hands to her.

Alexis watches in awe, taking his hand from his sword.

Peter looks on in distaste, then retreats into the carriage, slamming the door.

FADE TO:

INT. ORANIENBAUM - CATHERINE'S BEDROOM - MORNING

Catherine stares at the window, dispirited.

A MAID enters the room, carrying a heavy yellow dress.

Catherine takes one look at the dress, and--

CATHERINE
 (angry)
 I said I wanted the green one,
 didn't you hear?! Can you get
 nothing right, you little fool!

The maid's mouth drops.

CATHERINE (CONT'D)
 (remembering herself)
 I am sorry. I don't know what came
 over me. The yellow will do just
 fine.

INT. ORANIENBAUM - CATHERINE'S SITTING ROOM - NEXT

Catherine exits her bedroom, in her yellow dress, to find Kitty and another WOMAN waiting for her.

Kitty quickly rises. The other woman takes her time.

KITTY

Your Imperial Highness, Catherine,
may I present my sister?

The other woman, PRINCESS ELIZABETH "BETH" VORONTSOVA (19),
steps forward.

She is an unpleasant looking girl, slightly hunchbacked with
broad shoulders and a shapeless figure except for her large
breasts, and like Peter, her face is scarred from smallpox.

Vorontsova curtsies.

CATHERINE

You are welcome to my court. Your
sister Kitty is a wonderful girl
and I was happy to accommodate her
request.

VORONTSOVA

It was most kind of you, Your
Imperial Highness. Your reputation
holds true.

While Vorontsova's words are innoxious, there is a ring of
insincerity that Catherine immediately dislikes.

INT. ORANIENBAUM - DINING ROOM - LATE AFTERNOON

The young court dines at an intimate table.

Catherine looks despondent among the ruckus court, engaged in
chatter and laughter.

She watches Peter engaged with Vorontsova.

Catherine whispers to Kitty next to her--

CATHERINE

What did your sister mean? About my
reputation?

KITTY

You haven't seen?

Catherine shakes her head.

KITTY (CONT'D)

There is a pamphlet going around
with a drawing of you and Peter,
and the incident on the road. They
drew him as a slithering snake
hissing at the people, and you,
with wings of an angel soaring over
him to protect them.

Catherine allows herself a small smile, when--

Vorontsova throws her head back with a guttural laugh, at something Peter has said.

Peter beams. He reaches out and takes Vorontsova's hand, kissing it.

Catherine suddenly stands. The table follows suit.

CATHERINE
Excuse me. But I am feeling unwell.

Catherine hurries away, leaving the others to gossip.

INT. ORANIENBAUM - HALLWAY - CONTINUED

Catherine walks quickly down the hall.

PETER (O.S.)
Catherine, wait!

Catherine turns to see Peter running toward her. She stops, waits for him to catch up.

CATHERINE
(curt)
What is it?

PETER
Please, I need your opinion, you are so very good at these things. What do you think? Diamonds or rubies?

CATHERINE
Diamonds or rubies what?

PETER
Do you think Beth will prefer diamonds or rubies?

CATHERINE
Who's Beth?

PETER
Princess Elizabeth Vorontsova. She's asked me to call her Beth.

Catherine just stares at him, then she turns on her heels and walks away.

PETER (CONT'D)
Catherine?
(angry)
Catherine!

She does not look back.

Peter fumes.

INT. ORANIENBAUM - GARDEN PAVILION - DUSK

Catherine waits anxiously in a finely appointed room in the empty pavilion-- a doll's house of a palace, barely ever used.

The only light comes from the quickly setting sun, silhouetting the room.

The shadow of a man appears--

Catherine turns and Alexis steps into the light.

Neither say a word as they close the space between them and embrace, kissing passionately, their hands moving desperately over one another's bodies.

Catherine pulls back for a moment, looks up at him.

CATHERINE
I'm a virgin, Alexis.

Alexis stares at her, processing his surprise, then nods--

ALEXIS
Alright. I will be gentle.

CATHERINE
No. Please. Don't be.

Catherine turns for him to undo her dress.

Alexis takes his time unlacing her, their desire growing with each lace undone.

Then he yanks her back toward him, he touches her up and down. She shudders under his touch.

He turns her toward him roughly, holding her face as he kisses her.

She steps away from him, sitting down on a couch.

She spreads her legs, offering herself to him.

He lowers himself on top of her and they make love eagerly.

CU: on Catherine as she throws her head back in a combination of pain and ecstasy.

INT. ORANIENBAUM - DRAWING ROOM - DAY

Peter stands with his pants down in the middle of the room, as a LOCAL DOCTOR kneels before him, examining his genitals.

Three SERVANTS stand by, including his valet Gusev.

PETER
What do you say, doctor? What is wrong with me?

LOCAL DOCTOR
You have never had sexual relations with a woman?

PETER
No. But I have heard good things. And I have reason to want to try it.

LOCAL DOCTOR
I have seen this once before. It can be corrected with a minor surgery. Very quick, but very painful.

PETER
(frightened)
Oh. Good. When? When would be a good time?

LOCAL DOCTOR
I can perform it now if you like.

PETER
(terrified)
Oh how wonderful.

LOCAL DOCTOR
Just please lay down and I will get my tools.

Peter lays down on the couch, watching as the doctor collects his sharp tools from his bag.

Gusev notices Peter is shaking, petrified.

He steps forward, kneels down next to him and takes his hand.

Peter smiles at him--

PETER
Thank you Gusev.

Gusev looks honored by the comment.

The doctor hands Peter a bottle of liquor.

LOCAL DOCTOR
Drink it up.

Peter obeys.

The doctor places a piece of wood between Peter's teeth.

LOCAL DOCTOR (CONT'D)
Now bite hard.

CU: Peter's FACE contorts in pain as the surgery is performed. He squeezes Gusev's hand and screams as he clamps his teeth down hard on the wood.

EXT. ORANIENBAUM - HILLSIDE - DAY

It's a gorgeous day.

Catherine launches her horse forward as she races Alexis at breakneck speed across the hillside.

They are competitive for a friendly game. Catherine holds nothing back, taking her and her horse to the limit.

She is all smiles as she edges past him.

EXT. FORTRESS OF THE GUARDS, ORANIENBAUM - DUSK

Alexis leads Catherine up to the fortress.

Alexis cracks open the door, light and boisterous laughter pour out.

Catherine steps inside, Alexis pulls her back--

ALEXIS
Just so you know, they don't play
fair.

CATHERINE
That's alright. Neither do I.

Catherine smiles and ducks inside. Alexis hurries after her.

INT. FORTRESS OF THE GUARDS, ORANIENBAUM - CONTINUED

Alexis leads Catherine up a narrow staircase. The sounds of male laughter and chatter grow louder.

They reach the top of the stairs and Alexis leads Catherine to a table of eight men seated over a card game.

ALEXIS
 (to the men)
 We have a guest.

The guards casually look over and when they realize who their guest is they rise to attention and bow to her.

Catherine laughs.

CATHERINE
 Well, if it's going to be like that this is going to be easier than I thought.

Alexis pulls up two chairs and they take a seat.

The guards follow suit incredulously.

CATHERINE (CONT'D)
 I'll deal.

Catherine picks up the deck of cards, expertly shuffles and deals. They all stare at her. Alexis grins.

CATHERINE (CONT'D)
 Come on! Cheer up. I promise on the first few hands I will bet high and lose on purpose. But after that it is any man's game.

One of the older guards laughs. The men smile. The ice broken.

Catherine smiles broadly at Alexis.

INT. ORANIENBAUM - GARDEN PAVILLION - DAY

Catherine and Alexis lay together in bed in the pavillion's upper apartment.

Catherine, lovely with her tousled hair and porcelain skin, lays on her stomach. She looks concerned.

ALEXIS
 What's wrong?

Catherine perches on her elbows, looks at him--

CATHERINE
 Even though it is Peter I am being disloyal to, I feel like it is your brother I am betraying. I feel like I should tell him.

ALEXIS
 It will hurt him. He loves you.

CATHERINE

Yes, I know. That seems to be the problem. He loves me too much to disrespect me.

Alexis raises an eyebrow at her. She smiles.

CATHERINE (CONT'D)

Don't get me wrong, I crave your disrespect more than anything.

They kiss and she rolls on top of him, so they are flesh to flesh.

ALEXIS

You know, I think I am starting to like you.

CATHERINE

Starting to?!

Catherine pushes off of him. Alexis smiles.

CATHERINE (CONT'D)

You tease.

Alexis leans on his elbow, admiring her.

ALEXIS

You were wonderful that day. That day on the road. When you stopped the mob. A lot of people could have died, but they didn't because of you.

CATHERINE

It all made me very sad actually. There was nothing I could do. Nothing I could do to help them.

ALEXIS

You could if you were Empress.

CATHERINE

I will be Empress one day, when Peter takes the throne. But even then I will not have any power. Peter does not listen to me, not anymore.

ALEXIS

But you would have power if you were *the* Empress. Empress without Peter.

CATHERINE

(teasing)

Why, Alexis, you speak of treason.

She tries to kiss him again, but his mind is moving fast now, he gets out of bed, pacing the floor.

Catherine watches him, amused.

ALEXIS

I'm not joking, Catherine. Think about it. What is Peter going to be like as an Emperor? You spoke to the people while he threw rocks at them.

CATHERINE

It doesn't matter what he is going to be like. He is Elizabeth's chosen heir.

ALEXIS

So what?

CATHERINE

So he has been anointed by God.

Alexis stops pacing and looks at her--

ALEXIS

Do you really believe that?

She's not sure if she does.

Alexis crouches down by the bed, so they are eye to eye.

ALEXIS (CONT'D)

Catherine, look what is going on across Europe, in the Americas, right here in Russia. The masses are unhappy and there is talk of democracy. Of overthrowing the monarchies and having the people rule themselves instead. Like the Greeks did in Athens.

Catherine sits up, covering herself with the sheet, feeling uneasy.

CATHERINE

And you think they are right?

Alexis rises, pacing again--

ALEXIS

It does not matter what I think!
What do the philosophers think?
What does Voltaire think?!

CATHERINE

The French heretic?

ALEXIS

He is more than that, Catherine. He is a visionary. He understands the possibility of overthrowing the monarchs, but-- he is against it. He thinks the people will bring ruin to themselves if left to govern alone.

CATHERINE

Then there is no answer. He is like every other philosopher. He just thinks himself into a corner and is left with no practical outcome.

Alexis stops and looks at her. He sits next to her on the bed, takes her hands.

ALEXIS

Voltaire said "I would rather be ruled by one lion, much stronger than myself, than by a hundred rats of my own species."

CATHERINE

So what?

Catherine tries to look away, not wanting to face what he is saying, but Alexis tips her chin up toward him--

ALEXIS (CONT'D)

You could be that lion, Catherine.

CATHERINE

Please, Alexis, stop. It is not possible, so why speak of it?

ALEXIS

But do you want it?

CATHERINE

No, I don't.

Catherine looks away, unsure.

EXT. ORANIENBAUM - FUTURE SITE OF PETERSHTADT - DAY

Peter leads a retinue, including Gusev and the architect (RINALDI), through a forested area, dictating his vision for his military fortress--

PETER

And here will be the guard's tower!
Where I can keep watch for miles
around. And over here will be the
stables, and past that pond the
barracks for my soldiers. And over
here--

Peter takes off running, losing his group.

He is about to step into a small clearing next to the pond, when he sees two LADIES lounging on the grass, making a crown of flowers and taking in the summer sun.

LADY #1

I cannot understand what Peter sees
in that ghastly Vorontsova
creature. They have barely been
separated since she arrived.

Peter steps behind a tree to listen--

LADY #2

Perhaps they have some things in
common.

LADY #1

Yes! She has the manners of a pot-
house wrench and so does he!

The second lady laughs along with her friend despite herself.

LADY #1 (CONT'D)

Catherine certainly doesn't seem to
mind.

LADY #2

You don't think so?

LADY #1

Why would she when she's getting on
so well with that handsome
guardsman.

LADY #2

But that is only gossip.

Peter leaves the conversation, and stomps back to the group, a look of fury coming over him.

RINALDI
 Everything alright, Your Imperial
 Highness?

Peter motions Gusev toward him and whispers into his ear.

EXT. FORTRESS OF THE GUARDS, ORANIENBAUM - DAY

Catherine speaks with Gregory in the shadows of the fortress.

Gregory stares at her with a look of betrayal. She has just delivered the news.

CATHERINE
 Don't look at me like that.

GREGORY
 Does he know?

CATHERINE
 Peter?

GREGORY
 No, Alexis. Does he know you are
 using him?

CATHERINE
 I am not.

GREGORY
 I know you better than you think I
 do, Catherine. It is no secret to
 me that you need to have a baby and
 you don't care by who. I didn't
 want to give that too you. Because
 then whatever purity there was in
 our feelings for each other would
 have been tainted by your ambition.
 But Alexis, he does not care. Do
 you want to know why?

CATHERINE
 (protective)
 Why?

GREGORY
 Because he is using you too. Don't
 you think being the true father of
 the heir would come with some
 advantages? You see, he is
 ambitious just like you.
 (a short laugh)
 A perfect match then. May you both
 be happy.

He starts to go.

CATHERINE
Gregory, wait!

Catherine grabs his arm, and for a moment he looks back at her considering, but then he pulls away and leaves her.

Catherine watches him go

REVEAL Gusev, on horseback, watches from a distance.

INT. ORANIENBAUM - PETER'S BEDROOM - LATE AFTERNOON

Peter looks down at the lawn below.

The SOUND of female laughter.

Below-- Vorontsova and a group of women play a game of Blind Man's Bluff. Vorontsova gropes around, trying to tag one of the other women.

Peter watches Vorontsova fall to her hands and knees in laughter, her ample bosom protruding over her dress.

Desperately, Peter pulls down his pants, tearing off the linens wrapped around his heeling wound, and he pleasures himself for the first time, fixated on Vorontsova.

He finishes, pulls up his pants, and turns to see--

Gustev standing in the doorway.

PETER
Gusev! How long have you been there?

Peter notices Gusev's expression is grave.

PETER (CONT'D)
What is it?

CU: on Peter as the news is delivered. His hurt quickly turns to anger.

INT. ORANIENBAUM - PETER'S BEDROOM - NIGHT

Peter and Catherine dine alone. They sit across from each other.

Peter drinks heavily. Catherine watches him skeptically.

CATHERINE
Peter, why did you want to have dinner together?

PETER

There is something I would like to talk to you about. A matter of much importance, actually.

CATHERINE

(impatient)

What is it?

PETER

I found out something today. Something that might interest you very much in fact.

CATHERINE

Oh?

PETER

Today I found out that my wife-- is a whore.

Peter smiles eerily. Catherine stares at him frozen.

PETER (CONT'D)

(anger growing)

I have always known that she is a whore for attention, a whore for acceptance, a whore for pleasure, but now I know she is an actual *whore!*

Peter flips the table. The delicate dishes crash to the ground.

He is on her in seconds, in her face--

PETER (CONT'D)

Do you not deny it?! Will you say nothing to deny it?!

Catherine looks away.

CATHERINE

(softly)

I do not deny it.

PETER

What was that?

She looks at him square in the eyes--

CATHERINE

(with all her strength)

I do not deny it!

Peter grabs her face roughly and kisses her, surprising Catherine beyond anything.

She pushes him back.

PETER
Is that anyway to treat your
husband?

He slaps her.

Catherine stumbles out of her chair, and tries to get away, but Peter grabs her arms, pushing her against the wall.

He gropes her body, ripping her dress down the center. Then he thrusts his hand under her dress.

CATHERINE (CONT'D)
Peter stop! You're hurting me!

Catherine pushes him back hard.

He stumbles and he falls, his head hitting the ground. He sits up, touching a stream of blood that trickles down his forehead.

He stares at her, breathing heavily, his anger building-- then he gets up and storms out of the room.

Catherine looks around, trying to decide her next move--

She looks down at her ripped dress. She is debating what to do, when--

Peter enters with Gustev behind him.

Catherine understands immediately what is about to happen and she makes a run for it, but Gusev grabs her, holding her arms behind her.

Peter stands face to face with her--

CATHERINE
Peter please don't do this!

Peter punches her hard in the stomach.

Catherine folds in half, gasping for air.

Peter nods toward the bed.

Gustev throws her onto the bed and Peter climbs on top of her. She thrashes underneath him.

She spits at him and he hits her in the face.

PETER
(to Gusev)
Hold her!

Gusev pins her arms over her head with his knees.

Peter pulls down his pants as he yanks up her dress.

CATHERINE

No! Nooooo!

She cries out as he enters her.

She closes her eyes and looks away as he thrusts. But he grabs her face and turns it forward.

PETER

Look at me!

He slaps her and she obeys, opening her wet eyes.

He finishes and rolls off her.

Catherine lays still.

Peter pulls up his pants.

Catherine moans to Gusev--

CATHERINE (CONT'D)

Let me go. Let me go.

--instead he climbs on top of her, fumbling with his pants.

Catherine screams.

Peter sees what is happening. He stares for a long moment then a look of outrage comes over his face--

PETER

Get off her!

--but Gusev is distracted.

Peter picks up a fallen dinner knife from the floor and strikes Gusev across the face.

Blood streams out of the wound. Gusev's hands fly to his face. He stares at Peter in horror.

GUSEV

(to Peter)

I am sorry.

Gusev hurries out of the room.

Catherine and Peter stare at one another for a long moment, then Peter leaves the room.

All Catherine wants to do is curl into a ball and cry, but she wills her feet to the ground, refusing to let the tears come.

She gets up, wrapping her arms around herself, and goes to the window.

She opens it, letting the first chill of the approaching winter wash over her.

She closes her eyes, and lets the fresh air wash over her.

FADE TO:

EXT. ORANIENBAUM - MORNING

SHOTS of the PALACE and the various PAVILIONS on the grounds--

All quiet and motionless.

The first chill of the season sets in.

A lone PEACOCK wanders the grounds.

EXT. ORANIENBAUM - COURTYARD - DAY

The courtyard is bustling with carriages, COURTIERS, and SERVANTS-- all preparing for the transition back to the Winter Palace.

Peter walks happily with Vorontsova by his side. They get into a carriage together.

INT. CARRIAGE - SAME

Catherine sits in one of the awaiting carriages alone, with a fur blanket on her lap.

She is oblivious to the chaos around her. She stares ahead, despondent.

Alexis gets into the carriage, sits across from her. He looks hurt, distressed. She will not look at him.

ALEXIS

I am not a fool.

She looks up, afraid he knows.

ALEXIS (CONT'D)

You have avoided me this past few months. I know you do not want to see me. I will not press it.

CATHERINE

(quiet)

Then what are you doing here?

ALEXIS

I've come to tell you that a major battle is about to happen with Prussia and Gregory has been sent to the front lines. His orders came directly from the Grand Duke.

Catherine looks up, her eyes a fury--

CATHERINE

And what would you have me do? Try and stop it? Well I will tell you now that is impossible. My opinions bare no weight around here. I have the ear of no one. I have no power.

ALEXIS

Gregroy is happy to serve his country. To serve you. I just thought you would like to know.

Alexis exits the carriage.

Catherine is stalled with indecision, then--

She leans out the carriage and shouts--

CATHERINE

Alexis, wait!

Several heads turn, but then quickly return to their work.

Alexis rejoins her in the carriage, sitting next to her this time.

She has cast off her barrier and speaks openly--

CATHERINE (CONT'D)

Are you not coming with us?

ALEXIS

There is nothing for me there.

CATHERINE

You're right. I cannot be your lover anymore. It's just not right between us. We are the same, you and I. And I know I could never fully give my heart to you, because I would be so afraid of what you would do with it. You would use it.

(MORE)

CATHERINE (cont'd)
 You would use it to get what you want and I would let you because I loved you.

ALEXIS
 Catherine--

CATHERINE
 No, I know you would not mean to. But you wouldn't be able to help yourself. It is in your nature. And I would be foolish to think that I could stop it.

ALEXIS
 You have thought about this?

CATHERINE
 More than you know.

ALEXIS
 I might have loved you.

CATHERINE
 And I might have loved you. And I do, as a dear friend. Please stay. I am begging you to stay. Stay as my friend. I am so desperate for a friend.

ALEXIS
 I'll stay.

He kisses her with passion. When he pulls back--

ALEXIS (CONT'D)
 I just had to do that one last time.

Alexis gets out of the carriage, as Kitty gets in.

She looks askance at him, but then settles in next to Catherine.

KITTY
 What was that about?

CATHERINE
 Nothing. Nothing at all.

Kitty places a hand on Catherine's belly.

KITTY
 Is it kicking again?

CATHERINE
 Yes. It's been non-stop.

The carriage drives off.

EXT. OPERA HOUSE - NIGHT

The SOUND of an OPERA SINGER belting out an ARIA...

The gilded OPERA HOUSE rises out of the snow-covered ground.

INT. OPERA HOUSE - CATHERINE'S BOX - SAME

Catherine sits in her box, with Kitty and two other ladies, watching the opera.

She looks across the theatre to see Peter's box is empty.

INT. OPERA HOUSE - PETER'S BOX - SAME

Behind the curtains of the box-- Peter has Vorontsova pushed up against the wall in an awkward position as they make furious love.

Peter suckles her breast like a baby. Vorontsova's loud cry is masked by--

INT. OPERA HOUSE - CATHERINE'S BOX - CONTINUED

The aria comes to a crescendo.

IMPERIAL SERVANT (O.S.)
Excuse me, Your Imperial Highness.

Catherine turns.

IMPERIAL SERVANT (CONT'D)
There is an urgent message for you.

Catherine nods then rises.

REVEAL she is now eight months pregnant.

INT. OPERA HOUSE - LOBBY - CONTINUED

The lobby is empty, except for the COURIER holding a letter.

Catherine enters and accepts the letter from his tray.

The courier departs.

Catherine opens the letter. What she reads causes her to suppress her tears. She puts a hand to her heart, and leans back against the wall.

Peter and Vorontsova tumble out of the theatre in laughter.
Peter sees Catherine. He looks concerned.

PETER
(to Vorontsova)
Give us a minute.

Vorontsova look perturbed, but she obeys.

Peter approaches Catherine.

PETER
Are you alright?

CATHERINE
My mother has died.

PETER
I'm sorry.

Peter puts a hand out for her, but Catherine steps away from his touch.

He watches as she walks back toward the theatre in a daze, but then she doubles over, crying out in pain.

Peter stares at her for a moment, then rushes toward her.

INT. WINTER PALACE - BEDROOM - SAME

Catherine lays on a mattress on the floor in labor.

She grunts and moans as her world spins around her--

The MIDWIFE hovers over her.

Elizabeth sits in one corner, seeming to enjoy the show.

Peter stands in the other in full Holstein uniform.

PETER
Shall I get my violin?

With one final effort the baby is out and screaming.

MIDWIFE
A boy.

The midwife cuts the cord and swaddles the infant.

Catherine puts her arms out for him.

CATHERINE
Please. Give him to me.

ELIZABETH
Bring him here.

CATHERINE
What?

The midwife obeys the Empress and hands her the child, as Catherine looks on in horror.

ELIZABETH
This child does not belong to you,
Catherine. He is the property of
the state. And I am the state.

REVEAL Elizabeth sits in a WHEELCHAIR. Her ATTENDANT wheels her out.

CATHERINE (CONT'D)
But Your Imperial Majesty--

The door closes.

CATHERINE (CONT'D)
No. No! Bring him back. Bring him
back.

Catherine melts into the mattress in exhaustion and grief.

Peter looks down at her pitiful sight for a moment, then turns his back to her and goes.

INT. WINTER PALACE - IMPERIAL APARTMENT - DAY

Catherine enters with caution.

Her BABY BOY (one-month-old) lays in a cradle next to a blazing fire, as his NURSE sleeps in a corner.

Catherine goes to him and she melts at the sight of him, seeing her son for the first time since his birth.

--but she quickly becomes concerned by his cries, and his red cheeks.

He is nearly smothered by the heat of the room, and the multiple layers of blankets on top of him.

Catherine frantically unwraps him from the layers, removing a velvet coverlet lined with fur and a second coverlet of satin, then finally the flannel swaddling blanket.

She looks down at him, the redness of his little cheeks fading, he stops crying and kicks his legs happily.

Catherine smiles.

ELIZABETH (O.S.)
 What do you think you are doing?

Catherine turns to see Elizabeth in her wheelchair.

The baby's nurse startles awake.

ELIZABETH (CONT'D)
 Leave us.

Both the nurse and Elizabeth's attendant scurry out of the room.

Catherine holds onto her son protectively.

ELIZABETH (CONT'D)
 (to Catherine)
 Well?

CATHERINE
 He's too hot. You'll kill him.

ELIZABETH
 Get out of here.

CATHERINE
 Not without my son.

ELIZABETH
 He is not yours to play with like
 some farm girl. Put him down.

CATHERINE
 No.

Elizabeth shakily rises from her chair, and lumbers toward Catherine, pain searing through her legs.

She leans on the cradle for balance, hovering over Catherine.

ELIZABETH
 I said put him down.

Catherine steps back, looks up at Elizabeth defiantly.

CATHERINE
 No. You told me that if I had a
 child. If I had the heir, then I
 would be free to live my life. To
 be happy.

ELIZABETH
 I misjudged you, Catherine. You
 have the temperament of a much
 prettier girl.

CATHERINE

Let me care for him. Let me be his mother.

ELIZABETH

Why should I?

CATHERINE

I gave up my life for Russia. For you. For Peter. Let me have this.

ELIZABETH

And you think you have not been rewarded for your sacrifices enough already?

CATHERINE

Oh, I have been well rewarded. I might ride my horses, wear my dresses, don my jewels, and live in my palaces, but my heart has grown cold. And I fear that if you do not let me love my son, then I shall have lost it entirely.

Catherine takes a few paces toward the door with her babe.

CATHERINE (CONT'D)

So stop me.

Elizabeth regards her with hatred, but she is not the woman she once was, and she cannot summon the strength.

CATHERINE (CONT'D)

Stop me.

A silent beat between them, then--

Catherine goes.

Elizabeth slides to the floor, overcome with pain.

FADE TO:

EXT. ORANIENBAUM - PETERSTADT - DAY

CU: A couple stands side-by-side with their arms around each other, intertwining their fingers behind their backs.

SUPERIMPOSED: *4 years later.*

PETER

Welcome to Peterstadt!

Peter stands proudly, with his arm around Vorontsova, in front of a group of COURTIERS, AMBASSADORS, and DIGNITARIES, introducing his newly complete fortress--

It is exactly as he imagined-- there are barracks, a church, a tower, and a small palace surrounded by a moat and ramparts, all painted in a pale pink.

PETER (CONT'D)

After five years of planning and building it is finally complete. You can still smell the fresh paint.

Peter breathes in the air.

VORONTSOVA

Peter wanted to paint it Holstein blue, but I wanted it pink, my favorite color.

PETER

Come. I must show you the parade ground where the soldiers will drill.

Peter and Vorontsova lead the group.

The FRENCH AMBASSADOR leans into his CONFIDANT--

FRENCH AMBASSADOR (SUBTITLE)

(in French)

If he throws over Catherine for that little trollop I will eat my shoe.

CONFIDANT (SUBTITLE)

(in French)

Then I hope it is a good flavor.

The confidant chuckles, pointing out Peter grabbing Vorontsova's ass as they walk ahead.

Gusev, having heard the comment, hurries over to Peter, and whispers in his ear.

A look of fury crosses over Peter's face. He turns to the group--

PETER

I think you will find it a great deal easier to deal with honest block-heads like me and Beth, than those who will suck the juice out of an orange and then throw away the rind.

INT. WINTER PALACE - CATHEDRAL - DAY

The CONGREGATION stands singing a CHORAL SONG.

PAUL (4, Catherine's son) stands holding his mothers hand.

Catherine looks down at him lovingly as he sings.

Alexis stands in the pew behind them. He too looks fondly at the boy.

Catherine glances at Elizabeth, the only person not standing.

EXT. WINTER PALACE - CATHEDRAL - NEXT

The congregation exits the church.

Catherine exits, still holding Paul's hand.

The little boy removes a toy out of his coat-- one of Peter's Holstein soldiers.

Catherine notices--

CATHERINE

Where did you get that, Paul?

PAUL

Papa gave it to me. When he came to visit.

(admiring the toy)

It really is the most lovely color blue, don't you agree?

Paul holds up the toy for her to see.

She pauses for a moment, looking down at him strangely, then--

CATHERINE

Yes, Paul. It's a lovely color blue.

She kneels down to Paul.

CATHERINE (CONT'D)

But look!

She point up to the sky. Paul squints up at the sun.

CATHERINE (CONT'D)

Don't you see?

PAUL

I don't see anything.

Catherine surprises Paul, tickling his stomach. He squeals in delight and so does Catherine.

--but then Catherine, and all those around her, notice Elizabeth rising from her chair and stumbling toward the fountain, as if in a daze.

Elizabeth reaches out for the water as if to catch it, then she collapses onto the grass.

Alexis and several other men rush toward her.

Catherine stands and watches the scene before her in distress.

INT. WINTER PALACE - HALLWAY - DAY

Catherine hurries down the hall, trying to avoid the world.

Alexis catches up to her.

She stops reluctantly for him to whisper--

ALEXIS
I spoke to her doctor.

CATHERINE
(eager)
And?

Alexis shakes his head.

ALEXIS
She doesn't have much longer.

CATHERINE
We can't do it. He's far too young. I thought Paul might take the throne when he was a boy, yes, but not when he is four. The court won't support that, nor will the people. Look what happened to Ivan. I will not have that happen to my son.

Alexis grabs her shoulders, calming her.

ALEXIS
I agree. Paul cannot take the throne from Peter. He is my son too, and I would not want to see harm come to him.

Catherine looks away at this.

ALEXIS (CONT'D)
 --but I know another who can.

CATHERINE
 No, Alexis.

ALEXIS
 We've talked of it before.

CATHERINE
 I know, but--

ALEXIS
 The guards would support you. You are their friend after all. Just like Elizabeth. No one needs to die for it.

CATHERINE
 No, Alexis, stop. I can't.

Catherine pushes away from him and tries to walk away, but he grabs her arm.

ALEXIS
 What? Are you afraid? Afraid you're not up for it? Afraid you cannot do the job? Because I know you can.

CATHERINE
 Yes, Alexis. I am terrified. If we did not succeed I would be sent away, or locked up, or killed. What would happen to Paul then?

ALEXIS
 He would still be Peter's heir.

CATHERINE
 Yes, but I would not be his mother anymore and that is not a risk I am willing to take.

She pulls away and this time he lets her go.

INT. CARRIAGE - MOVING - DAY

Peter and Vorontsova sit next to one another as the carriage rattles down the road.

Vorontsova looks victorious, beaming.

--but Peter stares ahead despondent, resigning to his fate of become Emperor.

Vorontsova squeezes his hand.

Peter gives a fake little smile.

INT. WINTER PALACE - IMPERIAL APARTMENT - DAY

Catherine and Peter sit across from one another, waiting to go to Elizabeth's deathbed.

PETER

This is taking awfully long. When will she see us?

CATHERINE

I don't know. She's is with her priest.

Peter looks away, lost in thought. Then, in a small voice--

PETER

You know, in the Holstein army, no matter who you are, you have to start from the bottom. So even though I was born a duke, when I was nine I was training as a sergeant. I would have to stand guard in front of a room, sometimes for hours, without moving a single muscle. And if someone spoke to me who was not a commanding officer I could not reply to them. I loved every minute of it. There was this one time I was standing guard outside my father's rooms while he was having dinner with his favorite officers. I was more surprised than anyone when he called me over to him. And then in front of all of his important men he put both of his big hands on my shoulders, looked at me straight in the eye, and said, "Peter my boy, I think you deserve a promotion." And right there and then he made me a lieutenant in the Holstein army.

(smiling at the memory)

He said now I was of high rank enough to dine with him and his men. So I sat down to dinner.

A beat.

PETER (CONT'D)

That was the best day of my life.

Catherine stares at him in wonder.

CATHERINE

Peter. You are the Grand Duke of Russia. By the end of the day you will be Emperor. And your most proud moment is when you became a lieutenant in the Holstein army.

Peter shrugs, looks down at his hands.

PETER (CONT'D)

What you said to me, years ago. You were right.

CATHERINE

What did I say?

PETER

That I was never going back to Holstein. I think I have only just realized that.

A beat, then--

CATHERINE

You don't have to be Emperor, Peter.

He looks up at her.

CATHERINE (CONT'D)

You could give it to Paul.

PETER

To Paul? To Paul, who is not even mine?!

CATHERINE

Of course he is yours! Just look at him. He is exactly like you.

PETER

You must hate him then.

CATHERINE

No. I love him.

PETER

Well I am not going to give it to Paul! Why would I? So you could rule through him? That is what you want isn't it?

(with distaste)

Yes, I can see your ambition, Catherine. It seeps out of your skin, and it does not suit you.

The door to Elizabeth's bedroom opens for them to enter.

Peter stands, looks down at her, considers, then--

PETER (CONT'D)
Or perhaps it suits you very well.

He goes to his aunt's deathbed.

Catherine, her final hope crushed, rises and follows behind.

The doors close behind them.

The SOUND of CHEERING from another place...

FADE TO:

INT. WINTER PALACE - TERRACE - DAY

The overwhelming SOUND of the cheering crowd pours in through the open terrace doors.

Courtiers wait inside, taking peeks at the royals taking in the ardor of the public.

Peter and Catherine enter from the terrace. The pair immediately detach.

Catherine drops her smiles, while Peter, grinning from ear to ear, hops around like a happy puppy--

PETER
I didn't know! I had no idea they
loved me so much!

He spots Vorontsova, runs to her and picks her up, spinning her in the air.

PETER (CONT'D)
Did you see?! Did you see how much
they loved me?

Annoyed eyes of the court fall on Peter, but he doesn't notice. They look to Catherine, awaiting her reaction--

She watches, her serene face hiding her distaste, then she looks away and walks down the hall.

Kitty hurries after her, stopping her in the hall--

KITTY
He cannot go on like this. I am so
ashamed to call her my sister. He's
making a fool out of himself, out
of you, out of everyone. Aren't you
going to do something?

CATHERINE

Peter has made a mockery out of our marriage for years.

Catherine continues down the hall. Kitty follows.

KITTY

Aren't you afraid he is going to replace you?

Catherine turns, looks at her.

KITTY (CONT'D)

I heard her talking about it last night. She says Peter promised her a crown. He intends to marry her.

CATHERINE

I do not doubt it.

KITTY

What then?

CATHERINE

I know Peter, Kitty. And I know he has a tendency to make enemies easily. Just given a little bit of time he may self destruct all on his own.

KITTY

But don't you think--

CATHERINE

No. There is nothing to be done. Not now.

Catherine goes.

INT. WINTER PALACE - PETER'S BEDROOM - MORNING

Peter's ADJUNCTS stand by taking notes, as Gusev dresses him.

PETER

I will put an end to this ridiculous war with Prussia. What do I care of Austria and France? Let them fight their own battles. Prussia is our only ally now. I should let Frederick know Russia is now his loyal soldier and Russia will give back all his territories we conquered during the war.

One of his adjuncts cannot help but give a sideways glance at another. Gusev notices.

EXT. WINTER PALACE - COURTYARD - DAY

Over a hundred RUSSIAN GUARDS stand at attention for inspection--

Peter, dressed in the uniform of a Holstein general, walks through the rows, looking the men up and down.

He holds a PUG DOG under his arm.

He stops at the front and addresses the guards--

PETER
(quietly)
Take them off.

No one moves.

PETER (CONT'D)
(screaming)
I said take them off! Take off those horrible uniforms and burn them!

There is a murmur of dissent from the guards.

PETER (CONT'D)
Do it now! Or I will have you all discharged!

The annoyed guards begin to remove their uniforms.

PETER (CONT'D)
You will be issued new, better uniforms, in Holstein blue. You will also be taught better discipline and battlefield tactics. Once my Holstein officers arrive you will be drilled by them everyday. No one is exempt.

Peter looks to a very peeved fat old GENERAL in the first row. He refuses to undress like the rest of the men.

PETER (CONT'D)
Do we have a problem General?

GENERAL
I have not drilled in twenty-two years, Your Imperial Majesty.

Peter claps the general on the back.

PETER
Well then, we have a lot of work to do, don't we?

INT. WINTER PALACE - CATHERINE'S BEDROOM - EVENING

Catherine looks out the window at the COURTYARD below--

Peter, Vorontsova, and their friends drunkenly play hopscotch. They look like misbehaved school children, hopping on one leg and kicking one another from behind.

INT. WINTER PALACE - STUDY - DAY

Peter sits at the head of the table for the cabinet meeting. His dog sits on his lap. Gusev stands to his right.

MINISTER

We have an outstanding debt of over a million rubles to England. From the war, Austria is in debt to us by--

Peter suddenly looks up--

PETER

I should like to go to war with Denmark.

MINISTER #2

War with Denmark, Your Imperial Majesty?

PETER

Yes. I would like to reconquer the territory they took from Holstein in '21. I should like to lead the charge. Shall we say, 40,000 men?

The ministers blink blankly at Peter.

Gusev leans in and whispers to Peter.

PETER (CONT'D)

Make that 60,000.

EXT. WINTER PALACE - COURTYARD - DAY

Catherine stands to the side watching as, Peter supervises the arrival of five hundred HOLSTEIN SOLDIERS.

Peter beams as the blue uniformed men pour into the courtyard-- his life's ambition coming true.

Catherine cannot watch anymore, she turns back toward the palace, but stop short--

Gregory stands, watching her from a distance.

He has been well-decorated, and he leans on a cane for support.

EXT. WINTER PALACE - GARDENS - NEXT

Catherine and Gregory walk side by side in the garden. She looks to the ribbons and metals adorning his uniform.

CATHERINE
You have done well for yourself.

Gregory taps his leg with his cane.

GREGORY
Depends what you call well.

Catherine looks down, shamefully.

GREGORY
How are you, Catherine?

CATHERINE
Don't ask me that. After what you have just been through.

GREGORY
My brother then?

CATHERINE
You have not spoken?

GREGORY
No. Not for years.

Catherine turns to him, unable to take the pain in his voice--

CATHERINE
Gregory. If I could take back what happened I would. I never wanted to hurt you. I wish things could have been different between us.

GREGORY
As do I.

CATHERINE
Do you really? Do you not hate me?

Gregory takes her hand.

GREGORY
At the time, I felt that if I betrayed Peter, it would be like betraying God. But now--

CATHERINE

Yes?

GREGORY

But now I see he is just like any other man. Greatly flawed. After everything we went through in Prussia-- Thousands upon thousands of Russian men dying for the cause, and for him to end the war, just like that, when we were so close-- They died in vain, Catherine. I am sure that cannot be God's wish.

CATHERINE

I know.

GREGORY

And this war with Denmark, has he gone completely mad?

CATHERINE

(angry)

I know!

Catherine remembers herself.

CATHERINE (CONT'D)

I'm sorry.

GREGORY

There will be a rebellion. The guards cannot take much more. The arrival of his Holstein soldiers may be the final insult. Something needs to be done.

CATHERINE

What scares me the most is I know exactly what that something is. I have to go. I am happy you are home safe.

She kisses him on the cheek, then turns to go, but he grabs her hand, brining it to his lips to kiss it.

She regards him regretfully, then pulls away, leaving Gregory alone in the garden.

INT. STREETS OF ST. PETERSBURG - DAY

The sun beats down on Elizabeth's funeral procession making its way through the streets lined with the mourning public.

Peter walks behind the imperial coffin, wearing a black morning cloak with a long train carried by an ELDERLY NOBLEMAN.

Peter smirks as he stops suddenly, then runs to catch up to the coffin, causing the elderly nobleman to lose hold of the train so it flaps in the wind.

He repeats the pattern over and over, making a game of it.

Catherine follows at the head of the rest of the court. She notices the crowd's reaction--

A high-brow WOMAN gives Peter a sideways glance. A working MAN stifles an eye-roll. A PEASANT BOY laughs and points for his MAMA to see.

INT. CATHEDRAL OF ST. PETER AND ST. PAUL - NEXT

The body of Elizabeth lays in state for all to see.

The public passes by the coffin in a seemingly never ending line leading in then out of the cathedral.

The court stands to the side behind a protective line of guards. They are meant to be paying their respects, but a gentle hum of conversation can be heard.

Peter whispers with his companions trading jokes and comments, causing the occasional burst of stifled laughter to echo across the walls.

Gusev points out the PRIESTS watching them with disapproval from the gallery above.

Peter sticks his tongue out at the priests, then laughs-- his laugh reverberates across the cathedral.

The public stares at Peter with disapproving eyes as they pass.

EXT. CATHEDRAL OF ST. PETER AND ST. PAUL - NEXT

The royal retinue gets into their fleet of carriages.

Peter is getting into a carriage with Vorontsova, when she pauses, looking around--

VORONTSOVA
(accusatory)
Where is Catherine?

INT. CATHEDRAL OF ST. PETER AND ST. PAUL - SAME

The quietness of the cathedral is no more.

A hum of conversation dances across the walls and up to the cavernous ceiling.

The guards work at keeping the excited crowd moving, all wanting a good look at--

The little figure dressed all in black kneeling beside Elizabeth's coffin. Her eyes are cast modestly down, but her veil is pushed back to show everyone her identity.

Murmurs of "*it's Catherine, the Empress*" dance across the room.

CU: a little smile flickers across Catherine's face.

INT. IMPERIAL CARRIAGE - MOVING - NEXT

Peter sits across from a fuming Vorontsova. He looks uncomfortable, avoiding her eye contact.

VORONTSOVA

Why is she still here? Why is she still called Empress and I am only your mistress? Peter, do you hear me? Do you hear me?!

He finally looks at her, defeated.

PETER

Yes, yes, I hear you.

Vorontsova leans back into Peter's chest, smiling smugly.

INT. WINTER PALACE - PETER'S APARTMENT - NIGHT

The room is full of smoke and laughter.

Peter and Vorontsova sit at the dinner table, surrounded by their friends and Holstein officers. Everyone is drunk.

Vorontsova holds court over the boisterous crowd--

VORONTSOVA

So the man bends her over and he--
(humping the air)
--takes, her, there, right in the hall. And when he's done, his brother says to him, "do you think I can have a go?" And the man says, "what do I care? She is your wife!"

Uproars from the table.

Vorontsova throws her arms up in triumph, causing her ample left breast to pop out of her dress. Even more laughter!

Vorontsova looks down, sees her error, and instead of correcting it, throws her head back and laughs even harder.

Catherine enters the room.

CATHERINE
You wanted to see me.

The laughter abruptly stops. Vorontsova puts her breast away. Peter looks up to see Catherine standing in the doorway.

PETER
Catherine! Yes. Come here. I want to ask you something.

Catherine approaches Peter. Vorontsova puts a possessive hand on Peter's leg.

Peter gestures to a small black box on the table.

PETER (CONT'D)
Open it.

Catherine opens the box.

CATHERINE
It's the order of St. Catherine. I was given it years ago when I became Grand Duchess.

PETER
Yes, but I should like to give this one to Beth.

Vorontsova beams with pride.

CATHERINE
But the order of St. Catherine is an honor especially reserved for those who are or one day will be an empress.

PETER
Yes I know. And I would like you to pin it on her at the ball tomorrow.

Catherine weighs her options, then utters--

CATHERINE
Very well.

PETER

And please Catherine, do wear your very finest. It is going to be a very special occasion.

CATHERINE

As you wish.

She leaves the room.

Vorontsova kisses Peter greedily.

CU: Catherine stands in the doorway watching them, making her decision...

INT. WINTER PALACE - BALLROOM - NIGHT

The guests arrive richly dressed, as requested.

Peter sits with Vorontsova at the head of the table. He looks to the door, waiting for Catherine to arrive.

INT. WINTER PALACE - HALLWAY - SAME

CU: A pair of BARE-FEET tread across the marble floor. A white dress swishes at the ankles.

INT. WINTER PALACE - BALLROOM - CONTINUED

Heads turn as Catherine enters the ball.

Her attire is a stark contrast to the fine attire that was ordered-- she wears a white muslin dress, her feet are bare, and her hair is pulled back in a simple ribbon.

Peter burns with fury, as she takes a seat at the end of the table, with all eyes on her.

Peter stands and clinks his glass, demanding attention--

PETER

Tonight is very special for me, as tonight a great honor is to be given to a lady of much worth.

Vorontsova beams beside him.

PETER (CONT'D)

The honorable Princess Elizabeth Vorontsova will be honored tonight with the Order of St. Catherine.

(to Vorontsova)

Stand my love.

She stands.

PETER (CONT'D)
 My wife and Empress, Catherine, has
 requested the honor of bestowing
 the Order of St. Catherine on
 Princess Elizabeth tonight.
 Catherine, if you will...

He looks to Catherine and holds out the little black box with
 the pin inside.

All eyes are on Catherine. She does not move. She stares
 straight ahead, defiantly.

PETER (CONT'D)
 Catherine you will come here now.

She does not move. A murmur rises up amongst the guests.

PETER (CONT'D)
 Catherine. You will come here.

Vorontsova's face twitches.

PETER (CONT'D)
 Catherine!

The murmurs from the guest grow louder.

Kitty smiles proudly at her table.

Peter looks around, desperate. He sees the faces of his
 guests-- smiling, snickering, whispering.

Looking back at Catherine, sitting still and calm, his rage
 boils over--

PETER (CONT'D)
YOU FOOL!!!

The insult reverberates across the room.

Gasps, as the guests fall silent.

Even Peter looks like he wishes he could eat his words, but
 then a wash of anger covers his face and he stands up
 straighter, standing by them instead.

Catherine, having not reacted in the slightest, slowly and
 calmly stands. She pushes back her chair and walks straight
 out of the ballroom, all eyes on her.

INT. WINTER PALACE - HALLWAY - CONTINUED

As Catherine retreats down the hall a small smile crosses her lips.

PETER (O.S.)
Catherine!

Her smile drops and she turns to see Peter, red-faced, racing toward her.

She stands her ground, holds her head high.

PETER (CONT'D)
You will not get away with this.
Not this time. I have had it with
your games and trickery. I will
marry her, have no doubt about
that. You are done, Catherine.
Finished!

Catherine does not let herself react, but when Peter retreats, she looks down at her trembling hands.

EXT. COUNTRYSIDE - NIGHT

A HORSE races in the pitch dark across the countryside.

The SOUND of knocking from another place...

INT. FORTRESS OF THE GUARDS, ST PETERSBURG - HALLWAY - NIGHT

A door opens to reveal Alexis, in his undergarments, standing on the other side.

He steps aside, and Catherine enters.

INT. FORTRESS OF THE GUARDS, ST PETERSBURG-ALEXIS' ROOM- NEXT

A fire burns in the small sleeping quarters.

Catherine paces in front of the fire. Alexis watches her.

She turns to look at him--

CATHERINE
I am going to have to take it from
him.

He says nothing, but does not take his eyes off her.

CATHERINE (CONT'D)

I am going to have to depose him and stand in his place. It is the only way. He is going to marry her. He has told me. He will put me aside. Lock me away. I have no choice. Aren't you going to say something?

ALEXIS

I know you have no choice. I know it is what you must do. And I will do anything in my power to help you.

She stops, looks at him--

CATHERINE

Good God, Alexis. Is this really possible?

Alexis freezes. He looks to the door.

CATHERINE (CONT'D)

What is it?

Alexis flings open the door to reveal Gregory on the other side.

GREGORY

You two are as thick as thieves aren't you?

Alexis yanks in Gregory by his shirt, throws him against the wall, and holds a pistol to his head.

CATHERINE

Alexis, don't!

GREGORY

I couldn't have heard right. Overthrowing a prince of the blood?!

CATHERINE

You yourself said something has to be done! If not this, then what?

Alexis pushes the pistol into Gregory's temple.

ALEXIS

He will tell.

CATHERINE

No, he will not.
(looking at Gregory)
He will not.

ALEXIS

Why?

CATHERINE

Because he knows. He knows this is the only way. It is the best thing for the court, for the guards, and for the people. Not just for me.

GREGORY

She's right. I won't tell anyone. But that is not why.

ALEXIS

Then why?

GREGORY

(looking at Catherine)
Because I am a blind fool for you. I will go into the darkness, I will go into hell, I will do whatever orders come out of your lips regardless of what they are, because I love you.

(looking to Alexis)

And I don't care who knows it.

CATHERINE

See. He will not tell, Alexis.

Alexis removes the pistol from his head.

ALEXIS

We will have to act quickly, for if there is any dissension within the ranks, word will get to Peter very fast and then your life will truly be in danger.

CATHERINE

He's sending me to Peterhof tomorrow.

GREGORY

That's perfect.

They both look to Gregory.

GREGORY (CONT'D)

You will be safe there for now. Peter is marching his soldiers to Oranienbaum next week. Then we can bring you back here, and have you crowned.

CATHERINE

You're going to help us then?

GREGORY
Of course I am.

Catherine hugs Gregory, kissing both his cheeks.

CATHERINE
Thank you, Gregory.

Alexis looks on displeased.

EXT. WINTER PALACE - COURTYARD - MORNING

A single carriage disembarks from the palace.

INT. CARRIAGE - MOVING - SAME

Catherine sits inside, with Paul by her side.

He plays with his toy soldier.

As they pass through the large wrought-iron gates, Catherine looks out the window to see Peter flanked by Vorontsova, and two of his HOLSTEIN OFFICERS.

The carriage comes to a stop.

Catherine's heart flutters, then the door is opened by one of the officers.

He gives Catherine a cold look, then forcefully removes Paul from the carriage.

Catherine screams and tries to grab for her son, but the other officer closes the door on her, locking her within.

Catherine, in a panic, puts a hand on the window, as she watches Peter and Vorontsova each take one of Paul's hands.

She shouts--

CATHERINE
Peter, please! Please, don't take
him from me!

The carriage starts to move.

CATHERINE (CONT'D)
No!

Catherine watches as Peter and Vorontsova lead Paul away, as the boy looks back at her with a confused look.

When they are out of sight, Catherine turns back around, angrier and more determined than ever.

EXT. PETERHOF PALACE - DAY

The SOUND of rushing water.

The magnificent cascading fountain, lined with dozens of gold painted statues, is on full display to the unoccupied garden.

The fountain is inlaid into the hillside and several stories in height, streaming down into the pool below.

The yellow painted palace looms in the background.

INT. PETERHOF - BALLROOM - SAME

Catherine stands alone in the empty, gold-plated ballroom.

She looks out the window, watching the road, but no one comes.

CATHERINE (V.O.)
*Dear Alexis, It has been several
 weeks since I left St. Petersburg.*

CUT TO:

INT. PETERHOF - BEDROOM - DAY

Catherine sits behind a desk writing this letter.

CATHERINE (V.O.) (CONT'D)
*I have not heard from you. I am
 worried something has gone wrong.*

CUT TO:

INT. PETERHOF - BALLROOM - CONTINUED

Catherine leaves her post at the window and walks across the ballroom, her heels echoing in the cavernous room.

CATHERINE (V.O.) (CONT'D)
*It is strange here. There are very
 few servants and no courtiers. I am
 quite alone.*

CUT TO:

EXT. PETERHOF - DAY

Catherine hands her sealed letter to a COURIER on horseback.

CATHERINE (V.O.) (CONT'D)
*Please write to me as soon as
 possible.*

CUT TO:

INT. PETERHOF - HALLWAY - CONTINUED

Catherine's heels click down the hall.

CUT TO:

EXT. A ROAD - DAY

The courier rides down a road at a great speed.

CATHERINE (V.O.) (CONT'D)
*Or better yet. Come for me. And
 take me away from here...*

A MAN steps into the middle of the road, leveling a gun at the courier.

The courier stops his horse and raises his arms.

The man shoots him anyway.

The courier falls to the ground.

The man searches the courier's pockets and pulls out Catherine's letter.

He breaks the seal and reads--

CATHERINE (V.O.) (CONT'D)
...so I can be crowned.

REVEAL the man is Gusev.

He crumples the letter in his hand and shoves it in his pocket, before mounting the courier's horse and riding back the way he came.

CUT TO:

INT. PETERHOF - HALLWAY - CONTINUED

Catherine continues down the hall.

She pauses, sensing she is not alone. She turns to see Gusev standing a few paces behind her.

Her heart paralyzes with fear. She looks around. They are completely alone.

Knowing she is in danger she darts into the closest room--

INT. PETERHOF - STUDY - NEXT

Catherine tries to slam the door shut, but Gusev is already pushing against it.

He flings it open and his hands are around her neck in seconds.

She jabs her fingers into his eyes and he lets go. She runs into the corner, nowhere else to go.

Knowing he has her trapped he walks toward her slowly.

CATHERINE

Did Peter send you? Are you doing his bidding?

GUSEV

I am doing my own bidding! Peter, the fool, has no idea what his own wife is planning right underneath his nose. But I do, and I will be damned if I let you ruin everything I have worked for! I have put up with, waited upon, nurtured and protected a man I despise for all these years. Now he is about to give me land, give me a title, a place in his cabinet. Me, the son of a peasant! I am about to be someone! And I am sorry, Your Imperial Majesty. But I am not going to let that slip through my fingers.

Catherine tries to run, but he lunges at her, pinning her against the desk, strangling her.

Catherine frantically grasps around the desk. Her hand closes around the hilt of a small letter opener.

She grabs it and before Gusev knows what hit him she jabs it straight into his neck, blood splattering in her face.

He immediately lets go of her and staggers back, as the blood rushes out of him.

Catherine gasps for air as she watches Gusev pull the letter opener out, releasing more blood.

He drop to his knees and then finally collapses as he continues to bleed out.

Catherine drops down to the floor, catching her breath, her hands shaking.

EXT. ORANIENBAUM - AMPETHEATRE - NIGHT

Peter stands on stage, holding his violin, looking out at his audience of dutiful Holstein soldiers.

He nods to Vorontsova in the front row, then lifts his instrument to his chin and begins to play.

The first note screeches out painfully, but after that it is beautiful.

INT. FORTRESS OF THE GUARDS, ST PETERSBURG -COMMON ROOM- SAME

Alexis pretends to play a game of cards, as he looks around at the guards around him--

All similarly pretend to go about their activities, but they give quick furtive glances toward Alexis.

A SUPERIOR OFFICER enters the room, followed by a small loyal retinue of guards.

Two of the men grab Alexis, restraining him.

SUPERIOR OFFICER
Count Alexis Orlov, you are under
arrest for conspiracy to commit
treason against your divine
monarch, Peter III.

EXT. ORANIENBAUM - GARDENS - CONTINUED

Peter plays his heart out.

INT. FORTRESS OF THE GUARDS, ST PETERSBURG-COMMON ROOM- CONT

Restrained, Alexis gives a barely perceptible nod, and the guards in the room leap to their feet, drawing their swords.

The two guards let go of Alexis to grab their own swords, but Alexis is quicker and he thrusts his own sword into the torso of one of the guards.

The SOUND of a gun shot. The superior officer goes down.

Alexis spins around to see Gregory holding the gun.

EXT. ORANIENBAUM - AMPETHEATRE - CONTINUED

Peter plays with a furious passion. He sweats and his hands move rapidly.

He plays faster and faster.

EXT. A ROAD - NIGHT

A black horse gallops down a dark road at a neck-breaking pace, the rider spurring him on.

EXT. ORANIENBAUM - AMPETHEATRE - CONTINUED

Peter suddenly stops playing and lowers the violin.

He stares straight ahead, fixated.

He drops his violin to his side and takes a step forward.

EXT. PETERHOF PALACE - NEXT

The black horse and rider arrive at the palace.

The rider quickly dismounts.

INT. PETERHOF - STUDY - CONTINUED

The door opens and Gregory walks in to find Catherine seated motionless on the floor, staring at Gusev's dead body, blood spilt everywhere.

He pauses for a moment, taking in the sight before him.

Then he steps over Gusev and goes to Catherine, putting his hand out for her.

After a moment she looks up at him.

GREGROY

There was dissension within the guards. We still hold favor, but we need to move now if we want to hold it. They are ready to proclaim you Empress.

Catherine nods then takes his hand, allowing him to lead her out of the room.

She looks back--

CATHERINE

What about--

Gregory shakes his head.

GREGROY

There is no time.

A beat, then Catherine steps over the body and they exit the room.

EXT. ORANIENBAUM - AMPETHEATRE - CONTINUED

The audience stares at Peter as he looks out past them. Vorontsova shifts nervously in her seat.

Peter's P.O.V.: Standing behind the seated soldiers is Catherine, looking at him fondly. But this Catherine is only a girl, the girl who first arrived in Russia. She smiles and lifts her hand, waving to him.

The crowd follows his gaze, but can see nothing.

Peter lifts his hand to wave back, dropping the violin to the floor with a clatter.

He waves happily, standing on his tiptoes. He looks like he is about to call out her name when--

She disappears.

He looks devastated, as he lowers his hand, his smile gone.

EXT. FORTRESS OF THE GUARDS, ST. PETERSBURG - DAWN

All is quiet. The sun has just begun to rise.

Gregory and Catherine ride into the empty courtyard. They dismount, and wait anxiously. Then--

A DRUMMER BOY tumbles out a door--

DRUMMER BOY

She's here! She's here!

Dozens upon dozens of half-dressed guards stumble out from all corners, smiling, and embracing when they see Catherine.

Alexis grabs Gregory in glee, planting on him a sloppy kiss.

The excited guards press around her, kissing her hands, her feet, the hem of her dress.

Catherine finds Alexis' face in the crowd and smiles at him with relief.

EXT. WINTER PALACE - BALCONY - MORNING

Catherine stands on the balcony looking down at the sea of cheering people below.

She holds a sleepy Paul's hand, still in his nightdress.

Catherine steps forward and bows low, the acclamation of the crowd growing louder.

She rises and a triumphant smile spreads across her face.

FADE TO:

INT. IMPERIAL CARRIAGE - MOVING - DAY

Peter and Vorontsova's carriage bounces along the road, the bright sun shining in.

VORONTSOVA
Why do we have to go see her?

PETER
Because I want to.

VORONTSOVA
What will become of her when I am Empress?

PETER
I'm not sure. But perhaps she could be like a sister to us. We could all be friends.

VORONTSOVA
(disgusted)
Friends?

PETER (CONT'D)
(oblivious)
Yes, I think I would like that very much.

Peter lets his face bask in the sunlight, closing his eyes.

EXT. PETERHOF - NEXT

The imperial caravan arrives.

Peter and his court emerge from their carriages, staring confused at the palace--

Not a single servant stands to greet them. The entire place seems to be deserted.

Peter runs to the door and swings it open. There is no one. He goes inside.

After a moment, several of his GUARDS follow after him.

INT. PETERHOF - VARIOUS - CONTINUED

Peter runs from room to room in the enormous palace.

PETER
Catherine? Catherine?

He peeps under beds and mattresses, turns out drawers and cupboards and other impossible hiding places.

PETER
Sophie?! Sophie?! It's Peter. Where are you?

His guards catch up to him, standing back, as they watch him tear through the palace like a madman.

They watch him disappear down a hall.

A beat, then--

The SOUND of high pitched screaming.

His guards run after the sound--

INT. PETERHOF - STUDY - CONTINUED

Peter's guards pour into the room to find him screaming like an infant at the sight of Gusev's dead body.

They pull him away.

INT. WINTER PALACE - TERRACE - NEXT

Catherine enters from the terrace.

She locates Alexis among her supporters and takes his arm, speaking softly--

CATHERINE
What of Peter?

ALEXIS
The news has not reached him yet.

CATHERINE

We must move quickly and force him to abdicate. Before he can raise an army in his defense.

ALEXIS

But he has an army already. His Holstein soldiers.

CATHERINE

Yes. Then we will have to come with more.

EXT. PETERHOF PALACE - DAY

Peter sits slumped on the front stairs of the palace, with his head in his hands.

He looks up as a LOYAL GUARD approaches on horseback.

Peter runs up to him anxiously as he dismounts--

PETER

Well?

LOYAL GUARD

She's taken St. Petersburg.

PETER

She's done what?

The guard hesitates.

LOYAL GUARD

She has been proclaimed Empress. She is on her way here now with an army of 14,000 men.

A beat, then Peter spins around, screaming--

PETER

I want my Holstein soldiers! Bring them to me! I want them here now!

His men look at him dubiously.

EXT. RUSSIAN ROAD - NEXT

Catherine marches on a white horse at the head of her army. She is dressed in full military regale, in Russian green.

Alexis, Gregory, and their retinue approach on horseback from up the road.

ALEXIS
He's at Peterhof. His army has not
yet reached him.

CATHERINE
Then go and get him. Quickly.

Alexis nods and he and his men ride off.

EXT. A FIELD - DREAM - DAY

Peter proudly gallops with his army of Holstein soldiers.

Ahead of him Catherine approaches on horseback, wearing her
wedding dress, leading the Russian guards.

Peter and Catherine charge toward each other, each drawing
their swords.

They both strike and their swords clash together several
times, until Catherine gains the upper hand and plunges her
sword into Peter's stomach.

CUT TO:

INT. PETERHOF - DRAWING ROOM - DAY

Peter opens his eyes. His head lays on Vorontsova's lap. She
strokes his hair tenderly, her face full of concern.

The door opens and Peter sits up.

The loyal guard enters.

PETER
My soldiers? Are they here?

LOYAL GUARD
Yes, but I am afraid they were not
informed of the circumstances and
did not arrive armed.

Peter last hope deflates.

LOYAL GUARD (CONT'D)
Many of the men are asking, seeing
as most of their families are here
with them, if they might leave, to
avoid any conflict.

A beat as Peter registers his fate.

PETER
Yes, of course. Tell everyone to
go. You may leave as well.

The loyal guard bows, then departs.

Peter turns to Vorontsova.

PETER (CONT'D)
I want you to go too. I need to
know that you are safe.

VORONTSOVA
I am not leaving you.

Vorontsova reaches up her hand and runs it along his
pockmarked cheek.

She kisses the decade old welts and craters as if they were
not disfiguring, but precious instead.

VORONTSOVA (CONT'D)
It will be alright.

PETER
I have wished away this life so
many times. What I would have
given, to spend my days in Holstein
as a soldier. I could have been a
major general by now, you know. I
could have married you then.

EXT. PETERHOF - DAY

Alexis and Gregory ride up with a dozen other guards.

The men dismount and begin to search the seemingly empty
premises.

After a moment--

GUARD
He's here! Over here!

Alexis and Gregory run toward the voice--

EXT. PETERHOF - CASCADING FOUNTAIN - CONTINUED

Alexis and Gregory, with several others behind them, run down
the hill next to the massive fountain.

Peter walks with Vorontsova, hand in hand, along the banks of
the pool below, as if on a pleasant summer's day.

As Alexis and Gregory approach Peter, he calmly turns to face
them.

GREGORY

You are under arrest in the name of
the Empress.

Peter lets go of Vorontsova's hand and steps toward Gregory,
his chin held high, but his voice quavering--

PETER

My grandfather was Peter the Great.

Another step forward.

PETER (CONT'D)

My uncle was the warrior king,
Charles XII of Sweden.

Another step forward.

PETER (CONT'D)

I am still the Emperor of Russia.
And who is she?! An obscure German
nothing, with too much ambition and
an insatiable appetite for power.

Another step so he stands right before Gregory.

PETER (CONT'D)

But do not worry your pretty little
head, Orlov. I know the lot of you
think I am nothing but a fool, but
I am smart enough to know that I
have lost and she has won. I do not
resist.

Peter proffers his arms out in front of him.

Gregory stands motionless, so Alexis steps in and roughly
grabs Peter, dragging him away.

The rest of the guards follow.

Gregory pauses. He looks back at Vorontsova, tears streaming
down her face.

After a moment Gregory turns and catches up with them.

EXT. PETERHOF - LATE AFTERNOON

Catherine rides up, a retinue of her army behind her.

She dismounts and walks toward the palace.

The guards she passes, laugh and reenact Peter's capture.

Alexis approaches Catherine.

ALEXIS

It's happened. We have him and he has abdicated. He has signed the papers.

CATHERINE

Thank God.

A beat, as Catherine looks over at the laughing guards with distaste.

CATHERINE (CONT'D)

Take me to him.

Alexis looks hesitant.

CATHERINE (CONT'D)

Take me to him, Alexis.

Alexis nods then leads her inside.

INT. PETERHOF - SERVANT'S QUARTERS, BEDROOM - NEXT

The small bedroom is heavily guarded. A group has formed outside the door, all trying to get a peek inside at the fallen Emperor.

The guards step aside for Catherine to enter.

Peter lays prostrate on the small hard bed, completely naked. He stares up at the ceiling, barely blinking.

Catherine stands over him, looking down at this pitiful figure.

She startles, when he suddenly looks right at her, his angry gaze boring in on her, but then his look softens, and the pair just stare at one another--

--each equally wondering how it came to this.

Unable to take it anymore, Catherine abruptly goes.

She brushes past the guards. Alexis follows after her.

As she walks away she hears--

GUARD #1

What a pitiful sight he is!

GUARD #2

The fool allowed himself to be dethroned like a child being sent to bed!

The men laugh.

Catherine turns.

CATHERINE
Stop that. He is not to be
disrespected.

The guards look down shamefully.

Catherine turns to go, then tosses back--

CATHERINE (CONT'D)
And bring him some clothes.

She walks away.

INT. PETERHOF - DRAWING ROOM - LATE NIGHT

Catherine sits alone in the room.

She stares ahead at the PORTRAIT of a youthful Empress Elizabeth hanging on the wall, looking down at her.

Alexis enters.

ALEXIS
He's asked to be returned to
Holstein.

CATHERINE
Of course he has.

ALEXIS
What do you want to do?

CATHERINE
It cannot be done. In Holstein
Peter would be surrounded by his
loyal soldiers and subjects. It
would only be a matter of time
until he came after me with an
army.

She looks at him, sadly.

CATHERINE (CONT'D)
I do not want to send him to the
fortress either. I cannot imagine
him locked away for the rest of his
life like Ivan. It seems too cruel.

ALEXIS
What then?

CATHERINE
Take him somewhere until I can
figure out what to do.
(MORE)

CATHERINE (cont'd)
He can't stay here. Everyone knows
where he is.

A beat.

CATHERINE (CONT'D)
Take him to Ropsha. He's always
liked it there.

Alexis nods and is about to go when Catherine stands--

CATHERINE (CONT'D)
Alexis.

He turns back. She approaches him.

CATHERINE (CONT'D)
I owe you an apology. I was wrong
about you. You are not selfish as I
thought you were. You did this for
me. You did this all for me.

He kisses her. She responds, kissing him back ravenously,
greedily.

The door opens and the pair spin around to see Gregory. He
quickly departs.

EXT. ROPSHA - NIGHT

A plain black carriage, surrounded by guards on horseback,
approaches the isolated country estate.

Alexis dismounts and leads Peter out of the carriage and into
the manor, passing the shadows of the hundred armed guards
stationed outside.

INT. ROPSHA - PETER'S ROOM - DAY TO NIGHT

Alexis places Peter, wearing a ratty night shirt, in a small
ground floor room containing only a bed and a desk.

Alexis departs.

Peter quickly tries the door, but it is locked. He pulls back
the curtains to see the backs of guards standing against his
window.

He quickly closes the curtains and begins to pace the room--

A few strides and a turn, a few strides and a turn...

CUT TO:

A slither of sunlight filters in from behind the closed curtains.

Peter hops up and down, yelling at the door--

PETER

I must speak with Catherine! She must know about this! Please tell her my accommodations are far too small for my needs, as there is not adequate room to walk about as she knows I am accustomed to. And no one has been in to empty my chamber pot and it is quite full. Please! You must tell her!

CUT TO:

Peter lays prostrate on the bed.

The door opens and a GUARD enters with a table of food.

Peter shoots up--

PETER

Please, can you ask her to see me?

The guard hurries out. Peter devours the food.

CUT TO:

Peter does not look well. He stands in the middle of the room, bathed in sweat, looking around frantically.

He finally dives for the full chamber pot stashed under the bed, empties the contents onto the floor, pulls his pants down and squats over it, relieving himself.

CUT TO:

A DOCTOR stands over Peter in bed. Peter, in a delirium, swats at the doctor as he attempts to examine him.

CUT TO:

Alone again, Peter lays in bed, feverish.

He looks over to his desk and struggles to lift his sore body off the bed and into the chair.

He writes--

PETER (V.O.)

Sophie. I wish you would come see me. Why have you not come? I am treated terribly here. And I am kept quite alone.

(MORE)

PETER (V.O.) (cont'd)
 I have asked repeatedly for Beth,
 but still she is not here. Will you
 please bring her to me? I also feel
 I would do better if my own bed
 were brought here, along with my
 dog, my violin, and my doctor. Your
 loving husband, Peter.

INT. ORANIENBAUM - IMPERIAL APARTMENT - DAY

Catherine sits calmly across from Vorontsova, who fidgets nervously.

CATHERINE
 I assume you are here because you
 want to go to Peter.

Vorontsova says nothing.

CATHERINE (CONT'D)
 I have never doubted your love for
 him. Yes, he was Grand Duke at the
 time. A man of power. And
 influence. He showered gifts upon
 you. Yes, I watched him as he did.
 Dresses, diamonds, horses, houses,
 ladies. If it were not for me you
 would have been the most powerful
 woman in Russia. But I do not think
 you loved him because of all this.
 Am I right?

Vorontsova swallows hard.

CATHERINE (CONT'D)
 There is no need to beg, Beth. For
 I fully intend to send you to
 Peter. I hope you will not be too
 troubled by seeing him in this
 situation. You will have to share a
 room of course and you will never
 be let out. Perhaps you can walk in
 the garden once a day, but not with
 him. There will be no dinners, no
 dances, no balls. It will just be
 the two of you. Together. As you
 wish.

Vorontsova breaks down crying. She falls to her knees,
 begging at Catherine's feet.

VORONTSOVA
 Please! I have come to ask your
 forgiveness. Do not send me to him.
 Do not make me do that. Forgive me
 for my foolishness. Can't we just
 pretend it never happened?

Catherine lifts up Vorontsova's chin, so she is forced to look at her in the eye.

CATHERINE
No, Beth, we cannot pretend.

Vorontsova is choked by her sob.

CATHERINE (CONT'D)
But I will not send you to him. If you admit. If you admit you never truly loved him.

VORONTSOVA
I never loved him.

CATHERINE
You lie.

Vorontsova looks up with wet eyes, surprised.

CATHERINE (CONT'D)
Now go. I never want to see you again.

Vorontsova scrambles up and leaves the room.

INT. ORANIENBAUM - STUDY - DAY

Catherine enters the study to find Gregory hovering over a desk full of papers, looking exhausted.

She holds a sealed letter in her hand.

GREGORY
Catherine. The English Ambassador still refuses to recognize you. He says he will only continue to do dealings with Peter. Frederick of Prussia has threatened war against you, and Louis will not--

CATHERINE
Stop, Gregory.

GREGORY
Something has to be done. You cannot run a country like this. You must do something!

Catherine places the sealed letter on the table.

Gregory looks at the letter, than back up at her and her grave expression, deducing what it must contain.

EXT. ROPSHA - DAY

CU: Peter's PUG sits happily atop a four poster bed, being pulled on a wagon.

A small caravan stops in front of the manor.

Gregory gets out of a carriage.

Alexis and another officer LIEUTENANT BARIATINSKY (young and fit like the Orlovs) are there to greet him.

BARIATINSKY
She sent everything he requested!

Alexis smirks, noting the absence of Vorontsova.

ALEXIS
Not everything.

GREGORY
How is he?

BARIATINSKY
Fit as a fiddle.

GREGORY
I heard he was unwell.

BARIATINSKY
Just a short bout. Sorry thing though. If only he could have died he would have saved everyone a lot of trouble.

Gregory swallows, then produces Catherine's letter from his coat. The two other men stare gravely at the imperial seal.

INT. ROPSHA - DINING HALL - NIGHT

The LETTER sits on the table, the seal cracked open.

The three men sit somberly at one end of the long empty dining table, as Alexis cuts a deck of cards.

Bariatinsky takes a deep breath before pulling a card off the top of the deck-- a three of clubs. He sighs in relief.

Alexis follows with a jack of spades.

All eyes are on Gregory as he pulls the card off the top-- a queen of hearts.

INT. ROPSHA - PETER'S ROOM - DAY

Peter, still in his nightdress, sits on the edge of his newly delivered bed, playing his violin.

Peter's feet, not touching the ground, kick happily in the air like a child.

His little dog gnaws on a bone beneath him.

There is a KNOCK at the door. The violin stops.

INT. ROPSHA - DINING HALL - NEXT

Alexis and Bariatinski sit on one side of the dining table. Gregory sits across from them, next to an empty place setting.

Plates of food sit in the middle of the table.

Peter is escorted into the long hall by two GUARDS. He holds his head high, summoning as much dignity as he can muster in his nightdress.

The guards place him next to Gregory, then depart.

The three men look at one another, avoiding Peter's gaze.

Peter clears his throat--

PETER

Thank you for having me to dine with you. As you have contrived, I have been much deprived of any companionship, so this truly is a pleasure. I was also very happy to see my dog yesterday. You will have to thank Catherine for me.

Peter tucks his napkin into the neck of his nightdress.

PETER (CONT'D)

I think I will also be needing some new clothes.

Peter serves himself a guinea fowl from the platter in front of him, then looks up at the men--

PETER (CONT'D)

Can you please pass the tripe?

With one last look to his brother, Gregory launches himself at Peter-- kicking the chair out from under him and catching Peter by his neck, squeezing with both hands.

Caught so off guard, Peter doesn't even move, then, realizing what's happening, he starts to flail about.

For a moment, Gregory's resolve weakens giving Peter the opportunity to grab his dinner knife off the table and slash at Gregory.

Peter misses, but causes Gregory to drop him and step back.

Peter picks himself up from the floor, and darts out of the room.

INT. ROPSHA - HALLWAY - CONTINUED

They hunt Peter like an animal.

He runs like mad down the hall, followed by Alexis and Bariatinsky. Cut off by Gregory on the other side, Peter darts into--

INT. ROPSHA - DRAWING ROOM - CONTINUED

He's trapped like a rat as the three men advance upon him. He looks from the closed window to the open doorway and decides to attempt to get past them--

--but Bariatinsky tackles Peter to the floor, knocking the knife from his hand. Gregory holds down his arms, as Peter resists wildly.

Alexis grabs a pillow off the bed and tosses it to Gregory--

ALEXIS

No marks!

Gregory smothers Peter's face with the pillow, but he thrashes about like mad, pummeling Gregory and Bariatinsky with his flailing legs and arms, making it impossible.

Alexis flips the entire mattress off the bed.

The men throw the mattress over Peter, attempting to suffocate him underneath. Peter screams as the mattress bucks up and down under the men.

Peter succeeds in kicking the mattress up and squirms out the side. He grabs the dinner knife and runs from the room.

INT. ROPSHA - DINING HALL - CONTINUED

Peter finds himself back in the dining hall alone.

He is deciding his next move, when Gregory is upon him.

Peter raises his knife and slashes Gregory across the cheek.

Gregory lets out a confused laugh as he holds his wound.

Alexis runs in and noticing the blood on Gregory, throws himself at Peter, tackling him to the ground.

Alexis sits on Peter, pinning him with his knees. He pulls out his own belt and wraps it around Peter's neck.

The belt constricts and Peter stares up at Alexis with terror and only as the life drains out of Peter does Alexis' expression begin to match his in horror.

Peter squeaks out--

PETER
Sophie, I--

He stops moving.

Alexis stands, breathing heavily.

The three men stand over Peter, staring down at the little corpse.

Gregory abruptly turns and walks away. Alexis lets him go.

EXT. ORANIENBAUM - NEXT

Catherine, holding Paul's hand, stands on the steps of the palace, surrounded by her court.

They watch Alexis approach alone on horseback.

He dismounts and bows deeply to Catherine.

She steps forward and he drops to his knees.

CATHERINE
Count Orlov. What is it?

ALEXIS
A most terrible thing has happened.

A beat.

ALEXIS
He is dead! Peter is dead!

Catherine staggers a bit. Two ladies rush over to help hold her up, but she shoos them away.

CATHERINE
How did it happen?

ALEXIS

It happened on my watch and for that I know I will never be forgiven, not by you, not by God. It is a tragedy, your highness. A true medical tragedy...

PULL BACK from a groveling Alexis and a nodding and sighing Catherine as the farce goes on--

ALEXIS (CONT'D)

He was found this morning. He would normally have been out for his morning stroll on the grounds with his dog, but when he was not seen...

CUT TO:

EXT. ORANIENBAUM - PETERSTADT - DAWN

Alone, Alexis leads his horse out of the stables.

He is about to mount, when he turns to see Catherine standing behind him--

CATHERINE

How did it really happen?

He looks away. Catherine swallows, realizing she may not want to know.

CATHERINE (CONT'D)

Where is Gregory? Is he alright?

ALEXIS

He'll be fine. Just give him time.

Catherine nods, then the words rush out of her--

CATHERINE

Did I do the right thing? Was this really the right thing to do?

He looks at her, then--

ALEXIS

No. It was not the right thing. It was not the moral thing.

He goes to her.

ALEXIS (CONT'D)

But you did what you had to do. You have succeeded where so many others would have not.

(MORE)

ALEXIS (CONT'D)

I saw it in you years ago, and I see it in you now. You are a lion, Catherine. You have what it takes. Even if what it takes is not always right. Do not forget that.

CATHERINE

I won't.

Alexis mounts his horse.

CATHERINE (CONT'D)

I did love him. Peter. In a way. I cared for him.

ALEXIS

Yes. I know.

CATHERINE

Then what does that make me? Does that make me a monster?

ALEXIS

No. It makes you an Empress.

Alexis looks at her one last time then rides off.

Catherine watches him, until he disappears over the hill.

Quite alone now, she looks around at her surroundings--

She stands in the middle of Peter's beloved military fortress Peterstadt. It is deserted now-- all the soldiers gone.

Catherine looks down. A wide-brimmed, decorated HAT of a Holstein officer lays discarded on the ground.

She picks it up.

She gives one last look to the fortress and for a moment the SOUND of Peter's Holstein soldiers drilling echoes across her mind, with Peter shouting his instructions proudly.

--but then she drops the hat back on the ground, turns away, and walks across the glistening green grass, back to the grand palace of Oranienbaum, sparkling underneath the moon.

As Catherine walks away, growing smaller and smaller in the distance--

SUPERIMPOSED:

Catherine ruled for thirty-five more years.

Today she is still considered to be one of the greatest autocrats who ever lived.

She became known as Catherine the Great.

INT. IMPERIAL MAUSOLEUM, ST. PETERSBURG - PRESENT DAY - DAY

The vaulted mausoleum houses the pearly white tombs of the Russian royals, surrounded by wrought iron gates.

SUPERIMPOSED:

Upon her death, her son Paul became Emperor Paul I.

One of his first acts as Emperor was to move the body of his father to the Imperial Mausoleum in St. Petersburg.

CU: Two white marble tombs, each ornamented with a large gold cross sit side by side.

SUPERIMPOSED:

The tombs of Catherine and Peter now rest side by side for all eternity.

THE END.