

Blackness of Space, Whiteness of Bones:  
The Love of Georgia O'Keeffe for  
Alfred Stieglitz and Juan Hamilton

By Melissa L. White

FADE IN:

INT. "SOL Y SOMBRA" MANSION, GEORGIA'S BEDROOM - DAY BREAK

GEORGIA O'KEEFFE (96), stirs in her sleep, giggling.

SUPER: Santa Fe, New Mexico - August 8, 1984

Georgia's nurse, CHRISTINE (36), turns off the BEEPING alarm clock. She straightens her uniform.

Christine gently shakes Georgia's shoulder until she awakens.

CHRISTINE

It's 6:30. You're sleeping late today.

GEORGIA

And I'd still be asleep if you'd  
just leave me alone!

CHRISTINE

But today's a busy day. Juan said  
you're supposed to be ready bright  
and early. Remember?

Georgia rubs her sleeve on her crystal ball on her bedside table.

GEORGIA

I just had the strangest dream...

GEORGIA'S DREAM SEQUENCE

EXT. DESERT ROAD, ABIQUIU, NEW MEXICO - DAY (GEORGIA'S DREAM)

A 1971 Cadillac speeds down a winding desert road with its convertible top down.

INT. GEORGIA'S CAR - DAY

Georgia (83) white knuckles the wheel. Driving way too fast. She screeches through the curves. Eyes darting. Hyper-alert. Her Chow dog, BO, sits beside her. Bo growls at the back seat.

She glances in her rearview mirror. Sees ALFRED STIEGLITZ (60). His bushy white hair, and thick white mustache are strikingly handsome. He winks at her in the mirror.

ALFRED

What's the hurry? Slow down! Enjoy  
life. Haven't you learned that yet?

Georgia looks startled to see him. He laughs.

ALFRED

Remember, art is a game--so play it  
for all it's worth. That's the only  
way you win the game, Georgia.

He reaches over the seat and touches her shoulder. Bo barks.  
Georgia panics and swerves off the road, hits an embankment.

Georgia turns around, and Alfred is gone. She gazes at the  
cliffs and red hills in the distance.

INSERT: Georgia's painting "Red Hills and Bones" matches the  
landscape in previous shot.

INT. SOTHEBY'S AUCTION HOUSE - DAY (GEORGIA'S DREAM CONT.)

The canvas, "Red Hills and Bones," sits on an easel, on stage.

An auctioneer steps to the podium, taps the mike. An assistant  
holds up the painting, center stage.

The crowd bristles with excitement. The house is packed.

AUCTIONEER

It is indeed a rare occasion when  
an O'Keeffe becomes available here  
at Sotheby's.

The crowd murmurs.

AUCTIONEER

The bidding starts at 2.6.

Several people quickly raise their hands.

AUCTIONEER

Two point six. Do we have three?

Three men raise their hands. One man touches his shoulder.

AUCTIONEER

Yes, sir. \$3 million. Do we hear  
3.2?

Alfred Stieglitz makes his way through the crowd. People whisper  
and point at him. Alfred waves and shouts out his bid.

ALFRED

Ten Million!

A perky WOMAN IN A BRIGHT RED SUIT stands and announces her bid.

WOMAN IN RED  
Twenty Million!

AUCTIONEER  
Ladies and gentlemen, the previous record for an O'Keeffe was \$6.2 million! Looks like we'll have a new record here tonight! We have 20 million, do we hear 21?

The crowd cheers and applauds. The auctioneer taps his gavel to quiet the frenzied crowd.

Ignited by Alfred's outlandish bidding, MAN #1 (44) in a gray pen-striped suit, enters the bidding war.

MAN #1  
Thirty Million!

WOMAN IN RED  
Forty Million!

MAN #1  
Forty four million!

WOMAN IN RED  
44.4 Million!

Man #1 shakes his head. Waves her away.

AUCTIONEER  
Going once! Twice! Sold for \$44.4 Million!

The crowd swarms the floor. Stieglitz grabs the painting, eyeing it through his rimless round spectacles.

He smiles, gives the painting to the woman in the red suit.

Stieglitz hurries off through the crowd. The dapper MITCHELL KENNERLEY (55), steps up, grabs Stieglitz's arm, stopping him.

STIEGLITZ  
Mitchell! Good to see you out among the living, and not hibernating in that mausoleum you call a gallery.

MITCHELL KENNERLEY  
(British accent)  
If you're here representing a buyer then I'm the Queen of England.

STIEGLITZ  
Your majesty.

Stieglitz laughs, clicks his heels, then heads toward the exit.

MITCHELL KENNERLEY

There's no way in hell you have that much cash!

Stieglitz keeps walking, shaking his head. Mitchell runs up to Stieglitz and grabs his arm. Stieglitz jerks his arm free.

STIEGLITZ

This was a private collection. O'Keeffe and I will receive nothing from it.

MITCHELL KENNERLEY

Not until the next time she sells a painting! Her value will skyrocket!

Stieglitz grins.

END GEORGIA'S DREAM SEQUENCE.

INT. SOL Y SOMBRA, GEORGIA'S BEDROOM - DAY BREAK

Georgia's sits on her bedside, rubbing her eyes. She yawns.

JUAN HAMILTON (37), strides into the room. Juan is tall and wears tight fitting jeans. He exudes confidence. Authority.

He looks just like a young ALFRED STIEGLITZ on the cover of a book atop Georgia's bookshelf. Dark hair. Bushy mustache.

INSERT: The Book's Title: STIEGLITZ: A MEMOIR/BIOGRAPHY.

JUAN

(whispers to Christine)

Why the hell isn't she dressed yet?

Juan steps up, flings open the closet, grabs a white suit.

CHRISTINE

I'll get her dressed right away, Mr. Hamilton.

JUAN

(to Georgia, LOUDLY)

Today's the big day, Princess! The goal is to have this all settled by suppertime. Just like you wanted.

Georgia beams at him. Juan pats her on the arm. He lays the suit on the bed, glares at Christine, then hurries out.

Georgia reaches blindly for the suit. Christine gives it to her.

GEORGIA

The linen! I love this one! Suppose I should wear white today, shouldn't I?

INT. SOL Y SOMBRA, KITCHEN - DAY

Juan Hamilton talks on the phone in the kitchen.

JUAN

There isn't time today. I told you already, we can discuss it later.

INT. JUNE O'KEEFFE SEBRING'S HOME - DAY

JUNE O'KEEFFE SEBRING (56), sips her coffee. Elegant. Refined. Wearing pearls at the kitchen table, talking on the phone.

JUNE

(on the phone)

Don't take that tone with me, Juan.

INTERCUT BETWEEN JUAN AND JUNE DURING PHONE CONVERSATION.

JUAN

June, you know Georgia will never approve.

JUNE

Of course not! With your undue influence!

JUAN

I don't have time for this!

Juan slams the phone down and storms out of the room.

INT. SOL Y SOMBRA, GEORGIA'S BEDROOM - DAY

Georgia sits primly at her vanity dressed in her white suit, while Christine brushes her long white hair.

Georgia runs her fingers gently over the white roses in a vase on her vanity, then selects one from the bouquet.

Juan enters, stands behind them, gazes at Georgia in the mirror.

JUAN

Wow! You look beautiful as a bride!

GEORGIA

Oh, shoot. Goodness me!

Georgia laughs and gives the rose to Juan. He checks his watch.

CHRISTINE

We're almost ready, Mr. Hamilton.

JUAN

Good. Judge Seth will be here soon.  
We shouldn't keep him waiting.

Juan leaves the room, checking his watch again.

INT. SOL Y SOMBRA, HALLWAY - CONTINUOUS

Juan heads down the hallway, tosses the rose out an open window.

INT. SOL Y SOMBRA, GEORGIA'S BEDROOM - DAY

Georgia sits at the vanity. Christine puts her hair into a bun.

GEORGIA

Speaking of brides, I remember  
when Alfred and I got married in  
Jersey. John Marin drove us home  
and he ran into a telephone pole.  
I felt like I'd lost a limb.

CHRISTINE

Were you only married once?

GEORGIA

Yes, 60 years ago, in 1924. Seems like  
another lifetime. But it helps to talk  
about the passage of time, doesn't it?

CHRISTINE

It sure does. There. Pretty as a picture.

Christine finishes styling Georgia's hair.

GEORGIA

Oh, foot. You really think I look pretty?

CHRISTINE

Absolutely.

A loud POUNDING at the door startles them. Christine opens the door and JUDGE OLIVER SETH (68), steps in, towering above her.

JUDGE SETH

Morning, Georgia darlin'. Good to  
see you.

GEORGIA

Oh, Oliver. I'm so glad you're here.  
Juan is anxious to get started.

JUDGE SETH

I'll bet. Where is *Seenior* Juan anyway?

CHRISTINE

In the den. I'll take you there.

Judge Seth follows Christine to the door.

GEORGIA

No, Christine! Don't leave me!

Georgia turns blindly towards Judge Seth.

GEORGIA

Just take 22 steps down the hall,  
then turn right. It's only 8 steps  
through the kitchen to the den.

JUDGE SETH

Thank you Georgia. I'll be back.

GEORGIA

Good. It's terribly lonely here so  
far from my ranch.

Seth and Christine exchange a quick glance, then he leaves.

CHRISTINE

How did you first meet Alfred?

GEORGIA

Just after Christmas, in nineteen  
and fifteen, I sent some drawings  
to my friend Anita Pollitzer, and I  
asked her not to show them to  
anyone. But she took them straight  
to Stieglitz.

(a beat)

Could you warm this up a bit?

Georgia holds up her tea cup and Christine refills it.

EXT. 291 GALLERY, NYC - LATE AFTERNOON (FLASHBACK)

Alfred (52), stands alone, sipping a cup of hot tea. ANITA  
POLLITZER (22), enters the gallery and approaches Alfred.

SUPER: New York City - January 1, 1916

ANITA

Mr. Stieglitz, may I show you some drawings? My friend drew them.

Alfred leads Anita to the back room. She pulls out Georgia's drawings one by one. Alfred puts on his pince-nez and carefully examines each piece. The front door SLAMS (OS).

ALFRED

Walkowitz! Get in here!

ABRAHAM WALKOWITZ (33), an elf-like little man, scurries into the back room, hovers near Alfred, staring at the drawings.

WALKOWITZ

Very fine. Oh, yes. Fine indeed.

ALFRED

Look at that line. That emotion.  
What woman did these?

Anita glances nervously at Walkowitz; but before she can answer, Alfred blurts out even more lavish praise.

ALFRED

Will you tell her for me that this  
is the purest, most sincere work  
to enter 291 in a very long while?  
In fact, I think I'll show them.

Alfred takes a drawing to the main gallery. Anita and Walkowitz follow. Alfred holds the drawing up in the dying twilight.

Anita glances from Alfred to Walkowitz. Alfred gazes at the drawing, then grins at Walkowitz. Anita claps her hands.

INT. ANITA'S DORM ROOM - NIGHT

Anita enters, drops her books on the floor, rips open a letter. The V.O. of the letter being read pre-laps the next scene.

GEORGIA (V.O.) PRE-LAP

Dear Anita: I just got your letter  
and I'm shocked!

INT. GEORGIA'S STUDIO - NIGHT

Georgia (28), sprawls on the floor, drawing frantically. Charcoal smudges cover her chin and her hair hangs down in her face, as we hear Georgia's VO Letter being read...

SUPER: Columbia College, South Carolina. January 1916

The room is littered with crumpled-up drawings and melting candles. An empty wine bottle lies on the rug beside her.

GEORGIA (V.O.)

Oh Anita! I can't believe you showed  
my work to Stieglitz! All I can say  
is a calm and quiet 'Thank You.'

Georgia shreds her drawing, tosses it on the floor, then turns on her phonograph, playing Debussy's Claire de Lune.

She unbuttons her dress, slips it off, then she starts a new charcoal drawing.

REVERSE on Georgia crouching over her drawings on the floor, totally nude as daylight begins to creep through her window.

GEORGIA (V.O.)

Anita, ever since I was a little girl,  
I've wanted to be the most successful  
artist around. And now, you showing  
Stieglitz my work can help make this  
dream come true! Sometimes I lie awake  
at night, imagining what I'd say if I  
were to meet him.

Georgia closes her eyes and Stieglitz (50s), appears in the doorway. He tilts his head, holding his cape over his shoulder, the other hand lifted to hold the door open.

(END FLASHBACK.)

INT. SOL Y SOMBRA, DEN - DAY

In the exact same position as Stieglitz in the previous shot, Juan stands in the doorway, one hand up on the door. Judge Seth reads a document nearby. Juan anxiously hands him a pen.

JUDGE SETH

I'm 'fraid I can't sign this, Juan.

JUAN

Why the hell not?

JUDGE SETH

It just doesn't feel like something  
Georgia really wants. That's why.

JUAN

Of course she wants this! It was  
all her idea!

Seeing Juan in a whole new light, Seth turns abruptly and walks out. Juan chases after Seth.

JUAN

Please, Judge. Just sign it. This is exactly what Georgia wants.

JUDGE SETH

Like she wanted this mansion so far away from her precious ranch? And all those Mercedes out there in the driveway?

JUAN

Now hold on just a minute, Judge.

JUDGE SETH

No you hold on! This whole thing stinks and I want no part of it!

Juan jerks his arm back as if to punch Seth in the face, but Juan's attorney stops him. Totally disgusted, Seth exits.

We follow Seth through the kitchen and down the hall to Georgia's room. He knocks, then enters slowly.

INT. SOL Y SOMBRA, GEORGIA'S BEDROOM - CONTINUOUS

Georgia sits in her rocker dressed in her white suit. Seth enters and kisses Georgia's cheek.

JUDGE SETH

Georgia darlin'. I'm afraid I can't stay any longer. Please forgive me.

As he starts to leave, Georgia grabs his arm.

GEORGIA

Please, Oliver. Sit with me a while.

JUDGE SETH

I'm sorry Georgia. I can't. You take care.

He gently places her hand back in her lap, then leaves.

Christine approaches the window and pulls the curtains back, watching out the window as Judge Seth gets in his car.

Juan enters. Christine quickly drops the curtains back in place.

JUAN

What'd he say?

GEORGIA  
Nothing. He just left.

JUAN  
I'm serious, Georgia! What did he  
say about the signing?

Georgia glances over her shoulder towards Christine, as if  
she does not wish to discuss it in front of the hired help.

JUAN  
Christine, you can go now.

Juan waits until Christine leaves and shuts the door behind her.

JUAN  
Okay. Tell me what he said.

GEORGIA  
You said not to speak of it to anyone.  
So I haven't. Can we get on with it?

JUAN  
Seth backed out. We need a new witness.  
Does Phoebe still live in Tucson?

GEORGIA  
As far as I know.

JUAN  
Good. I'll call her. This might  
take a little while. I'm sorry.

GEORGIA  
It's ok. Will you sit with me a minute?

JUAN  
I can't! I just said I need to call  
Phoebe. This is putting us way behind  
schedule and there's so much to do!

Georgia holds her crystal ball up sadly to her cheek. Juan exits  
then he stops. He comes back to Georgia, takes her hand.

JUAN  
I'm sorry, Princess. I can sit with  
you a while. Never too busy for you.

Georgia beams at him. He pulls up a chair and sits beside her.

JUAN  
Did you dream last night?

Georgia grins at him, shy. She bats her eyes at him, flirting.

JUAN

Oh, my! Do tell. What'd you dream about?

GEORGIA

I dreamed about Alfred.

JUAN

Not about me?

GEORGIA

When I'm dreaming, you two are the same person. And it's like we're married. But that's because you WERE Alfred in your previous life.

JUAN

Do you really believe that?

GEORGIA

I do. Besides, if we were married then people wouldn't wonder why I increased your inheritance in my will. They'd have nothing to say.

JUAN

People will always have something to say. Regardless.

GEORGIA

It's important we settle this by sundown. Today's the 8th and...

JUAN

Yes. I know. Your horoscope said to tie up all loose ends by August 8th.

GEORGIA

I want to do this before I pass on. Which we both know could happen any day now. Do you understand why, Juan?

JUAN

Yes. I understand.

GEORGIA

Thank you for sitting with me. Run along. Go take care of business. I'm okay now, here alone.

Juan hugs her tenderly. Then he goes to the door, opens it.

He finds Christine leaning up to listen at the door. Juan puts his arm up, blocking her entry.

JUAN

If you value your job, Christine,  
you won't ask any questions.

Christine tries to get past Juan, but he blocks her again.

JUAN

It's in your contract, remember? No  
questions! No interviews! Got it?

She ducks under Juan's arm, goes inside. Juan exits, fuming.

Christine approaches Georgia.

CHRISTINE

What's going on? Are you okay?

GEORGIA

Oh, never mind. Come sit with me  
and tell me about your boys. Are  
they still in school?

Christine sits down beside Georgia, and glances at the door.

CHRISTINE

Yes, they start back next week.

GEORGIA

Good. Education is important. I  
remember back when I was in school,  
I used to fantasize about Alfred  
coming into my studio-- Oh, my!  
Look at me, going on about myself.  
It must be terribly boring for you.

CHRISTINE

No, it's not. I love hearing your  
stories.

Georgia reaches over and pats Christine on the knee.

GEORGIA

And I love talking. It helps keep  
me young. Well...where was I?

CHRISTINE

You were telling me about how you  
used to imagine Alfred coming into  
your studio.

Georgia laughs, then looks off into space.

GEORGIA

I used to dream about meeting Alfred.  
And as it turns out, after I graduated  
from Columbia College in South Carolina,  
I needed another class from Columbia  
University to get my teaching  
certificate, so back to New York I went.

INT. COLUMBIA UNIVERSITY, CAFETERIA - DAY (FLASHBACK)

Sitting with exaggerated perfect posture, Georgia is dressed  
in a black dress and black bowler hat. Looking prim. Austere.

SUPER: Columbia University, New York, NY - May 23, 1916

Georgia (28), eats an apple and reads a book, until a fellow  
STUDENT (20), approaches. The Student clears her throat.  
Georgia looks up at her.

STUDENT

Are you Virginia O'Keeffe?

GEORGIA

I'm Georgia O'Keeffe. Why?

The girl holds up a copy of the school newspaper.

STUDENT

Virginia O'Keeffe has a show at 291.  
You look like the girl in this photo.

Georgia jumps up, leaves her food on the table, and runs out.

INT. 291 GALLERY, ELEVATOR - DAY

Georgia rides the elevator upstairs, muttering to herself.

GEORGIA

The NERVE of him! Who does he think  
he is?

Georgia exits the elevator.

INT. 291 GALLERY - DAY

Georgia runs inside 291 Gallery, angry, ready for a fight.

Inside the gallery, Georgia glances from piece to piece,  
still unused to seeing her artwork shown publicly.

VOICES emanate from the back room O.S.

Georgia strides through the main room, then stops at the entrance to the back room.

Alfred (52), stands in the doorway of the back room.

Alfred watches Walkowitz hammer a hanging wire onto a frame.

Alfred leans casually in the doorway, his left elbow against the door frame, his right hand holds his cape over his shoulder: just as Georgia imagined it.

Alfred glances back over his shoulder at Georgia, surprised.

Georgia hesitates, summons all her confidence, takes a deep breath, then points at her work displayed around the room.

GEORGIA

Who gave you permission to show my work?

ALFRED

No one.

GEORGIA

Then you must take it down at once!

Alfred laughs. Walkowitz looks up, shocked that anyone would speak to Alfred in such a brash manner.

ALFRED

I'll do no such thing.

GEORGIA

You can't show my work without my permission!

Alfred theatrically tosses his cape over his shoulder and approaches Georgia. She backs away from him.

ALFRED

You've no idea what you've done here.

GEORGIA

Of course I do! You think I'm an idiot?

Alfred's eyes pop open wide. He stares at her then grins.

ALFRED

Wait! Don't move an eyelash!

Alfred runs to grab his camera off the shelf.

ALFRED

That's perfect! Such anger! Fury!  
Rage! The quintessential woman!

Embarrassed, Georgia blushes. Alfred puts his camera down.

GEORGIA  
What's wrong?

ALFRED  
Oh, the moment's gone. Perhaps later.

He extends his hand to her.

ALFRED  
Care to join me for lunch? We can  
discuss your drawings.

A YOUNG WOMAN (18), approaches holding her program, gushing.

YOUNG WOMAN  
Oh, Mr. Stieglitz, may I have your  
autograph?

Alfred laughs. Quickly signs it as the young woman swoons.  
Georgia looks on, amused. A 2nd YOUNG WOMAN (18), rushes up.

2ND YOUNG WOMAN  
Me too! We think you're just  
dreamy! The cat's meow...

She thrusts her program in Alfred's face. He laughs. Signs it.  
Georgia watches intently as the young women fawn over him.

The women exit. Alfred takes Georgia's hand, kisses it. Georgia  
smiles, softening to his charms. She gazes at him, intrigued.

INT. RESTAURANT - DAY

Georgia and Alfred sit talking. Alfred keeps pouring more wine.

GEORGIA  
I get headaches and see those  
shapes. I often think I'm insane to  
see such things.

ALFRED  
So is that why you teach? To escape  
the insanity that makes you paint?

GEORGIA  
I teach because I need a job. And  
helping kids appreciate art and create  
beauty certainly seems worthwhile to--

Alfred interrupts her.

ALFRED

But isn't art also the expression of deep feeling, even sexual feelings? And is this REALLY something one can teach? What I'm getting at is this: what's more important to you? Painting or teaching?

GEORGIA

I don't see them as mutually exclusive.

Alfred checks his watch, then signals the waiter.

ALFRED

Ah, the beauty of youth, when there's always time to do everything. It's such a pity to grow old and realize how precious little time we actually have.

Georgia hesitates, then gets up her courage to speak.

GEORGIA

Actually, I promised my mother on her deathbed that I'd take care of my younger sister. I Teach so I'll have enough money to support her...

CUT TO:

INT. GEORGIA'S MOTHER'S BEDROOM - DAY (FLASHBACK)

Georgia's mother, IDA TOTTO O'KEEFFE, (50's) lies in bed, dying from consumption.

INSERT: MAY 1, 1916

Georgia (28) stands at her mother's bedside, holding her hand. Georgia wipes her mother's face with a washcloth.

IDA

Georgie. When I'm gone, you kids will be on your Owen. Claudia will need you to take care of her. Promise me, you'll look after her.

Georgia wipes her tears, forces a smile.

GEORGIA

I promise I will, Mama. Claudia will never lack for anything.

Ida squeezes Georgia's hand.

IDA

I remember when you were 3 or 4 years old, you used to say that you'd be a world famous artist one day. And people would feel good just by viewing your paintings.

Georgia laughs, embarrassed.

IDA

You also said you wanted to be remembered long after you died, for bringing joy to others.

GEORGIA

That sounds just like something a precocious toddler would say.

IDA

I always knew you'd achieve your dream. You were so independent, headstrong, and frequently had a faraway look in your eyes. I know you'll be a great artist one day, but you must promise to look after Claudia. So she'll have the same chance at success that you had...

Georgia starts crying again.

GEORGIA

Oh, Mama. I'll always look after Claudia. I swear...Mama?...Mama?!!

Ida's eyes open wide. Her head rolls to the side. Georgia feels for a pulse. Then closes her mother's eyes. She lays her head on her mother's shoulder, sobbing, heartbroken.

(END FLASHBACK.)

CUT TO:

INT. RESTAURANT - DAY

Alfred sips his wine, then touches Georgia's hand.

ALFRED

I'm sorry for your loss. When you get together a new batch of drawings, please send them to me. I know I can make the name Georgia O'Keeffe a household word.

GEORGIA

You'd do that for me?

ALFRED

In a heartbeat! Life is good!

He leans in and kisses her cheek. Georgia smiles, shyly.

(END FLASHBACK.)

INT. SOL Y SOMBRA, GEORGIA'S BEDROOM - DAY

Georgia (96), sits daintily on her bed while Christine paints her fingernails. Georgia holds her hand up to the light.

GEORGIA

Life *is* good, isn't it?

(a beat)

You sure it's not too bright?

CHRISTINE

It's a very pale pink. Almost clear.

GEORGIA

I hope Juan won't think it's too much.

CHRISTINE

Knowing Juan, he probably won't even notice your nails. So did Alfred ask you to give up teaching and come back to New York to paint?

Georgia laughs a hearty belly-laugh.

GEORGIA

Goodness, NO! That'd be far too impetuous for Alfred.

Georgia holds her hands up to the light, staring at her nails.

GEORGIA

Think they're ready for a top coat?

Christine takes Georgia's hand and examines the nails.

CHRISTINE

They should dry a little longer.

GEORGIA

You know, Alfred helped me survive in a man's world. So has Juan. That's why I kept them in my life.

Georgia smiles, nods her head.

GEORGIA

Even when everyone else thought I shouldn't. I did it anyway.

Georgia examines her nails.

GEORGIA

In fact, that's been the central question of my life: how much happiness am I willing to give up in exchange for success?

CHRISTINE

Did Alfred always take care of you?

GEORGIA

Before Alfred came along, my mom had just died, and I had to support my baby sister, Claudia. So I took a teaching job in Canyon, Texas.

Christine puts the polish away.

CHRISTINE

How long did you teach in Texas?

GEORGIA

Not long. I sent Alfred more drawings. And he immediately dispatched Paul Strand to fetch me from Texas. Then Alfred set me up in my own Studio in New York...

CUT TO:

INT. ARTIST'S STUDIO, 114 E. 59TH ST, NEW YORK - DAY (FLASHBACK)

Alfred (54), and Georgia (30), run upstairs, carrying her bags.

SUPER: New York - June 9, 1918

They drop her bags at the door. Georgia enters, excited. She gazes with glee at the bright orange walls, the lemon yellow floor, the skylight and the terrific view of the city below.

She claps her hands, delighted. Alfred opens the window.

ALFRED

My niece no longer needs her studio, so it's yours, if it suits you.

Georgia SQUEALS and hugs his neck.

ALFRED

I've also spoken to a banker friend who's a regular patron, and I think we'll be able to finance your living expenses for a full year.

Georgia kisses Alfred on the lips.

GEORGIA

You're so good! How can I repay you?

ALFRED

Perhaps I can photograph you?

Georgia raises her eyebrow, coy.

INT. GEORGIA'S STUDIO - DAY

Georgia poses nude while Alfred photographs her in shot after shot. A quick series of photos follows, with Georgia standing, sitting, lying back-- legs spread.

Still shots of her hands follow. Then shots of her profile. Her breasts. He suddenly lays down his camera and kisses her in a frenzied passion. Wild. Hungry. Filled with lust.

ALFRED

I know what we need now.

GEORGIA

What?

ALFRED

Danger! To heighten your emotion!

INT. ALFRED'S HOME, FOYER - DAY

Alfred unlocks the door and holds it open for Georgia to enter. The opulent Victorian furnishings are quite a shock to Georgia. It's all so unlike Alfred's Bohemian appearance.

ALFRED

This way. Quickly.

They hurry into Alfred's office and he locks the door.

INT. ALFRED'S HOME, OFFICE - CONTINUOUS

Alfred unbuttons Georgia's dress. She pulls away from him.

GEORGIA

What if your wife should walk in?

Alfred laughs. He fiddles with his camera.

ALFRED

Emmy is shopping. It's her raison  
d'être. Trust me, she won't be back  
for hours. Do you believe me?

Georgia frowns, slips her dress off, lies back on the couch.  
Alfred tilts her chin up then crouches behind his camera.

Alfred takes three quick shots, then a sudden loud BANGING on  
the door jolts them.

EMMY (O.S.)

Alfred?! I know you're in there!!

Georgia scrambles to dress herself and Alfred rushes outside  
into the hall where his wife, EMMY (40s), rants hysterically.

INT. ALFRED'S HOME, HALLWAY - CONTINUOUS

Emmy slaps Alfred's face.

EMMY

You get her out of here this  
instant!!

ALFRED

But I'm only photographing her.

Emmy pulls her hair and shrieks at him.

EMMY

Stop lying to me! It's so undignified!

Emmy tries to calm herself, takes a deep breath.

EMMY

This is it, Alfred! Either you  
stop seeing her, or get out of my  
house! You choose.

Emmy stomps off. Alfred watches her go, then calmly returns  
to his office.

INT. ALFRED'S HOME, OFFICE - CONTINUOUS

Now fully dressed, pacing, nervous, Georgia bites her nails.  
Alfred enters, chuckling.

ALFRED  
What rotten luck. She kicked me out!

INT. GEORGIA'S STUDIO - DAY

The door bursts open. Alfred and Georgia clamber inside, lugging Alfred's bags.

The room is cluttered with photography equipment and developing chemicals. Clotheslines with prints hung up to dry.

Georgia dumps Alfred's stuff. She slips off her dress and plops down on the bed wearing her slip and her bowler hat.

Alfred grabs his camera, photographing her as she slowly caresses her legs, thighs, abdomen, clitoris.

He can't stand it any longer. He grabs her like a man half his age. He kisses her neck, breasts, stomach as she tries to free herself, but can't. He's too strong.

She then grabs his hair as he pleasures her with his tongue.

LATER THAT NIGHT

They lie in bed, nude, tangled in the sheets. Georgia smokes a cigarette. Alfred flips through his photos. He holds up an especially erotic shot of Georgia masturbating.

GEORGIA  
Not bad for a dirty old man.

Alfred laughs and steals her cigarette.

ALFRED  
You know, when I photograph, I make love.

Georgia grabs the cigarette back from him, snorts, amused.

GEORGIA  
When do you make dinner? I'm starved!

Alfred dumps the photos on the floor and grabs her.

ALFRED  
One more little kiss...

GEORGIA  
I'm almost non-ambulatory! I need food!

ALFRED

Hell's bells! It's too damn hot to eat!  
Say? Let's go up to the lake. It's much  
cooler there. Mother wants to meet you.

Georgia glances over at him, then exhales smoke in his face.

INSERT: A cloud of dark smoke appears as a car BACKFIRES loudly.

EXT. LAKE GEORGE HOUSE (KNOWN AS "OAKLAWN") - DAY

Georgia and Alfred sit in the back seat of a 1918 Locomobile  
Model 48, complete with Dual Cowl Phaetons.

INSERT: a winged Athena hood ornament, and solid brass trim.

A chauffeur drives them up to the lake front property.

A mansion sits atop the hill. HEDWIG (77), waves from her  
rocker on the porch.

The car stops and Alfred jumps down and runs to his mother's  
arms. Georgia strides up and Hedwig gives her a big bear hug.

HEDWIG

So you're the young lady who's  
made my boy Alfred so giddy!

Georgia smiles then glares at Alfred. He laughs. Winks.

INT. LAKE GEORGE - OAKLAWN, DINING ROOM - DAY

The Stieglitz clan, including Alfred's siblings and their  
kids and grandkids, crowd around a large dining room table.

It's an enormous spread and everyone grossly overeats.  
Georgia is shocked. Hedwig sets a colossal piece of pie in  
front of Georgia. She declines, waving it away.

HEDWIG

But you're so thin, child! You must eat!

ALFRED

Mother, she's just eaten a huge meal. If  
you'll excuse us, we're rather tired.

Alfred and Georgia leave the table, and he pinches her butt.  
She laughs, turns around and pinches his cheek.

Alfred's siblings smirk at Georgia's affection, trying not  
to laugh as they watch the couple head upstairs.

ALFRED

I think we'll take a long nap now.

Alfred whispers something to Georgia. She giggles, following him, unbuttoning her blouse while still in view of the entire family. Alfred's siblings exchange disapproving glances.

LEO STIEGLITZ (58), puffs his pipe.

LEO

If he keeps it up with these naps,  
he's gonna have a coronary.

Everyone laughs but Hedwig, who slaps Leo on the hand.

EXT. LAKE GEORGE, OAKLAWN - NIGHT

Hedwig sits in her rocker, knitting on the porch. Upstairs a candle flickers in the open window where Georgia gazes up at the stars. Alfred walks up behind her and kisses her.

INT. LAKE GEORGE, OAKLAWN, ALFRED'S BEDROOM - CONTINUOUS

Moving away from the open window, Alfred and Georgia share a passionate kiss, then fall NOISILY back into bed.

The sounds of lovemaking float out the open window.

EXT. LAKE GEORGE, OAKLAWN'S FRONT PORCH - CONTINUOUS

Hedwig glances over her shoulder, embarrassed. She starts knitting quickly, while rocking faster and faster. Georgia's GASPS and MOANS crescendo into a painful CRY (O.S.).

Then silence bathes the house once again. (END FLASHBACK.)

The sound of BEETHOVEN's Für Elise plays in PRE-LAP.

INT. SOL Y SOMBRA - DAY

Georgia (96), listens to BEETHOVEN's Für Elise on her stereo with her eyes closed, smiling sweetly. She moves her hands to the music. Peaceful. Serene.

The phone RINGS. Christine, answers the phone.

CHRISTINE

Miss O'Keefe's residence. One moment.

Christine puts her hand over the phone then speaks to Georgia.

CHRISTINE  
It's your niece.

Georgia opens one eye. Waves her hand.

GEORGIA  
Tell her I'll call her back tomorrow.

CHRISTINE  
(on the phone)  
She's resting. She'll call you back  
tomorrow. I don't know. I'll check.  
(covers the phone. To Georgia)  
She says it's urgent.

GEORGIA  
I don't care if it's urgent. I'll  
talk to her tomorrow.

CHRISTINE  
(on the phone)  
She'll call you tomorrow, June. Goodbye.

A gentle knock on the door. Juan enters. Georgia glances up.

GEORGIA  
Is that you, Juan, dear?

He approaches. Takes her hand.

JUAN  
Yes. I made a few calls, trying to  
line everything up, like you wanted.

GEORGIA  
June called. She said it's urgent.  
I asked Christine to tell her I'd  
call her back tomorrow.

JUAN  
Don't call her back, Georgia.

GEORGIA  
You can go now, Christine. I need to  
speak with Juan.

Christine leaves the room, shuts the door behind her.

JUAN  
You know she's always trying to  
undermine everything we do!

GEORGIA

We won't let that happen. I'm going to change my will today, before sundown, if it's the last thing I do. There's too much good energy for us right now to worry about June. Just like the old days...remember?

INT. ANDERSON GALLERY - NIGHT (FLASHBACK)

Hundreds of visitors swarm the gallery to see Alfred's photos of Georgia. Her artwork appears in the background of the photos.

SUPER: Anderson Gallery, New York - February 1921.

The frenzied crowd fuels Alfred's (57) ego; he struts around the gallery like an art impresario, greeting patrons and schmoozing.

Several O'Keeffe portraits are shown in rapid fire succession. A MAN and WOMAN stand gazing at the portraits, WHISPERING together.

WOMAN

(whispering loudly)

Who is she?...an actress?

MAN

(whispering loudly)

His mistress. I hear she's a painter.

WOMAN

(whispering loudly)

I can't believe he'd expose her like this!

Journalist HUTCHINS HAPGOOD (44), stands alone, candidly taking notes. His V.O. is heard as he studies the art and scribbles down his notes.

HAPGOOD (V.O.)

To be whispered about in New York is practically to be famous, since a whisper travels farther and faster than a shout.

The crowd BUZZES with excited whispers.

HAPGOOD (V.O.)

And Stieglitz has certainly mastered the orchestration of whispers.

A young WEEPY WOMAN (28), cries, while gazing at a photo of O'Keeffe holding her breasts. Sighing, she wipes her tears.

WEEPY WOMAN

Oh...he loves her so!

Hapgood overhears the weeping woman. He rolls his eyes, amused, then heads off toward the back of the gallery where Georgia (33), stands talking with MARSDEN HARTLEY (40s).

GEORGIA

Marsden, your work truly speaks to me. When is your next show?

MARSDEN

As soon as Alfred thinks I'm ready.

GEORGIA

Well, I think you're ready now.

MARSDEN

Thanks. That means a lot to me.

An expensively dressed young COUPLE approaches Alfred. The wife's full length mink coat and excessive diamonds catch Georgia's eye from across the room.

Hapgood points at the couple, as they talk to Alfred.

HAPGOOD

That guy's been hounding me all night. He wants Alfred to photograph his wife.

GEORGIA

If they knew what that entailed, they probably wouldn't be interested.

MARSDEN

That's an understatement!

Alfred shakes hands with the couple, then the crowd standing around them CLAPS and CHEERS.

A press photographer motions for Alfred to pose with the couple.

A huge FLASH fills the frame.

Several other newspaper photographers take photos of a particularly enticing portrait of O'Keeffe posing nude with her phallic "Weeping Woman" sculpture.

People crowd around the portrait, trying to get a closer look. Heiress and patron, MABEL DODGE LUHAN (30s), with bobbed hair and foot-long cigarette holder, runs away from the crowd.

Hapgood sees Mabel and grabs her arm as she passes. She's startled, then she recognizes him.

MABEL

Oh! Hapgood! You scared me.

HAPGOOD

Mabel Dodge. Always a pleasure.

Hapgood kisses both her cheeks then nods at the crowd.

HAPGOOD

What's going on over there?

Mabel whips out a red lace fan, and she fans her face.

MABEL

Alfred's up to his old tricks. He just announced that he'd "part with" that photo for a measly five grand.

Georgia howls with laughter. Mabel glances at Georgia, not amused.

HAPGOOD

\$5,000?! That's insane! No one's ever paid that much for a photo!

MABEL

Seems his wife adores it, and Alfred claims he destroyed the negative. Of course press photographers were conveniently on hand.

(to Georgia)

You've become quite the celebrity, dear, and all you did was pose. When are we going to see what you can *paint*?

GEORGIA

Soon, Mabel. Very soon.

INT. GEORGIA'S NEW YORK STUDIO - DAY

Georgia stands by the window smoking a cigarette, feverishly scouring a review in THE DIAL. The doorbell rings. She flings open the door and Hutchins Hapgood stands there, smiling.

HAPGOOD

Morning, Georgia. Alfred home?

Georgia thrusts the newspaper at him.

GEORGIA

Look at this!

Taken aback, Hapgood gingerly takes the paper from her and skims the review. Georgia paces the floor, ranting.

GEORGIA  
 Never in my life have I felt so  
 violated! I can't understand such  
 blatant betrayal!

Hapgood glances up from the newspaper, somewhat confused.

HAPGOOD  
 So far, Rosenfeld offers nothing  
 but praise. I really don't see  
 any betrayal, Georgia.

Georgia grabs the newspaper away from Hapgood.

GEORGIA  
 Not Rosenfeld, Alfred! Listen to this:  
 (reading the review aloud)  
 O'Keefe's art is gloriously female.

Hapgood steps back, away from her waving her fist around as  
 she speaks, over-emphasizing Stieglitz's choice words.

GEORGIA  
 Her oh so *painful* and *ecstatic climaxes*  
 are quite vivid and her ecstasy of pain  
 and fulfillment excite us as we view  
 her most intimate self...

Hapgood laughs, puffs on his pipe. Georgia wads up the paper.

GEORGIA  
 It's not funny, dammit!

HAPGOOD  
 No. It's absurd. What's funny is you  
 getting upset over all that gibberish.

GEORGIA  
 I wouldn't care if it were anyone  
 else but Rosenfeld writing this.  
 He's my *friend*. He's been our  
 guest at Lake George.

HAPGOOD  
 I thought you said you were mad at  
 Alfred?

GEORGIA  
 I am! He keeps spouting off about  
 my climaxes like it's anyone else's  
 business! No wonder it's all over  
 the newspapers!

Hapgood calmly takes the paper from Georgia and tosses it out the open window. He offers her another cigarette. She takes it. He lights it. She turns away, blowing smoke out the window.

HAPGOOD

Look. If Alfred's spouting indiscretions bother you this much, ask him to stop it. Otherwise, you better get used to it.

Georgia glances up at him, frustrated and confused.

HAPGOOD

In case you haven't noticed, Alfred uses us critics like puppets. He pulls the strings and plants his stories, we all play along.

Georgia frowns.

GEORGIA

But this eroticism is NOT what I painted! Even if it does attract buyers, it detracts from my work. And I won't stand for it!

Georgia stomps over to the bar, pours herself a shot of whiskey.

HAPGOOD

It's all a game, honey. You can either play along and enjoy your celebrity status, or get out while you still can. It's your choice.

Georgia snorts, then downs her drink.

GEORGIA

What the hell kind of choice is that?

Hapgood refills her glass then pours himself a shot as well.

HAPGOOD

Ah, the sweet price of success.

Hapgood touches his glass to Georgia's glass.

GEORGIA

That's ridiculous!

HAPGOOD

Hey. Publicity sells art. It's that simple.

Georgia frowns. She downs her drink, stares out the window.

EXT. LAKE GEORGE - DAY

Alfred (59), rows a small boat with Georgia (35), and BECK STRAND (24), up front. Alfred struggles with the oars, sweating profusely.

SUPER: Lake George, New York - August 1923.

Beck takes a hanky and wipes Alfred's forehead. He smiles.

ALFRED  
You're too kind, my little  
Beckalissima.

Beck giggles. Georgia glances sharply at Beck, not amused. Alfred notices this hint of jealousy and chuckles.

ALFRED  
Maybe later on, I'll try my luck  
at some candid shots of you girls  
in the woods.

BECK  
Wonderful!

Georgia flashes a curt fake-smile, dips her toes in the water.

EXT. LAKE GEORGE - LATER

Alfred photographs Beck swimming nude. She lies flat on her back in the chilly shallow water. Alfred stands over her with his pants rolled up to his knees, aiming his camera at her chest.

Beck takes her right hand and holds her left breast.

Alfred shoots. INSERT: Still shot matching the composition of Alfred's famous photo, "Water Lilies."

Beck rolls over on her stomach, exposing her tight round buttocks. Alfred shoots. INSERT: Photo of Beck's rear end in the water.

EXT. LAKE GEORGE HOUSE, THE GARDEN - DAY

Georgia paints a tall, narrow canvas of a corn plant. Totally absorbed. Intense. Her rapid strokes fill the canvas with color. Several water color studies of the corn plant lie on the ground behind her. Each painting shows a different angle.

EXT. LAKE GEORGE HOUSE - DUSK

On the upstairs porch, Beck reclines across a chaise lounge.  
INSERT: Seen through Alfred's lens, we see Beck's face.

Alfred shoots. REVEAL: Black and white portrait of Beck's face.

Alfred steps up and readjusts Beck's white cotton shirt, flipping the collar up. He focuses his camera, but still does not like what he sees, so he starts unbuttoning her blouse.

ALFRED  
Hold still, Beck.

Beck giggles. Alfred yanks her blouse down off her shoulders, exposing her breasts. He looks through his camera again.

Looking through Alfred's camera, we see Beck's bare chest.

EXT. LAKE GEORGE HOUSE, ("THE HILL"), GARDEN - NIGHT

Georgia approaches the house, known as "The Hill", carrying her paint box and two canvases under her arm. She looks up, seeing Alfred's camera upstairs leaning against the porch railing.

Beck's giggling cascades down from above. Georgia runs inside.

INT. LAKE GEORGE, THE HILL - NIGHT

Georgia rushes upstairs, but stops when she sees Alfred's shirt lying on the floor. She quietly opens the balcony door finding Alfred on top of the nude, giggling Beck.

Georgia slams the door and runs away.

EXT. LAKE GEORGE, THE HILL, BALCONY - NIGHT

Alfred jumps up, runs inside and grabs his shirt. Beck scurries around on the balcony, gathering up her clothes.

EXT. LAKE GEORGE, THE HILL, ENTRANCE - NIGHT

Georgia rushes out of the house carrying a suitcase and her paints. She hurries down the long driveway.

EXT. YORK BEACH, MAINE - DAWN

Georgia runs barefoot down the beach. She splashes through the surf, finds a clam shell.

She rushes to her easel set up in the dunes and starts to paint the clam shell. She works quickly, with intense concentration.

GEORGIA (V.O.)  
Alfred, please don't follow me.  
I'm much better now, painting all  
day and sleeping soundly. I like  
it here alone on York Beach, where  
no one bothers me.

INT. LAKE GEORGE, THE HILL, ALFRED'S STUDY - DAY

Alfred sits back in his chair, reading Georgia's letter.

GEORGIA (V.O.)  
As for my leaving, I won't degrade  
myself by stating the obvious about  
your dalliances.

Alfred stands then paces across the floor as he reads her letter. Several framed portraits of Beck clutter his desk.

GEORGIA (V.O.)  
You must realize that painting is  
central to my health and happiness,  
as you are too.

Alfred stops pacing. Takes a deep breath.

GEORGIA (V.O.)  
But painting is something I can't  
live without. I hope you can see  
the difference.

Guilt ridden, Alfred brushes all of Beck's photos off his desk. They CRASH to the floor.

INSERT: Broken glass is scattered all across Beck's photos.

EXT. YORK BEACH, MAINE - DAY

Georgia sits painting on the beach. Alfred walks up behind her, his cape blows in the breeze. He stands there until Georgia lies her brush down, speaks to him over her shoulder.

GEORGIA  
I asked you not to come.

Alfred moves closer. Georgia stands facing the sea, hugging her arms around herself as she speaks.

GEORGIA  
I won't scold or accuse you.

Alfred turns away, staring at the sea.

ALFRED  
It was all Beck's idea...

GEORGIA  
Oh, Alfred! Don't you get it? We  
should only treat each other how  
we wish to be treated in return!

Alfred nods then takes her gently in his arms, hugging her.

ALFRED  
Sometimes I just can't help myself.

GEORGIA  
Well, you better help it.  
(she pulls away from him)

GEORGIA CONT'D.  
Look. You don't want me to have  
children because they'd keep me from  
painting.

Georgia shores herself up, angry.

GEORGIA  
Yet you act like a child  
yourself. I can't paint if I have  
to constantly watch you traipse  
around molesting your models.

ALFRED  
I'm a lost man. I don't know what  
to do.

GEORGIA  
Find something else to photograph.  
Try clouds. Or sunsets. ANYTHING  
but other women. Okay?

ALFRED  
I'm so sorry. It won't happen again.

GEORGIA  
You say that, Alfred, but you keep  
doing the opposite. You know, ever  
since I had that lump removed, I've  
been focusing on eliminating stress  
from my life.

ALFRED

I know. I'm so sorry.

GEORGIA

I can't keep coping with your infidelities. It's crushing my spirit. Not to mention my health.

He pulls her into his chest, hugging her and kissing her hair.

ALFRED

You're light itself. I can't lose you.

Georgia pulls away. He grabs her hand, nodding at her painting.

ALFRED

Come back to New York with me! I can already see a new fiery passion in your work since we've quarreled.

Georgia sighs, watching the waves crash against the rocks making sun spots in the spray. Sun spots brighten in frame.

BRIGHTEN TO WHITE:

EXT. LAKE GEORGE, WOODS - DAY

A white canvas, then swatches of color quickly brushed on fill the frame. More and more colors are applied, until we see the outline of a flower.

Georgia sits at her easel in the woods, painting in the nude, engrossed in her work. PEGGY (6), and SUE (4), sneak up quietly. They wear matching buckskin dresses, with feathers in their hair. Little Native American girls' costumes.

Looking through the tree leaves, we see a child's hand reach up and pull a branch back to get a better look at Georgia.

Georgia is seen from behind, painting in the nude.

Sue GIGGLES. Peggy puts her hand over Sue's mouth to keep her quiet. Peggy silently mouths a countdown, for the attack.

They leap out from the bushes and charge full speed, both screaming their WAR CRIES.

Georgia is livid at the invasion of her privacy. She jumps up, still naked and chases the kids off with a paintbrush in each hand. The girls run into the woods, laughing wildly

Georgia returns to her toppled easel to find turpentine spilled on her canvas, smearing her work. She grabs her clothes and easel and storms off into the woods.

EXT. OLD DILAPIDATED BARN - DAY

Alfred stomps out of the woods, mopping the sweat from his brow, and approaches the barn. He peeks through the window.

Through the window, Georgia is seen inside, bent over a large canvas. Alfred opens the door, but it falls off in his hand.

Georgia looks up at him. He laughs, holding up the door. She is not amused; she keeps painting.

ALFRED

Sorry about the little Squaw attack.

Georgia shrugs still painting.

ALFRED

I spoke to my brother about his grandkids.  
Leo assures me it won't happen again.

Alfred leans the door back in place against the hinges.

GEORGIA

I need a space of my own, Alfred.  
I can't work with all these  
constant interruptions.

She dabs at her painting with a rag.

ALFRED

I know.

GEORGIA

Think this place would make a  
decent studio?

ALFRED

This old shanty?

GEORGIA

We could repair it.

ALFRED

Maybe. We'll see.

Alfred yawns, then walks up and looks over Georgia's shoulder at her work. INSERT: Half finished painting of a huge flower.

Alfred laughs out loud.

ALFRED

I hope you're not planning to *SHOW* this.

Georgia continues to paint, ignoring Alfred. He snorts, shoves his hands in his pockets, rattles his change, then walks out.

Georgia angrily mixes paint on her palette, mimicking Alfred.

GEORGIA

I hope you're not planning to  
*SHOW* this...the NERVE of him!!

(a beat)

Maybe I'll paint nothing but  
flowers from now on. Since that's  
what truly moves me as an artist!

INT. ANDERSON GALLERY - NIGHT

A series of close ups show Georgia's many flower paintings.

A sign at the gallery entrance reads: "Alfred Stieglitz  
Presents: SEVEN AMERICANS (John Marin, Marsden Hartley,  
Arthur Dove, Charles Demuth, Paul Strand, Georgia O'Keeffe,  
and Alfred Stieglitz) March 9, 1925."

The gallery is packed. People flock to Georgia's flower  
paintings. No one notices the other artists' work.

Alfred (61), leads the crowd like a carny barker with  
ecstatic ballyhoo over O'Keeffe's work.

ALFRED

Note the deliberate strokes. The  
minute attention to detail...

PAUL STRAND (26) and MARSDEN HARTLEY (30s) stand watching the  
crowd grow around the flowers. Disgusted, Strand shakes his head  
and walks off. Hartley follows him to the back of the room.

HARTLEY

Ever wish you were invisible?

STRAND

Hell, we might as well be right now.

HARTLEY

You'd think somebody'd notice there's  
six other artists on exhibit here!

Strand and Hartley glance at their own work displayed on the far  
wall, with no one viewing it. They leave the gallery together.

HOURS LATER

The last visitor leaves the gallery and Alfred begins turning off the lights; Georgia (37), enters, waving a newspaper.

GEORGIA

Damn that Louis Mumford! I can't believe they print such rubbish!

ALFRED

Louis' review is out already? Great!

Furious, Georgia stomps her foot. Alfred shrugs then turns off another light.

ALFRED

What can I say? I didn't write it.

Hutchins Hapgood pokes his head in the door and sees Georgia in a rage. She clenches the newspaper in her fist, following along behind Alfred as he turns off the rest of the lights.

GEORGIA

How can you be so smug?! Your friends are writing this crap, yet you don't seem to care at all.

Alfred notices Hapgood in the doorway and greets him.

ALFRED

Hapgood! Great to see you old man. Listen, we're just closing up shop. Would you and Neith care to join us for a late supper?

HAPGOOD

(backing away from Georgia)  
Perhaps another time would be better.

Georgia waves the newspaper at Hapgood.

GEORGIA

Look at this! You'd think any halfway intelligent person could see something in my work besides female sex organs!

Hapgood laughs nervously, then clears his throat. He glances at Alfred as if for help.

GEORGIA

Don't look to him for help. He encourages this! His pal, Louis, wrote this review! Have you seen it?

Hapgood shakes his head, backing further away from Georgia.

GEORGIA  
 (reads from the newspaper)  
 The O'Keeffe exhibition opened  
 yesterday...

HAPGOOD  
 O'Keeffe exhibition? What happened  
 to those other six Americans?

GEORGIA  
 Exactly! This is so moronic. Listen:  
 "O'Keeffe offers one long, loud blast  
 of sex..."

Alfred howls with laughter.

GEORGIA  
 Sex in youth, sex in adolescence,  
 sex in maturity, sex as gaudy as  
 "Ten Nights in a Whorehouse,"...

Hapgood chuckles.

GEORGIA  
 And sex as pure as the vigils of  
 the vestal virgins; sex bulging,  
 sex tumescent, sex deflated...

Georgia looks up at Hapgood.

GEORGIA  
 Can you believe this?!

Hapgood shrugs; Alfred gives him a friendly slap on the back.

ALFRED  
 She'll get over it when she sees how  
 lucrative these sex paintings will be.

GEORGIA  
 But that's just it. I didn't paint  
 sex. I painted flowers!

Alfred switches off the last light, holds the door open for her.

ALFRED  
 Well? What can I say?

Alfred stands there, waiting for Georgia to answer. She glares  
 at him, saying nothing.

ALFRED  
 Come on. Let's go home.

Georgia stomps out. Alfred shuts the door. Light pours in from the skylight above, casting an eerie glow on her paintings.

The painting, "Red Canna" (1924), fills the frame.

INT. ANDERSON GALLERY - NIGHT

Georgia's flower paintings line the walls. Erotic. Simple. Beautiful. People flock to them. The crowds can't stay away.

A quick series of shots shows Alfred lecturing the crowds about O'Keeffe's flowers. He even brings out his earlier nude portraits of O'Keeffe to include in his lectures.

ALFRED

O'Keeffe is a pioneer. Compared to her, most women painters are inconsequential.

Alfred's O.S. lecture carries through the next series of shots.

SERIES OF SHOTS:

A) Several young women stand gazing at the paintings.

ALFRED (O.S.)

Her sexuality, her emotions, her whiteness and purity, as well as her vast sense of eroticism all shine through in her work.

B) Alfred happily takes a check from a woman and her husband.

C) Several prim and proper "society ladies" stand gawking at the paintings, appalled by the erotic style.

ALFRED (O.S.)

No other artist has achieved such splendid renditions of eroticism. Her skill is unsurpassed. She's in a class by herself...

D) Alfred pockets another check, then another and another.

E) Georgia stands in the background, eyeing Alfred with disdain until he walks up and kisses her on the lips. He waves the checks.

ALFRED

Now we can open our own gallery!

GEORGIA

What if I refuse?

Alfred stands there, puzzled. Georgia turns and walks away.

INT. INTIMATE GALLERY - DAY

A large CRYSTAL BALL is displayed on a wooden stand in the middle of the room. A middle-aged woman studies an exhibition of John Marin's watercolors. Perplexed, the woman looks around for someone to help her.

SUPER: INTIMATE GALLERY, NEW YORK - January 1927

DOROTHY NORMAN (20), enters the gallery. She walks past the middle-aged woman, looking for a specific painting.

MIDDLE-AGED WOMAN

Excuse me?

Alfred (63), is busy showing photographs to a group of men. He ignores the middle-aged woman.

Dorothy also needs help. She glances at the middle-aged woman, then flips through a stack of paintings against the wall.

ALFRED

(to Dorothy)

Kindly do not handle the paintings!

Dorothy stares at Alfred. She has dark, expressive doe-like eyes. Alfred notices her striking beauty and he smiles.

Alfred continues lecturing the men about the photos until the middle-aged woman taps him on the shoulder.

MIDDLE-AGED WOMAN

Excuse me. Could you please explain these pictures to me? I don't understand why they arouse no emotion in me.

Alfred's buddies snicker and move into the back room to view more photos. Alfred is livid. He snaps at the poor woman.

ALFRED

That's like asking you to explain why you don't give me an erection!

Alfred exits. The woman is flabbergasted. She rushes out of the gallery. Dorothy continues her search.

The group of men exit, laughing and joking as they leave.

Dorothy peeks into Alfred's office, knocks on the open door.

INT. INTIMATE GALLERY, ALFRED'S OFFICE - CONTINUOUS

Alfred is seated at his desk. He looks up at Dorothy.

DOROTHY

Excuse me, I'm looking for a seascape that was here last week.

ALFRED

The lighthouse? It's been acquired.

DOROTHY

Oh, too bad.

Alfred stares at her a moment. She starts to leave, but he blurts out his next question before she can go.

ALFRED

I've seen you here before. But you're always alone. Are you married?

Dorothy stops. Intimidated by Alfred, she nods, silently.

ALFRED

Happily married?

DOROTHY

Of course! I love my husband and we have a new baby.

Alfred smiles then crosses his arms over his chest.

ALFRED

Is your sexual relationship good?

Dorothy blinks, shocked. Startled and embarrassed, Dorothy backs away, checks her watch.

DOROTHY

Gee, it's late. I need to get home.

Alfred sees her to the door and holds it open for her.

ALFRED

Come back anytime. There's a new show going up next week.

Dorothy waves shyly, then hurries outside and hails a cab. She glances back at Alfred and he waves.

INT. INTIMATE GALLERY - DAY

Dorothy enters the gallery without even noticing Georgia's new paintings on display all around. She heads straight for Alfred, bumping into a customer on her way. Oblivious.

Alfred drops his teacup on the floor, kicks it aside, and rushes up to greet Dorothy. Their lust is comedic, cartoon-like in their eagerness to meet each other again.

ALFRED

I received your letter, Mrs. Norman.

DOROTHY

Please. Call me Dorothy.

Sitting idle at her desk, yawning, receptionist MARIE RAPP (30), glances up at Dorothy. Then continues filing her nails.

ALFRED

Yes, Dorothy, of course. And I'd be delighted to employ your services. There's always so much to be done.

Marie smiles to herself, shaking her head, trying not to laugh out loud since she clearly has nothing to do.

Alfred takes Dorothy by the arm and leads her to the back office. He shuts the door.

Hutchins Hapgood enters the gallery and drops the NEW YORK TIMES REVIEW on Marie's desk.

INSERT NY TIMES HEADLINE: "O'Keeffe Exhibition: A Masterpiece"

HAPGOOD

Where is he?

Marie nods at the closed office door. Hapgood frowns. Confused.

HAPGOOD

Why's the door closed? Is he okay?

Marie shrugs. Hapgood peeks through the keyhole, bolts upright.

HAPGOOD

Oh, my! Who's the tart?

MARIE

That's Mrs. Norman. I believe she'll be volunteering her services here.

HAPGOOD

Norman? Mrs. Edward Norman?

Marie nods. Hapgood knocks on the door. Alfred opens it slightly.

ALFRED

Ah, Hapgood. Did you bring the reviews?

Hapgood peers around Alfred at Dorothy.

HAPGOOD

Of course...Mrs. Norman?

Dorothy jumps up, embarrassed to be seen behind closed doors with Alfred. Dorothy panics. Alfred grabs her arm.

ALFRED

Don't go. He's just delivering the papers. We've so much yet to discuss.

Marie and Hapgood exchange knowing glances and eye-rolls, trying not to laugh at Alfred's obvious attraction to Dorothy.

HAPGOOD

Yes, I'm sure Georgia will just adore this review. Where is she, by the way?

Embarrassed, Alfred clears his throat and loosens his tie.

ALFRED

She's not feeling well. You know how she gets whenever a new show opens.

INT. HOSPITAL - DAY

Georgia (39), lies in her hospital bed while her sisters, ANITA (30), and CLAUDIA (28), take turns reading to her from *The New York Sun*.

ANITA

(reading the paper aloud)  
O'Keeffe's style is far more intellectual than emotional.

Anita glances at Georgia, then continues reading aloud.

ANITA

The tones melt smoothly into each other as though painted on satin rather than rough canvas. Emotion would not permit such plodding precision. Her method seems to be one of planning everything out in advance before starting to paint...

CLAUDIA  
That's a new angle.

GEORGIA  
At least it's not the same old  
Freudian shit. Thank God!

CLAUDIA  
But I think there *is* a certain  
feminist quality to your flowers.

GEORGIA  
Seriously?

CLAUDIA  
Well, yeah. I think they're lovely.  
They make me feel so beautiful and  
sensual, just by looking at them.

GEORGIA  
And this is feminist?

CLAUDIA  
Look. I feel alone when I go into  
an art gallery. But when I look at  
your work on the wall, I feel sort  
of... connected?

GEORGIA  
You do? Connected to what, Claudie?

CLAUDIA  
Something bigger than myself that's  
true for anyone, not just for me.

GEORGIA  
Oh, come on. You of all people  
should know better than to believe  
all the crap in the papers.

CLAUDIA  
I don't believe it because I read  
it in the papers. I believe it  
because it feels true to me.

Georgia snorts. Folds her arms over her chest.

CLAUDIA  
Your flowers are beautiful. And  
yes, I find women beautiful.

Georgia looks over at her sister. Frowns.

GEORGIA

You really see feminism in my flowers?

Claudia walks over by the window, and peeks thru the blinds.

CLAUDIA

I see beauty. I feel beautiful looking at them. They make me feel alive. Sensual. Happy for no reason.

Georgia sits up in bed, hugging her knees to her chest.

GEORGIA

Maybe there *is* something to that, since I certainly felt very sensual painting them.

Anita lies the paper down, takes Georgia's hand.

ANITA

Don't start falling for Alfred's crap.

GEORGIA

No. I think Claudie's right. I even painted some of those flowers in the nude. And if that feeling is reaching an audience, then that's great! It's *my* truth. Not like a statement of sexual power or all that garbage in the papers!

ANITA

Georgia. Listen to yourself!

GEORGIA

I am! If Claudia can see it, maybe that's what the critics are harping on. My inner state. Unintended as it was, but it's there all the same.

ANITA

Do you truly believe all that?

GEORGIA

It's worth exploring further. If I can do the same kind of eroticism with geometric shapes, that'd be incredible! Can't wait to try *that*!

ANITA

Oh, Georgia, why don't you come stay with me for a while if you want to get away from it all.

GEORGIA  
You mean get away from Alfred,  
don't you?

Anita paces back and forth across the room.

ANITA  
He's just *using* you. If he cared  
about you, he'd be here right now.

CLAUDIA  
Instead of down at his gallery with  
that cheap--

Claudia stops, glances back at Georgia.

GEORGIA  
--Floozy?

Georgia laughs.

GEORGIA  
Honestly, Claudie, you and Nita  
sound like a couple of jealous  
schoolgirls. Relax! Both of you!

Anita folds up the paper in a huff, and heads for the door.

GEORGIA  
Say. Could you leave that paper?

Anita stops at the door and brings the newspaper back to  
Georgia. Georgia takes Anita's hand and squeezes it.

GEORGIA  
Hey, little sister. This surgery is  
a piece a cake! Everything's gonna  
be fine. No malignancy. Same as  
before. Okay?

Almost in tears, Anita nods, trying hard not to cry.

ANITA  
I wish I could be as brave as you.

GEORGIA  
I've always known I'll live to a  
very old age. This won't kill me.

Georgia winks at Anita.

GEORGIA

Besides, we are what we are. All of us. Even Alfred. I'll never leave him. So don't even suggest it.

ANITA

But why? What's tying you to him?

GEORGIA

He discovered me. Thus, he helped me discover myself. Without him, I'd still be teaching in Texas. AND, I'd be miserable!

Anita grunts, rolls her eyes.

GEORGIA

Don't be so hard on him. He's old and frail. And really sensitive.

ANITA

Yeah, right!

Georgia laughs. Anita hugs her, then leaves. Georgia flips through the paper to the Art page and gives it to Claudia.

GEORGIA

Would you mind reading it again?

Claudia reads the review again. Georgia closes her eyes. Smiling.

INT. THE INTIMATE GALLERY - DAY

The gallery is packed; crowds hover around Georgia's painting BLACK ABSTRACTION. It hangs between: "BLACK AND WHITE ABSTRACTION" and "BLUE, BLACK AND WHITE."

The new paintings are abstract works: geometric shapes. Not the usual flowery images. An entirely new direction.

SUPER: January 11, 1928

ALFRED

She pours herself into each stroke.  
Every shape ripe with eroticism.

Huge crowds flock to hear Alfred speak. Dorothy leans against the back wall, out of the limelight. Marie Rapp approaches.

MARIE RAPP

I've never seen it this crowded.  
If this keeps up we'll have to  
enlarge the gallery.

Dorothy chuckles, gazing tenderly at Alfred. Marie glances at her.

MARIE

We couldn't have done this without you, Dorothy.

Dorothy laughs.

MARIE

I'm serious. And no matter what anyone else says, I think you've been a tremendous help to Alfred.

Dorothy takes Marie's hand in hers.

DOROTHY

Thank you, Marie. That means a lot to me, especially coming from you.

Dorothy smiles shyly, then greets each new visitor as they enter.

Alfred moves on to the adjacent flower paintings, with his usual non-stop spiel lauding Georgia's larger-than-life flowers. He dazzles the crowd of onlookers.

ALFRED

O'Keeffe truly sees the flower. So like a woman. So like lust.

Mitchell Kennerley enters with a well dressed FRENCHMAN. Mitchell walks up to Alfred and interrupts his speech.

MITCHELL KENNERLEY

Excuse me Alfred, but this gentleman wishes to acquire all six lily panels.

ALFRED

Impossible! He can't have them all.  
(to the crowd)  
Now. What was I saying?

MITCHELL KENNERLEY

Alfred. You really should speak to him. He represents a serious collector in Paris.

ALFRED

I don't care who he represents! He can't possibly afford all six panels!

Overhearing Alfred's comments, the Frenchman approaches.

FRENCHMAN

Name your price, sir.

Alfred strokes his chin then blurts out an absurdly high price.

ALFRED  
Twenty-five thousand dollars!

The crowd GASPS. The Frenchman doesn't even flinch.

FRENCHMAN  
Fine. When can they be shipped?

Shocked, Alfred theatrically grabs his chest in shock.

ALFRED  
Seriously?

FRENCHMAN  
I represent an American collector living  
in Paris who wishes to remain anonymous.

MITCHELL KENNERLEY  
No problem. Right Alfred?

Alfred eyes the Frenchman up and down.

ALFRED  
There's one stipulation, however.  
I'm sure your client will no  
doubt understand my concern, but  
he must agree to keep all six  
panels together.

Alfred takes the Frenchman's arm and leads him over to the  
lilies. Both men gaze reverently at the paintings.

ALFRED  
Showing them, or loaning them to  
museums is out of the question. It  
would obviously devalue them.

The Frenchman turns to Alfred, confidentially.

FRENCHMAN  
This buyer wants to keep them in  
his private gallery, to enjoy  
whenever he likes.

Alfred grins, takes the Frenchman's hand.

ALFRED  
Whenever he likes, indeed!

The crowd murmurs excitedly. Alfred returns to his audience.  
He raises his hands to quiet the crowd.

ALFRED  
Ladies and gentlemen. Art lovers. I've  
an extremely unusual announcement...

A newspaper reporter's FLASH fills the frame.

INT. THE SHELTON APARTMENT BUILDING, HALLWAY - NIGHT

A large dome light FLASHES on and a chime DINGS as we pull back to reveal: the light above the elevator door of this highrise, Manhattan apartment building.

INT. ELEVATOR - CONTINUOUS

The door opens and Georgia (40), steps inside on the 30th floor and it continues its descent. On the 29th floor, three men step in and tip their hats to her. Georgia nods.

On the 26th floor, an elderly couple steps in. Georgia moves to the back and shoves her hands in her pockets where she finds an old press clipping. She pulls it out, looks at it.

Next stop, a VOLUPTUOUS WOMAN enters. ALL the men stare at this woman while Georgia reads the article to herself in V.O.

GEORGIA (V.O.)  
Miss O'Keeffe's work touches on the  
experiences of love and passion;  
the art of the male and female.

The VOLUPTUOUS WOMAN's cleavage bulges. All the men stare.

Several quick cuts ensue from cleavage to male eyes, as Georgia continues to read the clipping.

GEORGIA (V.O.)  
Large engorged stamens and stems  
suggest the male sex...

The Voluptuous Woman touches her hand to her throat, touching the neckline of her blouse. The men's eyes WIDEN.

GEORGIA (V.O.)  
...while dark budding recesses,  
soft, enormous caves inviting  
penetration: her flowers clearly  
reflect the female vulva.

INT. INTIMATE GALLERY - NIGHT

Marie Rapp turns the "CLOSED" sign around in the window and leaves. Alfred walks into the main gallery from his office.

GEORGIA (V.O.)

She reveals woman as an elementary being, enjoying love with beyond good-and-evil delight. Finally, she is purified through her sex; she is the ultimate woman.

Alfred turns off the light. He grabs his cape and hat, heads for the door. The phone rings. He goes to his office to answer it.

Dorothy Norman enters the gallery. Seeing Alfred's light on in the back office, she shuts the door behind her and locks it.

She tip-toes to the back. As Alfred hangs up the phone, she bends down behind his head and kisses his ear. Alfred JUMPS.

ALFRED

Jesus! You'll give me a heart attack!

DOROTHY

I'm sorry. Didn't mean to scare you.

Alfred nods at the phone.

ALFRED

Kennerly called. He's raising the rent.

DOROTHY

No problem. I'm a wiz at fund-raising.

Dorothy steps forward, but Stieglitz raises his hand to stop her, then points to a chair on the far side of the room. He sits behind the desk. Dorothy looks puzzled.

ALFRED

Sit over there. Out of danger.

DOROTHY

Danger? Are you serious?

Alfred nods, drumming his fingers on the desk top.

DOROTHY

Why? What did I do?

Alfred stands and goes to the window.

ALFRED  
Nothing. You just are. That's the  
problem. You're young. Vibrant.  
Lovely. Exceptionally intelligent  
and so darn eager to please.

Alfred turns to face her. She stands. He hesitates, stalling.

DOROTHY  
I want to tell you something.

ALFRED  
Oh, Jesus. Don't say it.

Alfred hesitates, then changes his mind.

ALFRED  
Okay. Say it.

DOROTHY  
I can't!

ALFRED  
Say it, Dorothy!

Dorothy hesitates then finally blurts it out like a child.

DOROTHY  
I love you!

Alfred's face softens, becoming more intimate. His eyes  
glisten. He holds out his hands to her and she approaches.

Alfred takes her in his arms and kisses her passionately.

INT. THE SHELTON APARTMENT BUILDING, ELEVATOR - NIGHT

Now the elevator is so packed, no one else can get in.  
Georgia stands in the back, still reading the clipping to  
herself as the elevator descends.

GEORGIA (V.O.)  
If nothing else, Miss O'Keeffe has  
at least beautified the female  
sex. Some passages even appeared  
licked on with the tip of the  
tongue, the pigment is so vibrant  
and lyrical and feminine.

A quick sequence of CLOSE UP shots show the young voluptuous  
woman quietly painting on bright red lipstick while the men  
gawk. The elderly woman and her husband watch the young woman  
erotically rub her lips together, smoothing out her lipstick.

GEORGIA (V.O.)  
She has revealed the intimacies of  
love's juncture with the purity  
and the absence of shame young  
lovers feel in their meeting.

INT. INTIMATE GALLERY - NIGHT

Dorothy and Alfred tangle in a passionate embrace. She tries to pull away but he stops her. She finally quits trying to resist.

INT. THE SHELTON APARTMENT BUILDING, ELEVATOR - NIGHT

Georgia continues reading her review while one after another, we see CLOSE UP shots of people around her in the elevator.

GEORGIA (V.O.)  
She has, in sum, found a language  
for experiences that are otherwise  
too intimate to be shared.

INT. INTIMATE GALLERY - NIGHT

Alfred kisses the nape of Dorothy's neck as she arches her back, absorbed in sensual pleasure. Dorothy moans, almost panting as Alfred kisses her chin, her throat, her chest.

EXT. PARK AVENUE - NIGHT

Georgia walks along Park Ave., approaching the corner of 59th and Park. She stops to buy the evening paper.

INSERT NEWSPAPER MASTHEAD: The New York Times, April 16, 1928

Georgia flips through to the Arts Section and laughs out loud.

Looking over Georgia's shoulder at the newspaper, we see a photo of the Frenchman, Alfred, and the Six Lily paintings.

THE HEADLINE READS: "**Artist who paints for love**, gets \$25,000 for six Lily panels."

Georgia briefly skims the article, then folds up the paper and stuffs it under her arm. She hurries up the steps.

INSERT: The address sign reads: INTIMATE GALLERY 489 Park Ave.

INT. INTIMATE GALLERY - NIGHT

Alfred straightens his tie. Dorothy runs her hands through his hair, trying to make it lie down. Dorothy smooths her rumpled blouse, embarrassed when Alfred tucks in her bra strap.

She starts to speak but he stops her, putting his finger on her lips. She smiles, kisses his fingertip.

Just then the front door SLAMS and they jump apart. Georgia strides into the room, eyeing them up and down.

Nervous, Alfred takes Georgia's hands and kisses her cheek. She glares at him, suspicious of this display of affection.

GEORGIA

Good thing I have a key or I'd  
still be out in the hall from the  
looks of things.

Georgia glances from Dorothy to Alfred.

GEORGIA

We're supposed to meet Mitchell and  
Margery for dinner, Alfred, or did  
you forget?

Alfred loosens his tie.

ALFRED

He just called. Marge can't make it.  
He's dropping by the Shelton later.

GEORGIA

I guess being an heiress, she doesn't  
like slumming with us indigents.

Dorothy shifts from side to side. Nervous. Clears her throat.

DOROTHY

It's late. I should be going.

Georgia oozes with fake sweetness towards Dorothy.

GEORGIA

Don't go, Dorothy. I've decided to  
take a more active role in Alfred's  
affairs. So I'm inviting you to join  
us for dinner.

ALFRED

She can't! She's got an ACLU meeting.

GEORGIA

Again? Why don't you join the National Women's Party, and drop all that other nonsense?

DOROTHY

I like the ACLU since it promotes equal rights for everyone, not just women.

Dorothy smiles. Georgia glares at her, then back at Alfred.

GEORGIA

Well. Isn't that generous.

ALFRED

Come on, Georgia. Let's go home.

Alfred holds the door while Dorothy and Georgia exit. Alfred bends down to lock the door, Georgia whispers in his ear.

GEORGIA

Have you seen the Times?

ALFRED

No. Not yet.

GEORGIA

Well, when you do, you'll be pleased. After all, I'm the artist who **paints for love**, thanks to you, darling.

Georgia giggles facetiously, and kisses Alfred on the ear.

Dorothy casts a worried glance at Alfred, just as Georgia kisses him. Alfred laughs, looking over Georgia's shoulder at Dorothy hurrying down the street.

Georgia pulls out the TIMES and gives it to Alfred. He looks it over, chuckling.

ALFRED

Ah yes, I suppose you do paint for love. Like a black widow spider!

GEORGIA

Oh, yeah? Murdering her mate?

Alfred laughs.

(END FLASHBACK.)

INT. SOL Y SOMBRA - DAY

Georgia (96), sits on the patio eating lunch. A spider crawls towards her sandwich. She nudges it with her fork.

Juan approaches. He sees her toying with the spider.

JUAN  
What the hell?

Juan quickly whips off his shoe and smashes the spider on the table with the heel. Georgia looks up at him and grins.

GEORGIA  
Always looking after me, aren't you?

Juan sits beside her and wipes the spider away with a napkin.

GEORGIA  
That's exactly why I want to leave you enough cash so you'll have the freedom to create your art when I'm gone, and not have to worry about earning money.

Juan smiles. He takes Georgia's hand and kisses it gently.

JUAN  
I'm very grateful, but you know June will try to stop you.

GEORGIA  
Oh, to hell with June! I owe my huge success to you, in the last decade or so, but especially when you were alive as Alfred. You *made* me.

JUAN  
You really believe that?

GEORGIA  
Yes, I do. Besides, your goal as an artist should always be to do your best. And to do it because you love it. Not because you expect a reward.

Georgia pushes her plate away from her.

GEORGIA  
I've seen that type of expectation ruin many a young artist.  
(a beat)  
And I don't want that to happen to you. That's why I'm so determined to change my will. No matter what!

JUAN

Regardless how your family feels about it?

GEORGIA

Yes! If you understand nothing else about me, you've simply got to realize this: I must repay your kindness, because you're still championing me. Just like in the old days, as Alfred...

Juan looks up at her, holds her gaze. Saying nothing.

INT. THE SHELTON, GEORGIA AND ALFRED'S APARTMENT - DAY (FLASHBACK)

Georgia (40), gazes out the window at the East River. Her canvas EAST RIVER FROM THE SHELTON sits on an easel.

She moves the pink and white bowl off the windowsill, signs the back of the painting. Alfred (64), peeks in the doorway.

ALFRED

The woman from the Brooklyn Eagle will be here at 11:00. Okay?

Georgia covers her canvas with a white sheet.

GEORGIA

I told you already, I'm not doing any more interviews. They're so inane!

ALFRED

I know. But you have to. It's completely and utterly necessary.

Alfred lifts the corner of the white sheet, and peeks at her painting underneath. She slaps his hand away.

ALFRED

Oh, come on! Let me see it!

GEORGIA

No! Not till I'm done.

Alfred stomps his foot like a spoiled little child.

ALFRED

But you already signed it. I saw you!

Georgia turns and confronts him with her hands on her hips.

GEORGIA

I'm thinking of adding more to it.

ALFRED  
Oh really? What?

GEORGIA  
The body of an old man in a black  
cape, face down in the river.

Alfred bursts out laughing.

ALFRED  
Go ahead. Kill me. But you'd be  
lost without me and you know it.

GEORGIA  
I probably would be. But I'm still not  
doing that interview. And that's that.

Georgia goes to the couch and sits, arms crossed. Defiant.

The doorbell RINGS. Alfred answers the door then quickly  
returns, ushering in the Brooklyn Eagle reporter.

ALFRED  
Georgia? Meet Miss Lillian Sabine.  
Reporter from the Brooklyn Eagle.

Ignoring them, Georgia stares out the window at the river.

INSERT: Newspaper Headline: "SHE PAINTED THE LILY AND GOT  
\$25,000 and FAME FOR DOING IT."

INT. INTIMATE GALLERY, ALFRED'S BACK OFFICE - DAY

Alfred and Dorothy sit in his office at the Intimate Gallery,  
reading the same newspaper headline. Alfred grins as he reads  
the article aloud to Dorothy.

ALFRED  
"Not a rouged, bob-haired  
Bohemian, but a prim ex-country  
school mistress who actually does  
her hair up in a knot is the art  
sensation of 1928." Not bad, huh?

He glances at Dorothy. Marie Rapp sticks her head in the doorway.

MARIE  
It's time.

Alfred stands and hurries out.

INT. INTIMATE GALLERY - MAIN GALLERY ROOM - CONTINUOUS

Alfred makes his way up to where a large crowd of reporters and photographers stand waiting. Alfred steps up front and center.

ALFRED

Ladies and gentlemen of the press.  
May I have your attention.

The crowd murmurs in excited anticipation.

ALFRED

I've called you here for a private  
"farewell" viewing of Ms. O'Keeffe's  
six Calla Lily panels before they  
depart for Europe--

A woman reporter raises her hand, interrupting Alfred.

WOMAN REPORTER

Where is Miss O'Keeffe now?

ALFRED

She's traveling. As I was saying--

WOMAN REPORTER

--Is she traveling the world with her  
jackpot all-time record high fee?

Alfred shakes his head, annoyed. He shoots a pleading glance at Dorothy. She nods, then steps up beside Alfred.

A quick series of shots of the SIX LILY PANELS follows.

DOROTHY (O.S.)

We appreciate your interest, but  
please hold all questions until Mr.  
Stieglitz is through speaking.  
Thank you so much.

The calla lily panels fill the frame. One after the other.

INT. BEACH HOUSE, YORK BEACH, MAINE - DAY

A reproduction of the CALLA LILY covers the lid of a gift box. Beck Strand holds the gift box out for Georgia, who laughs and takes the lid off. She examines it.

GEORGIA

Not a bad likeness, really.

BECK  
I'll say. And the same print covers  
a line of perfume, greeting cards,  
even lingerie.

Beck pulls a white lace slip from the box.

BECK  
See? It's called "Lily of the  
Valley Lingerie."

Georgia laughs then hugs Beck and kisses her on the cheek.

GEORGIA  
Thanks, Beck. It really is sweet of  
you to come all the way up to Maine  
to see me.

BECK  
Hey. I'm glad to get away. Paul's  
never home, and I get so depressed  
all alone.

Georgia pulls off her sweater and tries on the slip. She  
stares at herself in the full length mirror a moment, until  
the smile fades from her face. She turns back to Beck.

GEORGIA  
Did you see Alfred before you left?

Beck hesitates, uncomfortable.

BECK  
Yes. I stopped by the gallery.

Beck sighs and pours two cups of tea. She gives one to Georgia.

GEORGIA  
Thanks. Was he alone?

Beck shakes her head. Georgia puts her teacup down and walks  
over to stare out the window at the ocean.

Beck is livid.

BECK  
I'm sorry, Georgia. But this is  
absurd! He's making a fool of  
himself over her. She's just a kid.

GEORGIA  
She's 21. With two children.

Beck glances at Georgia, who is clearly upset. It's obvious from Georgia's body language: children are a sore spot with her.

GEORGIA  
He photographed her seven months pregnant.

BECK  
I'm so sorry. Maybe you could still--

GEORGIA  
Good lord! I'm 41 years old.  
Alfred's 65. We'll never have a child. But you know what, Beck?

Beck frowns at Georgia.

GEORGIA  
If only *she* didn't have any, I could handle it so much better.

BECK  
Handle it better? He's being an ass! You can't just let her have him!

GEORGIA  
Why are you so upset? He's *my* husband.

BECK  
Who's upset?! The solution is obvious. Just put your foot down and tell him to stop it!

GEORGIA  
Like I did when he was sleeping with you?

Beck looks away, embarrassed.

GEORGIA  
No. I've seen what he does with ultimatums. He leaves. The only thing to do is to go off on my own. If he misses me, he'll get rid of her. If he doesn't, I'll be fine on my own.

Beck stands, gathering up her sand-covered shoes and socks.

BECK  
It saddens me how you can be so detached.

GEORGIA  
I'm not detached, Beck. I'm a survivor. Look, it's just like with my reviews: people see sex. I see flowers.

Georgia approaches Best.

GEORGIA

Same with Alfred. You see a philanderer. I see a deeply devoted promoter. At any rate, I'll never divorce him. Not in this lifetime. Because we *understand* each other completely. We're a team, for life.

BECK

It just isn't right, how he treats you!

GEORGIA

Oh, Beck. Don't you see? If I can achieve as much autonomy as possible, with Alfred, and also with my work, then I'll be a huge success.

BECK

You'd be the epitome of female empowerment! But what are the odds of that happening? You and I both are married to men who cheat on us.

GEORGIA

To me, female empowerment is taking the hand we're dealt in life, then using it to our advantage. And I'm doing exactly that by sticking with Alfred, while he makes sure my work sells. That way, I'm the breadwinner, and I can damn well do as I please. That has always been my goal, and it should be the goal of all women everywhere. *Even you!*

Georgia jumps up, takes Beck's hand.

GEORGIA

Hey! Come to Taos with me. It'll be fun! Just you and me. What do you say?

Beck hesitates, thinking it over. Then she smiles.

EXT. TAOS, NEW MEXICO - DAY

Georgia and Beck stroll arm in arm down Main Street.

Native American dancers perform a Corn Dance festival at the town square, with relentless drums and tribal chants.

Georgia sees Mabel Dodge Luhan approaching. Georgia panics.

GEORGIA

Don't look now, but that's Mabel Dodge.

Beck immediately turns to look. Georgia grabs her.

GEORGIA

I need a drink before I can face her.

Beck and Georgia veer off towards a bar. Mabel cuts them off.

MABEL

If it isn't the infamous O'Keeffe!

Georgia nods. Mabel hugs Georgia, ignores Beck.

MABEL

I sent my boys to your hotel to get your bags. So, you simply have no choice but to come be my guests.

Mabel grins, plants her hands on her hips. TONY LUHAN (42), drives up in Mabel's Cadillac convertible and HONKS.

MABEL

Let's go. Can't be late for dinner.

Mabel hurries towards the car, dragging Georgia along with her. Beck just stands there, peeved at Mabel's pushiness.

GEORGIA

Come on, Beck!

Aggravated, Beck climbs up front with Tony. Mabel and Georgia sit in back, sharing a feather-laced peace pipe.

CRUNCHING gravel under its wheels, the Cadillac speeds out of town, leaving behind a cloud of dust.

EXT. LAKE GEORGE, THE HILL - DAY

Alfred and Paul Strand attempt to play croquet. Alfred is too preoccupied to concentrate. He keeps interrupting the game.

ALFRED

I can't believe she left me.

PAUL

She'll only be gone a short time.

ALFRED

Oh, Paul. She's whiteness itself. So much purity of mind and spirit. I'm afraid I've lost her. I regret so much.

Alfred wipes his eyes with a handkerchief.

PAUL  
Snap out of it. She'll be back.

ALFRED  
She's off chasing the light. I just  
wish we could do that together.

MARGARET PROSSER (40), the maid, retrieves the morning mail from the mailbox out front and brings Alfred a letter.

Return Address reads: MRS. DOROTHY NORMAN, WOODS HOLE, MAINE.

Alfred rips it open, flipping through page after page of the love letter. Paul and Margaret exchange disapproving glances.

INT. LAKE GEORGE, THE HILL, ALFRED'S STUDY - DAY

Alfred carefully addresses two envelopes in his flowery handwriting. One to: MRS. DOROTHY NORMAN, WOODS HOLE, MAINE. The other to: MS. GEORGIA O'KEEFFE, TAOS, NEW MEXICO.

Alfred lies the two envelopes side by side. He starts to write, filling page after page until Margaret calls him to lunch.

MARGARET (O.S.)  
Mister Alfred? Lunch is ready!

ALFRED  
I'll be right there!

Alfred folds up the letters and accidentally places them in the wrong envelopes.

Alfred hurries down the hallway, drops the letters on the hall table. Alfred steps outside to eat lunch on the porch.

INSERT: The two letters, to: MS. O'KEEFFE and MRS. DOROTHY NORMAN.

INT. MABEL'S RANCH HOUSE, TAOS, NEW MEXICO - NIGHT

ANSEL ADAMS (30), plays Beethoven at a huge grand piano. Georgia, Beck, Mabel and Tony sit at an enormous dining table eating dinner until the maid brings in the mail. All three women receive letters, and all three women rip them open at once.

Tony sits quietly watching. Like a silent, powerful monarch.

Georgia's expression shows joy-to-rage, as she reads the letter.

ALFRED (V.O.)

My Angel Dorothy, yes you love me.  
And I love you. It is no crime. Not  
before God. And not before right-  
thinking men and women.

Tony watches Georgia as she calmly folds the letter, puts it  
back in the envelope and gulps down the rest of her wine.

Georgia broods as Beck and Mabel continue to read their  
letters. Beck giggles. Georgia looks away, near tears.

Tony quickly stands and refills Georgia's glass. She downs  
the wine and smiles at Tony. He smiles back.

Georgia then takes her letter and hurries back to her room.  
Mabel looks up from her letter, calls out.

MABEL

Georgia?... Georgia?  
(to Tony)  
What happened?

TONY

The letter.

Mabel jumps up from the table and runs after Georgia. Beck  
glares at Ansel playing the piano. He plays even louder.

BECK

Oh, Ansel. Can you stop now, *please*?

INT. MABEL'S RANCH HOUSE, GEORGIA'S ROOM - NIGHT

Georgia lies on her bed and continues reading her letter.

ALFRED (V.O.)

I'm counting the days until we can  
be together again-- look into each  
other's eyes-- taste each other's  
mouths-- Oh, Dorothy...

Ignoring a loud KNOCK at the door, Georgia rolls over facing the  
wall. The door opens, Mabel peeks inside. She enters, sits on  
the bed by Georgia, then takes Georgia's hand. Kisses it.

MABEL

Don't tell me, the Met wants all  
your work of the last twenty years!

Georgia smiles, faces Mabel, and sniffles. Mabel wipes  
Georgia's tears, kisses her on both cheeks.

MABEL

Well, it can't be all that bad. Can it?

GEORGIA

Poor Alfred. He's getting so senile.  
I got one of his letters to Dorothy.

Georgia sighs, wipes her tears.

GEORGIA

You know, funny thing is, she probably  
got one of his letters to me.

Mabel howls with laughter.

MABEL

Oooh! That's too rich! I'd love to  
be a fly on her wall.

Mabel lifts Georgia's chin.

MABEL

You okay?

Georgia smiles and nods.

EXT. NORMAN MANSION AT WOODS HOLE, MAINE - DAY

EDWARD NORMAN (30), empties the mailbox and quickly sifts  
through the mail. He sees Alfred's letter. He's livid.

He stomps back inside to confront Dorothy.

INT. NORMAN MANSION AT WOODS HOLE, MAINE - DAY

Dorothy sits in the den, reading to her two small children.

Edward enters, holds up the letter. Angry.

EDWARD

You told me you broke it off with him!  
Why's he still writing to you?

Dorothy jumps up, grabs the letter from Edward. He shoves  
her, then wrenches the letter away from her. Edward grabs her  
throat. Chokes her. Lifts her off her feet. She slaps at him.

EDWARD

You've lied to me for the last time!

The CHILDREN, both toddlers, start CRYING. Edward releases  
Dorothy. She gasps and coughs, holding her throat.

Edward hugs both children, lovingly dries their tears.

Dorothy looks down, sobbing. She sees Alfred's letter on the floor. She grabs it and runs upstairs.

INT. NORMAN MANSION AT WOODS HOLE, DOROTHY'S BEDROOM - DAY

Dorothy enters and locks the door. She dries her tears, climbs into bed. She rips open the letter, hungrily reads it.

ALFRED (V.O.)  
My dearest Georgia, the days are  
always so long when you're away.

Dorothy gasps. She checks the envelope again. Sees her name on it. Realizing the mistake, Dorothy lights a match and sets the letter on fire without reading further. She cries, watching it burn in the ashtray beside the bed.

Dorothy pulls her diary out of the drawer in the bedside table. She begins to write in it.

DOROTHY (V.O.)  
I know our love is made even  
stronger by the time spent apart.

Dorothy sighs, deeply emotional after reading Alfred's letter.

DOROTHY (V.O.)  
Both of us married to others for  
life, yet it's our stolen moments,  
those brief precious jewels of time  
together. That's what keeps me going.

Dorothy's (V.O.) Monologue continues through the next shot.

INT. MABEL'S RANCH HOUSE, GEORGIA'S ROOM - NIGHT

Georgia lies back on her bed. Mabel crawls up beside her, gently stroking her hair. Mabel leans over and kisses Georgia's cheek. Georgia takes Mabel's hand and stares into her eyes.

DOROTHY (V.O.)  
To have a complete erotic  
experience again and again is  
breathtaking, almost frightening in  
its intensity. I'm like another  
person in someone else's body.

EXT. MABEL'S RANCH HOUSE, PATIO - NIGHT

A huge bonfire burns in the kiva-- the adobe fire pit on the patio. Native American drums echo across the back courtyard.

The sky above sparkles with millions of stars. It's magical.

Mabel and her guests gather around the kiva.

Tony peels off the Navaho blanket draped over his shoulders. He wears only a loin cloth and feather headdress, his massive body towers above the others as he begins a high-pitch wail.

Pueblo dancers enter the patio, chanting along with Tony. All wear loin cloths. Their rippling muscles shimmer as they dance.

Mabel lights a peace pipe and passes it on to Ansel Adams. He inhales, then passes it to Georgia. She declines.

ANSEL

What's wrong? Not in the mood?

GEORGIA

It's just not in stars tonight.

Ansel looks up at the stars overhead.

ANSEL

Aren't these stars amazing? They're like diamonds, floating in a pool of ink.

(to Georgia)

All of nature is inside of us. We hold the universe in the palm of our hands. Knowing that makes it easier to create. Don't you think?

Georgia smiles. She leans over and kisses his cheek.

GEORGIA

Thank you, Ansel. I'll remember that for the rest of my days.

She kisses Ansel's cheek once more. He laughs. Then he passes the pipe to Beck, who inhales, until she has a coughing fit.

Georgia gives Beck a bottle of wine. They kill the bottle.

The dancing continues. Ansel gets up and joins the dance. Several guests begin dancing along with the Pueblo tribal dancers, all howling like coyotes at the moon.

LATER:

Nearly dawn now, only a few embers still glow in the kiva. Broken glass and beer bottles litter the grounds. Drunken half naked bodies lie sprawled all around the patio.

Huddled together, Georgia and Beck giggle as they tiptoe across the broken glass and party debris.

They jump over drunken party-goers asleep in their path.

EXT. BACK PASTURE AT MABEL'S RANCH - DAY

Georgia and Beck gallop their horses over an arroyo, jumping the shallow gorge, they race up the hill.

The view is breathtaking. Snow covered mountains in the distance. Wide open plains all around them.

On the hilltop, Beck and Georgia pause, turning their horses this way and that. Their tan skin and bolero hats striking an image of sheer abandon. They revel in the beauty of nature.

EXT. D.H. LAWRENCE RANCH - NIGHT

Beck and Georgia sit on an old weathered bench, beneath a massive tree in front of D.H. Lawrence's house.

REVEAL: Looking up at stars overhead in the night sky.

BECK (O.S.)

It's so nice of Frieda to let us stay here. I bet it's hard for her, after being married to D.H. Lawrence for so long. She's probably lonely now, with him being so sick and confined to bed.

GEORGIA

You're right. Frieda's an angel. Say, look up, Beck. See the stars?

Beck leans back and gazes up at the stars, sighing softly.

GEORGIA

It's too beautiful to let it slip away. I'll paint it, so we'll always remember this night.

Georgia grabs her paints and returns to their bench under the tree where she sets up her easel. Beck watches Georgia paint.

LATER

Beck lies sleeping on the bench. Georgia washes her brushes in turpentine. Finished. The sun bursts over the horizon.

HOLD ON: "THE LAWRENCE TREE" (1929) Oil on canvas.

BEGIN MONTAGE:

EXT. D.H. LAWRENCE RANCH - DAY

A) Georgia and Beck swim in the river.

B) Georgia and Beck lie nude in the sun on the riverbank.

C) Georgia and Beck paint the mountains side by side at their easels.

EXT. D.H. LAWRENCE RANCH, BACK PASTURE - NIGHT

Georgia and Beck sit by their campfire, staring up at the stars. They each have a Navaho blanket wrapped around them.

BECK

I got a letter from Paul today. He wants to come out and join us.

Georgia quickly looks up, concerned.

GEORGIA

What're you going to tell him?

BECK

I'm not sure yet. I'm having such a roaring good time without him.

Georgia smiles. She takes her blanket and wraps it around Beck's shoulders, so that they're sharing the same blanket. Beck leans her head over onto Georgia's shoulder.

BECK

I wish it could stay like this always.

Georgia gently kisses Beck's ear, and strokes her hair.

BECK

Why don't we just stay here? You hate New York. So do I.

Beck suddenly sits up straight and gazes into Georgia's eyes.

BECK

Both our husbands are having affairs. There's no reason to return.

GEORGIA

Except that I love Alfred, in my own way. And I know he loves me too.

Beck pulls the blanket off her shoulders and throws it down.

BECK

I wouldn't be too sure.

Beck gets up to leave. Georgia stares into the fire. Then she jumps up and chases after Beck. She grabs Beck's arm.

GEORGIA

What the hell do you mean?

Beck jerks her arm free from Georgia's grasp.

BECK

Alfred told me years ago that he's never really loved anyone. And that he probably never would.

GEORGIA

That's a lie! He loves me!

BECK

You're blind.

GEORGIA

And you're a child!

Enraged, Beck slaps Georgia's face. Starts to slap her a second time, but Georgia is too quick. She stops Beck in mid-slap, grabs her hand and holds it up in front of them.

Georgia flings Beck's hand aside and stomps up close to Beck, getting right in her face.

GEORGIA

I'll always have my work, and that sustains me. But I'm not about to lose the one person that adds meaning to my life! Both professionally and personally, all because you'd like to stay here in the desert to escape the art world and our cheating-ass husbands!

Georgia turns away, then stalks off alone to their cabin.

Beck watches her for a moment, then gazes back at the fire. Enraged by Georgia's leaving, she then kicks at the fire.

EXT. LAKE GEORGE HOUSE, THE HILL - DAY

Alfred and Paul Strand sit on the front porch. Paul smokes his pipe and Alfred wipes his glasses with his handkerchief.

ALFRED  
How could she be so calloused? God,  
I'm so lost. I can't take it!

Alfred starts to cry. Paul moves to the edge of the porch, clearly disturbed by Alfred's unmanly outpouring of emotion.

Paul taps his pipe on the porch rail, stuffs in more tobacco.

PAUL  
Judging from Beck's last letter,  
they've had a terrible row. She'll  
be home sooner than you think.

ALFRED  
I hope so. I just can't take it any  
longer here without her...

EXT. LAKE GEORGE, THE HILL - DAWN

Morning dew glistens on the grass. Georgia drives up in her shiny new 1929 MODEL A FORD. She HONKS.

Margaret runs out of the house to greet Georgia.

Georgia hops out of her car, and grabs an armload of canvases.

GEORGIA  
Morning, Margaret. Alfred up yet?

MARGARET  
No ma'am. He's still sleeping. So  
you learned how to drive?

Georgia stacks her canvases on the porch and returns for another load. She calls to Margaret over her shoulder.

GEORGIA  
Sure did! I learned a lot on this trip!

Alfred emerges from the house onto the porch.

Georgia dumps her paintings and runs to greet Alfred with hugs and kisses.

GEORGIA  
Morning, Sleepy Head. Miss me much?

Before Alfred can respond, Georgia hurries back to her car and gets another load of canvases. She runs to the porch and excitedly arranges them against the porch railing.

Alfred watches, scratching his chin.

GEORGIA  
Well? What do you think?

ALFRED  
Bones. Skulls. Crosses. Interesting.  
Who drove you?

GEORGIA  
(proudly)  
I did. I had so much fun driving at  
Mabel's ranch I bought myself a car.

ALFRED  
You did WHAT?

GEORGIA  
I bought a car. Driving sure makes  
one a lot more mobile.

ALFRED  
Jesus! A car. What's next?

GEORGIA  
Hmm? What's that, darling?

Alfred bites his lip. He heads for the door.

GEORGIA  
Wait. There's more paintings.

ALFRED  
I think I've seen enough already.

GEORGIA  
What a lousy welcoming committee  
you are!

Alfred stops. He turns and walks back to Georgia. Takes her  
in his arms. Kisses her. Georgia giggles.

ALFRED  
Everyday you were gone was pure hell.

Alfred eyes the paintings along the porch railing.

ALFRED

I don't mean to sound like a grumpy old man, but this car, and now these SKULL paintings. It's all a bit much.

GEORGIA

You don't like my skull paintings?

ALFRED

It's not that I don't like them. Maybe they're just a tad too daring for me.

Georgia laughs, tickles Alfred under his chin.

GEORGIA

They'll grow on you, same as my flowers. Besides, you like anything once it *SELLS*.

ALFRED

I'm just glad you're home. You're the Queen of The Hill. And you belong here with me.

Alfred kisses her cheek and walks inside. Georgia rearranges her paintings, humming happily to herself.

A telephone RINGS in Pre-Lap.

(END FLASHBACK.)

INT. SOL Y SOMBRA, KITCHEN - DAY

Juan hurries into the kitchen to answer the ringing phone.

JUAN

O'Keeffe residence. Juan speaking.  
Hi, Christine. Yes, of course. I'll check on her. Be right there.

INT. SOL Y SOMBRA, GEORGIA'S BEDROOM - DAY

Georgia (96), sits listening to RACHMANINOFF's "Rhapsody on a Theme From Paganini." She moves her hand gracefully to the music, as if conducting an imaginary symphony.

Juan enters, carrying the cordless phone with him.

JUAN

Christine said you wanted to speak with me.

GEORGIA

Yes. I want to start on the rainbow series tomorrow. Is the canvas ready?

JUAN

Let me call them.

Juan dials a number on the phone and speaks to the supplier.

JUAN

Yes. This is Juan Hamilton. Calling to confirm the O'Keeffe order. Great. Thanks. I'll let her know.

Juan ends the call and sits beside Georgia on the sofa.

JUAN

Good news! They're delivering your canvas this afternoon.

GEORGIA

Excellent! I want to paint that rainbow we saw over the red hills, like my Sky Above Cloud series.

JUAN

We'll start tomorrow. Just like the old days. I'll be your eyes and hands. But you're the boss, as usual.

GEORGIA

Thanks for putting a bee in my bonnet to get back to work. I really mean that, Juan.

Juan leans over and hugs her.

JUAN

I know you do. I'll leave you to your Rachmaninoff. Enjoy.

She nods, eyes closed, moves her hand slowly to the music. Then she stops. Looks back at Juan.

GEORGIA

Remember when you took me to the opera to see Mozart's Magic Flute?

Juan stops. Approaches Georgia.

JUAN  
Of course, I'll never forget it.

GEORGIA  
Remember that lovely scene where  
Pamina and Papageno sing together  
about their friendship? She says:  
"Only friendships' harmony can make  
burdens easier. Without this  
sympathy, there is no happiness on  
earth..."

Georgia glances up at Juan.

GEORGIA  
Juan, you are my dearest friend.  
You are the one I'll miss the most  
when I pass on...

Juan kneels beside her and takes her hand.

JUAN  
Don't talk like that.

GEORGIA  
But I can't help it. I mean, I  
don't know how I'll go on, being  
forced to go where you cannot  
follow...

Juan kisses Georgia's hand.

JUAN  
You think too much. Just enjoy the  
time we have together.

Georgia laughs.

GEORGIA  
Remember that when you're my age,  
and staring death in in the face.  
Then you'll see how very hard that  
is, my friend...

The phone RINGS again and Juan turns to leave.

GEORGIA  
If only we could escape death one  
last time, together...

INT. LAKE GEORGE HOUSE, THE HILL, FOYER - DAY (FLASHBACK)

The hall phone RINGS and Georgia (44), comes running downstairs.

SUPER: Lake George - August 1932

A Note lies by the phone, with Georgia's name on it. Georgia answers the ringing phone.

GEORGIA  
Blanche? Hi! A mural? Yes, of course! You bet I'm interested! Sure. I'll be there tomorrow.

Georgia notices the note on the bureau. She opens it and reads it. Her expression quickly fades from joy to anger.

GEORGIA  
Yes. I'll definitely be there. Thanks, Blanche. Bye now.

Georgia hangs up the phone and rips the note to pieces. She shoves the shredded note in her pocket then calls out.

GEORGIA  
Margaret?! When did Alfred leave?

Margaret, the maid, comes running into the entry hall.

MARGARET  
He left early this morning. He said he needed to finalize the lease on the new gallery.

Georgia grunts.

MARGARET  
I suppose he'll be back this evening. But he didn't say for sure.

Georgia bites her lip, then heads outside.

EXT. WOODS HOLE, MAINE - DAY

Dorothy and Alfred walk arm in arm down the cliffs overlooking the coast. Dorothy's mansion looms in the B.G.

Waves CRASH on the rocky shore. The sound of the waves CRASHING carries over into the next scene.

EXT. WOODS HOLE, MAINE, MEADOW - DAY

Alfred focuses his camera, knee-deep in a field of yellow daises. Dorothy poses nude in the flowers. Alfred shoots.

FREEZE FRAME on Dorothy frozen in a radiant portrait. The sound of WAVES CRASHING continues through the next scene.

INT. AMERICAN PLACE GALLERY - DAY

The nude portrait of Dorothy in the daisies hangs front and center on display. Every wall is covered with portraits of Dorothy.

DOROTHY ( V.O.)  
Damp sea and sand... Bringing rocks  
to rest in the folds... When the  
tide is low...

The sound of WAVES CRASHING continues as we hear Dorothy reading her poetry (O.S.).

On the far wall, are several portraits of Georgia. Her face is wrinkled. Dark circles under her eyes. Georgia looks haggard and old compared to Dorothy's dewy, youthful look.

DOROTHY (V.O.)  
...Like an arranged bouquet of  
scattered wild-flowers in a vase.

The last visitors leave the gallery. Marie Rapp turns the CLOSED sign around in the door; shuts then locks the door.

INT. AMERICAN PLACE GALLERY, ALFRED'S BACK OFFICE - DAY

Dorothy and Alfred sit at his desk. She reads aloud to him.

DOROTHY  
Ordering a countryside. Bringing  
quiet form and style to turbulence.  
(glances up at Alfred)  
I call these lines "Transient  
Order." So? What do you think?

Alfred beams at her. A sudden BANGING startles them. They jump, then both run to the main gallery to see who it is.

Georgia stands at the entrance, BANGING on the locked door.

ALFRED  
Dammit! She's not supposed to come  
here without calling first!

Dorothy grabs her purse and coat then opens the door. Georgia enters, hurls an icy glare at Dorothy. Georgia strides in like a Queen. Regal. Defiant. Dorothy exits.

GEORGIA  
How convenient. You've changed the  
locks. Nice touch.

Alfred slinks back to his office. Georgia sees the walls  
covered with Dorothy's portraits. Georgia is *crushed*.

Georgia rushes into Alfred's office.

INT. AMERICAN PLACE GALLERY, ALFRED'S BACK OFFICE - CONTINUOUS

Georgia fights back her tears. Alfred sits at his desk,  
thumbing through Dorothy's book of poems.

GEORGIA  
I need to get a few of my old  
camellia sketches out of storage.

Alfred continues reading, he doesn't look up.

ALFRED  
Fine. You know where they are.

Georgia sniffles, wipes her tears. Alfred glares at her.

ALFRED  
What is it? What'd I do now?!

Georgia bursts into tears. Alfred tries to comfort her.

ALFRED  
Georgia. Please. Calm yourself.

Alfred tries to hug her. She slaps his arms away. Still  
sobbing.

GEORGIA  
How could you?! After I begged you not to!

ALFRED  
What the hell are you talking about?

GEORGIA  
My portraits! You've humiliated me  
again! And plastered my humiliation all  
over the gallery for everyone to see!

Alfred laughs. He sits back at his desk and puts his feet up.

ALFRED  
Would you feel better if I removed  
your portraits?

Alfred takes off his glasses and wipes them.

ALFRED

I could have Dorothy put them back  
in the vault.

Georgia stares at him in disbelief. Then she howls with  
laughter. Alfred puts his glasses back on.

ALFRED

I'm glad you see the humor in that  
little scenario. So let's just  
leave all the portraits right  
where they are then, shall we?

Georgia nods. Still laughing. She rubs her forehead.

GEORGIA

Would you get the sketches? Or  
shall we ask Dorothy to get them?

Alfred laughs with her at the absurdity of their lives. He  
suddenly stops laughing, stares at her, suspicious.

ALFRED

Why do you need those sketches?

GEORGIA

I'm doing a preliminary painting; J.D.  
Rockefeller wants a mural in the powder  
room at his Radio City Music Hall.

Alfred jumps up and slams his fists on the desk.

ALFRED

ABSOLUTELY NOT! I won't allow you  
to degrade your work by putting it  
on a bathroom wall!

Georgia calmly sits in Dorothy's chair at his desk. She folds  
her arms across her chest, defying him yet again.

GEORGIA

Sorry dear. I've already signed the  
contract. I'm legally obligated.

ALFRED

We'll just see about that! They  
haven't paid you yet, have they?

GEORGIA

Fifteen hundred dollars!

Alfred dramatically grabs his chest, breathing heavy as if in the throes of a massive heart attack.

ALFRED  
Woman, you'll put me in my grave!  
That's utterly unacceptable!

INT. INTERIOR DESIGN OFFICE - DAY

A sign on the window reads: DONALD DESKEY, INTERIOR DESIGN

Alfred storms into the office, past the secretary who tries to stop him.

SECRETARY  
Sir? You can't go in there!

Alfred storms into Deskey's office.

INT. INTERIOR DESIGN OFFICE, DESKEY'S INNER OFFICE - CONTINUOUS

Alfred slams the door in the secretary's face. DESKEY (54), hangs up the phone, and stands to face Alfred.

ALFRED  
As Ms. O'Keeffe's agent, I demand  
you release her from that contract!

DESKEY  
Sorry, Stieglitz. It's a done deal.  
She's already been paid up front.

ALFRED  
My good man, O'Keeffe is like a  
creative child. She can't be held  
responsible for her actions.

DESKEY  
I'm busy, Stieglitz. If you'll  
excuse me?

ALFRED  
Look. O'Keeffe's paintings normally  
go for about five grand each. So  
unless you can pay the going rate,  
I'm afraid there's no deal.

DESKEY  
That's absurd! Dammit, Alfred,  
you're wasting my time!

Alfred starts to speak, then stops. He turns to go. Then marches back up to Deskey.

ALFRED

Ms. O'Keeffe was under great duress when she signed that contract. However, I might consider allowing her to do the mural and just waive the fee entirely.

Deskey looks up, suddenly interested again.

DESKEY

Oh, really?

ALFRED

Of course her expenses and incidentals would amount to about \$5,000 give or take.

DESKEY

Get out! Before I call the police!

Alfred flaps his cape in a grandiose manner then exits in a huff.

EXT. LAKE GEORGE, GEORGIA'S BARN STUDIO - DAY

Georgia sits at her easel painting a camellia. Alfred walks up. He paces back and forth, interrupting her work.

ALFRED

Your acceptance of this Music Hall mural for this...this...*powder room* ...it's too much! You've utterly betrayed me!

Georgia throws her brush down, picks up her easel and moves inside her barn. She slams the door behind her, and locks it.

INT. LAKE GEORGE, THE HILL, GEORGIA'S BEDROOM - NIGHT

Georgia lies in bed reading peacefully by candlelight. She yawns. Alfred barges in, continuing to hound her.

ALFRED

And not only this Radio City *toilet*, but your excessively rude behavior towards sweet Dorothy Norman, who's shown you only the utmost respect and kindness...

Georgia covers her ears then shoves a pillow over her head.

ALFRED  
Your ingratitude is astounding!

Georgia SCREAMS in frustration, jumps up and runs out.

INT. RADIO CITY MUSIC HALL - DAY

Georgia (45), and Deskey tour the music hall under construction.

SUPER: November 16, 1932

Georgia and Deskey enter the powder room, looking at the ceiling.

DESKEY  
The vaulted ceiling was a last-minute addition. This isn't a problem is it?

Georgia stares up at the ceiling as two carpenters begin HAMMERING up brackets for huge art deco light fixtures. Georgia covers her ears as the noise echoes off the tile floor.

GEORGIA  
(shouts above the noise)  
I can do it, but I need more time!

Deskey nods, wincing as the HAMMERING continues.

LATER

Georgia applies primer to the wall while Deskey watches. A small section of canvas starts to separate from the plaster, curling up right before their eyes. Georgia SCREAMS, raging mad.

GEORGIA  
I can't deal with such shoddy workmanship!

The carpenters exchange glances, then stare at Deskey. Georgia throws down her brush and stomps out, sobbing.

INT. THE SHELTON, GEORGIA AND ALFRED'S APARTMENT - DAY

Georgia's SOBBING (O.S.) grows louder and louder as Alfred frantically dials the telephone.

ALFRED  
Leo! Georgia's having an attack!

Alfred glances back over his shoulder at Georgia's room.

ALFRED

She's weeping uncontrollably with  
blinding headaches and chest pains.

ALFRED CONT.

Yes! She's hyperventilating.  
Nervous breakdown? Jesus! How  
should I know?! Okay, Leo! Hurry!

Alfred hangs up the phone and rushes into Georgia's room.

INT. THE SHELTON, GEORGIA'S BEDROOM - CONTINUOUS

Georgia crouches on the floor, banging her forehead on the  
floorboards until it bleeds. She's sobbing.

Alfred rushes in and picks her up, puts her back in the bed.

ALFRED

Hush now! Leo's on his way over.

Georgia turns away, kicking and screaming. Alfred shakes her.  
Then hauls off and slaps her. She immediately stops crying.

GEORGIA

I'm such a failure. Privately as a  
wife. Now publicly, as an artist.  
(closes her eyes)  
Are you happy now, Alfred?

Alfred storms out. Georgia buries her face in her pillow, crying.  
The "Weeping Woman" sculpture sits on the shelf above Georgia.

INT. DOCTOR'S HOSPITAL, NYC - DAY

Alfred carries a bouquet of roses as he hurries down the long  
hallway. When he reaches the nurse's station, they stop him.

NURSE

I'm sorry. Only Ms. O'Keeffe's  
family is permitted to see her.

ALFRED

But I'm her husband!

The nurse checks her file, then looks up at Alfred.

NURSE

Alfred Stieglitz?

Alfred nods.

NURSE

Sorry. Under no circumstances are you allowed visitation. Doctor's orders.

ALFRED

What? Dr. Leo Stieglitz said that?

NURSE

He's no longer her doctor.

Shocked, Alfred stares at the nurse then he nods slowly. He gives the roses to the nurse.

NURSE

Please see that she gets these.

The nurse hesitates, then takes the roses. Alfred flaps his cape, and strides down the long hallway. HOLD ON ROSES.

EXT. GHOST RANCH, NEW MEXICO - DAY

A vase of roses sits on the table next to Georgia, who sits in a rocker on the porch. Ansel Adams walks up and sits down beside her. He reaches over, takes a rose, and gently tucks it behind her left ear. She smiles weakly at him.

ANSEL

Feeling any better?

Georgia (46) looks away, saying nothing.

ANSEL

Give it time. Just do your best and magic will happen in your life. What you need will come easily to you.

Georgia shuts her eyes.

GEORGIA

(whispering)

The one time I defy him, he can't handle it. He cares more about asking price, than artistic expression.

Georgia looks back at Ansel, her left eye twitches. Tears rim her eyes. She turns away, refusing to let him see her cry.

Ansel takes Georgia's hand and leads her from the front porch to a pair of waiting horses. He helps Georgia mount a horse, then he mounts the other horse beside her. They ride off into the sunset across the desert.

INT. AMERICAN PLACE GALLERY, ALFRED'S BACK OFFICE - DAY

Alfred (74) leans over his desk, writing a letter. He sits up, grabs his chest, then falls down onto the floor.

SUPER: April 1938

Dorothy (33), enters Alfred's office and finds him. She cries out, runs to him, touches his forehead. Then yells to Marie.

DOROTHY

Marie! Call an ambulance! Quickly!

INT. DOCTOR'S HOSPITAL, NEW YORK - DAY

Alfred lies asleep in bed. He looks pale. Gravely ill. Georgia (50), sits beside him, watching. He stirs. She smiles at him. He smiles back at her. He reaches for her hand.

ALFRED

I'm so glad you came back from the desert. We belong together. Don't we?

He reaches for her hand. She smiles, takes his hand. She presses his bony hand between both her strong hands.

GEORGIA

We do. We've got a history. And our future before us to look forward to.

Alfred runs the back of his other hand, down her cheek.

ALFRED

Last night I dreamed I died and was a ghost, floating around the gallery, trying to stop you from selling a certain painting. But you sold it anyway.

GEORGIA

Well, if I don't listen to you when you're alive, why would I if you're dead?

Alfred chuckles.

ALFRED

Guess I'll just have to reincarnate myself, and follow you everywhere so you'll have no choice but to listen to me.

GEORGIA

If I went to all the trouble to reincarnate, I'd sure as heck find something more interesting than this New York art circle to gravitate to.

ALFRED

Oh? What could possibly be more interesting?

GEORGIA

Maybe I'd come back as a blond opera star, and sing in a high clear voice.

Alfred smiles, pulls Georgia's hand to his lips, kisses it.

ALFRED

I can't see you as an opera diva. I'm nothing without you. You're my life, my world. My Queen of The Hill.

Georgia kisses him on the lips. The phone rings. She answers it.

GEORGIA

(on the phone)

Yes?

Her smile fades instantly. She covers the phone with her hand.

GEORGIA

It's Dorothy.

Alfred shakes his head, holds up his hand.

GEORGIA

(on the phone)

I'm sorry. He's sleeping. But I'll tell him you called when he wakes up.

Georgia hangs up the phone. Alfred kisses her hand again.

ALFRED

Thank you. Things will be different from now on. I promise.

She smiles and gently brushes his hair out of his eyes.

ALFRED

I've missed you terribly.

Georgia smiles at him, leans over and dabs his forehead with a washcloth, drying the sweat from his brow.

GEORGIA  
I've missed you too. There's nothing like  
coming home again. Try to rest now.

EXT. THE SHELTON APT. BLDG., LEXINGTON AVE. - DAY

Georgia helps Alfred out of a cab and into his wheelchair. She wheels him up to the entrance of the Shelton. Alfred looks up at the sun spots above the roof as in Georgia's painting.

INSERT: "SHELTON WITH SUN SPOTS" (1926) Oil on Canvas.

INT. THE SHELTON APARTMENT, KITCHEN - DAY

Georgia measures, minces, and mixes together a concoction.

A bell RINGS in the other room. Exasperated, she screams out.

GEORGIA  
I'm coming, Alfred!

Georgia grabs the tray and storms out of the kitchen.

INT. THE SHELTON APARTMENT, KITCHEN - DAY

Georgia sits at the kitchen table with a heavy-set, middle-aged nurse, who eagerly answers all of Georgia's questions.

GEORGIA  
I checked your references. All good.

NURSE  
Yes ma'am.

GEORGIA  
Great. Then you'll start tomorrow?

Alfred limps into the kitchen with his cane. He looks pale. His hair sticks out every which way. His pajamas are stained.

Georgia jumps up to steady him. The nurse tries to help.

GEORGIA  
You should ring if you want something.

ALFRED  
What is all the whispering about  
in here?

GEORGIA

Alfred. This is Rosey. Your new nurse.

ALFRED

Nurse? What for?

GEORGIA

For when I go back to New Mexico to paint.

Alfred stares at her in disbelief. His bottom lip quivers.

ALFRED

You're abandoning me to a complete stranger?

GEORGIA

Alfred. She's extremely competent. And highly recommended by Leo.

ALFRED

Well, if Leo recommended her then by all means. Go ahead, desert me in my hour of need.

Alfred starts to cry. Georgia takes his hand.

GEORGIA

Alfred, please don't be difficult. We both know I can't take care of you. I'm only thinking of what's best.

Alfred stares out the window, tears streaming down his face.

ALFRED

Of course you are, dear. Your aim is true.

EXT. GHOST RANCH, NEW MEXICO - DAY

Looking down the barrel of a shotgun. Georgia (58), takes aim then FIRES. A cloud of dust blows up in the distance.

A huge rattlesnake flits up off the rocks as Georgia SHOTS again. She runs up to it and pokes a stick at the dead snake. Its tail continues to rattle.

EXT. GHOST RANCH, NEW MEXICO - LATER

Georgia sits out behind her ranch house, painting at her easel. A long snake hide hangs drying from the roof above.

The sun sinks behind the hills in the distance. Georgia's new painting mirrors the yellow sky, with a huge pelvis bone in the foreground. As a model for her partly finished new painting, an earlier work from her Pelvis Series sits beside her.

INSERT: "PELVIS, RED WITH YELLOW" (1945) Oil on Canvas.

We see the snake's skeleton, perfectly coiled, sitting on the table beside Georgia's paints and brushes.

A cow's pelvis bone hangs tied to a wooden frame so that Georgia can paint it, and the sky behind it.

Through the hole in the pelvis bone, we see a RANCHER (55), ride up on his horse and tip his hat.

RANCHER  
Howdy, neighbor.

GEORGIA  
Afternoon.

RANCHER  
I just got back from Santa Fe.  
There was an urgent message for you  
to call New York. Alfred's taken a  
turn for the worse.

Georgia drops her brush in the turpentine. Red paint swirls up like blood. The rancher studies the red swirls. Georgia kicks at the red dirt, angry.

GEORGIA  
I'm not leaving yet.

RANCHER  
It sounded mighty serious to me.

GEORGIA  
He has an excellent nurse to look  
after him. He doesn't need me to  
hold his hand!

Georgia storms off to her house, slams the door. The screen door bangs in the wind. The wind WHISTLES through the skulls and bones nailed on the patio walls. DEATH looms everywhere.

The rancher CLICKS his tongue and his horse takes off running.

The pelvis painting sits in the foreground, as the rancher rides off in the distance.

EXT. SANTA FE MARKET - DAY

Georgia ambles through the farmer's market shopping for food.

SUPER: Two Weeks Later

Georgia wears a bright red calico dress and bandanna. A young man runs out of the telegraph office across the street. He finds Georgia and gives her a telegraph message.

The telegraph reads: STIEGLITZ HAD MASSIVE STROKE. COME AT ONCE TO DOCTORS HOSPITAL, N.Y.

Tomatoes, onions, peppers roll down the cobblestone street where Georgia dropped her groceries. Georgia runs to her car. She gets in, then screeches off, leaving a cloud of dust behind her.

INT. DOCTOR'S HOSPITAL, NEW YORK - DAY

Still wearing the same wrinkled red calico dress and bandanna, Georgia runs down the hall. She stops at the nurse's desk. They point her to Alfred's room.

Georgia approaches. Suddenly Dorothy steps out of the door, wearing a crisp white, raw silk suit, hat and pearls.

Both women are stunned at the other's unexpected presence.

DOROTHY

He's sleeping now. Don't wake him.

GEORGIA

He's still my husband. Something you don't honor in your own marriage.

Georgia rushes inside Alfred lies in a coma. He looks ashen, with bluish lips. Georgia goes to him, takes his hand, sobs.

INT. FRANK CAMPBELL'S FUNERAL HOME - DAY

Alfred's plain pine coffin is covered with a simple piece of black muslin. Paul Strand places a single evergreen branch on the coffin. The line of mourners passes by. There is no service. No eulogy. No music. No flowers.

Georgia stands in back: composed, remote, dignified. She accepts condolences from mourners as they come and go. A framed sign by the door reads: Alfred Stieglitz: Jan. 1, 1864 to July 13, 1946.

INT. THE AMERICAN PLACE GALLERY - DAY

Georgia (58), sits at Alfred's desk, sifting through piles of letters, papers, and photographs. Georgia starts to cry, then lays her head down, sobbing. She suddenly stops crying, Sits up.

Georgia takes the last stack of letters, writes a label on them that reads: "Art is a wicked thing; it is what we are."

EXT. ROAD TO ABIQUIU, NEW MEXICO - DAY

A '71 Cadillac convertible flies down the long, winding road, kicking up a huge cloud of dust.

SUPER: Abiquiu, New Mexico, 1971

Georgia (83), sits behind the wheel, wearing her trademark black scarf and black bolo hat. She speeds down the desert road. Just like the film's opening dream sequence.

She rounds a curve then swerves and skids off the road. She sits there, stunned, blinking. Then looks up at the sky.

Seeing what Georgia sees: the sky is all a blur.

Georgia looks at the road, then the sky. We see the sky blurred. Then we see the road, all is blurry.

INT. ABIQUIU HOUSE - DAY

A car SCREECHES to a stop (OS). Georgia enters the front door and slams it behind her. She's crying. She runs to the phone.

Georgia grabs the phone, dials a number, still rubbing her eyes and blinking hard.

GEORGIA  
(on the phone)  
Phoebe? It's me, Georgia. Oh,  
Phoebe! My world is BLURRED!

Georgia lies her head down on the table and sobs.

GEORGIA  
I'd rather be dead than *blind*!

EXT. GHOST RANCH, NEW MEXICO - DAY

Georgia (85), sits outside wearing dark glasses, staring up at the sky. Her sister, Claudia (73), crouches beside her, pulling weeds in the garden. PHOEBE PACK (55), approaches with a cake.

CLAUDIA  
Well, look who's here! Phoebe  
brought us a cake!

Georgia offers a half smile. She sighs, still staring up at the sky. Claudia removes her gloves and takes the cake from Phoebe, shows it to Georgia.

CLAUDIA  
Look! It's chocolate. Let's put it  
inside so it won't melt.

Claudia shakes her head and motions for Phoebe to follow her. They approach the house and Claudia WHISPERS to Phoebe.

CLAUDIA  
She's so depressed. She won't even  
try to paint now.

PHOEBE  
There must be something we can do.

CLAUDIA  
Girl, I've tried everything. But  
she just sits there, day after day.  
It's almost like she's waiting for  
something.

EXT. ROAD TO GHOST RANCH - DAY

The Ghost Ranch house sits way off in the distance, out on the plains. A sign and cow skulls mark the fork in the road.

The sign reads: "ROAD CLOSED - DEAD END"

An old beat up truck approaches, then turns down the road.

SUPER: Ghost Ranch, New Mexico - Labor Day, Sept. 3, 1973

EXT. GHOST RANCH, NEW MEXICO - DAY

Georgia sits on her porch wearing a huge hat and dark glasses. She has a Navajo blanket wrapped around her shoulders. She holds a cane in her lap.

The old truck bumps up the road to Georgia's house, then stops. A grungy PLUMBER gets out of the driver's side.

Georgia's black chow dog, BO, runs up BARKING like mad.

PLUMBER  
Buenos días, Miss O.

GEORGIA  
Bo, stop it! Come here!

Georgia puts her fingers in her mouth and whistles. Bo ignores her, he runs up to the passenger side of the truck where another plumber still sits, waiting to get out.

BO's POV: From down low, we see Georgia across the sage brush on the porch as she stands up, and taps her cane on the porch.

Bo stops barking and WHINES. Looking up at the truck as the passenger door opens, Bo starts to growl.

GEORGIA (O.S.)  
Careful. He'll bite if you scare him.

Georgia steps down off the porch using her cane.

Two scuffed up old cowboy boots step down in the dirt as the truck door SLAMS shut. Moving slowly up the boots to the dirty jeans tucked inside, we see Georgia in the background while the legs straddle the POV in the foreground, like the old movie poster from "High Noon" (1952).

GEORGIA  
(points with her cane)  
The pump's out back by the shed.

EXT. GHOST RANCH, BACK YARD - DAY

Seen in reverse, without showing their faces, the plumbers crouch over the water pump. One is old, balding, and his underwear sticks out over his pants in back. The other is tall and thin with a long ponytail and cowboy boots.

The plumbers speak in Spanish, with English subtitles.

BALD PLUMBER  
This place gives me the creeps, man.  
(looks over his shoulder, whispers)  
I think it's haunted. They say she's a witch.

LONG HAIRE PLUMBER  
She didn't look like a witch to me.

They turn on the pump and water spurts out from the faucet.

INT. GHOST RANCH, EVENING

Georgia peeks out the window and watches the bald plumber load his tools in his truck. He gets in, starts the engine.

A sudden KNOCK at the door startles Georgia. She jumps back from the window and slowly opens the door.

The younger plumber, JUAN HAMILTON (27), stands SILHOUETTED in the doorway with the sun going down outside behind him. The light shines in around his body, almost like an aura.

Georgia blinks in the light.

JUAN  
Old pump's good as new, Miss O'Keeffe.

GEORGIA  
Tell your jefe to send me a bill.

Georgia starts to close the door. Juan slings his denim jacket over his shoulder then steps into the doorway, catching the door before she shuts it. He holds it ajar.

JUAN  
You wouldn't happen to need any odd jobs done around here, would you?

Georgia squints at him. The tilt of his head, his mustache, his hand resting up on the door by his ear, his other hand holding his jacket over his shoulder looks exactly like Alfred.

Georgia blinks and sees Alfred (50's), standing there in that same position holding his cape. She blinks again and sees Juan.

Georgia steps back, breathless. She hesitates then smiles.

GEORGIA  
Well, I do have some paintings that need to be shipped to New York. You available tomorrow?

JUAN  
You bet! Eight o'clock?

GEORGIA  
Eight o'clock then.

Juan smiles then runs back to the truck. He hops in and they rumble down the long driveway. Georgia watches them go.

EXT. GHOST RANCH, NEW MEXICO - DAY

A series of shots ensues, showing Juan hard at work:

A) Juan crouches over a wooden crate, nailing it shut.

B) Juan replaces the rotten planks on the porch.

C) Juan removes a broken window pane, replaces it. He putties around the new glass. Georgia peeps out the window, taps on it.

GEORGIA  
Want some lemonade?

Juan smiles, and nods. Sweat pours off his head. He takes a bandanna from his pocket and wipes his face.

EXT. GHOST RANCH, NEW MEXICO - EVENING

Juan and Georgia sit outside on the patio sipping lemonade, watching the sun start to sink behind the hills.

GEORGIA  
It amazes me, someone like you with a degree in fine arts, doing day labor.

JUAN  
It pays by the hour. Making pottery doesn't.

Georgia absently runs her thumb around the rim of her glass.

GEORGIA  
Yes, but your pottery and sculptures are fantastic. It's a shame that kind of art doesn't pay.  
(a beat)  
Hmm. Can you type?

Juan glances over at her and grins.

JUAN  
Sixty words a minute. Give or take.

Georgia raises her eyebrows, smiling. She nods.

INT. ABIQUIU HOUSE, STUDIO OFFICE - DAY

Georgia and Juan sit at her desk. A mound of letters lies piled up in front of them, about a foot and a half high.

GEORGIA  
All these need to be *dealt* with.

JUAN  
Have you read any of them yet?

Georgia shakes her head.

JUAN  
Would you like me to read them to you?

GEORGIA  
Oh, that would be lovely. Maybe then  
you could think up some nice replies.

JUAN  
I'll sure give it my best shot.

INT. ABIQUIU HOUSE, STUDIO OFFICE - DAY

Juan pulls a sheet from the typewriter and gives it to Georgia.  
She signs it. Juan folds it and puts in the envelope.

He drops it on the stack of outgoing mail. Juan dumps all the  
mail in a plastic bin, and lugs it to the door.

GEORGIA  
Oh, my. There's so much more room  
in here now!

JUAN  
Room enough for you to paint again?

GEORGIA  
You think we could fit a potter's  
wheel in here? And maybe a nice  
kiln too?

Juan grins.

INT. ABIQUIU HOUSE, STUDIO OFFICE - NIGHT

Soft candlelight fills the room from hundreds of candles all  
over the studio. BEETHOVEN floats out from the stereo speakers.

Georgia sits on a small stool, watching as Juan works at his  
potter's wheel. His hands move deftly over the wet clay.

Georgia runs her fingers over the curves in his finished  
works, gently caressing the smooth, dark surfaces.

GEORGIA  
You really must have a gentle touch  
to make the clay speak as it does.

JUAN  
(looks up from his wheel)  
It speaks to you? What does it say?

Georgia holds a clay pot up to her ear.

GEORGIA

Hmmm. It says, "Life is good!"

Juan smiles at her. She grins back at him.

LATER

Juan leads Georgia to the table and sits her down to roll the clay. He shows her how to pound it, smooth it, and coil it.

Georgia tries to coil it, but it collapses.

JUAN

Try again. You have to work at it.  
The clay has a mind of its own.

Juan sets Georgia up at his potter's wheel. He stands behind her, reaching his arms around her, gently guiding her hands as they shape the clay.

Georgia turns, reaches up, puts the back of her hand on his cheek. He turns his face toward her hand, then kisses it. She blushes, giggling, as if with a school girl crush on Juan.

INT. ABIQUIU HOUSE - DAY

Georgia (91), sits in the back of the studio wearing round, dark glasses, gazing through binoculars at JON POLING (22), her new assistant. Jon dabs white paint on a large canvas.

Titled: 5 Years Later

Georgia squints through the binoculars.

GEORGIA

A little more to the left. I don't  
know. I just doesn't feel right.

Jon studies the painting a moment.

JON

You could always stick a bone on it.

Georgia bursts out laughing, so does Jon. Juan Hamilton walks in and slams the door.

JUAN

What's going on here?

Georgia turns and gazes at Juan through her binoculars.

GEORGIA  
Who's there? Is that the plumber?  
The faucet is leaking again.

Juan marches up to Georgia and grabs the binoculars from her.

JUAN  
Cute. Really cute.

Georgia laughs. Juan frowns.

JUAN  
You're through for the day, Poling.

JON  
Uh...Mr. Hamilton? What about my fee?

JUAN  
Fee?! You should be glad I'm letting  
you spend time with Miss O'Keefe.

JON  
I realize that. But as her assistant,  
I should at least be compensated.

Juan whips out a twenty dollar bill and walks up to Jon. He  
stuffs the bill in Jon's shirt pocket.

JUAN  
You're not her assistant, Poling!  
You're just a palette knife. Got it?

Georgia gets out of her chair, walks to the window and stares  
outside. Poling exits, slamming the door behind him.

GEORGIA  
I wanted to finish this painting today.

JUAN  
Fine. I'll help you.

GEORGIA  
No. It's spoiled now.

Juan starts to tickle her. She tries not to laugh, so Juan picks  
her up and gently puts her in a big green plastic garbage can.

JUAN  
You're the one that's spoiled.  
Like stinky old garbage.

Georgia squeals like a little kid until Juan pulls her out.  
Juan notices a tray of dirty dishes on the back studio table.

JUAN

Oh. So now you're eating with  
Jon, too?

GEORGIA

Was I supposed to fast 'til you returned?

JUAN

Look! I only went to New York to meet  
with Viking about your new book.

Georgia squeezes Juan's cheek.

GEORGIA

I know, such a good "wittle" boy.

(Juan jerks away from her)

Hey! Don't get uppity with me, young man!

Juan backs away, holding his hands up as if to surrender.

JUAN

Okay. Okay. Aren't you miss high  
and mighty? Queen of the hill.

Georgia stares at him, stunned. Juan grins, Georgia doesn't.

GEORGIA

What did you call me?

JUAN

Look. I didn't mean it. It just  
popped out of my mouth. I'm sorry.

Georgia closes her eyes, feeling Juan's face, smiling as her  
wrinkled hands caress his smooth features. She sighs.

GEORGIA

Alfred used to call me Queen of the  
Hill. Years ago.

JUAN

Whoa. I'm sorry. I won't say it again.

GEORGIA

I think Alfred must have sent you  
to me. Who knows? Maybe you're him,  
reincarnated. It'd serve him right,  
having to put up with me as a  
cranky old lady. I sure as hell put  
up with a lot of crap from him!

Juan gets up abruptly, grabs a beer from the fridge, opens it.

GEORGIA

You were born in December, 1946. Right?

JUAN

Yes. What of it?

GEORGIA

That's only 5 months after Alfred died.

JUAN

I'll tell you something I've never shared with anyone. When I was 26, my wife left me for another man, and it crushed me. So, I took a cross-country van trip to do some soul-searching, and ended up at Lake George. I'd had a premonition, and even heard a voice telling me that...

INT. JUAN'S GOOD TIMES VAN - NIGHT (JUAN'S FLASHBACK)

Juan pulls his van up at a park by the lake. He parks on the side of the dirt road.

INSERT: Sign reads "High Life Park, Lake George, NY."

Juan chuckles to himself, and exits his van.

EXT. HIGH LIFE PARK, LAKE GEORGE, N.Y. - NIGHT

Juan walks toward the lake. Moonlight reflects off the lake's mirrored black surface. He sits on a bench, gazes at the moon.

A VOICE (O.S.), startles him. He jumps. Sits up. Looks around.

VOICE (O.S.)

Georgia needs you...

He looks around again. Seeing no one. We hear only crickets.

Juan sits back on the park bench, and shuts his eyes. Dead tired. His head rolls to the side, as he falls back asleep.

VOICE (O.S.)

Georgia O'Keeffe needs you...She  
*needs* you...

Juan bolts upright on the bench, wide awake now. He shivers. We see CHILL BUMPS on his arms. His arm hair stands on end.

He jumps up, runs back to his van, and climbs in.

INT. JUAN'S GOOD TIMES VAN - CONTINUOUS

Juan climbs in behind the wheel, cranks the engine, and peels out. Tires SCREECHING. Headlights shining against the fog.

EXT. GHOST RANCH, AT PRESBYTERIAN CONFERENCE CENTER - DAY

Juan climbs out of his van, parked on the side of the road.

He yawns, scratches himself. Sits on his van's rear bumper, watching the sunrise over the red hills in the distance.

The sun's golden rays break through the clouds and he hears the VOICE IN HIS HEAD:

VOICE (O.S.)  
Georgia O'Keeffe needs you...

Juan jumps up, opens his van, pulls out a backpack. He takes out a newspaper, flips through the CLASSIFIED ADS. Grins to himself.

INSERT: The Ad reads: "HANDYMAN/PLUMBER'S ASSISTANT WANTED.

He grins, rips the ad from the page, shoves it in his pocket.

(END JUAN'S FLASHBACK.)

INT. ABIQUIU HOUSE - DAY

Georgia (91) and Juan sit on the sofa in her studio as before.

JUAN  
I got the job at the Presbyterian  
Center, and finally, after many months,  
I found work at your ranch. But I'll  
never forget hearing that voice in my  
head, saying that you needed me.

Georgia reaches out and grabs Juan's forearm. She smiles.

GEORGIA  
Why didn't you tell me this before?

JUAN  
I didn't think you'd believe me. It  
was too crazy. The back of my neck was  
tingling. I heard that voice in my  
head...

Georgia stands up, moves slowly up to Juan and hugs him.

GEORGIA

Of course I believe you! I've always believed Alfred sent you to me. That you and I were meant to find each other. This is fantastic! To at last have proof! I can't believe you never mentioned this before now!!

JUAN

It sorta solidifies our importance in each other lives, right?

GEORGIA

Yes, it sure does! It also makes me want to protect you. Take care of you as best I can. So you won't ever forget me...

(a beat)

That reminds me, are we still having our portrait painted?

JUAN

I've scheduled the sitting for next week.

Georgia grins.

INT. GHOST RANCH, NEW MEXICO, STUDIO - DAY

Dripping with turquoise jewelry, ANDY WARHOL (54), flits around snapping Polaroid photos of Georgia and Juan, posing.

SUPER: Summer, 1983

Warhol holds up dozens of photos, one after the other. Georgia (95), shakes her head, disapproving all. Warhol finally loses it.

WARHOL

What exactly are we trying to achieve here?

Georgia cocks her head to the side, studying the Polaroids.

GEORGIA

Maybe something a little more romantic?

Warhol raises his eyebrows and grins real big.

WARHOL

Sort of a prom date look, perhaps?

Georgia smiles, and she pats Warhol on the forearm.

GEORGIA

Exactly!

WARHOL

Well! I've got just the thing! This is diamond dust. It's perfect for adding romance and luster to paint!

Warhol takes out a leather pouch, grabs a pinch of dust, sprinkles it on her. She giggles.

WARHOL

You know, my magazine does a celebrity feature each month. Would you like to be interviewed? And share the secrets of your success?

GEORGIA

Juan tells me you're pretty successful yourself.

Georgia gently touches Warhol's wrist.

GEORGIA

So, you ought to know that success is simply doing what you love, and loving what you do. It's no secret.

INT. ANDY WARHOL'S FACTORY, NEW YORK - DAY

Warhol busily works on his portrait of Georgia and Juan when CALVIN KLEIN (40), enters the Factory.

WARHOL

Hey, Calvin. What's up?

KLEIN

Just dropped by to see your O'Keeffe portrait.

Warhol points at it. Klein walks up, stares at it. Then claps.

KLEIN

It's absolutely perfect.

WARHOL

It's not even halfway finished.

KLEIN

Look. I won't beat around the bush. Could you use your influence and get me an appointment with O'Keeffe?

WARHOL

You planning to buy a painting?

KLEIN

What I really want is to photograph her at Ghost Ranch. And my clothes, of course.

WARHOL

You should buy a painting first. She's an extremely private person.

KLEIN

Okay. Whatever it takes. Can you help?

Warhol sets his brush down, wipes his hands, picks up his phone.

WARHOL

I'll try. But I can't guarantee anything.

(he dials a number)

Hello, Juan? Andy Warhol here.

Fine. Fine.

Warhol rolls his eyes, listening to Juan talk on the phone.

WARHOL

Listen. I'm calling for my friend, Calvin Klein. He's a huge O'Keeffe fan and he wants to buy a painting.

Warhol glances up. Klein waves his hand in a circle, signaling him to get to the point. Warhol nods, motioning his hand like a yakking mouth, indicating that Juan likes to talk a lot.

WARHOL

(on the phone)

He'd also like to photograph Miss O'Keeffe at Ghost Ranch in some of his clothes.

Warhol rolls his eyes, shakes his head.

WARHOL

(on the phone)

I understand, but he's a world famous designer and runs a multi-million dollar empire. He just doesn't operate like that.

Warhol holds the phone out from his ear, and does the yakking mouth hand motion again. He shakes his head, then puts the phone back to his ear.

WARHOL

All righty. I'll have him call you.  
Bye now.

(he slams the phone down)

God! He's sooo *provincial*! He said  
you're welcome to come out, but they  
may not have time to see you.

KLEIN

(sarcastic)

Great.

WARHOL

They just finished a film on O'Keeffe's  
life and work. I think Juan's gotten a  
little too *grand* for me now.

EXT. GHOST RANCH, NEW MEXICO - DAY

Georgia (96), sits on her patio watching the crew set up their  
equipment for the photo shoot.

SUPER: Ghost Ranch, New Mexico - July, 1984

Juan is busy ordering people around. A MAKEUP ARTIST (28), sees  
Georgia squinting in the sun.

MAKEUP ARTIST

Mr. Hamilton? Is she getting too hot?

JUAN

She's okay. She's used to the sun.

MAKEUP ARTIST

But she's really sweating.

JUAN

I *said* she's fine!

The makeup artist shrugs. Several models exchange glances then  
shake their heads, shocked by Juan's remark.

A QUICK SERIES OF SHOTS:

The photo shoot progresses, intercut with BLACK AND WHITE  
STILL SHOTS of hard bodied, chiseled models in Calvin Klein  
clothing and underwear.

INT. GHOST RANCH, NEW MEXICO, GEORGIA'S BEDROOM - DAY

A scruffy, unshaven Calvin Klein poses on Georgia's unmade bed.  
His assistant steps in and messes up his hair a bit more.

The photographer takes several quick shots. Klein leans over, reaching out of the bed for Georgia's hand. She puts her hand on his cheek, blindly feeling his face. He smiles.

KLEIN

Thank you for opening your home to me. May I hug you?

She blushes, loving the fannish attention. He hugs her.

Georgia snaps a photo of Klein with her own camera.

HOLD ON: Black and White photo of Klein in Georgia's bed wearing an unbuttoned Hawaiian shirt.

EXT. ABIQUIU HOUSE, PATIO - DAY

Claudia (84), and Georgia (96), sit on the patio, drinking iced tea.

GEORGIA

He was such a polite young man.

Georgia holds up her photo of Klein for Claudia to see. Claudia takes the photo, studies it.

CLAUDIA

Is that your bed he's lying in?

Georgia giggles and nods.

CLAUDIA

What's come over you, sister?  
Opening your home up to total  
strangers like this?

Juan enters, carrying a stack of papers for Georgia to sign. He glances at the photo over Claudia's shoulder.

JUAN

He's not a total stranger. He just  
purchased "Summer Days."

Juan sits down beside Georgia and she pats him affectionately on the arm. He shows a print of "Summer Days" to Claudia. She eyes him warily, then glances at the print.

INSERT: print of "Summer Days" (1936) Oil on Canvas.

JUAN

It's a multi-million dollar sale,  
so I felt we should at least  
reciprocate his generosity, if it's  
any of your concern.

CLAUDIA

I should've known this entire  
escapade was all your sleazy idea.  
Anything for a buck, huh Juan?

GEORGIA

Will you two please stop it!!

INT. PHOEBE PACK'S HOME, ABIQUIU, NEW MEXICO - DAY

Phoebe (66), sits at her kitchen table going through her mail.

Phoebe finds a cryptic, childlike message scribbled blindly  
on a postcard, with no return address. She immediately grabs  
her phone and dials a number.

PHOEBE

(on the phone)

Georgia? Did you send this message?

The blindly scribbled notecard reads: "I NEED TO SEE YOU."

INT. GHOST RANCH, NEW MEXICO, KITCHEN - DAY

Georgia (96), whispers into the phone, then peeks over her  
shoulder as if afraid of getting caught using the telephone.

GEORGIA

Yes, I had Maria send it. I'm  
afraid...I can't talk right now.

Georgia glances over her shoulder.

GEORGIA

Let's meet at the Chamisa Inn in  
one hour. Thanks, Phoebe, for being  
such a dear friend all these years.

Georgia hangs up the phone, then quickly picks up the  
receiver again to see if anyone was listening.

INT. CHAMISA INN, ESPAÑOLA, NEW MEXICO - DAY

Phoebe waits inside the lobby, gazing out the window until  
she sees Georgia's white Mercedes pull into the parking lot.

A Latina maid, MARIA (28), parks the car and gets out to help Georgia exit the back seat of the car. Georgia makes her way up the front steps with her cane.

EXT. CHAMISA INN, ESPAÑOLA, NEW MEXICO - DAY

Phoebe rushes outside and hugs Georgia, who is moved to tears as she clings to Phoebe.

GEORGIA

Oh, Phoebe. I'm so glad you came!  
You're a true blue friend, and  
you've proved it, yet again!

INT. CHAMISA INN, ESPAÑOLA, NEW MEXICO - DAY

Phoebe and Georgia sit by the fireplace talking in hushed voices and drinking iced tea.

GEORGIA

They're all so suspicious of him, I  
honestly don't know what to do.

Phoebe waits for Georgia to continue, but Georgia is lost in her thoughts. Phoebe studies the pain in Georgia's face, then finally Phoebe speaks.

PHOEBE

Have you mentioned any of this to Juan?

GEORGIA

Right. Just casually mention: "By the way, Juan, my family and most of my oldest and dearest friends hate you, and suspect you're only after my money."

PHOEBE

I guess it is a rather sticky situation.

GEORGIA

Truth is, he makes me feel good about myself. He *understands* me. He cares for me. He makes sure the staff works. He sits with me and listens to my favorite records.

Phoebe nods. Georgia looks up at Phoebe, almost pleading.

GEORGIA

He truly makes me feel young again.  
So tell me...How could I possibly  
be wrong to keep him in my life?

Georgia grabs Phoebe's hand across the table.

GEORGIA  
By God! It's so clear to me now.  
*I'll never let him go.*

PHOEBE  
That's right! You knew what to do  
all along! For heaven's sake, hang  
on to him!

Georgia smiles as tears roll down her cheeks. Phoebe hugs her.

(END FLASHBACK.)

INT. SOL Y SOMBRA, GEORGIA'S BEDROOM - SUNSET

Juan (37), stands there, holding the cordless phone. He covers the receiver and holds it out to Georgia (96).

JUAN  
June is coming. She says I'm  
keeping you from your family.

Georgia grunts, takes the phone from him.

GEORGIA  
June, dear? I understand your  
concerns, but we're doing what I  
think is best for everyone. Please  
don't interfere.

Juan sits beside Georgia on the sofa. She yells on the phone.

GEORGIA  
Look, June, I don't want you to  
come here! And if you show up  
uninvited, we won't let you in!

Georgia triumphantly hangs up the phone. Gives it back to Juan.

INT. CAFÉ IN ABIQUIU, NEW MEXICO - SUNSET

June stands at the front desk, holds the phone out from her ear.

June slams down the phone, leaves \$10 on the counter and exits.

EXT. CAFÉ IN ABIQUIU, NEW MEXICO - CONTINUOUS

June runs to get in her car. She starts the engine, jerks the car in reverse and screeches out of the parking lot.

A cloud of dust billows up behind her car as she speeds away.

EXT. ROAD OUT OF ABIQUIU, NEW MEXICO - SUNSET

June stands beside her car on the side of the road. She looks at her watch. She kicks the flat tire. Angry. Frustrated. She checks her watch again, and starts to cry.

INT. SOL Y SOMBRA, GEORGIA'S BEDROOM - SUNSET

Christine checks her watch then adjusts Georgia's (96) pillows. Georgia sits with her feet propped up on a stack of pillows.

GEORGIA

Thank you for listening to my ramblings all day. It's made me realize how important gratitude is in life. If I'd been more grateful to Alfred all those years ago, I would've been happier. That's why now, I'm so very grateful to you. And Juan. And my family. And everyone here.

Christine leans down and hugs Georgia.

Juan enters the room and Georgia glances at the door.

JUAN

You can take the night off, Christine. See you tomorrow.

CHRISTINE

Miss Georgia? I can stay if you need me to. Is everything okay?

GEORGIA

Everything's fine. See you tomorrow.

Christine glares at Juan, then exits.

JUAN

You doing okay, Princess?

GEORGIA

Of course. Everyone finally here?

JUAN

We're still waiting on Judge Sanders.

Juan sits beside her. She has her feet up on an ottoman.

JUAN  
I'm sorry this is taking so long.  
I'll be glad when it's all over.

GEORGIA  
Maybe so, but when I'm not around any  
more, you're really gonna miss me.

JUAN  
(laughs)  
Probably a lot more than you'll miss me.

Juan massages her ankles. Georgia closes her eyes, sighs.

JUAN  
You know, truthfully, it's more than  
just missing you. I'm almost afraid  
that I'll...that I won't be...

GEORGIA  
You won't be what? *Important* in the  
art world any more without me?

JUAN  
Well, yeah, as a matter of fact.

GEORGIA  
You waste more time worrying about  
things that aren't even real. If  
I've learned one thing over the  
years, it's that the art world is  
just an illusion.

Juan stops the ankle massage. He gets up and starts to pace.

JUAN  
Maybe to you it is, but I deal with  
it everyday. Publishers. Curators.  
Attorneys. I handle all the crap  
you don't want to bother with, and  
*that's* no illusion!

GEORGIA  
Oh, Juan. There's so much you don't  
know. Let me tell you a little  
story about the art world.

Georgia pats the cushion beside her. Juan hesitates.

JUAN  
I don't feel like sitting right  
now, if it's okay with you.

GEORGIA  
Fine, let's take a walk outside.

Georgia stands, grabs her cane. Juan offers his arm to her. They head outside.

EXT. SOL Y SOMBRA, GEORGIA'S PATIO - SUNSET

Georgia and Juan walk slowly around the patio as the sun sinks behind the hills. Georgia walks with her cane in her left hand. Juan holds her right arm to steady her.

GEORGIA  
Remember my six Calla Lily panels,  
that sold for \$25,000?

JUAN  
Of course. An all-time record high sale.

GEORGIA  
All I got from that "record sale" was  
six worthless I.O.U.'s from Kennerley.

Juan stops, stares at her.

GEORGIA  
Mitchell Kennerly's rich fiancé  
agreed to buy the paintings at a  
high price to help his reputation as  
an art dealer. But she dumped him,  
and my paintings sat in storage for  
decades. The whole thing was a hoax.

JUAN  
Are you kidding me?

GEORGIA  
Honest to God, that's a true story.  
But Juan, my work was the *same*,  
whether it brought outrageous fees  
or sat in a vault. The point is,  
never doubt the merit of your work.

JUAN  
I don't. But sometimes I think people  
won't be interested in me or my work,  
unless you're part of the package.

GEORGIA  
Well? So what if museums only buy  
your pottery as a stipulation in my  
contract? Your work is the same.

JUAN

Yeah, I know. It's just so damn hard.

GEORGIA

Look. I've been around long enough to know it's all just a game.

Georgia stops. She gazes up at him.

GEORGIA

That still, small voice inside you is the *only* truth there is.

Georgia gently pokes Juan in the chest.

GEORGIA

The truth you create. The rest is hogwash! It took years for me to learn this, but it's a simple fact.

Juan frowns.

GEORGIA

You know, Alfred and I used to fight about this and how it relates to *The Fountainhead*.

JUAN

The novel by Ayn Rand?

GEORGIA

Yes. Back then, Alfred used to quote that book to me all the time, saying: "There is no affirmation without the one who affirms." Meaning people needed to be told what is and isn't great art. To him, that's why we need art critics, and conversely, it's why I needed him. But you know how I finally put him in his place?

JUAN

No. How?

GEORGIA

When I took the time to read *The Fountainhead* myself, then my best comeback line to Alfred was a direct quote of Ayn Rand: "The only thing that matters--my goal, my reward, my beginning, my end-- is the work itself. My work, done my way."

Juan laughs, and kisses her on the forehead.

JUAN  
You're amazing.

GEORGIA  
Not really. But I'll tell you something that's truly amazing: "The blackness of space holds the infinite unknown. But what links all humanity is the whiteness of bones."

JUAN  
What the hell does that even mean?

GEORGIA  
It simply means the Universe is an infinite backdrop for creating art, but what truly matters is that which connects us to everyone else.

JUAN  
Are you serious?

GEORGIA  
Mmm hmm. And like Alfred always used to say, "We choose what becomes our reality. We actually decide what happens to us..."

INT. GEORGIA'S STUDIO NYC - NIGHT (FLASHBACK)

Alfred wears his undershirt and slacks, photographing Georgia who lies back in bed in her silk robe. He leans in for a closeup. Sighs, sets his camera down and starts kissing her.

He pulls back and says, breathless...

ALFRED  
I've decided that we are soulmates!

Georgia snorts, bursts out laughing. He frowns.

GEORGIA  
You can't just *decide* we're soul mates. It's FATE, not a choice.

ALFRED  
I refuse to be chained to another person by fate. I'd rather be the captain of my own life.

He laughs. Touches Georgia's cheek.

ALFRED

And choose whom I love instead of  
relegating that to something as  
uncertain as FATE. Don't you agree?

Georgia sighs. Shaking her head, lights a cigarette.

END FLASHBACK.

EXT. SOL Y SOMBRA - BACK PATIO - SUNSET

Georgia and Juan stop walking. She takes him by the shoulders.

GEORGIA

I believed Alfred was my FATE--my  
DESTINY--so I spent many years  
resenting him for cheating on me.  
But if I'd only realized that it  
was my *choice* to stay married to  
him, knowing he was incapable of  
fidelity, then I would have been a  
lot happier than feeling unfairly  
trapped in a marriage that wasn't  
mutually exclusive. I would have  
accepted him the way he was without  
trying to change him.

Georgia stops. Looks up at Juan. He nods.

GEORGIA

I think Alfred realized this when I  
kept leaving him to go back to the  
desert to paint. This is exactly  
what you were meant to "teach me."

She reaches up her hand to touch his cheek.

GEORGIA

You've taught me to accept the love  
others offer us, even if it's not  
the way we wish it would be. It's  
still love. And it can still teach  
us what we came here to learn. And  
we can still be grateful for this  
love by showing gratitude in return.

Juan takes her hand and gently kisses the back of it.

GEORGIA

That's what I'm doing now with you.  
By changing my will out of gratitude.  
Do you understand that, Juan?

Juan nods, smiles, winks at her.

GEORGIA

Good. So let's get this show on the road, go back inside, and really give 'em something to talk about!

She takes his arm, regal as a queen. They go back inside.

INT. SOL Y SOMBRA, LIVING ROOM - DUSK

Georgia and Juan enter the living room, where JUDGE BENJAMIN SANDERS (66), and several ATTORNEYS stand waiting for them. Juan whispers to Georgia. She laughs, sits down to sign a document. Her signature wanders blindly across the page.

The date on the document reads: August 8, 1984

SLOW FADE INTO PHOTOGRAPH: "A SUNSET WALK OVER RED HILLS."

INSERT: B&W PHOTO of Georgia walking away from the camera, across the plains. The Following EPILOGUE appears on screen.

On March 6, 1986, Georgia O'Keeffe died in Santa Fe, New Mexico, at age 98. Her ashes were scattered across the red hills and bones of her beloved Ghost Ranch.

LIVE ACTION SHOT: Georgia walks with her dogs as epilogue rolls.

In July, 1987, Juan Hamilton settled with the O'Keeffe family, relinquishing his \$70 Million dollar claim to any inheritance beyond the \$13 Million O'Keeffe originally stipulated as his. Hamilton now sits on the board of directors of the Georgia O'Keeffe Foundation, along with O'Keeffe's grand-niece and grand-nephew.

The Foundation continues to disperse her paintings to museums nationwide, and operates a museum in O'Keeffe's Abiquiu home, which is dedicated to perpetuating the artistic legacy of Georgia O'Keeffe for the public benefit.

Georgia walks over the plains with her dogs, into the sunset.

Final credits roll beside still shots of Alfred Stieglitz and Ansel Adam's actual photos of Georgia throughout her life.

THE END.