

SEEKING SAMARKAND

By
Felipe Cagno

felipecagno@the-lost-kids.com
714-244-0906
WGAw Registered - 2009

EXT. AKKADIAN CASTLE / PARAPETS - DUSK

A blue and purple sky. The moon climbs over the eastern hills, gleaming over the walled medieval city of AKKADES.

Crimson banners break and flutter up on the battlements lined with cannons. GUARDS patrol along the stone walls.

INT. AKKADIAN CASTLE / HALLWAY - NIGHT

Moonlight pours through windows over the elegant antiques displayed. An armed patrol party moves along...

A moment, and then a SHADOW steps onto the hall. This is LOCKE ARMSTEAD (30s), cocky grin, 5 o'clock shadow, handsome yet rough looking--

He heads for the ethereal double doors at the very end of the hallway. Carefully picks the lock...

INT. AKKADIAN CASTLE / EVELET'S SUITE - NIGHT

Locke slips in through the door, takes a look around the magnificently decorated room, nothing short of royalty.

The CLICK of a pistol freezes Locke right then and there.

PRINCESS EVELET (20s), heartbreakingly beautiful, and she knows it, stands there, a flintlock pistol trained on Locke. Her boyish clothes and tousled hair contradict her regal posture.

She backs Locke up, towards the door. Locke glares at her--

EVELET
(voice low and tight)
Get out now, and quietly.

Locke registers the bag on her back, then the improvised decoy beneath the covers on her bed.

LOCKE
Look, I'm not here for you. I just came for the Akkadian Pendant.

EVELET
Tough luck, I don't have it.

LOCKE
Cut the crap, princess. Maybe we can do each other some good. I can help you run away, avoid trouble?

Locke stares deep into her eyes, then slowly leans closer, his hand comes up to loose her scarf; it falls away, revealing her graceful neck--

Hanging there on a gold chain against her white skin is the AKKADIAN PENDANT.

Locke grins victoriously, beaming at the Pendant, silently appraising its beauty... and its value.

EVELET

You're a vile thief. Get out!

LOCKE

Don't insult me, I'm a Treasure Hunter. That Pendant around your neck is a historical artifact--

EVELET

It belongs to me!

Locke walks around the room, looking five ways at once--

LOCKE

Shut up and listen for a second, that Pendant of yours is one of two "markers" that lead to Samarkand--

He reaches the balcony and looks down, sneering.

LOCKE (CONT'D)

--not just some fancy jewelry.

EVELET

You're awfully old to be hunting treasures and fairy tales--

BLAM! The doors fly open -- CAPTAIN STEINER (50s) rushes through with sword in hand. Steiner is a Royal Knight but his antique rusted armor and the manic gleam in his eyes indicate a boisterous instability in his nature.

Royal Knights swarm out with rifles behind him.

STEINER

Miss Evelet! I can't let you go through this, you are not running away from your duties. Arrest him!

LOCKE

Hold on, we're not together!

STEINER

You're promised in marriage, my Princess! Not something to be taken lightly, it's a great honor.

The Knights swiftly close in, rifles drawn. Evelet's eyes flick to them, but she moves next to Locke--

EVELET

(urgent whisper)

I can't stay here. You must do something-- please!

Lightning-quick Locke pulls Evelet closer and snatches her pistol. He presses it against her side.

Rifles are aimed at Locke, but now Evelet serves as a shield. Steiner raises a cautioning hand to his men.

EVELET (CONT'D)

Locke, what are you doing!?

Locke touches her necklace -- then his hand caresses her neck. Evelet looks away, vexed, but flattered?

STEINER

Release her, you filthy rat!

Locke yanks her Pendant off. He drags Evelet with him as he backs up. They bump against the parapet.

EVELET

You're repulsive, I'll get back at you for this. Mark my words --

He jerks her around so she is facing him, belly to belly.

LOCKE

The banner, m'lady. Hold on tight.

EVELET

What?

Locke shoves her over the parapet! And then jumps!

Steiner and his knights reach the ledge to see Locke and Evelet rapidly sliding down a banner with bumps here and there against the wall, holding on to their lives.

Rifles fire -- and miss, whizzing way too close.

EVELET (CONT'D)

You uncivilized mongrel! This is your plan!? You'll get us killed!

LOCKE

I'm not the one shooting, honey!

The blazes from the rifles hit a banner next to them! WHOOSH! In an instant the banner is engulfed in flames!

STEINER

HOLD YOUR FIRE! EVELET, HOLD ON!

But it's too late - their banner begins to rip!

About to fall, Locke contemplates his choices... free fall, or grab the banner on fire next to them.

LOCKE

Quick, grab the other one!

EVELET

But that banner's on fire!

LOCKE
It's also going all the way down,
Evey! Go, go, go!

Locke gives Evelet a shove, forcing her to grab the banner on fire, she starts to slide down --

His banner rips! Locke jumps and clings to the second one! The flames threaten to burn him if they don't hurry.

LOCKE (CONT'D)
Ahhh, ahh, it's hot, hot! Faster,
faster, must go faster, woman!

EVELET
I'm going as fast as I can, don't
pressure me! That does NOT help!

The top of Locke's hood catches on fire, time's up!

LOCKE
JUMP, EVELET!

EVELET
I'm not going to jump, are you
insane!?

LOCKE
EVEY! I'M - ABOUT - TO BURN!

Evelet shuts her eyes, musters the courage and lets go!

EXT. AKKADIAN CASTLE / PATIO - NIGHT

Evelet reaches the ground no more than five feet away, she sighs surprised.

Locke falls on his ass! His hood on fire, crawling down his tunic. He desperately takes it off!

Locke shoots Evelet a mean look. She shrugs sheepishly... He gets her chin up, their eyes meet, she bites her lips -

SLAP! Locke's head is struck sideways!

EVELET
Don't ever touch me like that
again!

LOCKE
FINE! We're even! You're free to
go, your "Highness", as far away
from me as you like.

Locke puts the Pendant around his neck and marches away. Evelet is left behind and as much as it pisses her off, she sets out after him... much to his delight...

MATCH CUT TO:

INT. BENJAMIN FRANKLIN HIGH - CLASSROOM - DAY

ON NOTEBOOK, a pencil finishes a rough drawing of Locke and Evelet - the latest in a sequence of sketches depicting the previous scene.

The rain hammers down as TOMMY ELLIOT (15), boyish, lanky, disheveled hair, an empty haze, is totally immersed in his sketch.

His gaze shifts from the Notebook to his other hand absently playing with a translucent marble sphere.

Tommy fails to notice the classroom has gone eerily QUIET and the teacher, MR. GOULD, has interrupted his lecture-
- and is now zeroing in on him. Mr. Gould snatches the Notebook away. Tommy stirs, raises his head.

MR. GOULD

So Thomas, what do we have here
this time? Another comic strip?

The classroom chuckles. Tommy glances around, all eyes on him. He hates being on the spot like that-

MR. GOULD (CONT'D)

A solid 'D' for your very
imaginative story. I hope you
leave fantasy land behind and join
us in the real world or else I
will fail you, is that clear?

Mr. Gould tosses the Notebook back on Tommy's table and stands there, waiting for a goddamn answer.

Tommy shuts his eyes, frustrated at the humiliation.

TOMMY

(soft, hushed)

Yes, sir.

Mr. Gould whirls back as a wet paper ball hits Tommy on the back of his head, he sighs... fed up, but used to it-

Tommy brings the marble sphere up and stares deeply into it. He then pockets it and starts drawing immediately.

ON NOTEBOOK, the pencil furiously sketches Evelet...

Tommy studies his own artwork passionately and we finally understand why when he looks up around the classroom--

KATE BEAUX (15), spitting image of Evelet, could not be more bored, stares at the rain outside...

Tommy is putting the final touches on his drawing when he looks up from his Notebook to her face: she is staring right at him. He immediately looks down, embarrassed.

INT. BENJAMIN FRANKLIN HIGH - HALLWAY - DAY

Tommy lovingly stares at Kate by her locker when someone clutches his shoulder, startling him--

PETER

What the hell is the matter with geeks and my sister, man?!

PETER FOWLER (17), a cocky senior who loves the spotlight and is positively prodigal with a deck of cards.

TOMMY

Drop it, I'm not in the mood for your half ass jokes, Peter.

A couple of sophomore girls briskly walk past Peter as he dazzles them with a card trick. Tommy awkwardly smiles at them, it's creepy and the girls immediately move away-

PETER

If you can't swing your bat with a couple of softballs like those, what does that say about hitting it off with my brain dead sister?

TOMMY

Stop saying that about Kate.

PETER

Why?! I'm the one stuck with her, watching her piss her life away ever since Katrina. She just doesn't care about anything anymore. Why do you like her?!

TOMMY

Look, I've always drawn this girl in my Notebook and then one day Kate walks into the classroom, and she looks exactly like my drawing, it's as if it jumped out of the page. Feels like I created her...

PETER

That is creepy in so many levels-

But Peter's attention is already on:

JEAN "JJ" JANSSEN (14), strawberry blonde, with a beauty buried deep under so much sorrow it is barely noticeable, making her way towards Tommy and Peter.

PETER (CONT'D)

She's your number, little buddy: petit and on the verge of tears-

Peter has the deck of cards dancing off his fingertips.

TOMMY

Cut it out, Pete. She's my neighbor, just transferred here and not because she wanted to.

Peter's hands moves at lightspeed, he pulls a playing card out...Joker.

PETER

I'll be on my very best behavior.

Cards dance, a Queen of Hearts pops out. Peter hands her the card, touching JJ's hand ever so lightly. Tommy rolls his eyes; he's seen this routine a thousand times before.

PETER (CONT'D)

I'm Peter, sweets. You are?

Tommy shoots Peter a condescending look.

TOMMY

Shut up, you nimrod. Sorry JJ, this is... some random dude.

Peter flashes a smile. JJ is not nearly as impressed as Peter seems to expect, his face falls.

JJ pulls out an index card from her pile of books and shows it to Tommy, points at something on the card:

TOMMY (CONT'D)

That's Mr. Strickler's class, down the hall, past the vending machine to your left.

JJ catches a glimpse of Peter sizing her up. She quickly looks away and pockets the index card, nods thankfully-

TOMMY (CONT'D)

How you doing, J, first day treating you alright?

The bell RINGS, everyone rushes to class. JJ looks up to Tommy and does a very soft head bob, not too convincing.

TOMMY (CONT'D)

I'll come meet you as soon as seventh period is over, ok? We need to take the bus home today, my parents have some PTA thing-

PETER

I can give you guys a lift.

JJ reluctantly agrees to that and waves the boys goodbye as she hurries to class.

PETER (CONT'D)

That must've been the saddest girl I've ever met. She is not much of a talker, huh?

TOMMY

I'm telling you this so you can avoid making an even bigger ass out of yourself. Her parents died in a car accident recently.

PETER

Appreciate the heads up, Elliot. I really struck out on that one.

Tommy rounds the corner, leaves Peter behind.

EXT. BENJAMIN FRANKLIN HIGH - AFTER SCHOOL

The rain has stopped. Kate is waiting angrily in front of the school. Peter, Tommy and JJ come out the front doors.

PETER

Turn that frown around, sis. I'm here, we're all ready to leave-

SARAH

And where do you think you're going, Peter?

SARAH BECKIN (17) cute bookworm know-it-all, fashionable glasses, proper stance with everything she's wearing carefully planned two days prior.

She doesn't even look up; keeps fiddling with the latest one of those 3G phones--

SARAH (CONT'D)

We had a deal! You were supposed to meet me here an hour ago-

PETER

(clearly envious)
Glad that toy of yours kept you entertained, Sarah. Fancy that.

SARAH

March your butt back to school, it's going to be a long night.

PETER

I ain't that easy, hot stuff.

SARAH

(offended)
I'll have you know this article is important, you Neanderthal, and it's not going to write itself.

Tommy and JJ, a bit flustered, move away a step-

PETER

Loosen up, it's not like it's due tomorrow. Get off my case--

SARAH
 There! Right there! That's your
 problem! You can't cruise through-

KATE
 That is enough you two! Peter,
 give me the keys, I'll drive them
 and you hitch a ride with Sarah.

Peter furiously stares at Kate; sighs in frustration and
 turns to Sarah grinning full of herself.

PETER
 Fine sexy, I'll help you with your
 stupid article.

SARAH
 Please, don't call me that.

They briskly walk past Tommy and JJ.

PETER
 Gorgeous?

SARAH
 No.

PETER
 Cutie-pie?

SARAH
 (sighs annoyed)
 Stop it.

Kate hurriedly walks into the parking lot. Tommy and JJ
 rush after her. Tommy can't take his eyes off Kate, and
 pulls JJ to one side.

TOMMY
 (urgent whisper)
 JJ, please, please, can you make
 up an excuse and let me ride with
 Kate alone? Please?

JJ tries her best to hide the disappointment in Tommy's
 request. She glances over to Kate waiting by the car.

JJ nods so subtly it is barely noticeable and just as
 quickly, she moves away. Clearly, she's jealous...

KATE
 (yelling)
 Are you coming or what?!

TOMMY
 Thanks for the ride. JJ has to
 stay a bit longer, homework.

KATE
 Whatever. I have to make a quick
 stop first, just so you know.

Tommy nods emphatically, almost as if wagging his tail.

Kate's banged up Ford drives past a lonely JJ quietly waiting for the bus...

EXT. JAMES LEDGER'S SHITTY HOUSE - AFTERNOON

A decent working home that barely survived Katrina. Barely. The Ford pulls in and lurches to a halt-

KATE

You better wait here, Tommy.

Tommy returns a puzzled look but nods in agreement. She gets out of the car and he quickly grows restless.

Tommy opens his Notebook and thoughtfully turns through the pages. He stops at a sketch of a train station with two figures standing underneath a pool of light.

INT. JAMES LEDGER'S SHITTY HOUSE - CONTINUOUS

Door half open. Drapes down. The room is trashed: food, beer bottles, dirty laundry, all tossed on the floor.

Kate enters and takes in the mess. She's used to this and knows her way around. Immediately heads into the kitchen and comes back with a trash bag-

KATE

You cut school again, James. How long you're going to keep this up?

JAMES LEDGER (16), unkept, eyes that have seen plenty and survived, is passed out on the couch, doesn't even flinch-

JAMES

What are you doing here?

KATE

Making sure you didn't drink yourself to death.

James staggers to his feet, hungover.

Kate walks around collecting all the trash as James lights up a cigarette and watches her, smoking with gusto-

JAMES

You're a sight for sore eyes, hon.

He wobbles towards her, goes for a kiss. Kate frowns, turns away.

KATE

Not for long, James. I'm leaving. For good. Tomorrow morning I'm heading to California.

JAMES

And do what? Live with your dad
pumping Vicodin like Tic-Tacs!?

This hits her hard, she takes a moment for a comeback--

KATE

You know what? Have a nice life!

Kate dumps the trash bag and storms out the door, James
chases after her.

EXT. JAMES LEDGER'S SHITTY HOUSE - CONTINUOUS

KATE

And this isn't any better than
Vicodin-

She snatches the cigarette out of his mouth and hurls it
on the muddy ground with disgust.

Tommy stirs uncomfortably, shrinks on his seat, out of
sight but still eavesdrops-

JAMES

All I'm sayin' is leaving New
Orleans to live with your dad
ain't the answer, you know it.

KATE

Shouldn't you stop me then?

JAMES

You're a big girl.

Kate rolls her eyes and marches away, furious. She gets
in the car and as she drives off, James gets a glimpse of
Tommy riding shotgun... and he's not happy about it.

INT. KATE'S BANGED UP FORD - NIGHT

IMAGES: the SURVIVING STREETS OF NEW ORLEANS... and the
sense of despair post Katrina.

Homeless sleep amid garbage strew gutters, warming at
flaming oil drums. Decrepit surviving buildings. Even at
night this place is gray. Desolate.

As the Ford drives through, Tommy stares out the window,
miles away. Kate sits restless, tired. Their strained
silence couldn't be more obvious-

TOMMY

You're really taking off for
California?

KATE

Why? You have an opinion about
that too?

TOMMY

I don't blame you. If I had nothing to stay in New Orleans for, I'd leave too. Start fresh.

Kate just nods. Silence.

TOMMY (CONT'D)

Does Peter know?

KATE

No.

More silence.

EXT. TOMMY'S HOUSE - NIGHT

The Ford pulls up to a nice middle class home. A Mini-Van is parked up front with a sign on the driver's door:

ON SIGN, "Foster Care & Family Services Department"

A flash of fear crosses Tommy's face... he jumps out of the car and hurries up the driveway-

Kate sits still, trying to catch a glimpse through the window when her cell phone RINGS. She sighs, fed up--

KATE

Let me guess James, you're sorry?

INT. TOMMY'S HOUSE - NIGHT

Tommy almost knocks the door down on his way in--

His PARENTS sit across a tall man, MR. VAUGHN, but no sign of JJ anywhere.

TOMMY

Where's JJ?! Is everything alright-

MR. ELLIOT

Easy, son. Everything is fine.

MRS. ELLIOT

She's upstairs... packing. This is Mr. Vaughn, he's here to help Jean go into foster care. We all agree she's having too hard of a time adjusting so close to--

TOMMY

What? You can't be serious. Her parents died. She's sad. She'll have a hard time adjusting anywhere. We don't have to send her away, mom.

MR. VAUGHN

It's not healthy for Jean to simply move next door. She needs-

TOMMY

She needs to be close to people that care about her!

MR. ELLIOT

We all care about her, Tommy.

TOMMY

Well, if your way of showing that you care about her is shipping her off so you don't have to deal with her, that's fine, but I'm not gonna be a part of it.

Tommy storms out of the room and heads upstairs...

INT. GUEST ROOM - CONTINUOUS

JJ sobs quietly on her bed, suitcase by her feet. Tommy comes in, fuming like a locomotive.

TOMMY

I'm sorry, I really had no idea--

She doesn't budge... or cares about what he says.

TOMMY (CONT'D)

I shouldn't have left you today, sorry, ok? Come with me--

INT. TOMMY'S ROOM - CONTINUOUS

JJ stands by the door, suitcase in hand as Tommy hurriedly stuffs clothes into a bag.

TOMMY

Kate is leaving tomorrow, we can tag along, help each other out.

This gets JJ's attention, she moves her head sideways, eyes wide with fear.

TOMMY (CONT'D)

We have no other choice, JJ. Do you want to go into foster care?

She looks down to the floor, still sobbing.

TOMMY (CONT'D)

Running away will buy us some time, figure out what to do next.

Tommy drops his marble sphere on the ground - it slowly rolls away until it's picked up by JJ.

JJ fixates on it, until Tommy snaps her out of it-

TOMMY (CONT'D)
Get my Notebook too, please.

JJ grabs Tommy's Notebook. It gleams so faintly neither of them notice it. She opens it and writes on a page:

ON NOTEBOOK, "I don't think this is a good idea?"

TOMMY (CONT'D)
I'm not having you shipped off, J.

She turns the page, about to write again when something catches her eyes -- she stands stoic, staring intently.

TOMMY (CONT'D)
What is it? Let me see...

JJ stands ramrod straight, her breath coming short, she turns it around, revealing that it is a rough drawing of--

TOMMY (CONT'D)
Us... Jumping out the window... I
don't even remember drawing that-

Talk about deja vu... An eerie, awkward silence...

TOMMY (CONT'D)
We'll deal with this later, we
gotta go, right now-

Tommy zips up his bag, snatches his backpack and moves towards the same window depicted-

TOMMY'S POV, Kate's banged up Ford is still parked there-

JJ shuts the Notebook in a knee jerk reaction. A gleam definitely emanates from the Notebook, stronger.

I/E. KATE'S BANGED UP FORD - CONTINUOUS

Kate still talks with James on her cell when--

KNOCK, KNOCK! It scares the beejezus out of her and she drops the phone in mid conversation.

KATE
What the hell are you doing?!

Tommy gets the back door for JJ, she jumps in. He gets in the shotgun seat-

TOMMY
Just drive, Kate, please, I'll
explain everything on the way.

Kate reaches for the phone under her seat-

SARAH

Where are you guys going?

Peter shoots her his most withering look of reprimand.

SARAH (CONT'D)

Right, that really does not matter-

An old Impala SCREECHES to a halt, dangerously close. A drunk James staggers out-

JAMES

Kay, stop it right there!

JJ takes a step back, holds Tommy's Notebook nervously, Kate stirs next to her-

KATE

He must've overheard us over the phone. James, you're drunk-

JAMES

Quit being sorry about yourself because mommy died in Katrina, we all lost something then.

TOMMY

...Nice, James.

SARAH

Surprisingly rude. Even by your standards. You should leave-

JAMES

Shut it princess sparkle, you too queer. You're not leaving, Kay-

PETER

Don't touch her!

JJ notices the Notebook gleaming. She looks around to see if anybody else noticed. They didn't...

JAMES

Go play with your little cards, this is between me and Kate.

James shoves Peter back one time, two times, the third is cut off by Tommy, furiously balling his fists.

JAMES (CONT'D)

You wanna be mister tough guy!?

KATE

Cut it out, James, you're an ass!

James grabs a chastened Tommy by the collar. JJ comes up swinging the Notebook on James' back-- just then-

The Notebook shoots arcs of light!

SARAH

What did you?! What is that?!

JJ panics and drops the Notebook on the floor!

BOOM! The Notebook shines intensively--

James drops Tommy on the ground as JJ steps away.

WHOOSH! A gust of wind blasts out of nowhere! An eerie silence takes over, their voices seem to fade --

KATE

Make it stop, JJ!

CLACKITY CLACKITY CLACKITY... train wheels clatter, the rhythm of it completely maddening.

PETER

What the hell is that!? A train!?

On cue, a loud train HORN startles everyone!

PETER (CONT'D)

Yep, that's a train!

JAMES

It's gonna blow!

A light so bright, a charge so jolting that everyone curls up, taking cover!

Tommy and Sarah hold the Notebook, silhouetted against a nova of white light filling the frame; the moment it does--

It recedes instantaneously and everyone is gone...

EXT. TRAIN PLATFORM - NIGHT

ON BLACK, we hear a MUFFLED VOICE, getting clearer--

SARAH (O.S.)

This is not good! My dad is going to kill me! Wake up you twerp!

Tommy slowly opens his eyes to see Sarah looming over him trying to wake him up. Sarah slaps him hard!

SARAH (CONT'D)

Would you just wake up!?

TOMMY

I'm up! I'm up! Cut it out!

Tommy takes in his surroundings--

A brick platform with wooden benches, little rose gardens and an iron picket fence. There's a lonely pool of yellow light from an eighteenth century lamp post.

TOMMY (CONT'D)

Sarah? Where are--

SARAH

Since this seems to be your fault, I was expecting a reasonable clarification as to our current predicament. Care to elaborate?

TOMMY

What? Oohh, too many big words in there. I don't feel too good.

Tommy dizzily tries to maintain balance as Sarah grabs him by the shoulders, nervously shakes him, in panic mode-

SARAH

I have my SATs, my article! My parents! I can't be here, dimwit, this is your fault, that stupid Notebook, you need to fix this! And I don't think you can fix it with a bus ride! I know we're not in Kansas anymore!

And SPLAT! There goes everything Tommy had to eat for the past week! Sarah peers down, incredulous...

SARAH (CONT'D)

Did you just vomit on my sneakers? Ewww! So gross!

TOMMY

(sheepishly)

I get motion sick very easily. You didn't help with all that shaking. You complain a lot.

Sarah grabs glasses' wipes and starts cleaning Tommy's face.

SARAH

Here, mint! Open your mouth. And I do not complain. I emphatically express my opinion.

Tommy rebuffs Sarah and steps away from her.

TOMMY

Hey, get away! Stop it!

A BUM sleeps on a bench close by, wearing torn and old medieval clothes. He peeks at Tommy and Sarah with the corner of his eye, furious at the ruckus.

DRUNK BUM

Crazy kids!

The Bum goes back to sleep. Tommy and Sarah exchange stunned looks.

SARAH
 (exasperated)
 We need to start figuring how we got here and more importantly, how to get back! Are you listening?!

TOMMY
 Sarah, shut up for a second! My head is spinning enough as it is-

SARAH
 The Notebook! It brought us here, that's for sure, start there-

She briskly takes the Notebook away from his hands and rifles through the pages, nothing makes sense to her.

Tommy looks around, unnerved, everything all too familiar-

TOMMY
 It's one of my sketches...

SARAH
 Say what now?

TOMMY
 Sarah, I've seen this place before-

SARAH
 Where?

He snatches the Notebook and opens it to the sketch he noticed in Kate's Ford.

TOMMY
 Right here. In my Notebook.

Sarah glances at the Notebook, then at the train station around them, up towards the light. It hits her--

SARAH
 That's us! When did you draw this?

TOMMY
 Years ago... this is one of my first drawings. I've been drawing them for as long as I can remember-

SARAH
 So if we piece them together, we might find a way home. What am I saying, this is ridiculous!

TOMMY
 Do you have a better idea? Clearly these drawings mean something, I just need time to make some sense out of them and find a way back home.

SARAH
 Fine, study your Diary, it isn't
 prudent for us to wander in the
 dark anyway.

They both sit against the lamp post... Tommy whips out
 his marble sphere and absently plays with it as he
 studies the Notebook--

EXT. TRAIN PLATFORM - BREAK OF DAY

A distant train HORN blasts ominously--

Sarah pops her eyes open, waking up a bit startled. Tommy
 is fast asleep on her shoulder, Notebook open in hands.

SARAH
 Wake up, you indolent brat!

Tommy immediately sits up, a reflex -

TOMMY
 I was just resting my eyes a bit-

SARAH
 What's the verdict?

TOMMY
 Last thing I drew was this guy
 stealing a Pendant to find some
 legendary lost city.

Sarah rolls her eyes, sighs at this absurdity.

TOMMY (CONT'D)
 I think he was on to something,
 this lost city might be a way back
 home, it's called Samarkand.

SARAH
 Samarkand?

TOMMY
 Samarkand! I also found a sketch
 that might help us find the
 others. See, we are in good shape--

As the sun finally rises the platform teems with a
 milling horde of passengers. A steam locomotive arrives,
 bleating its HORN. People scramble onboard and off--

Some poorly dressed, like peasants, others, the
 merchants, nobles and artists, wear highly detailed robes
 and brass button jackets. A completely new reality...

SARAH
 Would you mind repeating that?

The locals stare back at Tommy with surprise - he feels
 an immediately need to get out of there...

EXT. STREETS OF AKKADES - DAY

Tommy walks in stunned wonder as the city unravels--

A swarming population fills the cobbled streets dodging the many trolleys and carriages weaving through.

Uniformed Royal Guards, with flintlock rifles and swords, keep order of what seems to be an impossible situation.

Sarah desperately fiddles with her cell phone.

SARAH

I can't get a signal anywhere!

TOMMY

Listen to me, we have to reach the market, it's in the Notebook, look-

SARAH

Grow up, Tommy. You do not have a magical book. We'll tackle the situation logically. I have a cell phone, we'll go somewhere high...

Sarah cranes her head slack jawed: Airships and Balloons crowd the sky, coming in and out of suspended docks above the city, all connected by a transit sky-lift system.

TOMMY

Just trust me, Sarah, please!

SARAH

Fine. One shot. We'll go to the market, if no one's there, you start listening to me. I should be in charge. I'm older, smarter, more mature and more--

TOMMY

Pompous? Self Absorbed?

She sneers at his smart ass but unfortunate comment.

On the floor, something small and shiny reflects light right on his eyes. Tommy grabs it--

A GOLD COIN. One side has a Wolf crest. He turns it over--

A beautiful girl in profile, classical in design with an inscription: "PRINCESS EVELET OF AKKADES" but to his eyes--

TOMMY (CONT'D)

It's Kate! Look, Sarah!

Sarah makes a point to ignore him, tries her phone again.

SARAH

Sure, Kate's a princess here, why not? Really cute Tommy, really...

EXT. AKKADES CENTRAL MARKET SQUARE - CONTINUOUS

The Market Square is a live and noisy place. Carts laden with fruits, vegetables, spices, fishes... Little Girls wander amongst the stalls, selling flowers from baskets.

Homeless women and haggard peasants circle Tommy and Sarah touching their hair, begging for money, Sarah grows frightened by the odd attention--

SARAH

I'm sorry, I don't have anything,
sorry. Tommy, stay close, please.

Tommy doesn't listen, briskly walks around the cramped square, always on the lookout.

TOMMY

They have to be here somewhere,
the Notebook can't be wrong-

SUDDENLY! Two figures come crashing out of a stall sending Tommy flying.

VENDOR (O.S.)

Stop them! GUARDS! You thieves,
get back here with my apples!

Tommy spots JJ picking herself up and a dozen apples scattered everywhere around her--

JAMES (O.S.)

Tommy?! Stand up and run dammit!

Chaos. An entire booth of pots and pans collapses as Royal Guards struggle to reach James.

Bystanders watch confused and block their path but one Guard manages to get through. He reaches for James--

But Tommy acts quickly and trips the Guard!

James and JJ hurriedly race away...with Tommy on their heels.

An apple rolls away amidst the confusion, picked up by-

SARAH

Tommy?

A bear of a man creeps up behind her, the VENDOR.

VENDOR

Don't think you're going anywhere.

A soft whimper. Oh shit. She's been left behind. Sarah awkwardly smiles, friendly-like, gives him the apple --

-- and then runs like hell!

EXT. AKKADES / ALLEY - CONTINUOUS

Two Royal Guards move along the street. They glance down an alley-

On the far side are another two Royal Guards. The men nod to each other, continue on.

Tommy peeks around the corner... Sarah shoves him back against the wall!

SARAH
DON'T EVER LEAVE ME LIKE THAT!

James steps up behind her and covers her mouth!

JAMES
Shhhh! Are they gone?

Tommy takes another careful peek around the corner and nods nervously.

Sarah breaks free from James' hold--

SARAH
How dumb can you be, James?! Being lost wasn't enough, now we are fugitives too?!

JAMES
I was hungry! And so was she!

Everyone turns to JJ, and she shrugs sheepishly...

JAMES (CONT'D)
And can you two tell me what the hell is going on because Mutey here makes a point of keeping things to herself!

Suddenly... the SOUND of heavy footsteps...

TOMMY
Maybe we should leave... like now!

Tommy grabs JJ and Sarah as they all quickly scramble out of the alley as a search party brushes behind them!

The Akkadian streets are thick with people, all heading towards the castle. The Lost Kids mix up with the flow, blending in as best as they can...

EXT. AKKADIAN CASTLE OUTER WALLS - NIGHT

Tommy, JJ and James are up on the outer wall looking down on hundreds of thousands of people swarming the castle patio.

A wooden stage lies far ahead with the crimson curtains down, the center of everyone's attention.

Sarah reaches the top of the wall gasping for air.

SARAH

What possessed you to climb all the way up here? Good Lord...

TOMMY

We're safe here, Sarah... for now.

FIREWORKS light the dark sky!

ON STAGE, the ANNOUNCER appears, clears his throat:

ANNOUNCER

Dear people of Akkades! In his majestic charity the King welcomes all of you to join him in celebration. After being viciously taken by a nameless bandit, our most beloved jewel returns... the Twilight Star of our Kingdom...

The crowd is going mad--

ANNOUNCER (CONT'D)

...PRINCESS EVELET OF IBELIN!!

The crowd erupts overjoyed, welcoming back a rock star-

IN THE ROYAL BOX, a shadowy figure appears -- Kate Beaux, beautiful in a white dress, hair and make up done. She sits quietly, with sad eyes, among the Nobles.

UP ON THE OUTER WALL, Tommy's eyes shoot wide--

TOMMY

THAT'S KATE! LOOK! IT'S KATE!

SARAH

That can't be her. How is that even possible?!

ON STAGE, the Announcer gestures asking for silence:

ANNOUNCER

I'm proud to present a faithful retelling of our dearest princess Evelet's kidnapping and her heroic rescue by one of our very own. Our King is pleased to give you... Commander of the Dreadnought Ahriman's Revenge... General of the Crimson Blade Regiment... CHIEF MAGISTRATE... KARDIS ADONIS!

IN THE ROYAL BOX, an imposing FIGURE moves towards the ledge, his heavy steps resonate, his dark cape fills the screen, eyes of a predator and a cynical smug--

This is MAGISTRATE KARDIS. Despite the crowd's roar in his honor, Kardis is not a man you'd want to be left alone with.

ON STAGE, the curtains retreat... the scenery mimics the Akkadian High Tower... it's all too familiar to us...

UP ON THE OUTER WALL, Tommy watches the spectacle attentively...

SARAH

That is not our Kate.

JAMES

Dammit! Course it is! Look at her!

Tommy watches the play as Evelet's kidnapping unfolds, and it dawns on him -- he's seen it happen before.

TOMMY

I know all this... That's our guy!

JJ gives Tommy a puzzled look, the wheels in his mind turning as he considers:

TOMMY (CONT'D)

The nameless bandit, his name is Locke. He's after Samarkand, it's right here in my Notebook!

JJ moves her glance towards the Notebook in his hands and sees the rough drawing of Locke and Evelet he drew so long ago in the classroom... Yesterday, actually...

Tommy turns the page... and whatever he sees makes his eyes startle wide with fear. He shows JJ the Notebook--

ON NOTEBOOK, a looming shadow falls over a fearful Kate.

TOMMY (CONT'D)

Kate is in danger. We gotta do something, guys.

SARAH

We must ascertain that princess is our Kate first. I have an idea...

Sarah fiddles with her cell phone and it suddenly RINGS!

ON STAGE, the play abruptly stops at the disturbance--

ON PATIO, the crowd swirls to the source of the noise--

IN THE ROYAL BOX, Kate looks up suspiciously--

TOMMY

What are you doing?! The Guards--

SARAH

Shush, Tommy! Look!

Kate leaps to her feet and scurries towards the ledge. A smile lights up her face, she desperately waves at them--

TOMMY

Sarah, you're a genius.

IN THE ROYAL BOX, Kardis creeps behind Kate.

KARDIS

Take back your seat, my princess.

KATE

Let me go! I'm not the princess!

Kate shouts so loud everyone turns to the Royal Box.

KARDIS

Let me remind you what I said when you were brought to me, Kate. Play the part of Evelet or I'll kill you. Now sit down and shut up!

Kate stares defiantly and exits the Box enraged.

Kardis grabs a GUARD's wrist -- painfully --

KARDIS (CONT'D)

Bring me those kids. Quietly.

And then leaves after Kate...

UP ON THE OUTER WALL, the Lost Kids watch the box as the Guard points them out to a search party.

JAMES

Shit! That don't look good.

SARAH

Maybe Kate told them to come fetch us, you know, her guests--

The search party draw swords.

SARAH (CONT'D)

--or maybe not.

JAMES

We've got to get out of here.

TOMMY

We can't leave without Kate.

JAMES

What're you talking about?! We gotta go right now. C'mon!

JJ mimics knights holding swords and as if on cue, they hear the YELLS of guards, coming closer.

TOMMY

I'm going after Kate. Let's go, J!

Tommy and JJ race down the ladder, and are gone.

James begrudgingly follows, pulling Sarah with him.

INT. AKKADIAN CASTLE'S GREAT HALL - NIGHT

Kate runs up a set of stairs. A looming shadow follows - matches perfectly with Tommy's drawing.

Kardis grabs her by the neck and slams her against a wall. Kate holds back the tears as much as possible as he tightens his grip, starting to choke her.

KATE

Please, please...

Kardis cocks his head as if trying to comprehend her fear-

KARDIS

Do I scare you? Why? Is it the violent grip? No, that's no reason to fear. If I take a pistol, much like this one--

Kardis raises a loaded pistol,

KARDIS (CONT'D)

--and ask you where do you want to get shot. That's scary, I get that. The law says I must marry the princess to get to the throne, but it doesn't quite say you need to be in perfect health --

Kate tries looking away but can't; it's as if watching a train wreck happening. One tear rolls down but--

KATE

(fierce)

I'm not Princess Evelet...

KARDIS

So, my young bride, where do I shoot you? The hand? The foot? Not on the face, this perfect pretty face that everyone thinks belongs to Evelet. Everyone. Now, answer the question, WHERE???

Kardis cocks his gun, still level. Kate shuts her eyes and lets go a quiet but courageous whisper.

KATE

The foot...

Kardis fires! Kate SCREAMS with horror!

She peers down and sees the shot went right in between her feet.

Kardis releases her, she slumps down onto the floor.

KARDIS
(turns his back)
You're strong willed. I admire
that. But don't ever try me again.

Kardis walks away as Kate curls up in a corner, crying.

EXT. AKKADIAN CASTLE / ENCEINTE / CULVERT - NIGHT

Tommy shuffles alongside the fortified walls as music drifts from the patio, the play still in full swing...

James, Sarah and JJ run after him--

JAMES
Hey, bonehead! Willya stop for a
second!? THERE IS NO WAY IN!

Tommy's trying to get his bearings from the crude drawing in his Notebook, but it's tough.

He looks up, picking a direction, and shoves the Notebook in his pocket decisively.

TOMMY
I know what I'm doing!

SARAH
Round towers, rather than square
towers, isn't that interesting?
Which means this castle must have
been built after the thirteenth
century, however it confuses me to
see powder and steam technolo--

James suddenly covers her mouth again. She grunts annoyed-

JAMES
Shut up! Listen!

The SOUND of footsteps gets louder...

Tommy grabs JJ by her hand and scampers into the darkness of a culvert.

Sarah struggles as James pulls her in there too--

SARAH
(muffled)
Ew, ew, ew, not in there! EWW!

A search party rounds the corner and pauses right beside the culvert. A Guard creeps forward, forcing the Lost Kids to retreat even deeper into the darkness--

The Guard reacts at the foul stench as the Lost Kids disappear into the culvert...

INT. AKKADIAN CASTLE / SEWAGE DISPOSAL - NIGHT

This is really a horrid place. Dark and dank. Foul smelling.

TOMMY
(sighs)

I think we are clear...

Sarah elbows James and breaks free of his hold-

SARAH

You brute! Eww, please can we get out of here? The stench, ugh!

James reaches for his lighter and ignites the flame: A pitch black passageway leads in...

JAMES

Why not go this way?

Sarah's eyes shoot wide with fear-

SARAH

We're not staying here another minute! This is a sewage!

TOMMY

Not like we have a choice...

JJ clasps Tommy's hand, emphatically disagreeing, and scared to death.

TOMMY (CONT'D)

We are gonna be OK, JJ. Hold this, I have an idea--

Tommy gives JJ the Notebook, quickly looks around. Grabs a loose pipe off the floor, and then reaches for what appears to be rotting linen stretched across garbage.

Which he then uses to wrap around the pipe to fashion a crude torch.

TOMMY (CONT'D)

James, set a piece of paper on fire and give me your lighter-

James begrudgingly does as told-- Tommy takes his lighter and uncaps it, spilling the fluid over the cloth.

ANOTHER PART OF THE PASSAGEWAY

James uses the crude torch to guide their way through the narrow passageway.

JAMES
Not bad, queer, not bad.

JJ trudges alongside Tommy.

TOMMY
Does he have to insult me every
chance he gets--

Suddenly he slips into a hole. Recovering his balance, he reaches out to JJ. For a split second we see JJ smile.

Sarah tiptoes gingerly and gasps as rats scamper between her legs, fleeing the light.

SARAH
God, this is disgusting! No, no!

INT. AKKADIAN CASTLE / HALLWAY - NIGHT

The Lost Kids move cautiously and quietly.

SARAH
(softly)
I don't intend to be a jinx, but
now what do we do?

JJ registers Sarah's phone tucked in, a blue light flickering; she reaches for it but Sarah moves away--

SARAH (CONT'D)
What you think you're doing?!

JJ shoots Tommy a knowingly look. She's got something.

TOMMY
She wants your phone, Sarah.

SARAH
No, this is a very expensive--

TOMMY
Just give it to her!

Tommy snatches it away and hurriedly tosses it to JJ. She immediately starts pressing the keys--

INT. AKKADIAN CASTLE / KATE'S ROOM - NIGHT

ON CELL PHONE, as a blue light softly beeps. Kate stands on the balcony, sobbing quietly until she sees her phone blinking...

INT. AKKADIAN CASTLE / ANOTHER HALLWAY - NIGHT

JJ scrambles past aisles of doors, constantly shifting her gaze from the phone in her hand to the doors--

Tommy, Sarah and James trailing behind her.

JAMES

What the hell is she up to?!

SARAH

The Bluetooth! It is a short range wireless connection between my phone and Kate's! It doesn't need a network because it uses a radio technology called frequency--

JAMES

Swear to God Sarah, just shut up!

Sarah whimpers softly as they reach the ethereal doors at the end of the hallway we've seen once before...

INT. AKKADIAN CASTLE / KATE'S ROOM - CONTINUOUS

Kate is staring at her phone when the door slowly opens with a CREAK... Kate braces herself for the worst--

Tommy sneaks in, much to her relief.

In the verge of tears, Kate hugs Tommy. He slowly and nervously wraps her in his arms--

KATE

You found me... Thank you.

TOMMY

Thank JJ, she was brilliant.

James pulls Kate away from Tommy.

JAMES

Look, just hear me out, ok?

KATE

No James, I'm done talking. Tommy, we have to leave now... please.

SARAH

What happened to you? How come you're the princess?

JAMES

Dontcha ever shut up, Sarah?

JJ looks around. Listens. Something is wrong.

SARAH

A good reporter is always diligent, moron. Courageous!

They hear RUNNING FOOTSTEPS out in the hall.

GUARD #1 (O.S.)
Over there! The Princess' room!

SARAH
Oh God! What are we going to do?

TOMMY
RUN! C'mon, let's go!

INT. AKKADES CASTLE TOP FLOOR HALLWAY - NIGHT

TWO GUARDS spot the Lost Kids as they stampede down the hallway, almost knocking each other down.

GUARD #1
HALT! Sound the alarm!

Guard #2 blows the ALARM WHISTLE as he runs in pursue.

James glances back and notices the two Guards struggling to keep up with them. He smirks--

JAMES
Ha! We're gonna make it!

THREE SOLDIERS climb up the stairs on the opposite end, rifles trained at the Kids - cornering them!

SARAH
Who needs to shut up now, James?

CAPTAIN STEINER pushes forward among the Soldiers. We've seen him before trying to stop Evelet from running away.

STEINER
Ugh! Yet again she runs away?!

Kate steps up in front of everybody, shielding them.

KATE
Captain Steiner, stand down!
That's an order from your princess-

STEINER
I apologize little Miss, but our orders come from Kardis on behalf of the King himself and they are inescapably clear. You're not to leave the castle grounds.

JAMES
(turns to Tommy)
What now, genius?

Tommy's mind races as he weighs his options. He sees an iron fence with a two-foot square shaft behind it.

Cold air and a wet, rancid smell escape from the shaft.

STEINER

Arrest them. They are unarmed.

Soldiers stow their rifles at their side and move closer--

Tommy rushes Guard #1 and tackles him to the floor!

TOMMY

The shaft! Go through the shaft!

A Soldier raises his rifle and takes aim, but Steiner rams his shoulder on him, knocking him down--

James tears the iron fence open, climbs over and slides down the shaft!

Steiner reaches for Kate to no avail as she and JJ leap behind James! They all go down, YELLING!

Guard #2 grabs Tommy by the collar--

GUARD #2

You're not going anywhere, maggot!

Tommy points at something behind the Guard's back.

TOMMY

What the heck is that!?

Guard #2 looks over his shoulder and Tommy stomps on his foot as hard as possible. Guard #2 releases Tommy!

Sarah gasps, Tommy shoves her into the hole and jumps after her. They slide down, disappearing into the shaft.

INT. AKKADIAN LAUNDRY BASEMENT - NIGHT

James lands on a big cart with dirty sheets and other laundry. JJ and Kate splash over him and one another!

KATE

Ouch! We made it! Oh, this is disgusting, what is this smell?!

JJ inquisitively looks at Kate - "Tommy!"

The girls and James jump out of the cart as Tommy and Sarah make their disastrous landing!

SARAH

Get off me Tommy, you perv! Eewww, it smells awful! Gross!

Tommy blushes, stammers nervously and before he knows it, James slaps him in the back of his head--

JAMES

C'mon wimp, move your ass!

James moves towards the door and reaches for the handles-

SARAH

Not that way! Surely it won't take them long to find us.

JAMES

Got any other thoughts then?

SARAH

Actually I do! Castles were designed to keep the lower class segregated from Royalty. Which means they wouldn't wander around with dirty laundry around! Hence the shaft--

TOMMY

Would you get to the point, Sarah!

Sarah begins to run her hands over the walls--frantic.

SARAH

That means there must be a back tunnel connecting this room to a river or another water source-

KATE

Search the walls, everyone!

They all spread out, desperately looking for an exit when the SOUND of a door opening startle them--

JJ has found a door behind an elaborate boiler with pipes running into the back wall.

SARAH

On second thought, looking for a door does make more sense...

The Lost Kids run through the door barely missing Steiner and his men filling the room after them.

Steiner registers the back door ajar, turns to his men-

STEINER

Check the other rooms, they can't have gone too far. Hurry, men!

When Steiner is left alone, he unsheathes his sword and slips in through the back door--

EXT. AKKADIAN CASTLE / OUTER WALL - NIGHT

James leads the girls out the door when Tommy's HOLLERING startle them all, coming their way... fast--

--Tommy shoots past the Lost Kids, SCREAMING with Steiner zeroing on him, swinging his brownish rusty sword around!

STEINER
Halt! With the authority invested
in me by the King and Queen
themselves, I order you to HALT!

KATE
STEINER!

Steiner stops dead in his tracks. Kate stands between
Tommy and Steiner; raises a finger-

KATE (CONT'D)
Put that thing away, you will end
up hurting someone. Including
yourself!

STEINER
I'm here to rescue you from these
rascals! Stand aside!

Steiner charges at Tommy as he uses Kate as a shield.

TOMMY
Get him away from me! You can't,
you can't just grab a sword and
take swings at people!

STEINER
You come here, you little devil!

KATE
Steiner, please, that's enough!
Tommy, you too, stop it right now!

TOMMY
What did I do!?

Steiner foams with rage but sheathes his sword.

STEINER
I'm here to escort you back
immediately, Miss.

JAMES
She's not going anywhere, Tin Man,
you can bet on that.

STEINER
Non compliance to my orders will
get you arrested, young man.

KATE
Don't make me come back, please,
that man is a monster!

JJ reacts grabbing Kate's hand, moving close to her.

STEINER
This is not your choice, my
princess. I have my orders--

SARAH

She doesn't belong in Akkades!

TOMMY

You will have to drag all of us with her.

KATE

I'm not Evelet, Steiner. You know that, you found me. Please... I just want to go home... My home...

A stand off. Steiner considers her plea; it is genuine and touching.

STEINER

Fair enough, I took a vow to escort you, I shall accompany you and your strange acquaintances in your quest. A true and honorable knight honors his commitments.

KATE

That is really sweet but--

Steiner pulls Kate aside and whispers to her.

STEINER

Miss, you must understand, I'm a joke. I lost the princess twice. I mean you once, and Evelet another, two times overall. Nonetheless--

KATE

Where we're going, you can't come, sorry Stein. Your place is here.

STEINER

Please, I need this. My place is by the Princess' side. I can help!

Kate looks at Tommy, her decision already in her eyes; his face falls, he slumps in dismay.

KATE

Steiner is coming with us.

STEINER

Come younglings. We follow the river south, and as far away as possible from Akkades. We can plot our course of action then. I'm sure Kardis is bringing professional help as we speak. Won't be the first time...

SARAH

Professional help?

STEINER

Bounty hunters. And the worst of them is Kardis' pet, Nightmare they call him. Some folk say the legendary knight Basch Galbraith was slain by his pistols. Pity...

INT. AKKADIAN CASTLE - KARDIS OFFICE - NIGHT

Kardis enjoys a glass of wine as an eerie, tragic opera plays out loud. The door swiftly opens.

A man enters. Forties. Rough two-day beard. Ratty hair. Lacerated scar between the eyes. Face half hidden by a tattered black cape. The impression of coiled aggression.

This is NIGHTMARE... sword on his back, guns by his side, hates being there -- and it shows.

KARDIS

(re: the opera)

Setting this piece in the Age of Enlightenment works admirably, wouldn't you agree, Nightmare?

Nightmare grabs a sack off the desk. He examines the contents - golden coins. He scoffs, somewhat satisfied.

KARDIS (CONT'D)

Bring the girl back, unharmed, and dispatch the others, no exceptions-

These words don't go well with Nightmare.

NIGHTMARE

They are children, Kardis. Boys and girls. I won't do it.

Nightmare turns his back to Kardis and heads towards the door with an irritable insouciance.

KARDIS

Surely I can find someone who will-

Nightmare stops, clearly conflicted. Sighs. Decision made-

NIGHTMARE

And if they reach Lowell?

KARDIS

They won't.

NIGHTMARE

Let's hope not.

KARDIS

I don't leave these things to chance. Shut the door on your way.

But Nightmare is out the door already, leaving it open.

EXT. CLEARING - NIGHT

Steiner leads the Lost Kids away from the Castle, but Tommy's falling behind now, browsing his Notebook-

TOMMY

Stop! Stop!

STEINER

What is it?

TOMMY

We have to go back!

KATE

Are you crazy? I'm not going back!

TOMMY

This place right here, is it in Akkades?

Tommy displays his Notebook to Steiner, he glances at it confused, but nods.

STEINER

That is our main Library, located within the castle walls. What is the meaning of this?

SARAH

Supposedly Tommy has become quite the clairvoyant as of late.

Everyone turns to Sarah inquisitively--

SARAH (CONT'D)

Precognitive?

They all shake their heads, still as lost as before--

SARAH (CONT'D)

His Notebook is predicting the future, feeding us clues to find our way home...

TOMMY

And it has been right about everything so far!

STEINER

My entire battalion's after us and you want me to lead you back in?!

TOMMY

Yes! Whatever is inside that Library we need it to find Samarkand, and we need him too!

ON NOTEBOOK, the portrait of Locke--

Steiner scoffs with disbelief.

STEINER
Samarkand? Son, that's a fairy
tale, and that man is an outlaw
who is deservedly behind bars!

JAMES
You know where he is then? We'll
spring him free, can't stand this
damn place anymore. If any hocus
pocus can get us back, I'm in.

STEINER
No, no, that's where I draw a
line! He's a filthy thief, and I'm
a man of the law!

JJ looks up at Steiner with those big, pleading sad eyes
that just breaks your heart...

Steiner glances both ways, weighing his options--

INT. AKKADIAN CASTLE / JAIL CELLS - NIGHT

The door opens, and the Lost Kids slip in led by Steiner.

Locke stands sprawled over the bars, apparently relaxed,
smiling slyly. Steiner marches straight up to him.

STEINER
You work for me now. You won't
leave my sight, you won't do
anything other than what I tell
you to do. We have a deal?

LOCKE
I knew we'd eventually see eye to
eye, Cap. What's with the litter?

Locke sizes the Lost Kids one by one. He looks at Kate
knowingly, stares at her--

LOCKE (CONT'D)
(smiles wryly)
You look just like Evey, anyone
ever tell you that?

INT. AKKADIAN LIBRARY - NIGHT

A heavy bookshelf slides away STRAINING and GROANING to
reveal Locke and James pushing it from within a secret
passageway.

LOCKE
They used to sneak out books
during the "Great Siege". Only the
Librarian knows about it. Great
fella, terrible gambler though.

Locke carefully peeks around, empty. The Lost Kids come in and can't help but sigh at the size of the Library.

LOCKE (CONT'D)
Somebody must have heard that!

Steiner hauls Kate back into the passageway.

STEINER
Perhaps it is prudent to keep you out of sight, little Miss.

JAMES
I'll stay back with her.

Kate rolls her eyes at his chivalry, too late for that.

STEINER
Very well, son. Anything happens--

JAMES
I haul ass, yeah, Tin Man, got it.

STEINER
No, you run away, don't look back.

James returns a demeaning look, full of himself.

LOCKE
Steiner, mind the door, willya?

STEINER
You don't tell me what to do.

LOCKE
If you don't mind the door, my ill-bred friend, there will be a lot of explaining to do, won't it?!

Loud STEPS can be heard outside. Steiner peeks out the hallway and sees a pair of GUARDS closing in. He slams the door shut and frantically searches for something...

Locke's manner is vigorous and passionate as he hands Tommy, Sarah and JJ a strip of cloth each.

CLOSE ON a rough looking endless list of letters and numbers... A letter and two digits are circled in red ink-

LOCKE (CONT'D)
Careful with those! Gentle, they are very precious! Very old. Each one of them marks the position of a specific book around this Library. I need all four of them!

Steiner barricades the Library door with a pole used to reach the higher shelves -- BOOM! The wooden door trembles with fists pounding on it!

STEINER

Don't know how long this pole will hold'em! Please urge, children!

TOMMY

I got "R-9-4". JJ's got "D-1-4".

SARAH

"O-2-7". How exactly are we going to find those books?

LOCKE

Mine is "E-5-8". I'm guessing aisle E, fifth shelf, book number eight. Easy, innit?

Locke's eyes dance from shelf to shelf, his mind rushing as he excitedly takes off around the Library.

SARAH

Hey! You guessed wrong! The aisles aren't organized by letters!

Sarah sets out determined, past the aisles of book-lined shelves, scanning them -- Tommy and JJ follow her.

The door shrieks again in another clattering blow!

TOMMY

Whatever you're doing, gotta do it faster, Sarah!

Sarah stops dead in her tracks. The moonlight shafts its way in, dead on an elaborate fresco depicting a battle.

SARAH

The fresco. "O-2-7"... That's it, the first sign! "The battle of Oa" but only the O is capitalized, and take notice of the angel in the upper corner, he's pointing at something-- a bookshelf!

Sarah peers up the marked bookshelf and sees "THE BOOK OF YEYON"; the "O" stands out in golden thread.

SARAH (CONT'D)

Second shelf, book seven! THERE IT IS! Spread out, find the frescoes, they are the correct markers!

SOMEWHERE ELSE, Locke stares at a portrait of an old King, the inscription reads "king Edward the 3rd"--

LOCKE

The letter "E". That's the marker, and it points right over... here-

Locke excitedly searches a bookshelf; grabs a copy of the "EXETER BOOK". The "E" on the title stands out.

Locke's face reflects his immense pleasure and awe. It soon fades, replaced by concentration as he moves away.

Tommy stands puzzled before his bookshelf. He counts the shelves, double checks his piece of cloth.

TOMMY

"R-9-4"... There isn't a ninth shelf. Where? Wait a second, I've seen this bookshelf before.

Tommy whips out his Notebook and opens it to a sketch of a figure reaching for something underneath a bookshelf--

Matching the drawing, he reaches underneath and finds a loose board; moves it and finds a small dark space.

Tommy sticks his hands in and takes a dusty book out. He blows the dust and spider webs away -- "THE BOOK OF SAINT AJORA" with the "R" popping out!

Locke frantically rifles through the pages of his book until a loose scrap of paper falls out -- A slight smile plays on his lips. He found what he was looking for...

Sarah sneaks up on him, grimacing. Her book open--

SARAH

You're looking for the Deors.

LOCKE

Clever girl. How'd figure it out?

SARAH

I'm young, not retarded, dumbass. The letters you told us: D-E-O-R.

TOMMY

What does that have to do with Samarkand?! You promised to lead us to Samarkand, Locke!

Steiner steps back as another blow blasts the door from its hinges in a shower of wood fragments!

Tommy and JJ hurriedly close in. Locke snatches away all their books. He finds a loose parchment in each of them.

LOCKE

These four pages compose a poem, the second "marker". Legend tells of a mythical civilization that existed long ago, the Deors, that just vanished. Samarkand is their resting city. Supposedly, whoever interprets this poem correctly will be given its exact location.

Locke shuffles the four scrapes of paper around. Figuring out how to order them, to make sense out of them...

LOCKE (CONT'D)
 Civilizations just don't
 disappear. They leave. Migrate.
 Evolve. There are answers in
 Samarkand. There must be a portal--

TOMMY
 A portal? Like to another world?

LOCKE
 Hush, kid! How those-- Damn, these
 pages are maddeningly confusing!

JJ takes the pages and STACKS THEM UP OVER EACH OTHER --
 they add up to form a single page with the whole poem.

SARAH
 Wow... I'd never have thought
 about that one. How'd you know?

JJ wears a blank expression and shrugs--

LOCKE
 "Through fiery eyes, the truth
 shall be inherited." This
 inscription is not part of the
 poem. It's a clue.

SARAH
 Clue? To what?

LOCKE
 Willya shut up long enough so I
 can think?! Through fiery eyes--

Steiner rushes in, unnerved, with a hushed voice.

STEINER
 They are inside! Follow me, keep
 your heads low.

Guards swarm in, systematically taking different aisles.

The Lost Kids move away in a crouch, around the other
 side of the bookshelf from the Guards.

They make for the secret entrance and slip into the
 darkness as the bookshelf behind them shuts with a BOOM!

LOCKE
 We've got it. Let's get the hell
 out of here.

EXT. FOUR SEASONS FOREST / SUMMER - NIGHT

Humid, hot and claustrophobic as the trees compose a
 natural ceiling. Dead silent.

Steiner leads the way through a small trail cutting the
 woods. They are all sweaty and tired. Sarah trudges--

SARAH

Do you even know where you're going? God, these mosquitoes! I felt something -- on my leg!

Sarah dashes past everyone, SCREAMING. James sighs --

JAMES

I really hate her...

STEINER

Perhaps we should stop for a bit.

Locke turns his back on the group and moves away.

STEINER (CONT'D)

Where do you think you're going?

LOCKE

The men's room, Pooch, and unless you're going to shake it for me, I suggest you stay back.

STEINER

You insolent, ungrateful ruffian!

Sarah comes running past them again but James grabs her!

JAMES

Hey! It's just like camping! Now sit down and shut up!

Sarah whimpers but does as James says.

JJ glances around, Tommy is nowhere in sight. She nudges Kate and mimics "drawing on Notebook".

KATE

Stay put, I'll go find him, ok?

Sarah watches Kate walk away as she slumps to the ground, sitting against a tree -- her hands feel something --

Sarah peeks down and sees a big, furry SPIDER!

SARAH

James! Help me! Oh, God! GOD!

James hears Sarah calling to him and runs back toward her--

JAMES

What is it now?!

SARAH

A spider! It's huge! Eww!

Suddenly James freezes -- he is not going anywhere --

JAMES

Uh, listen, don't let it crawl up--

SARAH

Eww, it's crawling up my arm,
don't stand there, get it off me!!

But James keeps his distance, visibly afraid.

JJ drifts towards Sarah and nonchalantly swats the spider off her. JJ shoots Sarah a glance - "Happy?"

James gasps, relieved... Sarah shoves him--

SARAH (CONT'D)

Thanks for nothing, tough guy!

James, irritated, points a finger at Sarah, "enough!"

EXT. FOUR SEASONS FOREST / SUMMER - CONTINUOUS

Tommy sits lonesome studying his Notebook. He holds a lantern closer, the yellowish hue brings out:

- A GALLEY SAILING THE SEA: "MORNING STAR"
- A HAND HOLDS A GLOWING SPHERE BEFORE A BLUE BACKGROUND
- A SILHOUETTED COUPLE KISSING BEFORE A FULL MOON
- EVELET'S PENDANT WITH CIPHERS GLOWING BLUISH

TOMMY

This Pendant... what does it mean?

- A MESS OF SCRIBBLES FORM A PHRASE: "MOTH ATE WORDS"

TOMMY (CONT'D)

Moth ate words... Words...?

- PETER IN FULL CLOSE UP LOOKING BACK AT US

TOMMY (CONT'D)

Peter, where are you...?

- A GIRL'S SILHOUETTE IN THE WOODS

KATE

JJ sent me to find you. Found you--

TOMMY

Hold it! Right there!

A silhouetted Kate stands in the Woods. Tommy raises the Notebook, side by side with her - PERFECT MATCH!

KATE

What's going on?

TOMMY

Making any sense out of those drawings is impossible.

KATE

Maybe I can help, let me see.

She gently takes the Notebook and flips the pages.

TOMMY

I'm trying to figure it out how it works. Most of these drawings are so old I don't even remember drawing them. Or what they mean!

KATE

Tommy... What if everything that is happening is happening because you drew it? This one right here shows Kardis almost shooting me--

TOMMY

Hold on, these are just drawings.

KATE

We're following them blindly to find a way home! Maybe all this trouble we're getting into is YOUR fault! Stupid book!

At this point Kate paces like a lion, she's fuming.

KATE (CONT'D)

Did you try undrawing them?!

TOMMY

Undraw is not even a word, Kate.

Tommy watches her, back and forth... back and forth...

KATE

Just do something, anything, I can't stay here! That creep will have all of us killed! Here! Blank pages, try drawing something new!

TOMMY

I tried! Nothing happens! The sketches are showing us our future and I need help sorting them out.

Tommy finds a crude drawing - KATE WEARS HER HAIR SHORT.

KATE

I never had my hair that short.

TOMMY

Not yet. But you will!

KATE

Because it is in your Book or because I will decide it?!

Tommy examines the Notebook page by page and stops. He fixes his eyes on a rough drawing, pants heavily--

TOMMY
 (distraught)
 You should check on the others. Go
 on, I'll be right there.

Kate watches him confused, waiting for him to say something. But as Tommy ignores her, she moves away. We finally see in the Notebook what has Tommy so spooked--

- TOMMY LIES OVER A POOL OF BLOOD, PRESUMABLY DEAD. A BOY IN BLUE ROBES STANDS NEXT TO HIM WITH GLOWING HANDS

Tommy rips off the page, tucks it in his pocket and moves along, past an unnoticed Locke hiding in the forest...

EXT. FOUR SEASONS FOREST / AUTUMN - SUNRISE

Tall, vivid green trees sway in the wind. Beneath them, Steiner, Locke and the Lost Kids plough through the dense forest.

CREAK! Tommy curiously notices the odd sound and looks down. His foot lies over a golden-brownish dry leaf. He cranes his head up -- tree tops are still green --

JJ turns Tommy's head up front at the trail...

The forest ahead gradually changes from green trees to dark brown and red ones, no moss in the trunks. Golden leaves fall from the trees, covering the whole trail.

TOMMY
 This is unbelievable...

As JJ sighs, a hot puff of air comes out. Kate shivers, the temperature has dropped considerably.

STEINER
 Welcome, younglings... to the Four
 Seasons Forest.

It's definitely Autumn, no more leaves up on the trees and the CHILLING WIND cuts through the trail.

SARAH
 -- starving, walked all night,
 infernally hot one moment, chilly
 the next. It can't get any worse!

It starts to rain, to pour as if heaven is falling.

SARAH (CONT'D)
 Before anyone says it, this isn't
 my fault, it's just a coincidence!

STEINER
 It could be worse, Sarah, we're
 fortunate not to have to cross the
 Winter to reach Lowell.

There is a lightning flash now, with a tooth-rattling THUNDERCLAP right on its heels! It startles JJ and she stumbles -- but James takes her arm, preventing the fall--

JAMES

You okay? (she nods) You sure?

JJ looks up at him and smiles.

EXT. FOUR SEASONS FOREST / CLEARING - MORNING

Locke leads Steiner and the Lost Kids out of the woods. They are all ragged, drenched and out of breath.

JJ sees smoke down in the horizon, she points at it.

Steiner gasps fearing the worse. He goes through his bag and pulls out a small spyglass.

TOMMY

Something wrong, Steiner?

Steiner, speechless, slack jawed, hands him the spyglass.

SPYGLASS POV: Hell on earth -- Buildings and wooden shacks burn to the ground. Peasants panic, run for cover, farm animals flee, docks and ships shatter and explode.

TOMMY (CONT'D)

How could this happen?

STEINER

That's Lowell. He burned an entire village just to corner us.

TOMMY

Who would do that?

SPYGLASS POV: KARDIS watches Lowell burn. He turns around and saunters away. A dark shadow amidst the flames.

Tommy stumbles back, his heart pounding so hard it hurts.

STEINER

Do not tell the others. We should follow the river, might be lucky to find a fisherman's boat or a ferry. It's our only chance--

FRFF! A distant yet loud RUFFLING.

SARAH

Oh God! It's a bat! I hate bats!

JAMES

It's just the wind, no big--

FRFF! JJ shudders, whatever it is, it's closer...

KATE

That's no wind, James.

SARAH

Shouldn't we go? (beat) Like, now.

FRFF! Steiner hauls the girls closer to him.

STEINER

Children, stay close to me.

Locke winces in fear, slowly starts stepping away, for the moment unnoticed.

A SHOT RINGS OUT -

Then another... and another... WHIZZING past Steiner and the Lost Kids!

JAMES

Shit! Son of a bitch!

STEINER

Crass choice of words but I must agree with the sentiment! RUN!
Follow the river, do not stray!

The Lost Kids run for their lives as Akkadian Knights pepper out of the woods.

EXT. FOUR SEASONS FOREST / AUTUMN / ABER RIVER - DAY

Peaceful -- a slow-moving river cuts the forest as the light rain gently drums down on the water.

A vivid flash of lightning lasts long enough for us to see a wooden ferry tied up by a small wharf.

Steiner breaks out of the woods leading the Lost Kids.

STEINER

Get the ropes, Locke, help me--

But Locke is nowhere in sight... Steiner seethes!

STEINER (CONT'D)

Coward. The ropes, boys, quickly!

Tommy hurriedly jumps on the wooden wharf and handles the rope. James is the first aboard the ferry.

Steiner grabs the poles and throws them over to James.

AMIDST THE TREES, Akkadian Knights race towards the Lost Kids -- we go past them to where Locke hides, watching the action unfold, clearly unhappy.

He looks at the Lost Kids, then stares down at the poem in his hand, curses. He tears away from them, to safety.

James holds the ferry steady as Tommy nervously helps Kate and JJ hop aboard.

Sarah falls behind. A sudden RUMBLE comes from the woods--
BRMM! BRMM! approaching, closer and closer.

SARAH

What is it now for God's sake-

BRMM! Sarah stands quietly, too frightened to move, or cry out, engulfed by a looming shadow.

RZZZT! She peeks over her shoulder --

BARTHOLOMEW, a massive barrel-chested ROBOT GOLEM towers over her, 9 feet high, glowing red eyes, rusted. It carries a pile of wood and innocently stands still.

An awkward beat as neither of them move. Eyes on him, Sarah warily and slowly extends her index finger--

-- touching Bartholomew with curiosity -- it startles him and he steps back dropping the wood.

BARTHOLOMEW

Rzzt. Please don't touch.

SARAH

Shoot! IT SPEAKS!

MEITAL (O.S.)

Bartholomew, you pile of bolts, don't just stand there! They are taking my ferry! Stop them!

Tommy drops the rope, scared to death, eyes fixed on-

MEITAL, a boy around ten years old, blue robes, straw pointy hat, long wooded staff, eyes that are bright and intelligent.

MEITAL (CONT'D)

What's going on here?!

Bullets explode around Meital! One puts a hole in his hat! Some SPARK off Bartholomew harmlessly! Sarah runs away, bullets whizzing! Meital and Bartholomew take off after her, all three heading toward the Ferry-

Up high, perched on a branch, a FIGURE watches the action dangerously unravelling.

SARAH

They are trying to kill us!

MEITAL

Very perceptive, Miss! Keep running! I'll try something.

Meital swings his Staff and a focused flame suddenly stabs forward! The Akkadian Knights swerve away from the flame, as it pierces the trees ahead.

MEITAL (CONT'D)

That worked! It worked? Uh-oh!

The fire actually lights up the forest - blowing the Lost Kids' cover, that now can be seen clearly through the rain. They are sitting ducks in a shooting gallery.

The Akkadian Knights take aim, fingers on the trigger when -- a bola flies out of the dark and entangles the rifles, bringing them down. BAM! BAM! BAM! They all miss-

Sarah stumbles on the muddy ground. JJ widens her eyes and leaps back on the riverbank to help her!

KATE

JJ! Don't! Come back!

An Akkadian Knight tracks JJ with his Rifle - CLICK!

JJ short stops, a deer in headlights - bullets kick up dirt leading up to her... then it stops a feet away--

A black gauntlet holds the smoking barrel up and yanks the rifle away. NIGHTMARE rains down a flurry of punches and the Akkadian Knight hits the ground, writhing.

The other Knights turn their attention to Nightmare...

TOMMY

You've got to help him, Stein!

STEINER

He's a paid assassin!

TOMMY

He saved JJ!

Steiner grunts but his conscious gets the best of him. He jumps off the ferry and quickly reaches Sarah and JJ.

SARAH

Not real, it can't, not, not real!

STEINER

Stop babbling incoherently and start running, young lady!

Steiner gets JJ and Sarah up and running toward the ferry-

NIGHTMARE

We must cover the girls, Steiner!

Nightmare unsheathes his sword, Steiner joins him. They charge against the Akkadian Knights, as they reload-

Nightmare attacks with a series of vicious and precise blows while Steiner parries, glissades and disarms with elegance and perfect form.

Meital is helped aboard by Kate as Tommy struggles to keep it steady.

Bullets ricochet off Bartholomew as he shields Sarah and JJ. They run like hell through muddy, slippery terrain. And close behind, a swift gang of Akkadian Knights.

JAMES

Don't jump aboard! Watch it!

Sarah can barely hear James over the noise of the rain.

SARAH

Jump?! You'll catch me!?

In the nick of time the two girls leap aboard! Their landing is disastrous; everyone works to keep the ferry steady! It swerves here and there, almost turning over.

JAMES

I said do not jump aboard!

SARAH

You said you'll catch me!

JAMES

I said watch it! As in danger coming your way oh shit! Watch it!

Bartholomew plasters two Knights and they tumble into the river. He comes aboard as Nightmare and Steiner jump and-

James and Kate shove off with the poles, the ferry rapidly slides out into the river, disappearing into the misty rain.

An instant later the water is peppered with bullets.

Steiner levels his Rusty Sword at Nightmare as he aims a pistol directly between Steiner's eyes.

STEINER

You touch one of 'em kids and I swear to you there will be hell to pay. You understand me?!

KATE

Enough! Steiner, put it down! He helped us, don't you see!?

Steiner begrudgingly obeys. JJ gently lowers Nightmare's pistol, he doesn't offer any resistance.

Meital straightens his hat. Tommy finally takes a good look at him and suddenly staggers back, his breath coming short. A rush of thoughts through his mind.

KATE (CONT'D)

Tommy? Are you okay? Tommy!

Tommy stares at Meital -- BLUE ROBES, POINTY HAT -- The same BOY featured in HIS DEATH'S SKETCH.

Tommy suddenly recoils back!

TOMMY

No! No, no, no! Stay away from me!

MEITAL

Hold him! He's gonna stumble off--

Kate, JJ and Sarah try holding him. Tommy tears away from them, falling as he trips free.

TOMMY

Don't touch me! Get away from me!

A distraught Meital approaches.

MEITAL

I can help! Stand still, hold him!

Tommy glances at Meital with disbelief.

On his hands and knees, he reels as the world spins. Sweat pours off him as a pressure builds inside his skull, too much for him to handle.

Pale as a ghost, Tommy pitches forward and blacks out.

EXT. FOUR SEASONS FOREST / WINTER - DAY

ON TOMMY, as he is carried unconscious by Bartholomew--

CLANG-CLANG-CLANG--

Tommy's eyes flickering open... He looks down weakly to see Sarah knocking on Bartholomew's rusted armor...

SARAH

So, is this ugly thing some kind of giant robot from the future?

BARTHOLOMEW

Rzzt, I'm not from the future.

Tommy props himself up, uneasy. JJ rides on Bartholomew's back and opens a big smile when she sees Tommy awake--

Kate rubs her arms, shivering. She trudges next to them.

KATE

Hey sleepyhead, you okay?

TOMMY

What's going on?

From a cliff, we see our heroes below struggling against a thin blizzard through the lower woods.

The forest ahead buried in snow. White flakes swirl all around them.

TOMMY (CONT'D)

It's snowing... Hey, stop! Stop!

Bartholomew stops and lets Tommy down on the ground, still dizzy he trips but Kate holds him gently--

TOMMY (CONT'D)

(whispered aside)

Where are we going?

KATE

Meital said he can lead us out of the Winter. Where else...

Meital properly bows and swiftly moves his Staff--

MEITAL

Allow me, my name's Meital and wizardry is my specialty!

A flower starts to germinate right off the snowy ground.

Tommy steals a glance at Meital, not convinced--

Suddenly the flower takes the shape of a Carnivorous Plant, viciously snapping around!

TOMMY

Stay back! Are you crazy?

MEITAL

I'm getting better, last time all I got were thorned ivies.

Nightmare grabs Steiner by his shoulder.

NIGHTMARE

We can't stop or they will freeze to death. We must go on--

Steiner, hand on his sword's hilt, shoots daggers at him--

STEINER

Don't think for a second we're pals. I have my hands full now but I will deal with you later.

(turns to the Kids)

Children, we do not stop until nightfall. Move along now...

The Lost Kids move off through snow, looking tired, hungry, and miserable--

Poor JJ, frightened and freezing, now walks next to Tommy. He puts his arms around her, keeping her warm--

Kate watches them thoughtful and intently - James pulls her a few yards back, jealousy in his eyes.

JAMES

Is there something going on between you and that pipsqueak?

KATE

You should be worried if there's still something going on between us. You don't care about me! Always putting yourself first --

JAMES

We all put ourselves first! I thought you learned that already from that drugged up father of yours.

KATE

You can be a real jerk, you know that!? You don't even like me, James...

JAMES

Don't, don't do that. I like you!

KATE

That's it? "I like you"?

Kate's eyes go icy, she wants an answer and a damn good one. But James remains silent, stone faced, lost.

Suddenly her hardness cracks. She is on the verge of tears and doesn't want him to see them. Kate turns away and picks up her pace to join the others.

SARAH

Hey, don't let it get to you-

Sarah wraps Kate in her arms, offering some comfort...

EXT. FOUR SEASONS FOREST / SPRING / CLEARING - DUSK

The forest gleams in the low rays of the late afternoon sun... green, gold, purple, a multitude of colors. A crystalline pond reflects hundreds of fireflies hovering.

STEINER

We camp here tonight.

The Lost Kids collapse onto the grass...they are muddy and exhausted.

SARAH

Oh, thank God! I'd love a bed, I'm hungry, I need a shower!

Tommy ignores her whimpering and moves away, sotto--

KATE

Hey... It's ok, we'll be fine.

TOMMY

What if we won't Kate? What if there's something bad in that Notebook, something that will happen if we follow those clues?

KATE

How about we get through this scrape first, then worry about the next one later, huh?

Tommy isn't convinced, but this moment with Kate, having her there, makes it all worth -- he nods reassuringly.

KATE (CONT'D)

Meital will be leaving us soon. Why don't you show him the book?

TOMMY

I, huh, I don't think it's a good--

Kate snatches the Notebook with determination. Tommy chases her and grabs her by the arm reaching for the Notebook--

KATE

Let me go right now.

Tommy immediately releases her, clearly intimidated.

Kate opens the Notebook on one of several Pendant's sketches and shows it to Meital.

KATE (CONT'D)

We're looking for this... And where it leads to.

Meital, giddy as a school boy, rifles through the Notebook, sketch after sketch...

MEITAL

This is incredible! Samarkand! How did you draw this?!

TOMMY

I need you to stay away from me--

Tommy storms off, on the verge of crying, panicking.

MEITAL

Tommy! Wait! What's the matter?

EXT. FOUR SEASONS FOREST / SPRING - CONTINUOUS

Meital catches up to Tommy - who turns around anguished, tears falling down his face.

MEITAL

I know how all of this can be
overwhelming, but I can help.

TOMMY

Help?! You want to help?! Then
leave!! Stay away from me!

MEITAL

The quest for Samarkand is not
just a meaningless task. Men would
kill over the smallest of clues
and that book of yours--

TOMMY

(interrupting)

Exactly! Everything in that
Notebook, it all happened. Which
means this will happen too!

Tommy extends his hand and shows Meital the crumpled
sketch with his supposed death in it.

TOMMY (CONT'D)

For everybody to return home, I
have to die -- by your hands!

MEITAL

I don't know what so say. Perhaps
not everything must happen
according to the book. There are
other forces at work in this
world, Tommy. I won't kill you.

TOMMY

You said it yourself men would
kill over clues to Samarkand--

MEITAL

Not me! If I was ill-intentioned I
could have had Bartholomew steal
it from you by now. Whatever power
you seek in Samarkand, you'll need
a wizard to unlock it. If you
trust me, I can help. Don't bind
your fate to a drawing, Tommy.

Tommy, struck by his honesty, finds meaning and nods.

EXT. FOUR SEASONS FOREST / SPRING - CONTINUOUS

By firelight, we see Steiner dropping an armload of wood
for yet another camp fire. Meital and Tommy return.

Meital opens the Notebook and begins to thumb through it.

MEITAL

This is the Akkadian Pendant, and
if these drawings are correct, the
key to Samarkand, the lost city--

TOMMY

Locke found a poem about the Deors. He said something about being the second "marker" and if interpreted correctly it would reveal the location of Samarkand.

SARAH

Right! He also said something about "fiery eyes" to interpret the poem, perhaps the Pendant is the first "marker" then?

Meital recklessly swings his staff over the wood and a tongue of fire spits up. It sends Meital hopping back--

MEITAL

Hmm... Interesting. Then using the Pendant, one can find the location of Samarkand within the poem. Rather clever--

Steiner arches over the small fire and balances a frying pan over it. Tomatoes and beef jerky SIZZLE...

JAMES

Wait a damn second. Why are we looking for this city? What's there in Samarkand?

MEITAL

Nobody really knows. Apparently it's a city so beautiful it would reflect the moonlight as a shining beacon in the open sea... and it's also the resting place of the Deors and their secrets. You see, the birth of magic is shrouded in mystery and there is a theory the Deors are behind it, if they indeed were real.

Everyone huddles over the fire, fighting the cold--

BARTHOLOMEW

Rzzt, what happened to them?

MEITAL

It's just a legend but it seems a terrible illness spread among them, none survived.

SARAH

Locke thinks they might have left, maybe to another world, our world.

The frying pan moves from hand to hand as the Lost Kids finally eat. So fast they are left licking their fingers--

MEITAL

In any case, Sarah, they are folklore. Never anything was found about the Deors. How can such advanced culture vanish without leaving any evidence behind?

TOMMY

But Locke found that poem! And everything in that Notebook has been true! So is the Pendant!

MEITAL

That poem was banned from the Kingdom. Nothing else orbits around it but trouble.

SARAH

It's our best hope for a ticket home! We find the Pendant, we get the poem back from Locke and we reach Samarkand!

NIGHTMARE

I can track him down.

STEINER

The hell you can! You're done here, pack up and leave.

NIGHTMARE

You're welcome to try and make me.

KATE

Stop it you two, learn to live with one another. All the help we can get is welcome. Where's the Pendant?

MEITAL

Evelet keeps it with her at all times, it's an Akkadian heirloom.

STEINER

Locke has it. I saw him steal it from Evelet, that rat.

Tommy smiles knowingly at a drawing of a two story building with a hanging sign: "HAWKEYE'S TRADING CO."

TOMMY

Safe to say at this point we can start our search here, right?

NIGHTMARE

That's a transport company in Catalina Anchorage, it's a good start, we can hire an airship there to take us to Mitani, that's where Locke will be.

EXT. CATALINA ANCHORAGE - NIGHT

A dank and dirty port, with its cantered, rotting docks, weatherbeaten buildings and cobbled streets, a city of traders brimming with the scum of the kingdom.

Our heroes move warily through the crowd, towards the two story building - "HAWKEYE'S TRADING CO."

INT. HAWKEYE'S TRADING CO. - NIGHT

A dark, smoke-filled, noisy saloon. The patrons sit in small shadowy groups around the room, cards and chips fly off tables and bourbon flows abundantly.

Tommy barges in through the doors. Music stops, chatter ceases, the place goes dead silent--

A WAITRESS dressed in can-can attire drifts closer--

WAITRESS

Are you lost, sugar?

Nightmare enters, drawing gasps around - his fame precedes him. Steiner and James enter swiftly behind.

NIGHTMARE

He is with me.

TOMMY

We're looking for transportation to Mitani, madam.

WAITRESS

Sorry, sweetheart, but you'll find only booze here. There's the door.

STEINER

Madam, please don't insult our observation skills. There's a sign just outside.

Meital waltzes in and stops short, "uh, oh" - a repulsive DRUNK stands up.

DRUNK

The sweet lady asked nicely.

Everybody gets up from their tables, the BARMAN ducks behind the bar and the Waitress tears away.

Kate, JJ and Sarah peek through the window from outside.

The Drunk reaches for Tommy's collar but James aggressively grabs his arm first --

DRUNK (CONT'D)

Better let go, lad, very big mista-

WHAM! James punches him. The Drunk slips, falls into a table --

STEINER

Oh dear, that was a big mistake.

-- and A SALOON BRAWL starts! Belligerent drunks looking to have a good time. Sore losers pocketing chips as they fly all over. Marked men happy to take on Nightmare --

James ducks a punch that hits Steiner.

STEINER (CONT'D)

(returns the punch)

Look at this debacle!

MEITAL

Bartholomew, GET IN HERE NOW!

Bartholomew EXPLODES through the doors! The melee stops as everyone drunkenly staggers and stares.

CREAAAAK! All eyes turn over to Sarah stretching through the window, reaching for a half eaten banana.

A half-empty bottle flies across the room and SMASHES in some poor Drunk's head.

Everyone steal glances at each other, the old whodunnit--

WRAM! PANDEMONIUM! The Brawl starts all over again!

KATE

You couldn't wait, could you?!

SARAH

(eating the banana)

I never skipped a meal before! One could very well develop hypoglycem-

They duck just in time to avoid a flying chair.

Tommy slips off, towards a back flight of stairs. The door on the second floor flies open hitting Tommy flat on his face!

PETER

Elliot!? Izzat you?

PETER FOWLER steps out of the room. Tommy takes his hands off his bruised face. Now they look at each other.

PETER (CONT'D)

It is you! What you doing here!?

TOMMY

What the hell are YOU doing here!?
My nose, shoot, Peter, watch it!

BLAM! A shot towards the ceiling stops everyone all at once. Then the smoking pistol trains at Steiner!

A knee-jerk reaction from Nightmare as he levels his pistol at none other than PRINCESS EVELET!

Everybody in the Saloon draws Pistols at him. Tense...

EVELET
(bitterly)
I suggest you leave, Captain. You shouldn't have come here.

She holsters her pistol and signals everybody to do the same, they promptly obey. Evelet owns the room, she looks more mature, but she's the spitting image of Kate.

TOMMY
Wait! We need to talk to you!

EVELET
Not interested.

Kate shows up at the hole that was once the front doors--

KATE
We really need to talk.

Evelet sizes her up and down, intrigued.

EVELET
I'm interested.

INT. EVELET'S OFFICE - NIGHT

Steiner, James, Kate and Tommy stand before a wooden desk in a crude office. Evelet sits with her feet up.

EVELET
Who the hell are you?

KATE
I'm Kate. Me and the others, we just want to go home, please, you must help us.

STEINER
My dear princess, if you could--

Evelet has a deadly look; she is out to hurt him.

EVELET
Don't call me that. I'm not your Princess! You know what you did to me!? I looked up to you like a father and you were ready to turn me in to that sick son of--

JAMES
Hey! Enough with this! You're wasting our time when we should be heading to Mitani already!

EVELET

Then find someone else. I don't fly into Akkadian air space.

A KNOCK interrupts them.

EVELET (CONT'D)

Come in!

Evelet's first mate, a mouse of a boy (17), ECHO comes in-

ECHO

Lady Ashe, sorry to interrupt but Genji is here with the "shipment."

STEINER

Evelet! Tell me that's a legitimate cargo! You couldn't possibly be smuggling shipments!! I did not raise you to become an outlaw, young lad--

Evelet stands up. Fierce and regal.

EVELET

Captain! That's enough! I'm not a little girl and I won't have you preach me anymore. This is the life I choose! Now if you'll excuse me, my business needs me.

KATE

Hold on a sec! We can't go back home without Locke and that Pendant! You have to help--

EVELET

Locke? That's your business in Mitani? Go after that scumbag and steal back MY Pendant? Steiner, you knew about this?!

Steiner, caught off guard, can only nod in agreement.

EVELET (CONT'D)

That Pendant belonged to my mother! You have no right! Here's my advice, Kate, find a rock and crawl underneath it because he won't ever stop looking. Ever.

Kate takes this in, hard.

EVELET (CONT'D)

And leave my damn Pendant alone, I'll get it back soon enough!

Evelet, grimacing in exasperation, storms out the door like a locomotive.

EXT. HAWKEYE'S TRADING CO. / RAILED PORCH - NIGHT

Meital creates bright fireflies out of thin air. They fly off onto the street and Bartholomew chases after them.

JJ has her hands cupped. Bartholomew curiously peeks. He couldn't be more excited! She opens her hands and the magical flaming bug flies off...

Sarah eats a pear. In Peter's hands, the deck of cards, restlessly shuffled and reshuffled--

PETER

Is this your card?

Sarah nods and sighs, bored. She takes a savory bite.

SARAH

I hope we can go home soon.

PETER

I'm not sure if I want to go back, Sarah. I kinda like it here.

Peter pulls Aces as if by touch, magic.

SARAH

Don't be crazy. We must go back, we don't belong here. How did you end up in this pit anyway?

PETER

I woke up at the docks back in Akkades and snuck into a ship. Evelet's airship. I thought she was my sis and then she took me in her crew. This is a whole new world, Sarah, a new start!

SARAH

You really want to be living on a ship, doing magic tricks the rest of your life!? You got to be smart, Pete, get yourself an education, go to college --

PETER

You're repressed Sarah, lighten up! College?! Look around ya!!

JJ can't stand them bickering and drifts away. She sees Nightmare standing in a corner, peeling an orange.

NIGHTMARE

Feels like you don't belong, huh kid? That makes two of us...

JJ nods in agreement. JJ and Nightmare stand quietly next to each other. He shares his orange with her.

INT. HAWKEYE'S TRADING CO. - LATER

Evelet shakes hands with CUSTOMER. Peter by her side--

EVELET

Get the Highwind ready, round up
the crew, check inventory, charts,
the works! Thanks for sticking
around, Peter. Come on now, scurry--

Peter nods obediently and darts off past Steiner.

EVELET (CONT'D)

Still here, Captain? What is it
now?

STEINER

I know I did you wrong, my
princess, I see now what terrible
monster Kardis is. Perhaps by
helping Kate, I can, in my heart,
atone some of my mistakes. That
young lady does not deserve the
very same fate you run from just
because she resembles you.

Same old, same old to Evelet -- but the way he phrased it
sparks an idea and a sudden change of attitude.

EVELET

We leave in two hours, have them
change clothes, I don't want to
draw any unwanted attention.

STEINER

Thank you, that is very honorable
of you, Evelet, you know that? I'm
proud of you, milady. Thank you.

Evelet signals to Echo, he quickly approaches.

EVELET

This could really save my neck,
Echo. Send word to Akkades. Tell
them the girl will be in Mitani.
If Kardis wants a Princess, I'll
give him one.

ECHO

And what if he goes after you
instead? Maybe it's best you sit
back on this one, ma'am.

EVELET

No. I want to be there. I want my
Pendant back. Let Locke know too
that everybody's coming for him.
With any luck, they will all keep
each other so busy, I can steal
the Pendant back with no effort...

EXT. CATALINA ANCHORAGE / SKY DOCKS - MORNING

High up a steep hill, over-looking the town, are stone arched wharfs harboring hundreds of flying ships of every shape and size.

Wooden cranes tower over the Airships -- sailors scramble to load them with livestock, crates and other goods.

THE HIGHWIND is a beauty. A 110 foot-long Galley like it had been weathered on rough skies for years.

A mess of wires and rigid ropes suspends the cylinder shaped balloon with multi-plane fins. Two main masts are attached on each side with white sails - a cross between a pirate ship and a zeppelin-

ON DECK, Evelet oversees the loading --

EVELET

Quickly now you lazy rats! Load that cargo! Come on now!

ON THE WHARF, Nightmare leads Meital, Bartholomew, James, Peter and Tommy as they scurry along and sigh with amazement at the sight of the *Highwind*.

Steiner arrives with Sarah, JJ and Kate. They have all changed into Medieval clothing. Kate wears her HAIR SHORT, looks really cute.

TOMMY

Wow, Kate! You look really, you do-

KATE

Thank you. I figured looking like Evelet only got in me trouble, time to put an end to it. Sort of.

Steiner steps between them ruining the moment, and starts shoving Tommy up the gangway. Kate chuckles and follows.

EVELET

Cast off those lines! Rouse the watch forward and weigh the anchor, sailors!

EXT. HIGHWIND - SAILING - DAY

ON THE POOP DECK, Peter nervously steers the wheel.

EVELET

Bear six points starboard.

Peter turns the wheel, adjusting course. The ship leans--

EVELET (CONT'D)

Quite good, Pete. Doing just fine.

ON THE PROW, Tommy watches the deck -- Steiner gives sword tuition to James, the girls huddled together seem to be getting along, finally a moment of rest --

Tommy reaches into his pocket and removes the crumpled piece of paper - the crude sketch of his own death...

INT. HIGHWIND - HOLD - NIGHT

ON THE LOWER DECK, hammocks are strung up, sailors sleep. JJ, Kate and Sarah lay each in a hammock, side by side. Sarah can't keep still. She ruffles here, turns there-

SARAH

I can't sleep! This is so uncomfortable. (sighs)

KATE

Just close your eyes and pretend you're back home, in your warm bed and fluffy pillows.

SARAH

Can I ask you something, Kate?

JJ quietly chuckles to herself, Kate, vexed, scowls-

SARAH (CONT'D)

Why James? The guy is a jerk.

KATE

He just needs someone, that's all.

SARAH

I get the whole abandoned puppy thing, but you're just as screwed up as he is. You need a good guy.

Awkward beat as Sarah looks over at Tommy snoring out loud on his hammock.

SARAH (CONT'D)

I'm just saying it... Looks like you date James because you're looking for someone similarly broken. Then you get to fix him and put your problems on hold. It's psychology 101, basic stuff.

KATE

Sarah, don't be a wise ass.

SARAH

At least you have someone. I guess I'll end up bitter and alone.

KATE

You got the bitter part nailed, work your way up from there.

SARAH
 Jeez, Beaux, take it easy, I was
 just making small talk...

EXT. HIGHWIND - SAILING - DAY

BY THE WHEEL, Peter steers the *Highwind* smoothly with Sarah by his side when James comes up.

ON DECK, Evelet watches the horizon as Echo coils a rope, but his eyes are on Peter, Sarah and James--

ECHO
 (low voice)
 You better know what you're doing,
 boss. These kids ain't dumb.

Evelet glares back over her shoulder at the poop deck and James locks eyes with her --

JAMES
 Something ain't right. What's in
 it for Evelet?

PETER
 Don't be paranoid. She's ok.

JAMES
 Trust me. There ain't good
 samaritans left in the world.

Sarah ponders these words as she watches Evelet; who looks away clearly conflicted.

EXT. HIGHWIND - SAILING - AFTERNOON

An enormous sun silhouettes the *Highwind* sailing into the distance -- smoothly cutting through the sea of clouds.

EXT. HIGHWIND - SAILING - NIGHT

ON SARAH, wind blowing back her hair as she surveys the distant hills --

SARAH
 Guys, look!

The Lost Kids look off at the elegant stone citadel rising in the distance above the clouds.

EVELET
 Welcome to Mitani, City of Mages.

With an Ottoman architecture, the citadel of MITANI grows upwards, high buildings, domes, towers and arcs make up a crowded skyline. A white porcelain tower works as a lighthouse, welcoming Airships-

STEINER

Do not stray far, young masters.

Tommy turns to Meital and whispers --

TOMMY

What's with sir Rustalot?

MEITAL

Mitani is known for its labyrinth streets. Rather easy to get lost-

EXT. HIGHWIND / DOCKS - NIGHT

Steiner leads the Lost Kids, Meital, Bartholomew and Nightmare ashore. They soon disappear into Mitani...

Echo rushes up to Evelet with fear in the eyes!

ECHO

Ma'am, HE came personally! There, look!

Evelet takes up a Spyglass -

THROUGH THE SPYGLASS, a distant Air Galleon is docked. KARDIS, on deck, glances over his shoulder, back toward Evelet. It's as if he senses her --

EVELET

Douse the lamps! I'll throw the sailor off this ship that makes but a whisper!

Sailors scurry around the ship following her orders and one by one the lanterns are doused.

The wind dies down. Evelet shakes off a chill and walks off the ship, still shouting orders-

EVELET (CONT'D)

Echo, come with me. Everyone else get the Highwind ready for departure. We cast off the moment I return with the Pendant.

EXT. MITANI CITADEL - NIGHT

The ominous and mysterious MAGES loom over the Kids as our Heroes stride through the Narrow Streets.

STEINER

(fatherly)

Do not touch anything, do not talk to anybody and always stay close.

Tall buildings tower above them...lights glow dimly from behind thick curtains.

A Mage strides past our Heroes keeping himself warm with his hands glowing bright orange, fiery.

Another one, a Young Mage, hurries past them at a frantic pace until he trips and falls. Meital helps the boy up and notices his elbow bleeding.

The Young Mage mumbles something and suddenly his hand glows over his bruise, healing it in plain sight. At a moment's notice he's back running down the street...

MEITAL

Astonishing! He didn't use a transmutation item.

PETER

What's a transmutation item?

MEITAL

My staff. Or a pocket clock, maybe a book. Anything that can be used to link the wizard with nature. Magic is nothing more than the command over nature through a transmutation item, we can't create anything from thin air, it is simply transferral of energy from one source to another. This means a healing spell requires sacrificing something in exchange.

PETER

Can you teach me real magic?

MEITAL

I'm still an apprentice. That boy not only conjured a healing spell but he did it without a transmutation item. Without my staff, I can't do magic, I'm powerless...

STEINER

Quiet you two! Don't fall behind!

They quicken his pace as Steiner scans the town, worried.

Our Heroes turn a corner and walk past a BEGGAR drunkenly staggering in an alley.

When they are gone, the Beggar turns and looks up at a roof further down the alley. He waves with his hand. Someone up there waves back.

The Beggar hurries down the street, obviously shadowing the Lost Kids.

Our Heroes pass under a balcony where a lone AKKADIAN SCOUT stands watching them. The Scout nods to some BAD KNIGHTS who are hiding in the shadows of the street.

EXT. TINY SQUARE - NIGHT

Steiner notices movement across them. He scans the square-

STEINER
We're being followed.

There is the CLICK of a pistol being cocked, and then the barrel of a gun behind Steiner's head -- Nightmare's.

NIGHTMARE
They've been watching us since we stepped foot in Mitani, Captain. Their orders are to kill all of you and take Kate with them--

KATE
And you're helping them?! I trusted you!

NIGHTMARE
Kardis wants only you, Kate. I deliver and he won't care about anybody else, I can keep your friends out of harm's way.

There is a RING now, a sword being drawn, and then a blade slips at Nightmare's throat.

LOCKE
Can't let her go with you, oh dark one.

Several Bad Knights begin to converge on them. Nightmare raises a cautionary hand, stopping them--

TOMMY
Locke! You came to help us!

Locke opens a Cheshire Cat grin.

LOCKE
Not really, Tommy. Afraid to say your sweetheart is coming with me to Samarkand.

Nightmare slaps Locke's blade away -- another RING as Steiner swiftly draws his sword, facing Nightmare.

STEINER
Kate stays with me.

LOCKE
Well, we'll see about that.

The point of Steiner's sword moves to Locke.

STEINER
I'll be needing that Pendant now.

RING; Nightmare draws his blade now -- the three men square off against each other.

NIGHTMARE

You take the Pendant, and lead these kids home, Steiner. But Kate stays here. It's the only way Kardis will give up on them.

All eyes on Steiner, waiting for a decision. Except Tommy. He seethes, staring daggers at Locke.

TOMMY

You left us in the woods--

LOCKE

No, I did not.

TOMMY

-- and now you're taking Kate?!

Locke raises his finger-

LOCKE

Not just Kate. I noticed that Notebook of yours too. I wonder why is it so important to you--

TOMMY

Stay back! It's mine!

LOCKE

And when I take it from you, it will be mine.

Locke lowers his guard for a split moment, just enough for Peter to leap forward and snatch away the Pendant around Locke's neck!

PETER

Yes! I got it!

Locke moves his sword to Peter but Steiner and Nightmare cut him off, all three swords clash and lock together--

SARAH

Run, Peter!

Peter glances around and sees Bad Knights coming fast from all directions --

PETER

Run where?!

He throws the Pendant to James like a hot potato as a Bad Knight is inches away from tackling him -- BOOM!

The Bad Knight slumps back as Peter swirls to see --

Nightmare's pistol smoking...

NIGHTMARE

Nobody lays a finger on those
kids! I'll take Kate to Kardis--

The three men unlock their swords and the fight is on.

Meital moves his staff and the first Bad Knight to reach the Lost Kids gets thrown away and flipped by a gust of wind, knocking over more Knights behind him.

Their blades flash and ring as Steiner, Locke and Nightmare go at each other.

STEINER

Run children! Get out of here!

Nightmare shoves Locke back. Locke trips and his sword goes clattering across the tiles. Then he sees:

Tommy and JJ racing away with the Notebook, Kate legs it for a back alley, and James takes off the opposite way with the Pendant in his hands--

Locke is torn; who to chase first?

LOCKE

Dammit!

Now all hell breaks loose! Some Bad Knights split up in pursue and some pounce in on the fight with Steiner, Nightmare and Locke, as they all battle each other.

Bartholomew pummels three Bad Knights to the floor as Peter and Sarah run off between two buildings.

The fight rages. Steiner, Nightmare and Locke find themselves fighting each other and the Bad Knights.

STEINER

Meital! After Kate, go after Kate!

Meital and Bartholomew head down the alleys, splitting ways.

A Bad Knight attacks Steiner; Nightmare blocks the Knight's blow. Not being really grateful Steiner slams Nightmare with the hilt of his sword --

-- Locke times his slash to dispatch the Bad Knight, sending him tumbling over Steiner and Nightmare.

LOCKE

Hah-hah!

Locke tears away. Steiner pushes the dead Bad Knight aside and scrambles to his feet, Nightmare, on the ground, duels with a Bad Knight; he trips the Knight and leaps to his feet.

Steiner and Nightmare stand back to back -- see they are surrounded by Bad Knights.

EXT. BETWEEN THE BUILDINGS - NIGHT

Peter and Sarah run along narrow streets. A Bad Knight right on their heels.

PETER

Run back to the *Highwind*! Sure
Evelet can help us!

SARAH

She sold us out! How do you think
everyone knew where to find us?!

They are coming fast against a 'T' intersection--

PETER

Where am I going then?!

SARAH

Right! Go right!

Peter turns left.

SARAH (CONT'D)

Idiot, your other right!

But Peter already too far just keeps going. Sarah has turned right; thinks about turning back after Peter but the Knight is too close -- She dashes down the alley.

EXT. BETWEEN THE BUILDINGS - NIGHT

Tommy and JJ scramble along the narrow space; and always behind them an angry mob of Bad Knights.

The kids round a corner; JJ spots an alcove -- she shoves Tommy inside and hides behind him...

Moonlight spills into the alcove through the gap as the door is slid open -- Tommy and JJ look through--

The Bad Knights search for them. Checking nearby baskets, forcing doors open and looking into dark corners...

A Bad Knight pauses right beside their hiding place...he stands very still with his head bowed, listening.

ON TOMMY, beads of sweat gather on his brow, JJ stands behind him, peering through in shocked horror--

The Bad Knight leers down at them and grins. His hand moves towards the door when suddenly he is yanked back SCREAMING--

Shadows dance in front of them, SOUNDS of fighting, swords CLASHING and SCREAMING, and a distinctive RZZT!

Suddenly, the door bursts open, Tommy looks up--

Locke is there. He plucks the Notebook away from Tommy.

LOCKE

And now it's mine. Cheers, kiddo.

Locke dashes away past a busy Bartholomew fist fighting with two Bad Knights slashing at him with their swords.

Tommy jumps out of the alcove, fury in his eyes, bent on pursuing Locke.

Bartholomew slams the last Bad Knight standing against the wall; he topples forward knocked out. Tommy and JJ brush past Bartholomew--

TOMMY

C'mon, Bart! MOVE!

Bartholomew sets out after them a little confused...

EXT. SIDE STREET - NIGHT

Kate rushes along the street and soon encounters a five foot wall. She flops over it. Quickly glances around--

Peter runs along a higher street overlooking the side street. Kate spots him--

KATE

Peter! Wait for me, I'll come up!

Peter stops dead in his tracks; turns back towards Kate.

PETER

No no, sis, I'm coming down!

KATE

STAY THERE!! I'LL COME UP!

Too late as the Bad Knights vault over the wall landing on a crouch, giving Kate enough time to take off.

Peter darts after her; they run parallel to each other but on different street levels.

ABOVE, Peter watches the Bad Knights gaining on Kate. He looks up front and sees an overpass cutting above them--

PETER

Kate! Hurry!

Kate is hurrying, doesn't it look like she's hurrying?

Peter races, even faster; reaching the overpass before Kate. He flattens out on the ground looking down on her--

-- stretches his arms out, looming over the side street.

PETER (CONT'D)
Here, hold on tight! Up we go!

As Kate shoots beneath Peter, she reaches for him, their arms lock together; he pulls her up, but still not enough, she dangles there, over the Bad Knights.

PETER (CONT'D)
Oh, you're heavier than you look!

Kate peers down, a Bad Knight crouches to pounce--

KATE
PETER!

-- just as Peter summons his strength and jerks Kate up onto the overpass. The Bad Knight springs, but too late.

KATE (CONT'D)
You ass! I'm not heavy!

Peter pulls her by the wrist and they both take off.

EXT. SMALL COURTYARD - NIGHT

Tommy arrives at the courtyard, eyes darting from side to side, not exactly sure where he's going. Not a single soul in sight. JJ and Bartholomew show up after him--

They can hear the sound of running footsteps, but too faint for them to identify where it's coming from.

TOMMY
It's getting louder. Coming our way. Bart, get ready--

But to their relief the footsteps belong to Peter and Kate, breaking out of a sideways entrance.

TOMMY (CONT'D)
(out of breath)
Locke took the Notebook!

KATE
How could you let him take it?! We are never going to find him here!

TOMMY
It's not like I gave it to him!

PETER
At least James has the Pendant--

EXT. ARCHED BRIDGE - NIGHT

James races across the bridge; Sarah shoots past underneath him, followed swiftly by the Bad Knight.

SARAH
Ja-a-ames! Help!

Trapped. Sarah reaches the back end of the alley. The Knight grins, draws a sword, advances on her--

UP ON THE BRIDGE, James reluctantly glances around, spots an earthen pot, considers, then--

SMASH! The Knight is knocked off cold by the heavy pot.

James sees three Bad Knights rushing behind him. He turns and sees Locke coming across the bridge in front of him, sweaty and out of breath. James mouths a curse.

LOCKE
Come on, kid, all I want is the
Pendant back.

DOWN IN THE ALLEY, Sarah watches them.

SARAH
Don't give it to him!

Sarah's shout sparks an idea. James leans over the ledge--

JAMES
Heads up, Sarah!

James tosses the Pendant to Sarah, she fumbles it; CLANG!

SARAH
I wasn't ready!

James slumps in dismay and grunts annoyed.

Locke registers the Pendant on the ground. His eyes bulge out at the sight of a hand reaching for the Pendant--

EVELET (O.S.)
I'll take that.

LOCKE
Evelet! STOP! Stay right there!

Evelet cranes her head up and waves at him graciously.

EVELET
I'm reclaiming abandoned property,
Locke. Bye bye now...

James and Locke simultaneously set off after Evelet but--

-- the Bad Knights advance on them; Locke flails and feints and two Knights lunge and slash.

The third Knight swings the sword at James; he dodges the first blow and ducks the second -- TWHANG! The sword quivers, buried into the ledge.

JAMES

Sarah! Get the Pendant back!

The Bad Knight tugs on the sword a few times -- it is really stuck in there. He looks at James; it finally sinks in "James is just a kid", he grins...

SARAH

James! Look out!

The Bad Knight grabs James from behind and tosses him onto the ground like a rag doll.

Locke finally gains the upper hand and dispatches both his Bad Knights with one swift stroke. He races away--

The Bad Knight lifts James by the collar readying a punch when suddenly he loses his footing, slips backwards and falls onto a strip of ice-

Meital rushes to the Knight on the ground and hits him in the head with his staff -- the fight is over.

MEITAL

Granted I tried to freeze him, but not bad, not bad at all.

JAMES

You are handy, little guy.

EXT. TINY SQUARE - NIGHT

Nightmare and Steiner square off against the two remaining Bad Knights -- they are quickly defeated.

The two men then turn against each other, trading feints, thrusts and parries with lightning speed. Nightmare effortlessly overmatches Steiner.

Nightmare has had enough and locks their swords together--

NIGHTMARE

You can't beat me, Steiner.

To prove his point, he wrist flicks his own blade, sending Steiner's sword away and cannonballs the other fist into Steiner's stomach. Steiner folds.

NIGHTMARE (CONT'D)

We both want to keep the kids safe. Now, you can either help me or you can stay out of my way.

Nightmare holds the hilt of Steiner's sword out and watches coolly. Steiner takes it. Glares at Nightmare, considers what he'll do next and then sheathes his sword.

EXT. HIGHWIND / MAIN DECK - NIGHT

Evelet shoots up the gangway with a grin.

BLAM! BLAM!...THUMP...

A chill goes down her spine. Evelet knows even before--

KARDIS (O.S.)
Bleak mist, is it not my Princess?

Evelet whirls around straight into KARDIS, pistol still smoking, a Sailor on the ground - dead.

EVELET
No, stay away! You have Kate!

KARDIS
But it's you I want. You're strong, powerful, a leader. You're special Evelet. Truly special...

Kardis closes on her --

CLICK! A pistol is rammed on his back -- LOCKE, out of breath and sweating as if he ran ten miles in a minute.

KARDIS (CONT'D)
Rash. Very foolish to have come here, Locke.

LOCKE
She goes free, Kardis. You got the kids, you don't need her, dammit.

Pistol trained, the two men circle each other.

KARDIS
Let's say I don't put all my eggs in one basket. That silly girl is my spare in case this little bird here decides to fly off again.

Kardis grabs Locke's wrist, pulls him intimidatingly close and presses the pistol against his own chest.

KARDIS (CONT'D)
We both know you won't shoot--

BOOM! Locke SHOTS HIM CLEAN OFF THE SHIP!

LOCKE
Sorry pal, you creep me out.

Evelet hits Locke with a solid right to the jaw and yanks out her pistol! He rubs his jaw and smiles up at her.

LOCKE (CONT'D)
A "thank you" would've been nice.

EVELET

You left me on an damn island!

LOCKE

You needed a good kick in the butt. Look how that worked out for you. Your own ship, a crew--

EVELET

It was wrong, Locke. Leaving me...

LOCKE

Look, I did what I did. I don't expect you to be happy about it but if I hadn't, you'd be back in Akkades trapped up in some ivory tower. Get over it, sweetheart.

EVELET

(hopeful)

Why are you even here?

LOCKE

Isn't it obvious?

Locke smiles demurely, takes his time. Evelet softens, leans forward, eyes locked...

LOCKE (CONT'D)

I want that Pendant. I'll make you a deal.

Evelet is pissed. She cocks her gun--

EVELET

Here's a deal, leave now and I won't blow your head sky high.

Offhanded, Locke swats her gun away and kisses her. She staggers back but caves, kissing him back.

They break the kiss--

LOCKE

Now can I have the Pendant?

Evelet seethes! She swings at him again with her right, but this time he catches her at the wrist.

LOCKE (CONT'D)

We had a nice moment there, don't spoil it, Evelet. Now, give me--

Then he stops, hearing something. Evelet breaks free of his hold and notices his attention somewhere else.

EVELET

What is it?

Locke shushes her. The airship groans, shudders. He frowns and grabs Evelet by the wrist.

EVELET (CONT'D)

Let me go, you swine!

Evelet finally stops flailing when she sees black smoke rising from the cargo hold; her face falls... Locke dashes down the gangway pulling Evelet by the arm--

EXT. MITANI CITADEL / DOCKS - NIGHT

KA-BOOM! The *Highwind* explodes in a BALL OF FIRE!

The explosion sends Evelet and Locke flying, backlit by the twisting squall of flame, hot debris raining.

Evelet lies on the ground, gasping for air. A shadow falls across her and she looks up:

Looming above her and Locke is Kardis. Back beyond him are about thirty Akkadian Crimson Blade Knights.

EVELET

That's impossible. What are you?!

Kardis produces a thick steel plate off his chest where a bullet is lodged and throws it on the ground.

KARDIS

Someone who plans ahead.

Knights grab Evelet and Locke off the ground. What little struggle they can put up is overwhelmed by sheer force.

KARDIS (CONT'D)

Such a feisty nature. I must admit I couldn't have done all this without you, my princess.

A jerk of his head, and Evelet is taken away.

KARDIS (CONT'D)

The thief too.

LOCKE

Why? You wanna wine and dine me?

WHAM! Kardis puts him away with a devastating right hook.

KARDIS

Take him to the brig.

EXT. AHRIMAN'S REVENGE - SAILING - NIGHT

What is left from the *Highwind* burns as the formidable Dreadnought *Ahriman's Revenge* turns out to the sea of clouds - Crimson Knights lead Evelet along the deck to the captain's cabin. Locke is hauled down to the brig.

EXT. MITANI CITADEL / DOCKS - NIGHT

The *Highwind* is an inferno. Echo and about half a dozen sailors, bruised and smoldered, watch the flames from the docks...

Steiner and Nightmare race along the docks--

STEINER

The Kids! Where are the Kids?

As if on cue the Lost Kids come running from the opposite direction led by Meital and Bartholomew.

Kate registers Nightmare and marches toward him fuming, ready to take action but one chilly stare is enough to stop Kate dead in her tracks.

NIGHTMARE

The situation has changed. That madman needs to be stopped once and for all.

STEINER

We are going to take all of you kids home. Together.

TOMMY

Locke stole the Notebook, Steiner.

STEINER

But the Pendant?

JAMES

Evelet took it.

ECHO

And they are both gone.

NIGHTMARE

With Kardis?

(Echo nods)

He's not after the throne. There's only one reason to keep Locke alive -- Samarkand.

STEINER

Locke was after Kate for some reason, the same one Kardis captured Evelet, marriage was never the reason. She must have a connection with Samarkand...

TOMMY

What are we waiting for?! We have to go after them!

MEITAL

We are stranded here without an airship, Tommy.

JAMES

We can steal one.

SARAH

I've had my fill of thieves.

STEINER

We do not steal, James, nor can we
man an airship by ourselves.

Peter ventures it warily:

PETER

Echo and I can. With their help...

He peers back at the disheveled and weatherbeaten group
of sailors.

STEINER

I said no! I will not break the--

JAMES

Screw that, Tin Man! We don't have
a choice--

Steiner raises him by the collar, intimidating.

STEINER

You little foul mouth! You will
treat me with the respect I
deserve, hear me? You rascal!

James is thrown back, he hasn't been yelled at like this
in a very long time.

KATE

He is right though, Stein. It's
the only way...

EXT. DOCKS / MORNING STAR - NIGHT

There it is. THE MORNING STAR - if you thought the old
Airship *Highwind* was cool, this one makes that look like
a jalopy--

A single SENTRY stands watch, more like staggers here and
there with a bottle of rum.

Steiner climbs up over the side of the airship, unseen
and tackles the Sentry from behind, sending him down the
gangway.

INT. MORNING STAR - LOWER DECK - NIGHT

Nightmare bursts through the door. About a dozen pirates
play dice, another half a dozen passed out on hammocks.

NIGHTMARE

We're taking over this ship. Those who chose to stay will follow a new captain. Those who don't--

The pirates all look at him -- and then burst out LAUGHING. They grin, shake their heads and pull their cutlasses. Nightmare stands his ground.

PIRATE

You've got some nerve, lad.

The Pirate advances on Nightmare; the rest of the crew drifts over surrounding him, threatening. Nightmare grins-

Not even close to a fair fight as drunk Pirates stumble on each other as Nightmare slips and flips around them, fists and feet used in a devastating onslaught--

EXT. MORNING STAR - MAIN DECK - NIGHT

-- a Pirate flies off through the door, knocked out as Sailors and the Lost Kids swarm the ship.

Nightmare comes up the stairs--

NIGHTMARE

We got ourselves a crew.

Behind him we can see the sky pirates putting their cutlasses away and nodding obediently and fearfully.

STEINER

Cast off, please! Move sailors!

Pirates and sailors don't respond to him-

PETER

Move, you rotten maggots!

At once the ship brims with movement, the new crew scurries about their tasks, Echo cranks the capstan bars, raising the foresail, sailors throw their weight into the windlass, it turns--

ANGLE ON, *The Morning Star* as it pulls away from Mitani.

EXT. MORNING STAR - SAILING - DAY

The canvas of every sail is stretched taut. Peter at the helm.

ON MEITAL, ROARING wind blowing back his hat as he struggles to keep it on his head muttering words...

Echo staggers along the deck, struggling against the wind-

ECHO
That kid will have us lose the
canvas, and the masts besides!

PETER
She can hold it, Echo!

With that, the wind and clouds behind them funnel into a
tornado, threatening to suck in the *Morning Star*.

ON DECK, the crew reacts in horror.

AT THE HELM, Peter rolls his eyes and sighs--

PETER (CONT'D)
Not again... STEADY, LITTLE BUDDY!

Meital recomposes himself, smiling awkwardly, the tornado
winds down to strong gusts of wind pushing the ship.

ON THE POW, Sarah watches the horizon quietly crying...

BARTHOLOMEW
Rzzt, you're leaking. Would you
need a patch, Miss Sarah?

SARAH
I'm not leaking, Bart, I'm crying,
see? These are tears.

BARTHOLOMEW
Rzzt, tears? What are they for?

SARAH
Whenever people are sad, I guess.

BARTHOLOMEW
Rzzt... sad? Why?

SARAH
Because I miss my family, Bart.

BARTHOLOMEW
Rzzt... You can't find them?

SARAH
(sighs annoyed)
How about we play a game?

BARTHOLOMEW
Rzzt, what sort of game is this?

SARAH
Well, I think about someone and
you have to guess who it is.

BARTHOLOMEW
Rzzt... How can I guess that?

INT. AHRIMAN'S REVENGE / CAPTAIN'S CABIN - DAY

Evelet hears a faint SQUEAK just outside; she closes in--

LOCKE crashes through shutters and glass into the room, the broken shutters hang by their hinges.

No sooner does Locke get to his feet, a fist comes flying, Evelet's -- knocking him back down on the floor.

LOCKE

What was this one for!?

EVELET

You could've hit me!

LOCKE

Nonsense! I knew exactly what I was doing when I crashed in here!

Locke helps himself up, shooting daggers at Evelet. He whips out Tommy's Notebook from an inside pocket.

EVELET

What is our plan of escape, Locke?

Locke yanks the Royal Pendant off her neck and moves towards the desk in the corner.

LOCKE

Escape? No, no, Evey. It's time to put all the pieces of the puzzle together.

Locke takes a seat. Reaches inside his boot for a rather small scroll, the Deors' poem. Under the flickering hue of a single candle, he scatters all items onto the desk--

Evelet fumes behind him, incredulous...

EXT. MORNING STAR - SAILING - DAY

AT THE HELM, Steiner peers forward, scanning the horizon and there it is: black sails.

STEINER

Make haste, I see them!

Miles of white clouds. The *Ahriman's Revenge* tacks, leaving a long blue wake. The *Morning Star* gains on them.

INT. AHRIMAN'S REVENGE / CAPTAIN'S CABIN - DAY

Locke arches over the Pendant, focused, with Evelet impatiently pacing behind him.

EVELET

-- you kissed me! What kind of girl do you take me for? I warn you, never, ever touch me again. I mean, first you leave me, then you kiss me, now you ignore me, what do you want from me, Locke!?

LOCKE

If only I knew that before--

EVELET

Don't pretend you didn't. We've been beating around the bush for too long-

LOCKE

Oh, sure, it all makes sense now-

Evelet arches over Locke, putting her arms around him--

EVELET

I'm glad we're being open and up front about this Locke.

LOCKE

Of course!

Locke has clearly been concentrating entirely on the Pendant and Notebook... examining them carefully.

LOCKE (CONT'D)

...there are ciphers on the back!

Evelet stops dead - "WHAT!?"

LOCKE (CONT'D)

Honey, don't start something I'll have to finish, we don't have time. We're leaving now.

EVELET

Rot in hell, Locke!

Locke spots the *Morning Star* close behind. He goes out the window and offers his hand to Evelet--

LOCKE

Climb up to the poop deck.

EVELET

And go where from there?

LOCKE

Didn't plan that far ahead, Evey.

EXT. MORNING STAR - SAILING - DAY

Steiner yells orders as the crew scrambles and the cannon ports start opening.

STEINER
 Not fast enough, you despicable
 cockroaches! All hands, run her
 full!

Peter looks at Steiner, impressed.

PETER
 Not bad. Here we come...

EXT. AHRIMAN'S REVENGE - SAILING - DAY

Kardis watches as the *Morning Star* brings its cannons to
 bear in front of them.

KARDIS
 Hard a starboard! Cannons forward!

The Sailors hurriedly scurry around. A legion of CRIMSON
 BLADE KNIGHTS ready for battle.

KARDIS (CONT'D)
 Knights, prepare to board her!

EXT. MORNING STAR - SAILING - DAY

The Lost Kids watch the *Ahriman's Revenge* tacking hard
 towards them--

Steiner draws his Rusty Sword.

STEINER
 Lads, barricade yourselves in the
 lower deck! Do not come out!

JAMES
 No, it's our fight too!

STEINER
 The hell it is, James! Take the
 girls with you!

ON THE LOWER DECK, Nightmare oversees the crew loading
 the canons--

NIGHTMARE
 What are you waiting for?! Shoot
 the damn ship!

The cannons BOOM and--

EXT. AHRIMAN'S REVENGE - SAILING - DAY

Cannonballs rain down! The *Ahriman's Revenge* is hit. A
 barrage of shots follow; most find their mark.

ON THE POOP DECK, a hand comes into the foreground and takes a firm grip on the railing. Another hand follows--

Locke and Evelet climb over the railing -- as a cannon ball flies past, taking out a lantern, and knocking a Sailor off the bow.

LOCKE

Stop shooting at us! This has gotta be the worst rescue ever!

ON DECK, Kardis sneers --

KARDIS

Fire cannons! All hands ready to sling the hooks--

EXT. MORNING STAR - SAILING - DAY

Kate watches as the *Ahriman's Revenge* comes about -- and then there is the low, loud RUMBLE of two dozen cannons firing as one.

The Morning Star is hit! Sailors and the Lost Kids duck for cover--

A shot hits the main mast dead in a CRACKING, SPLINTERING sound as it breaks, falling onto the deck.

Kardis moves his ship alongside, preparing to board.

The Crimson Blade Knights throw grappling hooks at the Morning Star and swing across Errol Flynn style!

PANDEMONIUM! It's a full on battle, Sailors against Crimson Blade Knights!

Kate, JJ and Sarah scamper around, looking for cover, they duck cannonballs and dodge sword duels, finally hiding underneath the stairs leading to the poop deck--

SARAH

Hey! You stepped on my foot!

KATE

(incredulous)

I'm... sorry!?

A Crimson Blade Knight sneaks up on Steiner when James knocks him out cold. Steiner whirls and sees James --

JAMES

Steiner, I'm getting good at this!

STEINER

Do not lose focus, son!

EXT. AHRIMAN'S REVENGE - MAIN DECK - DAY

Locke and Evelet run in a crouch to a hiding spot closer to the *Morning Star*. Suddenly, a Crimson Knight appears behind them, he is as surprised as they are, but recovers quickly and swings his sword at Locke.

Locke grabs the swinging arm and the two men tumble out into the open, wrestling -- the sword slides away.

The Crimson Guard has Locke pinned to the floor, choking.

LOCKE
(choking)

I could use a hand here! Evey?

Evelet sneaks up on the Crimson Knight and delivers a series of punches, right-left, left-right, until he stumbles off.

KARDIS (O.S.)
Flying off again, my beloved star?

Evelet reaches for the sword on the ground and with rapid speed does an one-eighty, slashing at Kardis; he easily sidesteps the blow--

KARDIS (CONT'D)
This is no way to treat your
fiancee, my princess.

EVELET
You're a monster, Kardis.

KARDIS
No, I really am not. I'm simply
ensuring the survival of the
fittest. Working to make the world
a better place --

NIGHTMARE
You can start with me then!

Nightmare is talented, the best, skillful as no other, his sword whirls in the air with blazing speed as if on its own. Kardis, by contrast, is an efficient combatant, wasting no energy, waiting for mistakes, a weakness.

Locke races away from the raging duel only to be cut off by two enormous Twin Knights.

Locke swings his sword at one of them only to have his sword snatched away and thrown back.

LOCKE
Oh, shit--

The Knights drop their weapons, and punch Locke, once, twice, three times.

EXT. MORNING STAR - HELM - DAY

Meital sees Bartholomew overmatched; about Five Knights circle him with the grappling hooks, bringing him down like an elephant, immobilizing him--

-- Bartholomew yelps as he summons his strength to send one Knight flying, only to have three others take his place, pulling him down even more violently with hooks.

Meital swings his Staff and thumps the ground! A Lightning Bolt strikes the Staff like a glistening blade and moves towards Bartholomew!

It hits Bartholomew, charging him up like a dynamo; with a new found strength he sends his attackers flying!

A Crimson Knight swings his sword at Meital's staff! It flies over, broken in two...

MEITAL

No--

Meital cranes his head up and sees the Crimson Knight readying the death blow when Peter locks blades with the Knight at the last second!

A Vicious Knight finds the Girls below the stairs and drags Kate and JJ out, hurting them.

Someone tackles the Vicious Knight! It's TOMMY!

EXT. AHRIMAN'S REVENGE - POOP DECK - DAY

Their swords clash in a flash of steel, a stalemate.

KARDIS

You're nothing but a mad dog,
Basch. A force to be unleashed. I
just had to do what I do best, you
were once noble and valued, and
look where it got you. But once I
twisted your beliefs, took away
your wife and daughter,
kighthood, all those distractions
you became what you were born to
be... Powerful, chaotic and pure.

Nightmare switches sword hand, but can't surprise Kardis, who seems to be always one step ahead; tilting his head to avoid one thrust, side-steps to avoid another.

Locke delivers a knockout rightcross to Twin Knight #1 which sends him staggering back over the ledge; Twin Knight #2 lashes out from behind with a cutlass, Locke readies for the worse-

But sees Twin Knight #2 toppling forward whacked out cold in the back of the head by Evelet.

EVELET

That's two you owe me, Locke!

LOCKE

It ain't a competition, honey.

Kardis has the upperhand on Nightmare as their duel rages--

KARDIS

Morals can be so overvalued, they
restrain, see. But a little push
here and there and chaos ensures
the survival of the fittest. Breed
enough conflict and evolution
takes its course. You're my
catalyst to evolution, Nightmare.

Nightmare knows it to be true. Lashes out, berserk!

EXT. MORNING STAR - MAIN DECK - DAY

Tommy avoids a thrust, dodges another, the Vicious Knight
lunges forward; cornering Tommy--

TOMMY

Steiner! Steiner!

Steiner looks over his shoulder in shock--

STEINER

Tommy!

Kate screams as Tommy is thrown back, slammed against a
wall by the thrust of the sword!

Time stops... everyone sees Tommy toppling to the floor -
Peter slumps in dismay; James goes berserk; Sarah holds
JJ as she desperately struggles to run toward Tommy.

Steiner lashes out at the Vicious Knight; he falls, dead.

Kate rushes to Tommy's side, disbelief in her devastated
face, Steiner holds her as they both fall on their knees.

EXT. AHRIMAN'S REVENGE - POOP DECK - DAY

The sword duel between Nightmare and Kardis takes on a
new stomach-tightening dimension. Evelet levels her
pistol at them, waiting for a clear shot--

NIGHTMARE

Just shoot us both, dammit!

Evelet hesitates. Locke takes the pistol from her and
FIRES! Kardis cranes his head back, dodging the bullet--

KARDIS

You are a disappointment, Locke.

LOCKE
 (you're not that fast)
 I wasn't aiming at you, Kardis.

Kardis stares, then looks down at his chest. Nightmare's sword is lodged as blood spreads quickly.

Nightmare breathes hard as he pulls his sword. Kardis falls hard to the floor.

NIGHTMARE
 The Pendant and Notebook?

LOCKE
 I have them. Let's go, c'mon!

EXT. MORNING STAR - HELM - DAY

The Crimson Knights have been defeated, things are quiet-

Evelet, Locke and Nightmare come aboard and register the Lost Kids standing in shock around Tommy lying in Kate's arms, blood flowing from the wound.

KATE
 Meital! Do something! He can't die-

MEITAL
 I can't, I need my staff, without it, I don't know how--

PETER
 C'mon little buddy, you saw that boy heal himself, you saw it! What did he do?! Think!

MEITAL
 My own energy, perhaps I can transfer it to his wound, but then my magic will be gone...

Meital looks at the Lost Kids... slowly shakes his head, a great sadness in his eyes... then his eyes meet Tommy's-

ON MEITAL, as he closes his eyes, concentrating. A white gleam emanates from his hands. A bead of sweat rolls down his brow. It requires a lot from him...

Everyone watches in astonishment as the wound and the blood stain disappear before their eyes. Suddenly Tommy coughs! He gasps for air, the color on his face returns--

TOMMY
 I'm alright. I'm fine.

James extends his hand and helps Tommy on his feet. Kate hugs Tommy and JJ sadly smiles at them, jealous.

KATE
 Don't scare me like that!

A distraught Meital tilts his head down, defeated as Tommy takes the crumpled sketch off his pocket.

TOMMY

I had this all wrong. I'm sorry Meital, for questioning you and for costing you your magic...

Meital cranes up and sees Tommy standing, fully recovered-

MEITAL

It was worth it, Tommy.

Tommy hugs Meital, the trust established.

Locke and Evelet rush up towards the wheel.

EVELET

Can she fly, Echo?

ECHO

Yes, ma'am. She is in bad shape, but I can still--

Locke takes the Wheel.

LOCKE

You mean I can still fly her.

Steiner climbs up and joins Locke-

STEINER

Set course to Sochen Falls, Locke.

LOCKE

Sorry pal, but this is a non-stop flight to Samarkand.

STEINER

Our mast is shattered! We go to Sochen Falls, we regroup there, fix her up and set out to Samarkand early in the morning.

EXT. MORNING STAR - SAILING - SUNSET

The ship flies over a green valley. The Lost Kids watch with amazement as the vista spreads before them --

SOCHEN FALLS - QUEEN OF CITIES

A fantastic city can be seen in the distance, girdled by waterfalls on all sides. The water rumbles and echoes as it falls into the Valley below. The Spires and Minarets gleam with mystic intensity as the sun bathes it gently.

Think the grandiosity and richness of the Taj Mahal with the beauty of the Babylonian Gardens.

TOMMY

That's a wonder and no mistake.

Kate stands in awe, mouth agape, silent.

SARAH

That's more of my liking--

MEITAL

(deeply moved)

For so long have I wished to see
such beauty. Sochen Falls, Queen
of Cities.

JAMES

You're just a boy, how long could
it have been?

JJ reprimands James with a nudge and a fierce stare.

STEINER

It is a Holy City, we will be safe
here, youngsters. Get some rest...

EVELET

Make for the Port of Gilgamesh,
Pete, take her nice and slowly.

EXT. SOCHEN PALACE / TERRACE - NIGHT

An extraordinary gold dome rises in between a series of cascading terraced pools and elaborate gardens. The Terrace is ablaze with torch lights, flickering candles and exotic music drifts from inside...

The Palace overlooks the magnificent city and the waterfalls echo in the distance. Kate rubs her arms, shivering from the chilly breeze.

Tommy saunters up nervously and drapes his jacket around her--

KATE

Thanks. How does it feel coming
back from the dead?

TOMMY

My butt itches a little.

KATE

(chuckles)

Tommy Elliot made a joke, the
world must be coming to an end...
Thanks for saving my life.

TOMMY

You would have done the same.

INSIDE THE PALACE, JJ sits by herself watching Tommy and Kate. James approaches and takes the seat next to her--

JAMES

Hey Sparky, you stare too much he
might drop dead. You like him,
huh?

JJ firmly shakes her head from side to side; blushes.

JAMES (CONT'D)

Aren't we sad? My girlfriend with
the wimp you like, and here we are-
sitting and watching. (scoffs)

JJ glares at James, and nods in agreement. He smirks.

JAMES (CONT'D)

I really wanna punch him, J. But
if I do that, it's the last nail
on the coffin. She's gone. I don't
know what to do...

JJ stares thoughtfully and gently caresses his cheek...

INT. PALACE PAVILION - NIGHT

Peter sits sotto next to a long table filled with the
most exquisite dishes you'll ever see. Sarah joins him.

SARAH

There you are. I've been looking
for you. I could use a chuckle.

Peter remains quiet, eating what looks like beef jerky.

SARAH (CONT'D)

Hey, you ok? What's going on?

PETER

Nothing, don't worry about it.

He offers her a bite to eat.

SARAH

I happen to be a vegetarian.

Peter glances at Sarah, she defiantly gazes back at him.

SARAH (CONT'D)

Don't look at me like that. I
don't eat meat, no big deal. Talk
to me, Pete, what's on your mind?

Peter ponders it as he reaches for an apple and gives it
to her. She nods gratefully, smitten-

PETER

I've never been so scared in my
life, Sarah. When I saw Tommy
lying there... you're right, life
is not only about fun.

SARAH
 Hey, don't be like that. I love
 that no matter how bad things are,
 you're always there to cheer us
 up. You're not too bad to have
 around--

She stops in mid sentence, realizing she said too much.

PETER
 Too proud to admit you're crazy
 about me, Sarah?

SARAH
 What? No! Don't even think that
 for a second!

PETER
 You are! I knew it, you like me!

SARAH
 You're dreaming, Peter...

She rampages away from him petulantly. She stops for a
 second, trying to cope with her new found feelings.

SARAH (CONT'D)
 There's no way this is happening,
 I cannot like Peter Fowler. Eww!

EXT. SOCHEN PALACE / TERRACE - NIGHT

Tommy and Kate stand side by side silently, he gazes upon
 her and goes for a kiss. She nervously backs away--

KATE
 I -- I can't, I'm sorry.

TOMMY
 What you mean, you can't, Kate?

KATE
 I don't know. I, huh, don't know.

TOMMY
 (annoyed)
 Don't know what?

KATE
 I think -- I think I still have
 feelings for James. I mean, we've
 been together for some time. He's
 tough to handle but he likes me.

TOMMY
 James? You're joking right?! I'm
 here with you, Kate, I am. I've
 had feelings for you since the
 first time I saw you! I risked my
 life for you!

Kate quietly glances down. Tommy stands expectant...

TOMMY (CONT'D)
 You know what? I'm done here.
 You're a jerk!

Kate staggers, surprised.

KATE
 That's really unfair to me! Who
 are you to judge me?! You and I--

Tommy pulls her and gives her the softest, sweetest kiss she'd ever want. It sweeps her off her feet -- and Kate breaks it off.

KATE (CONT'D)
 I don't want to fall in love,
 Tommy. Too complicated...

TOMMY
 We won't. If things work out
 between us, I'll break up with
 you, I promise.

KATE
 You called me a jerk!

TOMMY
 You wouldn't shut up!

The silhouetted couple kiss again before the moonlight...

INT. SOCHEN PALACE - SUITE - NIGHT

Locke opens the door as he finishes a conversation out in the hall.

LOCKE
 -- please send my compliments to
 your Holiness. It was very
 gracious of him to offer us
 refuge. Much obliged, thank you.

Locke comes in. He undresses his jacket in the magnificently decorated room. He sits on the bed, takes off his boots. Leans back and rubs his eyes exhausted.

EVELET (O.S.)
 What do you think you're doing?!

Evelet comes in from the connecting bathroom wearing a nightgown, very innocent but very sexy. Locke gawks...

LOCKE
 Darling, this is the master suite
 and I'm the leader of our little
 quest. I ain't leaving.

EVELET
I'm a princess, I'm not going
anywhere. Be a gentleman, perhaps?

He lies down, getting more comfortable.

LOCKE
You look lovely. Was that
gentleman enough for you?

Evelet is flattered, slightly embarrassed.

EVELET
If this is your primitive way of
seducing me--

LOCKE
(shrugs)
Me seduce you? Honey, you're the
one wearing the nightgown. I just
came here to get some rest.

Evelet looks into his eyes. A smile jumps from her lips
to his. The old cat and mouse game...

EVELET
Am I supposed to believe that?

Locke scoffs and turns his back to Evelet. She stares
incredulous... Evelet lies down by his side with her back
to him.

EVELET (CONT'D)
Keep to your side. And don't snore!

LOCKE
I think you're too used to getting
your own way, your "Highness"...

They stand back to back -- Evelet taps her fingers
irritably as Locke sighs annoyed to himself. But neither
will give in first, too damn proud.

INT. SOCHEN PALACE / MEETING HALL - DAY

Our Heroes sit around a long wooden table, Locke sits
comfortably with his feet up, all eyes fixed on him.

TOMMY
Give it back, Locke.

Locke slides the Notebook across the table. Tommy catches-

SARAH
The poem. You solved it.

LOCKE
I certainly did, kid. There was a
keyword: "RESISTANCE"

JAMES

Resistance? The hell does that mean? What's a keyword?

SARAH

Every complex system of ciphers needs a keyword to decrypt it.

LOCKE

I had the keyword but no ciphers. That is until I got my hands on your Diary, Tommy. And that damn Pendant. Here, look--

Locke enthusiastically takes the Pendant and Notebook and shows the system as he describes it.

LOCKE (CONT'D)

Now this was really smart. The ciphers are hidden on the back of the Pendant and once you pull this little lever-- Bingo!

CLOSE ON: The back of the Pendant as fiery letters begin to appear...a tiny inscription glows blue...as if burning from within.

Sarah gives the Notebook and Pendant careful study, writes something on a blank page. Then scratches it--

LOCKE (CONT'D)

If it wasn't for your Diary, I'd never have found these bearings. They don't make much sense now but I'm sure they will unravel as we get closer--

Sarah writes something again, this time she sneers, full of herself.

SARAH

You're using the wrong keyword, you dimwit!

Locke shoots a skeptical and disdainful look at Sarah.

LOCKE

That's impossible, I got all the right letters, missy.

SARAH

You're right, you did. You also ordered them wrong, look--

INSERT: Locke's keyword "RESISTANCE". Underneath it Sarah has rearranged the letters to form the word "ANCESTRIES".

MEITAL

Makes a lot more sense since the Deors pride themselves on their lineage.

SARAH
 (snotty)
 Try it now, Locke.

CLOSE ON, the ciphers as Locke's fingers move across them-

LOCKE
 It's an island where the horizon
 meets the Twilight Star in the
 Northern Sky. Now we know. Can we
 finally go get the treasures?

EVELET
 It is when treasure hunters count
 their booty that they become mere
 thieves, Locke.

LOCKE
 Eve, sweetie, my interest in those
 artifacts is purely historical.

STEINER
 It isn't safe to fly to an island
 of unknown size and terrain. We'll
 have to take the Star to sea, and
 sail the old-fashioned way.

From the distance, there is a BOOM-

KATE
 What was that?

-- and then the WHISTLE of an incoming ball --

STEINER
 Cannon fire!

Bartholomew shields the Lost Kids as the wall behind him
 explodes!

EXT. SOCHEN FALLS - DAY

Streets, buildings, docks and ships shatter and explode
 as the *Ahriman's Revenge* means business. Villagers panic,
 run for cover, it's hell on earth -- suddenly it ceases.

INT. MORNING STAR - LOWER DECK - DAY

Nightmare helps JJ up as the others scramble to their
 feet.

NIGHTMARE
 Warning shot. Killing us all won't
 get him to Samarkand.

STEINER
 Can we outrun them?

EVELET

They would bring us under before
we could even reach open sky.

KATE

What do we do then?

Tommy stands up decided. A man with a plan --

TOMMY

Peter, what's the one thing all
magicians rely on?

Peter looks at Tommy confused... a beat... it hits him!

PETER

Misdirection.

EXT. AHRIMAN'S REVENGE - DAY

Ominous dark clouds stain the sky. A lightning bolt sheds
light on board with a deafening thunder following right
on its heels.

Evelet walks up the gangway under the watchful eyes of
the Crimson Blade Knights. They respect her. Evelet peeks
down and carefully positions herself on deck.

EVELET

Kardis! I've come to negotiate the
departure from Sochen Falls.

The silhouetted figure moves toward the stairs. A cloud
of smoke obscures him -- and then, he limps out on the
main deck, wounded but ever more dangerous...

KARDIS

You look lovely as always, Evelet.

He inspects her Pendant. The ciphers in the back are
glowing with a bluish hue.

KARDIS (CONT'D)

What took Locke so long to unravel
these? I was getting impatient.

Evelet adds two plus two, realization hitting her.

EVELET

You wanted Locke to escape his
cell. You are after the Deors! All
of it was planned--

KARDIS

Not all of it. It was rather
surprising to have Nightmare
impale me. But I enjoy surprises.

Evelet reveals a hidden dagger and lashes out at Kardis; he avoids the thrust and disarms her with such ease it bores him.

KARDIS (CONT'D)

That did not surprise me. Hold her-

Evelet smiles confidently, she's got an ace up her sleeve-

EVELET

Perhaps this will then.

Evelet hurls a smoke bomb at her feet! Smoke rises!

A distant BOOM! A loud THUMP! Once the smoke dissipates, Evelet has disappeared. A trap door lies open instead--

KARDIS

The lower deck! Do not let her go!

EXT. SOCHEN FALLS - ROOFTOP - DAY

Nightmare looks through a spyglass mounted on a long range Rifle, still smoking. Peter stands next to him with a spyglass of his own, looking through it.

PETER

Abacadabra... It worked! Nice shootin', right on the hatch lock.

Nightmare drags Peter along and they dart off.

INT. AHRIMAN'S REVENGE - LOWER DECK - DAY

Poorly lit by lanterns. The Crimson Blade Knights search for Evelet. One of them finds Evelet's jacket by the window. He peeks out --

OUTSIDE, "Evelet" races away as fast as possible!!

CRIMSON CAPTAIN

There she is! She's getting away!

Every single Crimson Knight hurriedly scurry after her.

When it's all quiet Evelet steps out of the shadows. She opens the powder barrels and spills the powder around--

EVELET

An eye for an eye, Kardis.

EXT. STREETS OF SOCHEN FALLS - DAY

Kate dresses to match Evelet, they are exact doubles! She runs down the port chased by some thirty Crimson Knights.

The last Knight in line slumps lifeless. Nobody notices in their obsessive pursuit after Kate.

ON STEINER, far away, concealed by shadows, he looks through the improvised Sniper Rifle. Nightmare behind him-

NIGHTMARE

I'm going in. Sure you can handle this, old man?

Steiner grunts in response and takes down another Knight.

Rain starts falling in sheets as Kate zigzags through the white marbled streets; the Crimson Knights swiftly behind-

They sprint past a back alley where JJ stands lonely; two Crimson Knights spot her and break away from the pack.

The two Knights walk warily and soon enough giant heavy crates spring together from the sides of the alley with a ferocious CRASH! They topple forward knocked out.

Locke comes out from behind a crate, grimacing.

ON A ROOF, Peter watches as it all happens as planned-

PETER

It's really workin'!

ON THE FOOT CHASE, finally a Crimson Knight notices his fellow teammates missing, he stops, intrigued-

WHAM! A hand covers his mouth, muffling his screams, and yanks him into the darkness of an alcove. Nightmare steps out and runs across a side street.

ON KATE, as she peeks over her shoulder, still too many Knights closing in and she's getting tired.

UP ON A WOODEN WAREHOUSE, Sarah and James are wet to the bones holding ropes that lead down --

JAMES

Here they come! Ready?

No answer, Sarah's miles away. James nudges her!

SARAH

What? Oh, sorry! I'm ready!

They see Kate racing past underneath them, she cranes up registering James and Sarah; and enters the warehouse!

Half the Crimson Knights disappear into the warehouse but-

SWOOSH! A fishing net entangles the other half pulled by James and Sarah.

A Crimson Knight pokes his head back outside as Meital leaps out from the side and hits a lever -- a heavy door slides down, trapping the Knights inside the warehouse.

INT. SOCHEN FALLS - WAREHOUSE - DAY

Dark, tense and scary. The Crimson Captain steps forward -

CRIMSON CAPTAIN
She's in here, find her!

Two red eyes about 9 feet high gleam in the darkness. A lightning flashes outside, momentarily shedding some light. Bartholomew and Nightmare stand menacingly...

INT. AHRIMAN'S REVENGE - LOWER DECK - DAY

The sound of rain pounds down on the deck above. Evelet almost done rigging the explosives when Tommy comes down the stairs startling her.

EVELET
What are you doing here, Tommy?

TOMMY
Couldn't trust you with the
Pendant, Evelet.

Evelet scoffs and hurls the Pendant at him - "Take it!"

EXT. SOCHEN FALLS - WAREHOUSE - DAY

Our Heroes wait, Steiner with his sword drawn; MUFFLED SCREAMS, RZZT and battle SOUNDS drift from inside-

A Knight, sent sailing right through the wall, falls hard by Locke's feet -- the Knight smiles before passing out.

LOCKE
Something ain't right.

The door slides open; Nightmare and Bartholomew step out.

NIGHTMARE
That was the last one of them.

STEINER
Where's Kate?!

BARTHOLOMEW
Rzzt didn't Miss Kate come outside?

Immediately Nightmare retreats into the warehouse and yanks the Crimson Captain out by the foot. Grabs him up.

NIGHTMARE
WHERE IS SHE?!

The Crimson Captain grins, teeth bloodied. Nightmare readies a punch when the Captain whips out a pistol--

JAMES

JJ! Watch it!

BLAM! Nightmare head butts the Captain, he slumps to the ground knocked out. Nightmare whirls around--

Everyone huddled over someone collapsed; Nightmare's face falls until he finally registers JJ among the group.

James lies down, breathing hard, wounded.

SARAH

Going home is the only thing that can save him, he needs a hospital.

James GROANS, groggy, sees JJ kneeled by his side.

JAMES

Heh, tell Kate I do care, will ya?

INT. AHRIMAN'S REVENGE - LOWER DECK - DAY

Explosives in place, Evelet sets the trigger on fire.

EVELET

It's done. Quickly, c'mon!

Tommy and Evelet scamper upstairs.

EXT. AHRIMAN'S REVENGE - MAIN DECK - DAY

Evelet and Tommy stop short. A Crimson Knight holds a defiant Kate. Kardis looms behind them; steps forward--

KARDIS

Grab them, bring me the Pendant.

The Knight shoves Kate over to Kardis and advances, toting a rifle--

Evelet catches the Knight with a blow, spins him down and disarms him. She levels the rifle at Kardis--

KARDIS (CONT'D)

Bravo! You certainly have come a long way from that spoiled brat in Akkades.

Kardis pulls a dagger and brings it to Kate's throat. She flails to break free to no avail. He presses the knife--

KARDIS (CONT'D)

You hesitated once, Evelet. What makes you think you'll shoot now?

Evelet flinches, he's damn right. Kardis relishes this--

KARDIS (CONT'D)

You know why I'm ahead of the curve, princess? Evolution cannot be restrained by morals, by codes of conduct, men are weak. Nature, nature always follow its course, unrelenting, merciless, righteous.

Kate looks at Tommy, knowledge of her fate already in her eyes--

KARDIS (CONT'D)

Boy, you really have no idea what you have there in your hands. The key to a culture so advanced it is thought to be a myth. Give it to me. Now.

Kardis squeezes the knife a little tighter against Kate's neck; she WHIMPERS.

KARDIS (CONT'D)

Time to make a decision--

Tommy slumps in dismay, sees the Pendant cradled in his hands, looks up at Kate, pained, their eyes lock.

TOMMY

I can't... Sorry, Kate, but I--

Evelet snatches the Pendant away from him and tosses the rifle on the floor. Moves toward Kardis and Kate, dangling the Pendant over the side of the airship--

EVELET

Let her go or I'll drop it.

Kardis raises his knife from Kate's neck. She slugs him and tears away. Evelet meets her halfway and slips her the Pendant.

EVELET (CONT'D)

Go! Get out of here! Go, go, go!

Kardis has recovered and grabs Evelet from behind; his dagger rises into view when--

KA-BOOM! The powder magazine gives in to a furiously expanding fireball rapidly consuming the ship!

Tommy shields his eyes but spots Kardis pulling Evelet by her arm out of sight.

Kate yanks him down the gangway as the Airship disappears beneath a rippling cloud of flame!

EXT. SOCHEN FALLS - PORT OF GILGAMESH - NIGHT

Emotional, gasping for air and eyes welling up, Kate shoves Tommy back.

KATE

You two-faced asshole! You were going to let me die?!

TOMMY

Kate, you don't understand, I trusted Evelet to do the right thing, it all worked out!

KATE

What if she hadn't? Then what? Here it is, congratulations, you deserve this!

Kate hurls the Pendant at his chest, it drops to the ground as she presses away from him...

Locke and Steiner run up to see the *Ahriman's Revenge* in flames, going under, and Kate moving away from Tommy.

Steiner sprints to her and hugs her in a comforting embrace.

KATE (CONT'D)

He took her, Stein. He took Evelet-

STEINER

Shh, easy, we'll fetch her back, I promise. Everything will be fine.

Locke closes in on Tommy, registers the Pendant and sighs-

TOMMY

(turns in the Pendant)
Here. Your ciphers, Locke. This better all be worth it.

Tommy leaves him behind, thoughtful - is it worth it?

EXT. MORNING STAR - SAILING - DAY

A gray, impenetrable wall of fog. JJ stands at the bow railing, gazing at the seas. Shivers, finding suddenly that she is cold.

AT THE HELM, Locke wears the gleaming Pendant around his neck; adjusts the course accordingly.

ANGLE ON, as the *Morning Star* slips silently through a ship graveyard. Wreckage from ships litters the water... The scene calls for hushed voices.

EXT. MORNING STAR - SAILING - DAY

Sun beams through the mist as it starts to dissipate--

ON TOMMY, as he stares at the majestic silhouette of an ISLAND, visible through the thinning fog. Spires and minarets rise from a rocky shoreline - none taller than the white tower gleaming in the sunlight.

As if hitting the world's end, the sea drops into a huge waterfall, rumbling steam rising and engulfing the island as it clings to the very edge.

The ruins of SAMARKAND - ancient, mysterious, untouched.

ON LOCKE, unable to believe his eyes as he sees what he came for. His face reflects his immense pleasure...

LOCKE

The White Tower of Elwing, the
Aswan Falls, it is all real --

JJ steps closer, a look of total disbelief on her face.

EXT. SAMARKAND - DAY

The Ruins have been overtaken by the local flora, creeping vines twisting over the elaborate ruins, a perfect blend of man made beauty with Nature, gorgeous.

Our Heroes trek up a white stoned road as the White Tower looms over them with power and majesty.

ON JJ, slowly looks up, eyes widening, amazed. JJ's fingers move closer and curl over Tommy's hand...

INT. THE WHITE TOWER OF ELWING / GREAT HALL - DAY

A stunning sight. Elegant wall carvings and frescoes, all lit by bright streams of sunlight.

MEITAL

Odd, so beautifully preserved and
yet there are no inscriptions
anywhere, nothing. No written
verse or word of any kind.

Meital's voice ECHOES off the marble facades as everyone spreads around the colonnaded rotunda, in between statues of old kings and sages.

Bartholomew lays James as carefully as possible on the floor against a column. Kate tends to him, he groans.

At the far end two solid gold doors stand shut. A cloth-covered plinth stands dead centered; and lying over it is a MARBLE SPHERE, translucent and divine.

Sarah doesn't dare to touch it, so fragile it looks--

SARAH
Wow... Look at it, gorgeous!

BARTHOLOMEW
Rzzzt, what is it?

Everyone else drifts over, surrounding the plinth. All eyes turn to Locke expecting an answer. He shrugs--

NIGHTMARE (O.S.)
It's a Fayth. A Memory Sphere.

All eyes now on Nightmare, "how do you know that?"-

NIGHTMARE (CONT'D)
I've seen those before. Long ago.

TOMMY
I've seen it before too.

Tommy reaches in his pocket and pulls HIS MARBLE ORB.

STEINER
How did you come to acquire it?

TOMMY
I always had it, for as long as I can remember.

SARAH
Maybe that's why you drew all those sketches.

NIGHTMARE
The girl's right. Those spheres record and play back memories, you get to relive them.

Nobody reaches for the Fayth as though repelled by some invisible force.

SARAH
You drew someone else's memories.

KATE
How is that possible if they just happened?

PETER
Unless whoever recorded that fayth could see into the future and recorded his predictions in there so Tommy could see them... Right?

JJ gazes at it long and well, it calls for her. Her hand warily moves closer; a faint red gleam emanates...

When JJ removes it off the plinth, a red beam of light shoots out, takes the shape of an OLD MAN - a hologram:

OLD MAN

Only those from our bloodline,
born from Deors, untouched by the
evils of the world, shall pass.

It flickers for a beat and soon fades...

LOCKE

Frustrating. Why can't it ever be
as easy as find the place, grab
the treasure and be on my way for
a nice dinner. Kate, shall we?

KATE

Me? Why me?

SARAH

She is not a Deor. The gate won't
open. How can Kate's heritage
trace back to the Deors?

LOCKE

Evelet had the Pendant. I figure
she was also a heir.

KATE

Because we look alike doesn't mean
we have the same blood. I'm from
California, it can't be me.

PETER

Then it's you, Elliot!

KATE

It's not him either. We know our
parents, they are not Deors--

Sarah steals a glance at JJ silently in a corner...

PETER

That's it?! We come all this way
and now we're stuck?! Tommy, you
gotta do something!

A STORM OF ARGUMENT erupts around the room.

TOMMY

Back off, Pete. I tried, ok?!

KATE

Tried?! You were gonna let me die!

Angry faces, shaking fists, the accusatory fingers--

SARAH

We never should've trusted you!

STEINER

Calm down, we can sort this out.

JJ, watches, her breathing coming short. Thoughts rushing-

JJ
SHUT UP! Just shut up! You all
don't care about anyone else!

Sudden silence, stunned.

JJ (CONT'D)
My real parents left me when I was
a baby! My adoptive ones died on
me! You left me for a better girl,
Tommy! Everybody leaves me!

JJ glances at Nightmare. He lowers his head, in shame?

JJ (CONT'D)
Don't you see it? At least you
have one another.

Tommy moves in for a hug...

TOMMY
I won't leave you, JJ. I mean it
this time. You think it's you? You
can open those doors?

JJ nods and they both move forward to the great doors.

Our Heroes stare at them, still stunned.

PETER
Didn't she tell us she was mute?

SARAH
"Tell us she was mute"?

JJ warily touches the doors -- slowly, faint lines appear
like slender veins of luminous silver; the doors swing
outwards, revealing nothing but complete blackness.

STEINER
We're all going too. You will not
go into such a dark cham--

TOMMY
No, Stein. Everyone stays. If
anything happens to us I need you
to lead them, to find another way
home. Promise me, Captain Steiner.

Steiner nods, emotional and proud. Kate moves closer-

KATE
Don't screw this up. James' life
depends on you, understand? Go...

JJ pulls a heartbroken Tommy along, they proceed forward.
His hands open his Notebook.

TOMMY
"Search for the way in the night
sky with Innocent Eyes."

Tommy and JJ exchange puzzled looks as they go through the doors. They swing back inwards, and shut with a BOOM.

STEINER

They are on their own now.

LOCKE

Do you think perhaps, they will be considerate enough to bring something back for me?

INT. THE WHITE TOWER OF ELWING / CORRIDOR OF NIGHT - DAY

Blackness except for luminescent silver and blue dots on the walls -- a star filled sky within the narrow hallway.

TOMMY

The night sky. Innocent eyes...
innocent eyes.. what does it mean?

ON WALL, glow worms creep up and down the wall; Tommy moves closer and touches one - it stings!

JJ smiles at him condescendingly and moves around the darkness with ease.

TOMMY (CONT'D)

I can't see a thing!

JJ

I guess you're not that innocent.

TOMMY

Do you know where you're going?

(she nods)

And where are we going?

(she shrugs)

It took you that long to talk just so you would stop doing it again?

JJ

I hope it doesn't take you longer to realize you should go home. We shouldn't have left... Talk to your parents, Tommy. They are not going to be around forever.

JJ touches the smooth rock wall, searching until finally she slips into the darkness, disappearing, to Tommy's shock -- but she pops back out and pulls him with her.

EXT. THE WHITE TOWER OF ELWING / COURTYARD - DUSK

They stand in a small opening, just small enough for their shoulders to squeeze through and beyond--

-- a marvelous courtyard opens up before them. They look around with real wonder and excitement.

The sun bathes limestone carved walls and frescoes. This beam of light leads JJ's eye to the far end, and the room's truly remarkable feature:

Sculpted into the wall in meticulous relief are four statues - a Scholar, a Thief, a King and a Peasant; all with their hands extended, cradling a Fayth.

Already the sunlight has worked its way down the far wall and is edging onto the Scholar.

Tommy reads from his Notebook:

TOMMY

"I'm a moth, a thief in the night,
eating words but never getting any
wiser. Who am I?"

JJ

That rules out the Scholar. It
couldn't be the Thief, right?

TOMMY

That leaves us the King and the
Peasant.

Sunlight has moved further down across the statues,
permeating the Scholar...

JJ

It's the King. It must be, a King
is educated but that doesn't mean
he gets wiser.

The golden light has moved even further, enveloping the
Thief and making its way over the King--

TOMMY

A thief in the dark... Moth ate
words... the glow worms... STOP!

Too late... JJ has removed the Fayth from the King's
hands -- A RUMBLING SOUND IS HEARD and the ground roars
and shifts. Dirt falls from the ceiling-

JJ

Wherever you're getting at, get
there faster, Tommy!

The ground beneath her begins to split open, everything
around them shakes--

TOMMY

The answer is a bookworm. It lies
in the dark and eats, well, the
books, literally. We haven't come
across a single inscription, not
even the smallest written word.

JJ

They preserved their culture on
fayths, which last forever--

TOMMY

Unlike a written language that can
be corrupted and manipulated.

JJ

An Unwritten Language.

TOMMY

It's the Peasant. The truest and
humblest of ways to keep a culture
alive. Word of mouth...

The sunlight still hasn't reached the Fayth in the
Peasant's hand when Tommy reaches for it--

JJ

Stop! Hold on a second!

Tommy's hands stop inches away from the Fayth--

TOMMY

We don't have a second!

She's looking in five directions at once. Her eyes moving
charged with the thrill of discovery.

JJ

A thief in the dark. The sun moves
across the statues. Just wait!

A loud RUMBLE and another section of the ground collapses--

TOMMY

JJ, WE ARE GONNA TO DIE HERE!

The setting sun finally permeates all three statues
completely, leaving only the Peasant in the dark--

JJ

NOW!

Tommy snatches the Fayth away and it immediately shoots a
beam of light at a back wall.

And by some trick of ancient artistry, silver luminescent
lines grow from the wall outlining a glowing arch that
was once blended - a highly evolved camouflage hiding the
exit!

Tommy and JJ rush from the crumbling courtyard into--

INT. THE WHITE TOWER OF ELWING / GREAT LIBRARY - NIGHT

A round hall reaching all the way to the top of the
tower. Two sets of stairs spiral up from each side.

A Library filled with Fayths from top to bottom. They gleam in the shafts of moonlight spilling in - blue, green, and silver.

JJ is mesmerized by their number and their beauty as she moves to a cloth covered pedestal of polished stone--

-- where two Fayths rest; one gleams reddish, the other emanates a low yellowish hue.

JJ, as if compelled, grabs the reddish fayth ever so gently and soon enough it beams a silent hologram-

An elegant robe hoods a LADY with long deep gold hair, her face so serene and beautiful it seems timeless - cradled in her arms is a BABY GIRL yawning quietly...

JJ stares at the Lady for a long time, coincidentally the lady stares back; she offers JJ a small smile, swallows her words, clearly overtaken by emotions...

Tommy steps back, giving JJ some privacy--

JJ

(stunned)

You're my mom... Mom?!

AERIN

You did it. You found your way back to me, my dear girl.

(smiles affectionately)

Jean, my name is Aerin. I'm your mother and I love you so much, I'll always love you and it pains me to not have been part of your life. You should know that.

Emotions hit JJ hard, tears rolling. JJ moves for a hug; her arms go through the hologram to her disappointment.

AERIN (CONT'D)

I'm the last Deor in this world, Jean. Some of us left. Most of us were struck by a disease.

(eyeing the baby intensely)

But you, my daughter, you're special. You're immune because of your father. Such a dashing Knight, your father, the great Basch Galbraith. I see your eyes. They're his. To think I was exiled for marrying a human, I can't help but to smile at the irony. Our "forsaken" love may be the very key that ensures our Culture.

A strange sensation overcomes her, a feeling of peace and contentment... JJ's eyes flash to Aerin's, glittering with pain.

AERIN (CONT'D)

You carry a heavy burden, daughter of Deors. I'm sorry that I brought this upon you, I never meant for many things to happen. You must keep our ways alive and carry our lineage. I've left Seven Fayths in a chest, each carrying a piece of our culture. Find people worthy of those secrets and trust them to keep us, the Deors, alive. The yellow fayth is not a memory sphere, rather a link sphere to the other world. Use it wisely. Jean, you are a Deor, a true Deor, and thus you must as well record your memories in a Fayth, and place it on this very pedestal. Write the next chapter of our history. Always remember I love you...

With that Aerin fades in a Cloudy Mist, leaving JJ alone, sobbing quietly with a rush of emotions hitting her.

JJ

You are going home, Tommy...

TOMMY

No, no, you're coming with us. You can't stay here by yourself.

JJ

There isn't anything back home for me. This is where I belong now.

TOMMY

You have us! You have me, JJ.

JJ glances down, ponders and peers up at him.

JJ

You're sweet, Tommy, but we both know that's not true.

Her look lingers for a beat, fixed on him. She vents her feelings without a word. Finally a spark; Tommy realizes--

TOMMY

I'm sorry, I never knew--

JJ

It wouldn't make a difference. I'm staying. You go home, you big goof-

She gently pounds him on the arm. They stand there face to face... JJ gently leans for the kiss that's been building since they first met - a tender and sweet kiss.

They break the kiss - JJ gently caresses Tommy's face, he staggers looking for words that never come...

JJ (CONT'D)
C'mon, let's get you guys back.

JJ points him towards the back where two doors stand ominously.

JJ (CONT'D)
Go ahead, Tommy, I need a moment.

Tommy nods, lingers his glance for a moment and leaves.

JJ solemnly retrieves a translucent Fayth from a shelf-

FLASHES OF THEIR ADVENTURE UP TO HERE. EVERY SKETCH FROM TOMMY'S NOTEBOOK FLASHES, A QUICK RECAP.

ON THE FAYTH, as it now glows intensively green. Their adventure playing like a movie inside.

JJ places her Fayth carefully on the Pedestal like her mother instructed her. Moves towards the chest lying on the ground.

ON CHEST, as it contains seven elaborate Fayths gleaming.

JJ grabs the chest, looks around with a comfort feeling, smiles and leaves. The doors behind her slam shut.

ON THE BASE OF THE PEDESTAL, where an incrustated violet Fayth pours a white light much like the Notebook did. It bleeds upwards, engulfing JJ's memory Fayth -- gone...

INT. THE WHITE TOWER OF ELWING / GREAT LIBRARY - DAY

ON PEDESTAL, empty; a luminous dot expands like a nova and JJ's Fayth magically appears in what seems to be the very same place if not for the shaft of sunlight over it-

AERIN cradles the Baby Girl gently in her arms as she reaches for JJ's Fayth. Smiles sadly, the sunlight reflects subtle tears on her face.

The Baby Girl fiddles with a Yellow Fayth in her hands.

AERIN
Look, sweetheart, you did it. You recorded your memories and sent it back through time. It worked...

Aerin coughs, she's weak, fragile, clearly sick. She glares deeply into the Fayth -- the Lost Kids' adventure plays back; quick flashes amidst a misty glow.

AERIN (CONT'D)
Look at you, you've grown to be such a beautiful girl, my daughter-

Aerin takes the Yellow Fayth from Baby JJ. It emanates a white and powerful ray of light and they are both gone...

EXT. JJ'S HOUSE (1993) - NIGHT

A house in the suburbans in an empty street; suddenly a silent explosion of light and when it recedes we see Aerin calming Baby JJ in her arms in its place.

ON NEWSPAPER, fluttering in the late night breeze until it splatters on a lamp post - the date reads "April 1st, 1993"

Aerin coughs and struggles her way up to the porch.

AERIN
(quietly sobbing)
I'm going to miss you so much my
baby girl.

She places Baby JJ carefully on the porch; stares for a long moment. Baby JJ grabs her mother's finger and presses it tightly. Aerin places a note and steps back...

ON NOTE, it reads "This is Jean, she is a blessing."

Aerin takes gold dust off a pouch and blows it over her daughter. Baby JJ sniffs it and gently sneezes.

AERIN (CONT'D)
Yellow fayth so you can find your
way home when the time is right,
my dear. I'll always love you...

She whirls towards the Neighbor's House as Baby JJ starts crying.

Lights go on in the house and the front door flies open; a WOMAN (30s) with kind features comes out to find Baby JJ crying. The Woman at first confused, then touched, gently scoops Baby JJ off the porch and reads the note...

INT. TOMMY'S ROOM (1993) - NIGHT

Lit only by a Batman bed lamp. A cradle stands by the window. A BABY BOY sleeps soundly.

Aerin carefully opens the window. Stretches herself in, over the cradle, and places JJ's Fayth. The Baby Boy quietly yawns, still asleep.

AERIN
Hello, little Thomas. You'll do
great, I know. Such talented
artist you are. Dear boy, may this
Fayth guide you wisely in your
quest. And take good care of my
precious Jean, hear me?

Aerin tenderly caresses Baby Tommy. She leaves, and the curtains sway over the cradle.

Baby Tommy holds the Fayth tightly as it glows intensely. Suddenly, the Fayth glows no more... Baby Tommy gurgles and sleeps.

INT. THE WHITE TOWER OF ELWING - DUSK

Sarah paces impatiently. Kate eyes her, shares the frustration. She fiddles with James' hair - his shirt is soaked with blood, he GROANS, groggy and weak.

KATE

They should have come back by now.
Something happened. Hang in there
James, we'll get you help.

A side wall swings outwards - Tommy and JJ step out to everyone's relief.

Kate and Peter help James up, he can barely stand. James has his arm around Peter's shoulders as Kate rushes to JJ-

KATE (CONT'D)

Tell me we're going home, J!

JJ uncomfortably nods and brushes past her. Looks over her shoulder to Tommy, she lingers a moment too long...

Kate's gaze shifts from JJ to Tommy. She stares him right in the eyes, arriving at the obvious conclusion--

KATE (CONT'D)

I never thought you of all people
could hurt me the most, Tommy.

Tommy has no answer, simply looks down as she leaves him.

JJ walks determined toward Nightmare, peers up, stares--

JJ

I met my mother. Aerin--

At the mention of her name, Nightmare widens his eyes.

JJ (CONT'D)

You're Basch, aren't you?

STEINER

That's impossible, he can't be
Basch. He was an honorable knight.

JJ

You carry his sword and you care
for me. I remind you of her...

Nightmare nods.

NIGHTMARE

I don't know how--

JJ

I do, dad.

JJ leans forward and hugs him, tight. He hesitates... She smiles, suddenly feeling safe. Nightmare uncomfortably puts his arms around her. Father and daughter reunited.

STEINER

You're the Basch Galbraith? What happened to you!?

JJ lets go of Nightmare. He turns to Steiner, cold.

NIGHTMARE

A lot happened, old man.

Locke pokes JJ on her shoulder; she whirls--

LOCKE

Heh, you didn't happen to bring somethin' for me, didja, kiddo?

JJ

As a matter of fact, I did, Locke. A Fayth. A very special Fayth, so you take good care of it.

Locke is not as impressed as JJ seems to expect. She can't believe he isn't more excited.

JJ (CONT'D)

I thought your interest was purely historical? Inside this Fayth is our plays, music, songs and operas. The History of the Deors.

LOCKE

I was half expecting something more -- shiny.

JJ sighs disappointed--

JJ

Not all treasure is gold, Locke.

She moves forward to Meital; he nods respectfully.

JJ (CONT'D)

This one is for you Master Meital. Within this Fayth are our spells, arcane sciences, occult teachings and the mysterious art of Summoning. You have great power and wisdom, use this carefully.

MEITAL

I couldn't... Sorry, but I can't accept it. There are other wizards-

JJ

You'll take this Fayth, Meital, and you'll uncover its secrets, your powers will come back.

Meital takes the Fayth, not so sure, but thankful anyway.

JJ (CONT'D)

Dad? I'm sure mom would've liked you to have this Fayth. It has our Military strategies, combat skills and techniques, weaponry...

Nightmare gently takes the Fayth and places it on his sword's hilt, it fits perfectly.

NIGHTMARE

Dear Sword. This is Beleth, it was your mom's wedding gift. It is all I have left from her...

JJ

You have me too.

He nods and caress her face. JJ turns to her friends; they have been eagerly waiting for her.

SARAH

I can't believe we're going home!
Hot shower, my warm bed, my books!

JJ

I'm not coming back with you.

This hits the Lost Kids hard - except Kate, she gets it.

KATE

Come here...

Kate hugs JJ tightly, Sarah hugs them both and signals for Peter to join the Group Hug. Peter helps James as they awkwardly join the girls. Tommy left out--

KATE (CONT'D)

You too, Tommy, c'mon...

Tommy joins the group hug. Finally, they are a family.

They break away, JJ really touched. She walks up to Tommy and hands him two Fayths, a yellow and a green.

JJ

The Yellow Fayth will take you home. This one Tommy, has our art. It's how we see and paint the world. You guys go home now, you've stayed here long enough.

JJ grabs Tommy's hand and closes it on the Yellow Fayth, there's definitely a moment between them.

Sarah, Peter, James and Kate circle JJ and Tommy. The Fayth starts to glow, faintly at first. JJ steps away.

THE BRIGHT LIGHT SPILLS ALL OVER. IT FILLS THE SCREEN--

Suddenly and swiftly it fades: THE LOST KIDS ARE GONE.

JJ lets one tear roll; finds the strength to stop it--

LOCKE

Tough luck kiddo. Tommy was a nice boy. But the mysteries of love are what makes it worthy.

BARTHOLOMEW

Rzzt, I'm going to miss them.

MEITAL

I don't think we've seen the last of them, Bartholomew.

Steiner glances around, a feeling of completed mission takes over him, proud and honored.

INT. HOSPITAL ROOM - DAY

James recovers well. He sits up watching TV, bored. Tommy knocks on the door and enters, James smiles --

TOMMY

You look better. How is the food?

JAMES

Ain't worse than daytime TV.

Peter and Sarah walk in holding hands; they couldn't more in love. He looks different - new clothes, groomed, full of his new self. James impressed by the new couple--

JAMES (CONT'D)

Finally got her, huh, Pete?

SARAH

I'm one to blame. It took me some time. I also have a surprise: you are a local hero.

Sarah shows him the high school paper, her article made the cover: "High schooler saves girlfriend from mugging".

JAMES

Always the reporter, Sarah. That's annoying. Kate couldn't come?

Tommy peers down.

PETER

She went back to California. Patch things up with her dad.

JAMES

Wow, you really pressed her buttons, Tommy. No matter what I did wrong, she would be past it a couple of days later.

James finishes his Jello, disgusted.

TOMMY

We never had what you guys had.

JAMES

You're right. She never loved me.
I'd give anything to be the guy
that she cares so much she crosses
the country to stay away from.

Sarah nods in agreement surprised by his maturity.

JAMES (CONT'D)

Tell you what, you guys get me
outta here and we'll go after her,
Tommy, we'll bring her back.

TOMMY

You need an adult to sign your
release papers, James.

He crumples the Jello pack and throws it on the floor.

TOMMY (CONT'D)

Which is a good thing I got my
parents here with me. And it's not
final, a lot to process yet. But
we would love for you to be a part
of our family. If you like --

Emotions hit James as we've never seen before.

JAMES

I'd be honored, "wimp". Thank you,
really means a lot.

His faith in people perhaps has been restored? Tommy and
James shake hands, then move on to an awkward hug.

EXT. AKKADIAN CASTLE PATIO - DAY

Peaceful, birds CHIRPING, leaves RUFFLE, wind BLOWS. A
window BREAKS on the top floor!

In a shower of sparkling glass, Locke and Evelet sail out
into thin air! Their entwined bodies plummet three
stories: ripping through a third-floor awning, crashing
through a maid's winter blanket on a second-floor balcony-

Finally crash landing on a hay cart, strategically
positioned underneath them with Steiner at the helm...

Evelet sits up wide-eyed, speechless, amazed to be alive.

EVELET

You would think you'd be better at
this after having rescued me
before, Locke!

LOCKE
 Every time is a different
 adventure, sweetheart!

Steiner hums a melody as the horse pulls the cart forward--

EXT. MORNING STAR - DAY

Locke, Steiner and Evelet board the *Morning Star* to find JJ, Nightmare, Meital, Bartholomew, everyone on deck.

Evelet saunters up to JJ and presents her with a Fayth.

EVELET
 It's been with my family for
 generations, JJ. I hear you can
 retrieve its contents.

JJ nods, the Fayth glows in her hands. She approaches Locke and whispers something in his ear.

LOCKE
 Snap to it, Echo! Bring me that
 sunset, we fly West!

ECHO
 Aye, aye, sir!

ON THE POOP DECK, Locke offers Evelet the wheel--

LOCKE
 The Morning Star is all yours,
 rogue princess.

Evelet runs a hand lovingly along the rail, then takes the wheel... free as she always dreamed to be.

EVELET
 We are hunting Fayths around the
 world now, Locke?

LOCKE
 If we don't keep the Deors alive,
 who will?

Locke grins at her. Finally he sweeps her in his arms, leans her back, and kisses her long and well.

The *Morning Star* flies away into the horizon... and we
 FADE UP large words in script:

THE END

FADE OUT and CREDITS ROLL