

ARIEL

by

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From the novel by
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FADE IN:

INT. LARGO BAY HIGH SCHOOL - DAY

An auditorium. A banner overhead reads: "DEBATE TOURNAMENT" as PETE GAREY, 18, boyishly handsome, stands onstage behind a podium. His male OPPONENT, stands at the other podium.

OPPONENT

In taking the affirmative position,
I maintain my conclusion that
technology is ultimately good. What
matters now is not the new
capabilities we have, but how we
turn those capabilities, both
technical and social, into
opportunities.

One of the two debate JUDGES looks at Pete.

JUDGE

Mr. Garey, final rebuttal?

The lights of the auditorium flicker for a moment. Pete looks up before measuring his response.

PETE

In taking the negative position, it
is my conclusion that our move away
from mechanization is foolish. Our
dependence on the electrical grid
and the virtual means of
controlling our infrastructure
leaves us very vulnerable as a
society.

The lights suddenly go out, the room darkens. The students in the audience look around, laughing at the irony. The two Judges confer for a moment.

JUDGE

The affirmative position is the
winner.

Pete looks crestfallen at his loss.

EXT. LARGO BAY HIGH SCHOOL - DAY

SUPER: "4:30 P.M."

Pete exits the building removing his tie. GRACE, 16, bookish, yet pretty despite her debate uniform, follows Pete out.

They pause to wave at a carload of their teammates that passes by as the car leaves the school parking lot.

GRACE

Pete, you should have won. Your rebuttal was better.

PETE

Yeah, well the judges didn't think so.

Grace does her best "Karate Kid" pose, hands raised, balancing on one leg.

GRACE

Maybe next time you could, you know... aiiyyya!

She kicks the air near his shoulder. Pete ignores her flirting, still stung by his loss in the debate.

PETE

Do you still need a ride home?

GRACE

Yeah, thanks.

EXT. SCHOOL PARKING LOT

They cross the empty school parking lot. The football stadium looms behind them. Its sign and a logo reads: "LARGO BAY HIGH SCHOOL HOME OF THE GRYPHONS."

They reach Pete's car and get in. He turns the key - nothing. He turns the key again. Still nothing.

PETE

Huh. Battery's dead or something.

GRACE

(pats the dashboard)
Alas, poor *Millenium Falcon*. We knew her well. Now what?

PETE

I don't know.

GRACE

Don't you know about cars? I thought all guys did?

PETE

Ah, but I am not your average guy.
I know you put the key in and you
turn it. If you want to go forward,
you press your foot down. If
something goes wrong, you call a
mechanic.

Pete winks at Grace, finally returning her flirtation. But
she is not listening. She is looking at her phone.

GRACE

My phone is dead...

Pete gets out and lifts the hood. He has no idea what he is
looking at in the jumble of HOSES and WIRES. He shades his
eyes from the sun as he looks around. A hundred yards away is
an intersection, the traffic lights are out. People are out
of their cars, hoods raised, gesturing to each other. Grace
gets out and notices too. It is eerily quiet.

GRACE (CONT'D)

(matter of factly)

It looks like everything just
stopped at once.

PETE

Maybe we just got hit with a nuke
from North Korea!

GRACE

That's not funny.

PETE

So sorry.

GRACE

Cut it out.

PETE

(singing)

I'm so rone-ree...so rone-ree...

GRACE

Come on, take me home.

PETE

How?

Grace is already walking away.

GRACE
Your legs still work don't they?

PETE
Grace, it's at least a two-hour walk!

She stops short.

GRACE
I don't like this. Something's happened. It's too quiet.

She looks around, growing more uneasy, taking in the motionless cars and the silence.

GRACE (CONT'D)
Everything feels...different.

PETE
(brightens)
It's like a scene from a movie I saw once. There was this flying saucer and a robot --

GRACE
(her lip trembles)
The Day The Earth Stood Still...the robot's name was Gort.

PETE
(now sensing her fear)
Come on. Let's go to my house. At least it's a little closer.

EXT. SUBURBAN SIDEWALK - NIGHT

They walk in silence. Grace hugs her arms to her body. There are no lights in the houses or on the street, just the dim moonlight. The only sound is the CRICKETS and the Florida BREEZE through the trees.

A SHADOW darts behind them, and they flinch at the SNAP of something in the trees. They walk faster, crossing a canal as they approach Pete's house.

EXT. PETE'S HOUSE

An old painted SIGN on the front door reads: "THE GAREYS."
The house is totally dark, the driveway empty.

GRACE
Where is your Mom?

PETE
She took my brother to his soccer
tournament in Jacksonville this
morning.

GRACE
What are you going to do?

PETE
I don't know.

INT. PETE'S HOUSE

They enter the house, Pete first, feeling their way in the dark past the living room toward the kitchen. There is a TINKLING of breaking glass. They whirl toward the noise, but it is too late.

Two male LOOTERS, are on them in the dark. Grace screams, but her screams are muffled as one of the looters puts his hand over her mouth. Pete faces the other looter and WHOCK! The looter swiftly punches him square in the face.

FADE TO BLACK.

FADE IN:

EXT. CANAL BANK - DAY

Pete's eyes flicker open, squinting in the bright morning light. His lip is swollen, his mouth dry and caked with dirt and blood. He sits upright slowly, wincing with pain, climbs unsteadily to his feet. The unnerving silence makes the singing of the morning birds seem almost deafening. Pete limps slowly back to the house.

EXT. PETE'S HOUSE - DAY

He stops short at the wide-open door.

PETE
Grace?

INT. PETE'S HOUSE

He steps cautiously through the doorway. His family's belongings are strewn about.

THE GARAGE

He reaches for a metal-frame backpack when he freezes, seeing Grace's lifeless form. Pete stumbles backward through the door, dragging the pack with him.

THE KITCHEN

He bolts to the kitchen sink and vomits. Tears sting his eyes as he turns the faucet. It coughs, the last bit of water in the pipe splutters out. He splashes water on his face. He opens a cabinet and throws cans of food into the pack.

THE GARAGE

Pete covers Grace's body with a blanket.

THE LIVING ROOM

Pete tearfully pauses a moment to look around, before he steps out the door of his home for the last time.

EXT. CANAL BANK - SAME TIME

Pete walks slowly, head bowed, lost in his pain. There is a deafening THUD! A cloud of dust swirls, the ground shaking, as Pete looks up. Mere steps away, there is a MANTICORE balancing on the wall of the canal bridge.

The Manticore is the size of a minivan. The mythical creature has a lion's body with matted shaggy brown fur, leathery wings, and a disturbingly human-looking face. Where the lion's tail should have been is instead a scorpion's tail with a foot-long stinger, waving lazily in the air.

The Manticore regards Pete for a moment with its glowing red eyes. Pete is frozen in his shock and disbelief. The Manticore flexes its wings, crouches down and -- WHOOSH! It takes to the air and is gone, the wind from its wings ruffling Pete's hair, as we

FADE TO BLACK

And watch the titles...

SUPER: "ONE YEAR LATER"

EXT. POND ON GOLF COURSE - DAY

Sunlight sparkles on the water. Pete is bathing naked in the pond. His CLOTHES and BACKPACK are on the shore, along with his BLOWGUN. He is lean from the rigors of surviving in the world since the Change. There is an overgrown house nearby.

PETE (V.O.)

Since the lights went out, and the cars stopped in the streets, things don't work the way they did. Guns don't work anymore, and neither do most machines. No one really knows why. People call it the Change. I never found my Mom and my brother. Most people didn't survive the collapse that came after. They just weren't prepared. Magic is what works now. Since the Change I have become used to seeing magical creatures like the manticore. I thought I had seen it all. That is, until I met her...

Pete ducks his head under the water. Surfacing, he sees a young UNICORN on the pond's bank, nosing his pack. He rubs the water from his eyes, marvelling in utter amazement.

The unicorn is incomparable for its sheer beauty, its coat a white like the purest fallen snow. Rainbow crescents of light fan out, like flashes of sunlight. The hooves are metallic, mirror bright.

The mane shimmers on its neck like a road on a hot day. The spiral horn rises from the noble head, like a lighthouse beacon on a lonely night, warm and welcoming. The eyes are paralyzingly black, full of life and intelligence.

The majestic head lifts and the unicorn regards Pete, tail swishing. Pete is afraid to move or startle it, and does the only thing he can think to do.

PETE

(softly)

Hello.

The unicorn's silky ears prick up. Pete moves slowly toward the shore, and fear flashes in the unicorn's eyes.

PETE (CONT'D)

It's all right. I won't hurt you.
It's all right...

Pete emerges, naked and dripping, from the water. He holds out his hands, but there is pain in the unicorn's eyes. Pete's smile disappears as his gaze drops. The unicorn's right front leg is swollen, caked in blood -- broken.

PETE (CONT'D)
(kneeling)
Oh, you poor thing. Who did this to you? Why would anyone want to hurt a unicorn?

The unicorn backs away, half dragging the broken leg.

PETE (CONT'D)
It's okay. I want to help you...

UNICORN
(in a little girl voice)
Bwoke.

PETE
I know. Here --

Pete stands and reaches out to stroke her mane. She flinches, then relaxes at his touch.

UNICORN
Bwoke.

PETE
Yeah, it's broken. Pretty bad, too. I've got to find something to splint it with to set it, okay?

UNICORN
Kaayyy.

Still wet, Pete pulls on his pants, picks up his blowgun and puts a handful of piano wire darts in his back pocket.

PETE
Don't go away, all right? You'll hurt your leg even worse.

UNICORN
Bwoke.

PETE
(smiling)
Right.

Pete jogs to the abandoned house a few yards away.

INT. ABANDONED HOUSE

Pete grabs a sheet off one of the dusty beds.

THE GARAGE

He finds two thin boards and grabs them. A Volkswagen Beetle has a CORPSE behind the wheel. Pete looks in the window and sees a small bottle on the seat next to it. The LABEL reads: "POTASSIUM CYANIDE" with a SKULL AND CROSSBONES underneath. Pete shivers and quickly gets out of the garage.

EXT. POND ON GOLF COURSE - SAME TIME

As Pete returns, the unicorn is again nosing his pack.

PETE
(firmly)
No, get away from there.

UNICORN
Candy.

PETE
What??

UNICORN
Candy.

He reaches into the pack.

PETE
Sorry, little one. I don't have
any...Well, I'll be--

Nestled between a FOIL PACKET of freeze-dried chili and a HUNTING KNIFE, is a packet of PEPPERMINTS. Pete tears open the cellophane and untwists the wrapper of a peppermint and offers it to the unicorn. She gently takes it with her mouth from his palm and crunches.

UNICORN
Candy.

PETE
Be good and I'll give you more
candy after I fix your leg.

UNICORN
Bwoke.

Pete finishes wrapping her leg in a splint, and pats her neck. He gives her another peppermint and grins.

EXT. POND ON GOLF COURSE - NIGHT

Pete has built a fire. He leans back against a palm tree, contemplating the night sky, stars shining, crickets HUMMING. He lights up a cigarette.

The unicorn is now standing beside him, staring at him.

PETE

What's the matter with you?

UNICORN

Bad.

PETE

Bad? What's bad?

The unicorn lowers her head, and almost faster than we can see, flicks the cigarette from between Pete's fingers with her horn.

UNICORN

Bad.

PETE

Okay, sure. Bad. Gotcha. Smoking -- bad.

The unicorn nods approvingly and turns away.

PETE (CONT'D)

Killjoy.

The unicorn snorts playfully. Pete stands, stretching. He rolls out his sleeping bag and gets in it. He lays silently watching the pale form of the unicorn standing beside him. He smiles, and drifts off to sleep.

EXT. POND ON GOLF COURSE - DAY

Pete awakens in the early morning light to find himself staring into lovely black snowman's eyes. The unicorn stands over him, regarding him patiently.

PETE

Well, good morning. How's the leg?

UNICORN

Bwoke.

PETE
(he stands to stretch)
Yeah, we're going to have to teach
you a few more words. Feel like
walking a little?

UNICORN
Kaayyy.

EXT. PHARMACY - DAY

Pete and the unicorn are standing outside of a looted
pharmacy.

PETE
(to the unicorn)
Wait here, okay?

The unicorn snorts.

INT. PHARMACY

Pete searches the shelves. He tosses items in his pack: ace
bandages, a pack of cigarettes, a CAN of beans & franks. He
notices the can has TEETH MARKS on it.

Something SMACKS into the wall above his head. Pete drops and
rolls behind some cardboard boxes. An arrow shaft half
protrudes from a box above his head.

He peeks between the boxes and sees a FERAL KID, probably not
yet thirteen, with long stringy black hair and a distended
belly. He is shirtless with filthy jeans, and dull, insane
eyes.

PETE
(loudly)
Kid! I don't want to hurt you! You
can have my food -- I don't care!

Silence. Pete takes another peek just in time to see the kid
coming at him, bowstring drawn back. Pete throws his pack at
the kid, and simultaneously raises his BLOWGUN to his mouth.
Grunting, he PUFFS hard. The dart hits the kid in the eye.
The kid screams, falls to the floor, and is still.

Pete stands, sweaty and breathless. He removes the dart from
the kid's eye. Pete steps past the kid's body into the stock
room. There is a pile of clean-picked bones, among them a
human skull. The kid wasn't after Pete's backpack.

EXT. PHARMACY

The unicorn stands patiently as Pete emerges, looking shaky.

UNICORN

Bad.

PETE

(he shoulders the pack)
Yeah, bad. Come on...let's find a library.

INT. LIBRARY - SAME DAY

Pete browses the MYTHOLOGY section, pulls a book off the shelf, and reads aloud to the unicorn.

PETE

It says here unicorns are rarely seen. They are meek and shy, but fight ferociously when cornered. They will die quickly in captivity.

Pete absently scratches the unicorn behind her ears as he continues to read.

PETE (CONT'D)

Unicorns are a symbol of purity. You have to be a virgin to touch one.

Pete stops petting the unicorn. A flush creeps up his neck.

PETE (CONT'D)

Great. I can touch you. Being a virgin has some advantages after all.

(he deadpans)
Hooray.

Pete reads again.

PETE (CONT'D)

They are also known for their healing properties.

Pete looks at an ILLUSTRATION in the book. It depicts a wizard and a unicorn locked in battle.

PETE (CONT'D)

Unicorns are highly prized by wizards for the powerful magic in their horns.

He looks at her splinted LEG. He is starting to realize what must have happened to her. He looks at the ILLUSTRATION of the wizard and the unicorn again.

PETE (CONT'D)
I'm not going to let anyone hurt
you, girl. I promise.

Pete pulls another book. There is a unicorn on the cover. The title reads: "ARIEL: THE BOOK OF FANTASY."

PETE (CONT'D)
(thoughtfully)
Ariel.
(to the unicorn)
Ariel. That's your name, okay?

The unicorn snorts.

PETE (CONT'D)
I'll take one snort to mean yes,
and two for no.

Ariel snorts once.

PETE (CONT'D)
Ariel it is, then.

EXT. FLORIDA HIGHWAY - DAY

Pete and Ariel walk the road. Ariel is bigger now and her leg is healed. She drags her silvery hooves along the asphalt, creating a shower of sparks. Pete grins.

PETE
Can you remember what it was like,
where you came from, before you
came here?

ARIEL
I -- I don't remember any place but
this one.

PETE
Well, what's your earliest memory?

ARIEL
I never really thought about it
before. All I remember is...waking
up one day. I felt warmth on one
side, it was the sun. I stood up
and looked around -- my legs were
wobbly.

(MORE)

ARIEL (CONT'D)

I was beside a railroad track, even though I didn't know what it was. It looked out of place, like it didn't belong. Same thing with the signs and houses. Nothing I saw, except for the magical creatures I encountered or the natural things like forests, lakes, and the sky, seemed right. Until I met you.

PETE

Me?

ARIEL

Yes. I guess you were pure, and you fit in with the kind of creature that I am.

PETE

You were a baby, that day you woke up by the railroad track?

ARIEL

Of course. I was still pretty much a baby when I met you.

A SIGN reads: "Alachua". There is a roadside bar and gas station with a dusty parking lot, the pumps overgrown with weeds, rusted and useless.

EXT. TRADING BAR - DAY

The bar is an outpost for the transactions of survivors in the post-Change world. A large LION crouches by the entrance.

PETE

Wait here.

ARIEL

(pointedly)

Try to stay out of trouble.

PETE

(jerking his thumb toward
the lion)

You too.

INT. TRADING BAR

Dimly lit by a few grimy windows and candles, a few LONERS examine weapons on display tables. A GUARD with a cocked crossbow stands expressionless, watching.

Pete picks up a tiny portable camp stove. A HAND snatches it out of his. Pete looks up at a huge THUG wearing a smelly black t-shirt, dirty jeans, and combat boots, his rotten teeth visible as he leans in toward Pete's face.

THUG

Hey, little punk. This mine. Saw first.

PETE

Sure, fine. If you want it, go ahead.

THUG

I want, I take anyhow, little punk.

Pete turns away and walks quickly into the next room. He grabs a seat at the bar. A BARTENDER approaches him.

BARTENDER

Yeah?

PETE

Do you have any Coke?

BARTENDER

(smiles)

Coke?

The bartender bends down to unlock something, and stands with a small cellophane packet of white powder.

PETE

No! Geez, I meant-- where do you get this?

BARTENDER

Guy comes in from New York twice a year, regular. Rides a griffin. He works for the Sorcerer. Just drops off these little bags and then he takes one of them.

The bartender juts his chin toward two young WOMEN sitting at the end of the bar.

PETE

The Sorcerer?

The bartender doesn't answer. One of the women notices Pete looking her way and gets to her feet.

BARTENDER

You still want the coke?

PETE
(distracted)
I -- uh, no. I doubt I could afford
it.

The WOMAN is behind Pete, and taps his shoulder. Pete swivels
around on the stool.

WOMAN
You like me?

PETE
No.

WOMAN
What's wrong? You queer or
something?

PETE
No, just selective.

Pete grabs his pack and exits the trading bar.

EXT. TRADING BAR - SAME TIME

The lion is still outside the door. Ariel stands a few yards
away, studying the lion.

ARIEL
This lion is stupid. It can't
communicate with me.

PETE
Of course, it's stupid -- it's just
an animal.

Ariel blinks and stares at him.

PETE (CONT'D)
You know what I mean, it's a dumb
buddy-lion under an obedience
spell.

ARIEL
I wonder who it belongs to.

PETE
I don't even care. Look, let's get
out of here.

ARIEL
What's the matter? Trouble inside?

PETE
Not really. Come on.

The door to the trading bar opens and the THUG and the WOMAN step out. She points at Pete. The THUG lumbers toward them.

THUG
Little punk, I kill you. You and
your horse too. Hah hah hah.

ARIEL
(to Pete)
No trouble, eh?

The THUG takes a cheap metal clacker out of his pocket and clacks it three times at the lion.

THUG
Come, Rasputin.

The lion gets to its feet, licks its chops and shakes its shaggy mane, blinking at Ariel. They stare at each other as the lion gathers itself.

ARIEL
(to the lion)
Come on, come on. You might as well
pounce now.

Pete is distracted by the face-off between Ariel and the lion. A huge hairy FIST hits him square in the face. He goes down hard. The THUG reaches down to finish him off, and Pete kicks his right heel out, hitting the THUG'S kneecap. The THUG HOWLS as it snaps. Pete jumps up and punches him in the throat, and the THUG goes down choking.

Ariel's head is low, her horn dripping with blood. The lion lays dead at her feet, blood pooling around it. She turns to Pete.

ARIEL (CONT'D)
What happened in there?

PETE
(holding his nose)
Ow -- Nothing! Bartender said
something about a sorcerer in New
York.

Ariel's eyes narrow in concern.

ARIEL

Pete, it's dangerous for you to stay with me. Someone will always be hunting me.

He uses his sleeve to stop the blood, as his nose swells.

PETE

You let me worry about that. I'm not going to let anyone hurt you.

ARIEL

You look awful.

PETE

I thig by nothe ith broge.

EXT. OVERPASS - DAY

SUPER: "ONE YEAR LATER"

We see the CNN building behind them as Pete and Ariel walk through downtown Atlanta.

Pete walks amongst the deserted cars, lagging and looking footsore. He trudges down the off-ramp, a paperback in his hands.

ARIEL (O.S.)

C'mon, Pete, get your rear in gear!

PETE

Alright, you refugee from a Disney flick!

Pete reads aloud from *Don Quixote* to Ariel.

PETE (CONT'D)

"Wherein is continued the account of the innumerable troubles that the brave Don Quixote and his good squire Sancho Panza endured--"

ARIEL

We're being watched.

The overpass ahead has the silhouettes of TWO MEN on it.

PETE

Yeah, where?

ARIEL
Overpass. One of them is using
those bulky things -- makes things
far away look closer.

PETE
Binoculars.

ARIEL
Right. And he's got something
perched on his shoulder -- some
kind of bird.

PETE
A buddy, maybe?

ARIEL
I don't know. We'll worry about it
when we get there.

As they get closer, the man raises something to his lips.
Ariel's ears twitch as the bird takes flight and begins
circling.

PETE
It's a buddy. A falcon.

ARIEL
They keep their bases covered.

PETE
Let me do the talking. Chances are
they've never seen a unicorn.

They look up at the TWO MEN on the overpass. One is RUSS
CHAFFNEY, 30's, barrel-chested, wearing a leather vest. The
other is EMILIO, he has several KNIVES on his belt.

RUSS
What's your business.

PETE
Library. I need to find a library.

RUSS
Library. What's there?

PETE
Books.

RUSS
Smart guy.

PETE

No, really. I need to see a road atlas.

Russ looks at Ariel.

RUSS

That yours?

PETE

We're Familiars, yes. Anything wrong with that?

RUSS

Don't be so defensive, son. We like to keep track of what animals come and go in our fair city, both two- and four-legged.

Emilio interjects:

EMILIO

(to Russ)

I know of a sorcerer that I bet would pay a good price for her horn. They say unicorns have powerful magic and if you grind up their horn--

RUSS

(cutting him off)

That's enough.

EMILIO

They also say you have to be a virgin to touch a unicorn.

Emilio smirks at Pete.

RUSS

Is that right?

(to Pete)

Does your unicorn let you touch it?

Pete flushes beet red.

PETE

Yes.

RUSS

You've never had a woman then?

PETE

No.

EMILIO

You'd better be careful around here
then. Some of these women'll grab
you just like that.
(he snaps his fingers)

RUSS

Well, I can't see the harm in
letting 'em go to the library. Long
as you don't wander the streets
after dark. Ain't safe. Just take a
left at the second light and go
about four blocks. You'll see it on
the right.

PETE

Thanks.

Pete and Ariel start to walk away.

RUSS

(pointing skyward)
Hold up! Don't move until I call
Asmodeus. Otherwise, she'll rip
your eyes out.

PETE

(to Russ)
Don't bother.

Pete looks at Ariel expectantly. Ariel snorts and looks
upward. The falcon descends and gently settles on her back.

Russ's jaw drops and Emilio looks on in astonishment.

RUSS

I was told no one could order that
bird but me!

He lifts the whistle to his lips and blows. The falcon
doesn't move.

PETE

Let her go, Ariel.

The falcon flaps her wings and glides over to settle on
Russ's shoulder. Ariel tosses her head and snorts.

PETE (CONT'D)

Let's go, Ariel.

EXT. PUBLIC LIBRARY - LATER

Pete and Ariel stand outside the entrance.

ARIEL

That was a damned stupid thing to do!

PETE

Whatever.

ARIEL

Let me do the talking, you said. So what do we do? We show off! If word gets around we bypassed a buddy's obedience spell, people will get curious.

Pete is silent.

ARIEL (CONT'D)

It was a childish thing to do. Why'd you want to show off like that?

PETE

I was embarrassed.

ARIEL

Why? What's there to be embarrassed about?

PETE

I'm a virgin.

ARIEL

So am I.

PETE

That's different. You're not a man. You're not human. See, I ...oh, forget it.

ARIEL

Pete, there is great virtue in being pure. If you weren't a virgin, you couldn't have me as your Familiar.

PETE

Look, just drop it, okay?

ARIEL

All right.

INT. PUBLIC LIBRARY - NIGHT

Pete and Ariel have made camp on the floor. Pete eats a can of vienna sausages and sips water from a bota bag in front of a lighted candle. There is an awkward silence between them. Ariel stands swishing her tail.

ARIEL (CONT'D)

Pete, talk to me.

PETE

About what?

ARIEL

Oh, come on. You're acting like a little kid.

PETE

I am not. How would you know what a little kid acts like?

Ariel snorts and noses Pete's open backpack.

ARIEL

Funny. Now how would I know that? Hey -- no peppermint!

PETE

Why don't you just zap some into existence like you used to?

ARIEL

What little power I have was ill spent when I was younger. Spells shouldn't be wasted.

PETE

Easy for you to say. You aren't dying for a cigarette.

ARIEL

I have always told you smoking is bad for you.

PETE

Ah, yes. The good old days -- back when you only knew two words.

There is a THUMP and a scuffling from the floor below. Pete quickly blows out the candle and grabs his CROSSBOW.

PETE (CONT'D)
(whispers)
Stay here.

MAN'S VOICE (O.S.)
Hello? Is anybody here?

Pete creeps down the stairs. In the dim light, there is a silhouette of a MAN with his back to him near a book shelf. Pete raises his crossbow and rests it on the banister.

PETE
Don't move.

The man slowly turns around to face Pete, hands up. He is RUSS CHAFFNEY, the man from the overpass.

PETE (CONT'D)
Don't move, or I'll kill you.

RUSS
I'm not looking for any trouble.
I'm looking for a kid with a unicorn. Is that a rifle? Don't you know that guns won't work--

PETE
It's not a rifle. It's a crossbow.

RUSS
Okay. I guess you're him, nobody else would be in here. You and your buddy--

PETE
She's not a buddy. She's my Familiar.

RUSS
Sorry. You and your Familiar managed to override my buddy's obedience spell. The guy who set the spell for me said it couldn't be broken. I want to find out how you did it.

PETE
That was you on the overpass?

RUSS
Yeah.

PETE
(a beat)
Hungry?

RUSS
Since you mention it, yes.

PETE
I've got some food upstairs. Come
over here but keep your hands where
I can see them.

RUSS
My name's Russ Chaffney.

PETE
Pete Garey.

Russ holds out his hand as Pete lowers the crossbow and they
shake.

PETE (CONT'D)
You'll have to go first. Ariel
won't like it if I go ahead of you.
She'll think you have a weapon at
my back.

As they come up, Ariel watches them warily.

PETE (CONT'D)
Ariel, this is Russ Chaffney.
Chaffney, this is my Familiar,
Ariel.

RUSS
Um, how do you do?

ARIEL
Do what?

Russ stares, mouth agape.

PETE
(to Ariel)
It's a figure of speech. It means,
how are you?

ARIEL
Oh, I'm wonderful, except I want
some peppermint candy. You wouldn't
happen to have any would you?

RUSS

I, uh, no. I don't have any candy.
Sorry.

PETE

Don't worry about it. She eats too
much of it anyway. She's getting
fat.

ARIEL

Unicorns don't get fat.

PETE

(whispers to Russ)
Don't believe her. She used to be
skinny. Now look at her.

RUSS

Do you two always talk like this? I
didn't know unicorns could talk.

ARIEL

We can't talk. The hairless monkey
is a ventriloquist.

RUSS

I also didn't know they could do
magic.

ARIEL

(innocently)
Magic?

RUSS

Yeah, at the overpass today. My
buddy, Asmodeus - the falcon.

ARIEL

Oh. I thought I recognized you from
somewhere. Humans all look alike to
me.

Pete offers Russ a can of vienna sausages. He sits on the
floor and dips his fingers into the can.

ARIEL (CONT'D)

Look, an obedience spell is
nothing. You could weave one. Pete
could weave one. All it involves is
fixing the animal's attention on
you. The smaller the brain size,
the harder to get its attention,
but the easier it is to keep it.

RUSS

But the guy who set the spell told me it was impossible to break. That's why buddies are so loyal. Asmodeus has been with me two years now. Saved my ass a few times.

ARIEL

And she still is loyal to you. What I did was momentarily change her focus of attention from you to me.

RUSS

She didn't come when I called.

ARIEL

I hadn't released her yet.

Russ polishes off the can of vienna sausages and wipes his fingers on his pants.

RUSS

So, you could have kept her as your buddy if you wanted to.

ARIEL

As long as I could make myself her center of attention, yes.

RUSS

Who taught you all this?

ARIEL

No one. It just comes naturally. But spells will work for anybody. Ask Pete.

Russ looks at Pete expectantly. Pete reaches for a book in his pack and pulls it out. It is leather-bound, with yellowing pages.

PETE

I've tried a few. They're mostly in Latin.

RUSS

You read Latin?

PETE

No, I just knew what language it was.

Pete hands the book to Russ and he flips through it.

RUSS
(to Ariel)
And you?

ARIEL
No, I don't read Latin. I know magic. There's something about the way spells are put together that help me know what it's about. I don't understand it, I just do it.

Russ hands the book back to Pete.

Pete flips through the pages as Ariel looks over his shoulder. She stops him at a certain page.

ARIEL (CONT'D)
Here. This one.

Pete picks up the candle and pours some of the melted wax in the shape of a circle on the floor. He pulls four more small candles from his pack and lights them and continues pouring the wax, setting a candle down at each corner of the pentagram he has traced.

Pete begins to recite the spell in Latin. A dark cloud begins to form in the circle, like a teabag in hot water. Pete finishes the conjuration and shuts the book.

The cloud begins to coalesce into a creature. Black. Muscular. Sharp claws. Eyes like a furnace, its hatred palpable. Russ shrinks back in fear, and Pete is frozen in his.

The demon hurls a black ball of energy at Ariel. She bolts forward and touches her horn to the wax, dragging it across the cement floor, breaking the circle. There is a bellow from the demon, and it quickly fades away.

Pete looks shaken, Russ's face is ashen in the candlelight.

RUSS
I've, uh, got a friend. The guy who cast the obedience spell on Asmodeus. He knows a lot about magic.

ARIEL
Is he a sorcerer?

RUSS
No, but he knows a little magic. He wants to know what caused the Change.

PETE

Don't we all. You have any ideas?

RUSS

Only what I've heard. A lot of people think old laws don't work anymore.

PETE

Do you believe that?

RUSS

I don't know. I'm not sure it holds water. Laws are laws.

PETE

(nodding)

'God doesn't shoot dice.' Einstein said that.

RUSS

Why don't you ask Ariel about it since she knows magic.

PETE

I have. She couldn't have been around until after the Change took place. She doesn't remember any of it.

ARIEL

I haven't the slightest.

RUSS

I do. I was watching Dallas at San Francisco, third quarter. The power cut out and the TV went dead. About ten minutes later, I picked up the phone to report the power outage and - nothing. Not even static. Then I noticed how quiet it was. I could hear birds chirping but no traffic. Me and my wife walked outside and it was spooky. Cars stopped dead in the middle of the street. Sometimes I wonder what happened to people in airplanes or elevators, or what about people on cross-country road trips?

His eyes mist a little. Pete snaps him out of his memory.

PETE

So, what were you saying about your friend who knows magic?

RUSS

Oh, yeah. His name's Malachi. Weird name, huh? It's from the Bible.

ARIEL

Last book of the Old Testament. It means 'my messenger.'

Russ looks surprised at Ariel's knowledge.

PETE

She likes to read a lot. I have to turn the pages for her.

RUSS

He's kind of a strange guy. Lives like a samurai, swords, kimono and all. He lives alone in a house. Well, he's got a buddy - a big black chow. A mean bastard, damned near chewed my leg off once when I got too close to Malachi.

Russ gets to his feet.

RUSS (CONT'D)

He'd be real interested to meet the two of you. I'll take you to him tomorrow.

Pete and Ariel exchange glances.

ARIEL

Why not?

PETE

Sure. I'd be interested to see how he defends a house all by himself anyway.

RUSS

You'll understand when you meet him. I'll come get you around noon. I can find my way out.

ARIEL

Good night.

EXT. PUBLIC LIBRARY - DAY

Pete reads as they wait for Russ. Ariel has Pete's pack on her back, Pete's blowgun, crossbow, and a pair of nunchuks are visible. She paces restlessly.

PETE

You're really anxious to meet this Malachi.

ARIEL

(cocking her head)

I have a feeling about him. He feels...important.

PETE

What does that mean?

ARIEL

Nothing more than that. I just have a hunch about him.

Russ Chaffney arrives, Asmodeus riding on his shoulder. The falcon wears a small black hood, embroidered with a red letter "A." He removes the hood, and she blinks quizzically at Ariel. He gestures to the weapons on Ariel's back.

RUSS

Are you always this cautious?

PETE

I go, they go. Paranoid, I guess.

ARIEL

Pete thinks of everything in terms of survival value.

PETE

Keeps us alive.

RUSS

Nothing wrong with that.

They walk and as Ariel passes by Russ, he reaches up to pat her on the neck.

RUSS (CONT'D)

Ahhh, shit!!

He stomps around, flapping his hand. He wrings his hand, wincing and biting his bottom lip.

PETE

What's the matter?

RUSS

Shit! My hand! It feels like I shoved it into a tar kettle! Hell, all I did was try to pat her on the neck!

PETE

You're not a virgin. Ariel, are you okay?

ARIEL

(shaky)

I've never felt anything like that before. So cold...like an icicle through my neck.

PETE

(to Russ)

Keep your hands off her. You aren't pure. You aren't fit to touch her. She's my Familiar.

Asmodeus senses the threat in Pete's voice and screeches and spreads her wings. Russ reaches up to stroke her feathers to calm her.

ARIEL

Ease up, Pete. He didn't mean anything by it.

RUSS

Look, I'm sorry. I just wanted to give her a pat like anyone would a horse.

PETE

She's not a horse.

RUSS

I know. I forgot for a minute. I won't do it again, okay?

EXT. RESIDENTIAL NEIGHBORHOOD

Russ walks ahead, leading them in silence. Pete can't take it any longer and catches up. Not thinking, he reaches up to pet Asmodeus, but then realizing, he checks the urge.

PETE

I'm sorry.

RUSS

Don't worry about it.

PETE

All you did was try to pet her. I shouldn't have reacted that way. I don't know why I did.

RUSS

No big deal.

PETE

I'm sorry...

Russ glances back at Ariel.

RUSS

It's all right. I understand.

They trudge in silence, past the wreckage of a commercial airliner scattered along the roadside. The gnarled pieces of twisted metal, and plastic melted shapeless - never attended to - lay like a kind of gruesome airline graveyard museum.

EXT. MALACHI'S HOUSE

It is a small wooden, two-story house. A black iron fence surrounds a well-kept yard. The vertical bars end in sharp spikes, six of which have human HEADS on them. Three are clean-picked skulls, the fourth and fifth are half eaten away, and the sixth is most recent with recognizable features.

PETE

Intimidating.

RUSS

People who tried to take the house.

ARIEL

Cute. Makes people think twice about trying the same thing.

Russ strikes a bell on a post beside the gate.

The front door opens and a man walks out, followed by an enormous black CHOW. MALACHI LEE, late 40's, black hair, wearing a black silk kimono with a samurai sword in a black lacquered sheath in his sash, walks to the gate and unlocks the padlock. He steps out and stops when he sees Ariel.

MALACHI

Well...

He walks a complete circle around her, seeing her and nothing else. He stops in front of her. Pete stands a little straighter.

ARIEL

Hello.

RUSS

(clearing his throat)
Malachi, this is--

MALACHI

Quiet.

Malachi draws his sword in a flash. Pete flinches, but a stern look from Ariel stops him. Malachi holds the sword up, sunlight glinting off the blade.

MALACHI (CONT'D)

I am Malachi Lee.

He carefully lays the sword at Ariel's silvery hooves.

MALACHI (CONT'D)

And I would consider it an honor to
be at your service.

Ariel dips her head and touches the tip of her horn to his sword.

ARIEL

I am Ariel. And I thank you.

Malachi Lee nods and sheaths his sword without looking. He and Ariel gaze at each other for a long moment. Pete coughs into his hand, breaking the silence -- and Malachi's reverie.

MALACHI

She's yours?

Malachi looks Pete up and down. Big Man on Campus sizes up wimpy date of prom queen.

PETE

Yes, she's my Familiar -- we're
each other's... I'm Pete --

MALACHI

"Now I will believe there are
unicorns."

ARIEL

Shakespeare said that.

Malachi bows a short bow and extends his hand.

MALACHI

You're a very lucky person.

Pete flushes, and they shake hands.

PETE

Why, thank you.

The falcon shrieks and spreads her wings.

MALACHI

I hear you, Asmodeus. She's living up to her name, I hope?

RUSS

Yes, she is.

PETE

Her name?

MALACHI

(to Pete)

Yes. Asmodeus: a demon in Christian and Jewish mythology. Prince of the Avengers of Evil, often portrayed as a winged man.

RUSS

Malachi named her when he cast the obedience spell. Asked a high price, but she was worth it. I've never regretted it. I thought you'd like to meet them, Malachi.

MALACHI

Yes.

RUSS

Me and Emilio were standing watch at the overpass yesterday when they came to town.

PETE

Emilio was the one with the knives?

RUSS

Yes. Emilio started getting ideas about her horn. Says he knows of a sorcerer who would want it.

Ariel shudders, the echo of a long ago bad memory.

MALACHI

That's not good. Emilio's no trouble by himself, but he has a big mouth and too many friends. You don't need any trouble from him. Let me know if he bothers you.

PETE

Thanks, but I think I can take care of my own problems.

MALACHI

(ignoring Pete's bravado)
Suit yourself. The offer still stands.

The big black chow barks.

MALACHI (CONT'D)

Sorry, boy. Didn't mean to be rude. Pete, this is Faust. Faithful companion and partner in hard times.

The dog barks once again in acknowledgement.

PETE

Hi, Faust. Did you cast his obedience spell too?

MALACHI

(a flash of irritation)
No one did. We're friends. Faust, this is Ariel. She's a unicorn, and as long as you know her I want you to treat her and guard her as you would me.

Ariel woofs once at Faust.

MALACHI (CONT'D)

(to Pete)
Ariel's a good name. Did you pick it?

PETE

Yes, I liked it.

MALACHI

Shakespeare would have loved it.

Pete looks puzzled. Malachi's eyebrows shoot up.

MALACHI (CONT'D)

I thought that's where you got it.
Shakespeare. *The Tempest*? Ariel was
a magical creature.

PETE

Oh. I saw it on a book with a
unicorn on the cover. I thought it
fit her.

MALACHI

Oh, it fits her, all right. Come
inside. I'd like to find out what
it's like to be the Familiar of a
unicorn.

Malachi extends his arm and offers it to Asmodeus.

MALACHI (CONT'D)

(to Russ)
Do you mind?

RUSS

Go ahead.

Asmodeus flaps her wings and settles on Malachi's arm. He
strokes her feathers.

MALACHI

Faust, you two go play.

Malachi shrugs his shoulder and Asmodeus takes flight,
skimming the ground along the yard while Faust runs after
her, barking.

INT. MALACHI'S HOUSE

The front door is booby-trapped. A string on a pulley goes
around the corner and is tied to the trigger of a loaded
crossbow. Anyone entering would be hit at belly level.

The furniture is worn, the walls undecorated, except for one
wall that is covered in bookshelves loaded with all kinds of
books. Pete looks at Malachi's collection.

PETE

What do you think caused the
Change?

MALACHI

I'm not sure it had a cause. I
think it may have just...happened.

PETE

How could the Change have just happened? Change implies cause, and cause implies source.

MALACHI

I don't think there's anything supernatural about it, I think the world just works under different laws of physics.

ARIEL

Different laws of physics and supernatural seem synonymous to me.

MALACHI

I'll grant you that, but it makes no difference. The end result is the same. I cast a spell and it works whether you call it supernatural or different physics. To say it can't work is to say Ariel can't exist, and yet, there she is.

RUSS

Tell Malachi about last night, Pete, when you conjured that demon?

PETE

I was just curious. I wanted to see what would happen.

Malachi stands.

MALACHI

You tried a conjuration?

PETE

(sullenly, to Ariel)
You tell him.

ARIEL

It was frightening. It felt like it was going to hurt us. I had to break the circle with my horn to stop it.

MALACHI

(to Pete)
You're very fortunate, you know that?

PETE

I'm beginning to appreciate that.

Malachi goes to his bookshelf, removes a leather-covered book with yellowed pages. He opens it and searches, shows it to Pete.

MALACHI

Is this the conjuration you tried?

PETE

Yes, that's it.

MALACHI

(to Ariel)

Is this it?

ARIEL

I guess so. I don't remember very well.

PETE

Sure you do. You picked it out.

ARIEL

I don't read Latin.

PETE

But last night you told Russ you knew what it was about...

She avoids his gaze. Malachi stares hard at her.

PETE (CONT'D)

What's wrong?

MALACHI

You knew what this was, didn't you?

Ariel gives the barest dip of her horn.

MALACHI (CONT'D)

You knew what this meant and you let him go ahead? Why?

ARIEL

(turning away)

I thought I understood the risks.

MALACHI

Why?

ARIEL
(turning to him)
I thought I could handle it.

MALACHI
You thought you... you mean you
didn't even tell him?

PETE
Tell me what?

ARIEL
He wouldn't have done it! And I
couldn't.

MALACHI
Do you need to test your power that
much?

Ariel is silent.

MALACHI (CONT'D)
(to Pete)
Do you know what this means?

ARIEL
You don't have to --

MALACHI
He deserves to know. Do you, Pete?

PETE
(carefully)
Judging by the results I got, it
was a spell for conjuring a demon.

MALACHI
Oh, it's that all right. Here's the
translation:
(reading)
'I summon thee, O Dweller of the
Darkness, O Spirit of the pit, to
make thy most evil appearance. In
the name of Lucifer the fallen, the
foulest of masters, I adjure thee
to come forth. I order thee, by all
the unholy names: Satan, Beelzebub,
Shai-Tan, Belial, Mephistopheles,
to be here to work your will upon
me.'

PETE
'To work your will upon me'? Ariel,
how could you?

Ariel won't meet his eyes.

ARIEL

I had to know-- I'm sorry, but I
had to know if I could beat it.

PETE

You're sorry! That conjuration
practically offers my life if a
demon comes!

Ariel's head droops to the floor, tears shine in her eyes.

ARIEL

(softly)

Oh, Pete. It was done from my
ignorance and insecurity. I never
meant to play games with your life,
Pete. You know that.

PETE

I thought I knew that.

ARIEL

Pete! You don't mean that!
(turning to Malachi)
Why did you have to tell him.

MALACHI

(calmly)

He deserved to know. You should
have been the one to tell him.

ARIEL

It was a stupid thing for me to do.

She steps toward Pete but he holds up his hand.

PETE

No. No, forget it.

Pete wheels and reaches for the doorknob and opens the door.
Malachi yells, Russ's eyes widen, and with horrifying
suddenness there is a flash of white as Ariel leaps into the
air. Pete's body hits the front porch face down with a
sickening THUD -- a crossbow bolt from the booby-trapped door
protruding from his lower back.

FADE TO BLACK.

BLACK SCREEN

ARIEL (V.O.)

Pete. Pete.

MALACHI (V.O.)
Get him up on the table!

ARIEL (V.O.)
Pete, I'm trying to help you.

RUSS (V.O.)
We've got to get the bolt out.

ARIEL (V.O.)
Pete, listen to me. You've got to help me.

MALACHI (V.O.)
Put your hand here!

ARIEL (V.O.)
We're getting closer. That's good, Pete... Always remember that I love you.

A blurred pinpoint begins to light up the darkness. It resolves into the pure, magical light from an ivory horn. The light becomes brighter than the sun, burning everything out in a supernova before we are

BACK TO SCENE

Ariel stands over Pete, lying on the kitchen table, Pete clearly looks dead. Ariel's horn is lowered into his abdomen. Her horn begins to glow so brightly Malachi and Russ must shield their eyes and look away. Pete convulses finally and Ariel staggers away, collapsing on the living room floor.

FADE TO BLACK.

INT. MALACHI'S HOUSE - LATER

Pete opens his eyes. He's laying shirtless on a bed. He focuses on the ceiling, papered with centerfolds. Malachi stands in the doorway.

PETE
Hi there.

MALACHI
You're back.

PETE
Yeah, I'm back.

Pete looks down at the mass of pink scar tissue on his stomach where the crossbow bolt exited his body. Malachi enters.

MALACHI

You certainly look better. How do you feel?

PETE

Like crap. How long did it take you to collect the wallpaper for the ceiling?

MALACHI

I brought them back in a wheelbarrow from a bookstore downtown. You should see the bathroom - all one-dollar bills.

PETE

Toilet paper, too?

MALACHI

Only in denominations with at least two zeroes. There's a stack by the chamber pot. I guess the IRS can kiss my ass now...

PETE

How long was I out?

MALACHI

Four days.

PETE

Four days? It couldn't have been too bad -- I'm almost healed. I thought I was dead.

Malachi opens his mouth to say something, closes it, and then opens his mouth again.

MALACHI

It was pretty bad.

PETE

(pats his stomach)

I know the bolt came through here, but I must have lucked out and it didn't hit any vital organs. Did you have to do any backwoods surgery on me? Come on, you can tell me, doc.

MALACHI

We were too late for surgery. You
were dead by the time I got to you.

PETE

Yeah, sure. That's why you're
telling me about it now.

MALACHI

Have it your way.

Malachi exits the room. Pete closes his eyes and drifts off
to sleep.

EXT. TRADING BAR - NIGHT

Ariel and Faust hang around the back door, listening. Ariel
seems to shimmer. She is transparent, invisible. They are
watching someone:

Emilio is talking with some MEN.

INT. MALACHI'S HOUSE - DAY

Malachi enters the bedroom, carrying a tray with some food
and a glass of water for Pete.

PETE

Where's Ariel?

MALACHI

I don't know. The day you woke up,
she asked if she could borrow Faust
for a week or two and they took
off.

PETE

She say where she was going?

Malachi sits on the edge of the bed.

MALACHI

No. You need to get your head
straight about her. You have
something most people would give up
everything for, and you're taking
it for granted like a spoiled
child.

PETE

What do you expect me to do? Wake up and say, hey Ariel -- you almost got me killed and cost me my soul, but, no worries?

MALACHI

She tried to explain it to you.

PETE

She was using me to test her abilities!

MALACHI

Little kids play with matches but they're not trying to burn the house down. I saw her during the days you were out of it.

Pete snorts a little.

MALACHI (CONT'D)

Perhaps you blame Ariel, but you better realize something - she brought you back. Russ and I watched her do it. Your pupils were dilated, your bladder and sphincter muscles had--

PETE

Stop! You don't have to be so graphic!

MALACHI

We pulled the bolt out and she touched the wound with her horn. It began to glow so bright we couldn't even look at it. She told you to always remember that she loved you. And then you came back and she collapsed. Whatever magic it took for her to bring you back, it nearly killed her.

PETE

(starting to sink in)
I didn't know.

MALACHI

I know you didn't. But don't shut her out. It's obvious she loves you. She's more than just a horse with a horn, more than a unicorn, even.

Malachi gets up and leaves Pete with his thoughts.

THE LIVING ROOM - THE NEXT DAY

Malachi catches Pete wandering the house.

MALACHI
Shouldn't you be in bed?

Pete lifts his shirt and shows Malachi the nicely healed pink scar.

PETE
See? I'm okay -- watch.

He bends and touches his toes.

MALACHI
It's your funeral. Ready to get to work then?

PETE
Work on what?

MALACHI
The art of war. Your blowgun might have saved you now and then, but a sword -- a sword always works.

EXT. MALACHI'S YARD

MONTAGE - MALACHI TRAINING PETE

-- Pete repeatedly swings a wooden sword wildly at a target.

MALACHI
The first thing you have to learn is how to control a blade.

-- Pete thrusts and parries again and again.

MALACHI (CONT'D)
Again. The expert in battle moves the enemy, and is not moved by him.

-- Pete swings a dozen more times at the target, then flops down exhausted on the grass in a big 'X'.

MALACHI (CONT'D)
Break's over.

-- Bedroom -- Pete sleeps as Malachi bursts in screaming like a lunatic. Pete fumbles for his sword, Malachi's blade is at his throat.

MALACHI (CONT'D)
You're a snail.

-- Malachi demonstrates drawing the blade, and returning it to the sheath without looking. Pete practices drawing his blade and returning it to the sheath. He misses every time.

-- Living room -- Sheets of notebook paper on string hang from the ceiling. There is a blur as Malachi draws his sword and a one inch square of paper wafts down to the floor.

MALACHI (CONT'D)
You try.

-- Pete doesn't even hit the paper.

MALACHI (CONT'D)
Hopeless.

-- Pete and Malachi in padding spar with wooden swords.

MALACHI (CONT'D)
Move not unless you see an
advantage. Be where your enemy is
not.

-- Bedroom -- Malachi rushes in again yelling as Pete sleeps. This time Pete gets his blade up to meet Malachi's.

MALACHI (CONT'D)
(his eyes twinkle with
pride)
Better.

END MONTAGE

EXT. MALACHI'S YARD - DAY

Pete stretches, waiting for Malachi to begin the day's lesson. Malachi hands him a samurai sword wrapped in oil cloth. Pete carefully unwraps it, and pulls it from the black lacquered sheath. The blade blazes in the afternoon sun.

PETE
I can't take this.

MALACHI
Yes, you can. A reward for your
hard work. It's worth a fortune.
(MORE)

MALACHI (CONT'D)

I got it from some idiot who didn't know what he had. It's a beauty, but mine's worth a dozen of those.

Malachi takes the sword and puts it in his own belt for a moment. He swiftly draws the sword, cutting the air.

MALACHI (CONT'D)

The blade was forged in the sixteenth century, an exceptionally good one. I expect you to treat it with the respect it deserves. Right now you know just about enough to get yourself killed, because you have technique without expertise. You'll have to keep working on your own.

Just then they hear a dog barking at the gate. Ariel and Faust have returned. Faust bounds up to Malachi and they wrestle in the grass. Pete throws his arms around Ariel's neck.

PETE

Where have you been?

ARIEL

I took a sabbatical. I thought we needed a break from each other.

PETE

Ariel, Malachi told me what you did for me. How you brought me back. Why didn't you tell me?

ARIEL

I didn't want to hold it over your head. Please forgive me.

PETE

Forgive you? I should be the one saying that. I overreacted. I'm stupid sometimes.

Ariel is silent.

PETE (CONT'D)

I love you, you know.

ARIEL

I love you too, Pete.

PETE
 (he strokes her mane)
 I know... So where the heck have
 you been!

ARIEL
 Nowhere special. We just wandered
 the city. No one saw me. I found
 out some things you should know.

Malachi stops wrestling with Faust and gets to his feet.

MALACHI
 Such as?

ARIEL
 Emilio still wants my horn. It
 appears he's been offered a large
 reward for it.

MALACHI
 And?

ARIEL
 Apparently, Russ Chaffney told
 somebody about me, and now half the
 city knows. I'd expect Emilio to
 show up in the next day or two.

MALACHI
 Why would he wait that long?

ARIEL
 I'm not sure. It seems like he's
 waiting for somebody. I'm sure he
 wouldn't come here alone.

A cloud of concern darkens Malachi's eyes. He turns to Faust
 and slaps his thigh.

MALACHI
 Come on, Faust! Let's go inside and
 get some dinner.

INT. MALACHI'S HOUSE - NIGHT

Pete is asleep in bed. In the dark, someone shakes him awake
 and he reaches for his sword.

RUSS
 (whispers)
 Hold on! It's me!

PETE
Wha..? Russ?

RUSS
Come on. Get up. We need you.

Pete swings his legs over the side of the bed and rubs his eyes. Russ strokes Asmodeus's neck feathers.

PETE
What are you doing here?

RUSS
I just got here. Emilio and two other guys are on their way here to get Ariel.

This snaps Pete to full awareness.

THE LIVING ROOM

Malachi is already waiting with Faust and Ariel.

PETE
(to Malachi)
What's up?

MALACHI
You know as much as I do. We're waiting.

Malachi stares out the window. Russ looks at Pete, studying him.

PETE
What?

RUSS
Oh, nothing. You look a lot better than the last time I saw you. You should change your name to Lazarus.

PETE
So, what are we going to do?

MALACHI
We'll wait and see what they do.

RUSS
Malachi says you're a natural with that sword. I brought my baby.

Russ grins, swinging a wooden baseball bat. He looks from Asmodeus to Ariel to Faust.

RUSS (CONT'D)
This place looks like a damned Dr.
Doolittle set. Nervous?

PETE
Yes.

MALACHI
Here we go --

Malachi jumps up from the couch.

EXT. MALACHI'S YARD - NIGHT

EMILIO, machete on his belt and a chain in his hand, and two other MEN are helping each other over the fence. Malachi, Pete, and Russ step into the yard to meet them, Ariel and Faust at their sides.

EMILIO
We want the horse.

PETE
She's not a horse.

EMILIO
(looking at Pete's sword)
You didn't have that when you came
to town. Come on, just you and me.
You win, and nobody bothers your
pretty horse.

MALACHI
No. If you want somebody, you come
for me.

MAN #1
Since when are you a Boy Scout?

EMILIO
Okay, you and me, samurai.
(he laughs at the word)

MALACHI
All right.

Malachi and Emilio square off. Emilio grins and twitches his chain at Malachi, trying to draw him into action. In a blur, Malachi draws his sword and slashes horizontally across Emilio's nose. He arcs upward and slashes again, quartering it. Emilio screams, blood shooting through his fingers.

MAN #1 draws his bow and fires an arrow at Pete. Ariel leaps between them and the arrow breaks in half against her horn. Pete blows a dart from his blowgun, the dart lodges in the man's shoulder. He vaults back over the fence and runs.

MAN #2 wildly swings a hatchet at Russ, but Russ blocks it, the hatchet wedged in the bat. Russ tugs hard, throwing the man off balance. He stumbles backward, and the point of Malachi's sword appears through his chest. The man falls forward into the grass, twitching.

They realize Emilio has gotten away.

INT. MALACHI'S HOUSE - LATER

Daylight is breaking and Malachi is packing gear into a backpack. Pete is getting his pack ready as well.

PETE

I say we take the fight to him.
Let's settle this thing once and
for all.

MALACHI

I agree. We should go to New York.
But this Sorcerer is not going down
easy. We need a plan.

ARIEL

You shouldn't come with us. We've
already caused you enough trouble.

MALACHI

Trouble doesn't bother me. I'm
sworn to your service, if you'll
remember.

ARIEL

I'd never ask you to endanger
yourself for me. We can leave here.

MALACHI

As long as the Sorcerer is alive,
there will be a reward for you --
for your horn.

ARIEL

If we keep on the move, it won't be
so bad. We could head west.

PETE

Being on the road is fine. Being on
the run...that's not living.

RUSS
(to the group)
I'll walk with you awhile, but I'm
staying here. Atlanta's my home.

ARIEL
You've helped more than enough, and
I thank you.

They hear a voice shouting from outside.

EMILIO (O.S.)
Malachi!

EXT. MALACHI'S YARD - DAY

They go outside. Emilio is at the gate, a white bandage
across his nose with a bright red blotch in the middle.

EMILIO
Malachi! Malachi Lee!

He laughs, holding the bars of the fence like a monkey.

RUSS
What the hell?? You'd think he
would have learned his lesson.

Faust, sensing the danger, emits a low growl. On Russ's
shoulder, Asmodeus spreads her wings and shrieks.

EMILIO
You're dead! Malachi Lee! You're
dead!

The ground vibrates under their feet.

A GRIFFIN is lumbering down the road toward the house.

It is the size of a tank. The griffin has the body of a lion
and the head and wings of an eagle. In a saddle on its back
is the RIDER. He has sharp, angular features, and is clad in
black leather.

The griffin flaps its wings once and leaps over the fence. The
grass rips under its giant claws as it lands. The griffin
snaps its huge beak at them and screams.

The Rider pats its neck and smooths the black and white
feathers.

RIDER
There, there, Shai-tan. Be nice.

The Rider looks at Ariel for a long moment.

RIDER (CONT'D)
Who owns the unicorn?

PETE
Nobody owns her. Her will is her own.

RIDER
It's you, then. What do you want for her?

MALACHI
(growling)
Get out of here.

RIDER
(mildly)
This is none of your business, Lee.
I want to settle this reasonably
with this young man here.

MALACHI
You're on my property.

RIDER
I'll leave when I get what I want.
Now, what do you want for her?

PETE
Screw you.

RIDER
(he sighs theatrically)
I'll have her whether you agree to
it or not. What about your sword? I
could make it invincible in your
hands.

RUSS
You sure think he sells out cheap.

RIDER
(to Russ)
You idiot. This isn't your concern.
You're going to die over something
stupid.

RUSS
They're my friends.

ARIEL

No matter what you do, I won't go with you. You can't take me alive.

RIDER

Then I'll settle for the next best thing. Unless you'd rather Shai-tan held you down while I snapped off your horn. I'm sure my power is as strong as yours.

PETE

Why are you doing this?

MALACHI

He's doing it for someone else. Aren't you? He works for the Sorcerer. He's just doing what his boss tells him.

The Rider's eyes flash with anger at Malachi's insult.

RIDER

(to Ariel)

You know that I'll kill them all if you fight?

ARIEL

(to Malachi and Russ)

I'm sorry, but I can't let him take me. I can't go with him.

PETE

You won't, Ariel. I promise.

RIDER

Enough! Shai-tan!

The griffin springs forward, knocking them all aside with its massive bulk. Asmodeus takes flight as Russ falls on his back, the griffin's leonine claws holding him down.

Pete and Malachi hack away at the beast's legs with their swords, feathers flying, but the griffin doesn't even flinch. It swings its huge beak, tossing Pete across the yard like an annoying fly.

Malachi is sprawled unconscious or dead in the grass. The griffin's pressure on Russ's chest increases and his face turns purple. Blood pours from his nose and mouth, and a POP - his ribs breaking. Pete jumps up and screams, hacking at the claw again.

Ariel and the Rider lock eyes in some kind of magical power struggle. Asmodeus shrieks, diving at the Rider's head, clawing and scratching. He screams, blood splatters amongst her feathers, his eye is gouged out, dangling onto his cheek.

RIDER (CONT'D)
(screaming)
Shai-tan!

The griffin jumps the fence at his command, takes a few huge strides, and flaps its wings to take flight, as the Rider struggles to hang on. Pete watches until it is gone.

Malachi stirs in the grass. There is a long gash on his arm, but he is alive.

PETE
You're okay?

MALACHI
I'll be alright.

PETE
Russ is dead.

Malachi looks toward Russ's lifeless body.

PETE (CONT'D)
What are we going to do?

MALACHI
We bury Russ. Pull ourselves together. Then you're going to get out of here.

EXT. MALACHI'S YARD - LATER

They stand near a freshly dug pile of dirt, Russ's body wrapped in a sheet in the hole. Pete is pale and sweaty. He looks like he might throw up as he leans on his shovel.

PETE
How do you do get used to this? To death? It makes me sick.

MALACHI
Me too. You get used to it.

PETE
I don't want to.

MALACHI
You have to.

Asmodeus is circling low overhead. She spirals down and lands on the mound of earth, pecks at it. Malachi draws his sword.

PETE

What are you doing?

ARIEL

Leave him alone, Pete.

The sword HISSES like a taut wire. Malachi cleans it and returns it to its sheath. He lays Asmodeus in the grave with Russ and begins filling it.

MALACHI

If a man's buddy dies, he'll live through it. But if the man dies before his buddy, the buddy dies too. Slowly, painfully.

Ariel turns away.

ARIEL

A man has died because of me. The killing, the blood, it's all my fault.

Malachi throws down his shovel. Faust jumps up and paws at his leg. Malachi scratches his head.

MALACHI

I need to go.

PETE

I'll get my gear.

MALACHI

No. Just Faust and I. Not you.

PETE

Why not?

MALACHI

You and Ariel should stay on the move.

PETE

Why can't we come with you?

MALACHI

You'd hamper me. I'd have part of my attention on you, and that might get me killed. I work best alone.

PETE

Why are you doing this?

MALACHI

Because if I don't, she'll never be safe. Because I swore by this --

(patting his sword)

To protect her. Plus, a few reasons of my own. I have some friends in New York.

Malachi walks into the house and returns with his pack.

ARIEL

Please be careful. And, thank you.

MALACHI

(nodding)

Pete, take care. Don't make yourselves obvious. Maybe I'll see you again.

Malachi and Pete shake hands. Faust jumps up against Pete's leg to say goodbye.

MALACHI (CONT'D)

C'mon, Faust.

He strides out the gate, Faust trotting at his heels. Pete and Ariel watch them until they are out of sight.

ARIEL

Now what?

PETE

Now, we gear up and follow him.

EXT. WOODS - DAY

We see through the scope of Pete's crossbow, his CROSSHAIRS set on a whitetail DEER, ears twitching. Pete holds his arm steady and squeezes the trigger. Suddenly, Ariel appears, batting the crossbow aside and the bolt flies wildly off course. The deer startles and runs.

PETE

Why the hell did you --? How long have you been standing there? Geez, Ariel-- twigs should snap or something!

ARIEL
(nodding her horn)
Look!

A young BOY emerges from the woods. He is about 12 years old, backpack on his shoulders, pants so short a good three inches of white tube socks show. He has a broadsword through the belt loops that drags the ground. He smiles and waves at them as he approaches.

GEORGE
Hiya. My name's George.

Ariel lowers her head and pretends to munch on the grass.

GEORGE (CONT'D)
Hey, your horse looks pretty neat!

PETE
She's not a horse, she's a unicorn.

GEORGE
Huh. I know they call it a unicycle 'cause it's only got one wheel, so they must call it a unicorn 'cause it's only got one horn. Why don't they call it a unihorn? Makes more sense that way.

PETE
Her name's Ariel.

GEORGE
Ariel. Can I pet her?

PETE
Sure, go ahead. If she'll let you.

George reaches out and strokes Ariel's neck as she continues to feign eating grass. She raises her head and spits out the grass.

ARIEL
This stuff tastes like crap.

George damn near levitates at the sound of her voice.

GEORGE
(to Pete)
Did you just hear--

PETE
I know.

GEORGE

Well, hot dang! I ain't never seen nothing like this! I mean, I've heard stories from people, but I figured they were just...stories.

PETE

Well, I guess some of them aren't.

GEORGE

The stories about dragons north of here -- are those real too?

PETE

I've heard of dragons in the Carolinas. I couldn't say for certain, though. Ariel?

ARIEL

How would I know?

GEORGE

Well, I hope they're not real.

ARIEL

Why not?

GEORGE

'Cause my Dad says I gotta kill one.

ARIEL

Whatever for?

GEORGE

'Cause my Dad killed a bear once. He wants me to make it a tradition.

PETE

Excuse me. Your Dad killed a bear, so he wants you to kill a dragon?

GEORGE

Uh-huh.

PETE

And you're going to do it?

GEORGE

(shrugging)
He's my Dad.

PETE

I suppose that's what the broadsword is for? Do you even know how to use it?

GEORGE

I, uh, well, no -- I don't.

PETE

(sighing)

Right. Well, best of luck to you George, my boy. You're going to need it. I'm afraid we're in a hurry, so we'll just run along now--

ARIEL

(to George)

Excuse us, a moment, George.
Private conference, Pete.

Pete and Ariel walk a few steps away.

PETE

Ariel, I don't want someone tagging along with us.

ARIEL

Neither do I. But, we can't just let him go off and get himself killed.

PETE

He's not my responsibility.

ARIEL

Lower your voice. It's not his fault his father's an idiot. Come on, Pete. He's just a kid.

PETE

Who's going to get us killed trying to slay a freaking dragon!

ARIEL

Then he can come?

PETE

(resignedly)

Yes, he can come.

Ariel happily bounds away to tell George.

EXT. HIGHWAY - DAY

They walk, as Ariel is lecturing George on dragons.

ARIEL
Dragons are bullies. They get what
they deserve.

Ariel drags her hooves on the pavement, sending a shower of
sparks flying.

GEORGE
Oh, neat! Did you see that?

PETE
Yeah. Whoop-te-do.

ARIEL
Never stand in front of one and
swing your sword.

GEORGE
Why not?

ARIEL
Because they'll eat you.

They pass a pickup with a bumper sticker that reads: "YOU CAN
HAVE MY GUNS WHEN YOU PRY THEM FROM MY COLD DEAD FINGERS -
NRA."

PETE
(at the irony)
Ha!

ARIEL
What's so funny?

PETE
Nothing. You wouldn't get it.

ARIEL
(back to George)
A dragon's main defenses, their
claws and head, are oriented toward
frontal attack, but they have
difficulty striking to the side.
Never try to stab at the head. It's
bony and tough, your sword probably
won't go through, and it's easy to
miss their brains, which are not
exactly a vital organ where dragons
are concerned anyway.

GEORGE

Well, what am I supposed to do then?

ARIEL

Try to hit it in the side, in the gasbag.

PETE

Wait a minute -- the gasbag?

ARIEL

Dragons are hollow, filled with hydrogen gas produced by a reaction in the body. Hydrogen gives them lift; without it dragons couldn't fly. Their wings aren't large enough. The gas is ignited in the throat and comes out as fiery breath.

ARIEL (CONT'D)

(to George)

Anyway, you'll probably get off one poke, maybe two, and then your sword will be pretty much useless. Dragon blood is pretty corrosive.

Pete stares at her blankly in disbelief.

ARIEL (CONT'D)

(to Pete)

Hydrochloric acid. It causes the chemical reaction that produces the hydrogen, and doubles as a defense mechanism.

PETE

Oh.

ARIEL

(to George)

And don't ever look a dragon in the eyes.

GEORGE

Why not?

ARIEL

Just don't.

EXT. SHOPPING CENTER - DAY

The parking lot SIGN reads: "SPARTANBURG CENTER." There is a sporting goods store and a liquor store. Pete sits on the curb, examining his blistered feet.

PETE

Let's see if we can loot me some
new hiking boots.

GEORGE

And food.

PETE

And cigarettes.

ARIEL

And peppermints.

INT. SPORTING GOODS STORE

Pete holds the cracked glass door open for Ariel.

PETE

Ladies first.

Ariel struts in with her nose held high. Pete throws a kick at her hindquarters, but of course it misses. George follows.

PETE (CONT'D)

Be careful, and let's be quick.

Pete finds new socks and hiking boots. George quickly returns with several freeze-dried camping food packets and puts them in the pack on Ariel's back. They head to the liquor store.

EXT. LIQUOR STORE

PETE (CONT'D)

Wait here.

INT. LIQUOR STORE

Behind the counter he grabs a pack of cigarettes and -- surprise! -- peppermints. A .38 revolver is bolted underneath the counter. He picks it up, opens the chamber, it is loaded. He spins the chamber and it CLICKS shut. Holds the gun to his temple and pulls the trigger-- CLICK. Pete laughs and throws the gun down on the counter. He walks out, chuckling to himself.

ARIEL
What's so funny?

PETE
Nothing.

He tosses her the packet of peppermints. Ariel watches them fall to the sidewalk at her feet.

Realizing what he has done, Pete laughs, and bends over to retrieve them off the ground and opens them for her. He unwraps a peppermint and offers it to Ariel on his palm.

PETE (CONT'D)
(shaking his head)
What a weird world.

EXT. BUS STOP BENCH - SAME DAY

Pete, Ariel and George walk along the main road as they leave town. A pretty young WOMAN, mid-twenties, brown hair, sits on the bus stop bench reading a book, eating an apple. She squints up at them in the sun as they approach. She gets to her feet, mouth agape, book dangling at her side. Pete nods politely at her as they pass by. He tries to sneak a double-take.

ARIEL
(glancing back)
She's following us.

PETE
The girl on the bench? Wonder what she wants?

ARIEL
Taken with my awe-inspiring
magnificence, no doubt.

She strikes some sparks on the pavement with her hoof.

PETE
Maybe if we ignore her, she'll go away.

They continue on in silence for a few moments.

PETE (CONT'D)
All right, that's it! I'm not being shadowed all the way to New York.
Let's find out what she wants.

ARIEL

I can tell you what it is. It's me.

PETE

Why, of course. What else could it be?

He folds his arms and halts, as they wait for the woman to catch up.

PETE (CONT'D)

Is there something we can do for you?

SHAUGHNESSY

(flushing)

I -- I'd like to come with you. My name is Shaughnessy Taylor.

PETE

You'd like to come with us?

SHAUGHNESSY

Yes.

PETE

Why?

SHAUGHNESSY

(staring at Ariel)

Because I've waited a long time for something like this to come my way. You're a unicorn.

ARIEL

Heavens, how astute.

SHAUGHNESSY

And you talk.

ARIEL

Pretty good trick, huh? You'd never guess it took two people to operate this thing.

(she turns sideways)

Look, no seams!

SHAUGHNESSY

I've never seen anything like you before. I mean, I've seen magical creatures, but never a unicorn. Never anything so, so...

ARIEL

Beautiful? Noble, pure, that sort of thing?

Shaugnessy nods.

PETE

Okay, so you're both members of the Unicorn Admiration Society. I don't want to seem rude, and I'm glad you've finally seen a unicorn, but, we're in a hurry and we must be going now.

SHAUGHNESSY

Oh, no. I'm not letting an opportunity like this get away. I won't get another chance like this, I know.

PETE

I don't think you understand. We're trying to catch up to our friend, who's headed to New York.

SHAUGHNESSY

Fine. I don't need anything but what I have with me.

PETE

It's dangerous. You'd slow us down.

SHAUGHNESSY

I can take care of myself.

George looks back and forth, following their conversation like a ping-pong match.

PETE

(holding up his hand)
I'm not even going to argue with you about it.

Ariel steps forward to Shaughnessy, looks deep in her eyes.

ARIEL

Child, you can follow us, but you'll never have me. Try to touch me.

Shaugnessy reaches up toward Ariel's muzzle, her hand stops five inches from her face, trembling. Puzzled, she pushes her elbow with her other hand, but it goes no further.

ARIEL (CONT'D)

You can't have your dreams. You'll just be frustrated and wishful if you come along.

GEORGE

I don't understand. I can touch her no problem.

PETE

Yeah, I know. So can I.

SHAUGHNESSY

But...why?

Ariel leans in to her.

ARIEL

(whispering)

You have to be pure to touch a unicorn.

(she lets this sink in)

I see what you need and all that you desire, and for the first time I am truly sorry that this is so.

SHAUGHNESSY

Okay, so rules are rules and I can't touch you. But I've waited ever since I can remember for magic, real magic, not this bone-throwing by candlelight. And I'm not letting it pass me by.

SHAUGHNESSY (CONT'D)

(to Pete)

Look, I'm sorry if I'm coming on too strong, but you try reading fantasy books your whole life, and then have everything you've ever wanted walk by on a hot day, tied up in a neat bundle, and see if you wouldn't do almost anything you could to have it.

PETE

Ariel is my friend. Nobody "has" her.

ARIEL

I won't be worshipped by anybody.

GEORGE

How come I can touch her, and you
can touch her, but she can't? I
still don't get it.

PETE

Ah. That's because you've never
"gotten some", and I've never
"gotten some", and she has.

SHAUGHNESSY

(turning beet red)
I'm not ashamed of it.

PETE

(to Ariel)
Okay, this is crazy. Let's go.

He starts walking away, leaving George and Ariel to follow.

SHAUGHNESSY

(loudly)
I'll follow you. You can't keep me
from doing that.

PETE

Why do I always get the nuts? If we
keep collecting people, Malachi
will have a caravan strung out
behind him from New York to
Atlanta.

EXT. ROADSIDE - NIGHT

George and Pete eat some chili-macaroni looted from the
sporting goods store. Fifty yards down the road, a small fire
burns. Shaughnessy is still following them.

Pete puts some chili-mac on a plate and gets to his feet,
trying to hide the plate from Ariel.

PETE

I'm gonna go...uh, nature calls.

He walks into the brush and parallels the road, emerging near
Shaughnessy's fire. She is not there, her book rests on a
rock.

Pete sets down the plate of food by her book, and heads back.

Ariel is laying on the ground with her feet tucked under her.

ARIEL
(sarcastically)
Everything come out all right?

PETE
You're hilarious.

She gives him a baleful look.

ARIEL
Feeding a dog is no way to make it
go away.

Pete sits down next to Ariel and leans back against her,
resting his head on her neck.

PETE
She isn't a dog, she's a person. I
can't let her go hungry.

ARIEL
If she's lasted this long, she's
not going to starve now. Besides,
she's not your responsibility.

PETE
We seem to have traded places, you
and I.

ARIEL
I don't understand you. Just this
afternoon you were mad because you
didn't want her coming along and
now you're defending her.

Pete sits up.

PETE
It's not her, it's you. You're
acting very different since she saw
you. I think you might be letting
what you are turn you into an
egomaniac.

ARIEL
What does that mean?

PETE
It means you're acting like Miss
America getting roses: 'And most of
all, I'd like to thank myself
because I couldn't have done it
without me.'

ARIEL

I don't even know what Miss America is. Besides, she's not even a virgin.

PETE

See, that's what I mean! You gladly tolerated Malachi and Russ and they were far from pure.

ARIEL

There's more to it than that.

PETE

Ah, the truth emerges.

(suddenly it dawns on him)

She's a threat! That's the way you see her, isn't it? She's a threat to you!

ARIEL

(looking away)

I never said any such thing.

PETE

You didn't have to. I notice you don't deny it. You know Ariel, sometimes you're so human, it amazes me. But jealousy doesn't suit you.

ARIEL

(hurt)

I may not be human, but like a woman, I'll fight to keep the things I love.

EXT. ROADSIDE - DAY

Ariel nudges Pete awake. He yawns and gets up, stretching. Beside his sleeping bag is the plate of chili-mac -- untouched. A neatly skinned and cleaned rabbit has been placed on top.

Pete grabs the plate and runs out into the road. Birds startle from the bushes at his voice.

PETE

(yelling)

All right! All right, you can come!

He stomps onto the asphalt and hurls the plate down the road.

PETE (CONT'D)
(to Ariel)
She can come!

EXT. ROADSIDE - LATER

Pete is reading from *Don Quixote* again, while Shaughnessy and George talk. He sneaks a look at Shaughnessy, studying her.

GEORGE
What do you miss the most?

SHAUGHNESSY
Oh, I miss Starbucks. Iced Grande
Dirty Chai.

GEORGE
I miss ice cream. A banana split.

SHAUGHNESSY
Oh, when was the last time I had
ice cream?

PETE
I miss ice.

SHAUGHNESSY
I had enough ice last winter.

PETE
Yeah, but when was the last time
you had ice in your lemonade?

Ariel gazes intently down the road.

ARIEL
Pete, there's something up ahead.

She looks up. Buzzards circle overhead.

PETE
Something's dead.

ARIEL
Or dying.

They reach the source -- three dead bodies on the ground. A severed hand is holding a cutlass, a double-bladed axe has its handle cut in half. Flies buzz around the dismembered, decapitated remains. Blood darkens the asphalt.

Shaughnessy grabs her stomach and vomits on the pavement. She drops to her knees, Pete hands her the bota bag of water. She takes a sip and spits.

SHAUGHNESSY
(gasping)
Thanks.

PETE
You all right?

He puts his hand on her back. She nods, standing shakily.

PETE (CONT'D)
Splash some water on your face.
It'll make you feel better.

She wipes her face on her sleeve.

SHAUGHNESSY
I just -- I never, I've seen dead
people before, just not like this.

PETE
It's okay. It's happened to me too.

SHAUGHNESSY
Your friend did this? By himself?

PETE
Yes. Malachi Lee.

SHAUGHNESSY
Why are you following Malachi to
New York?

PETE
Because there's a sorcerer in New
York who has put a price on Ariel's
head. He wants her horn. Malachi is
going there to stop him. And
there's a guy that rides a griffin
who serves the sorcerer. He killed
a friend of ours in Atlanta. We're
going to New York to help Malachi
stop them.

SHAUGHNESSY
And these were some of the
Sorcerer's men?

Ariel is studying the bodies. George is pale and silent.

ARIEL

One of them has his throat ripped out.

PETE

Faust?

ARIEL

I think so, yes.

There is a fresh mound of dirt, a shallow grave. A sword is stuck into the dirt and a torn cover from a paperback is tied to a string on the handle. On the other side there is a handwritten name: "FAUST."

ARIEL (CONT'D)

There are a lot of people I'd rather see dead than this dog, Pete.

PETE

At least he took one with him.

ARIEL

We better get a move on before someone else notices these buzzards.

EXT. ROADSIDE - NIGHT

They sit by a campfire. Pete notices a spark of flame in the darkness just above the horizon, like a meteorite.

Out of nowhere comes a fierce wind -- a gale. They jump to their feet, looking to the sky.

PETE

(shouting)

It's a hurricane! Or the beginning of one.

Shaughnessy reflexively grabs Pete's arm - holding onto him for protection.

SHAUGHNESSY

Maybe a tropical storm?

She cowers next to him, still clinging to him, as Pete looks down and notices her hand on his arm.

ARIEL

Something's wrong. It doesn't feel right.

PETE

It came out of nowhere.

ARIEL

No. This was spell-cast. There's an intent behind it. Can't you feel it?

She closes her eyes, her mane blowing in the wind. Pete closes his eyes too -- he feels it.

Ariel inscribes a circle in the air with her horn. The wind immediately calms and dies down inside an invisible dome around their campsite, though the trees are still whipping sideways silently outside of it.

ARIEL (CONT'D)

Something is searching for us.
Something more powerful than me.

PETE

You stopped the wind.

ARIEL

No. I was only able to calm a sphere around us.

They sit down again, uneasily, around the fire. The wind finally passes.

SHAUGHNESSY

If the sorcerer in New York is this powerful, why are we still alive?

ARIEL

Maybe his power is weaker over such a distance. Maybe he has to know where we are.

PETE

We should probably try to get some sleep.

They all settle into an uncomfortable silence.

EXT. ROADSIDE - SAME NIGHT

Pete has drifted off. There is a dull roar in the distance. Pete sleepily opens his eyes, and sees a jet of orange flame low in the sky. He springs to his feet, grabbing his crossbow.

PETE

Holy shit!

There is a deafening ROAR. Shaughnessy jerks awake.

PETE (CONT'D)

George! Ariel! Get up!

In the sky not far above their heads a DRAGON circles and lazily flaps its wings. The dragon is the size of a school bus. It belches its hot flame-thrower breath at them. Pete is staring at the dragon's frightening eyes.

ARIEL

It must be the campfire. Dragons use their fire-breathing as a mating call. It must think our campfire is another dragon and it's come to mate-- Pete!

Her sharp voice snaps Pete out of the dragon's spell.

ARIEL (CONT'D)

Don't look into its eyes!

SHAUGHNESSY

Maybe we should put out the fire.

ARIEL

Good idea.

Pete throws a large branch over the fire and kicks dirt over it.

ARIEL (CONT'D)

It can't stay aloft too much longer, it's burning too much hydrogen.

PETE

What is it doing?

ARIEL

They can't mate in the air, they have to land. With any luck it will forget about it and go away.

SHAUGHNESSY

If it came here to get laid, it won't forget about it that easily.

ARIEL

I wouldn't know.

Shaughnessy glares at her. The dragon flaps its wings, rising higher into the sky, becoming a black speck.

PETE

Looks like it's going away.

GEORGE

Now, I'm never gonna be able to go home.

SHAUGHNESSY

I'm sorry you're let down George, but--

A FIREBALL is hurled from the sky. A CRASH jars their teeth. The dragon dive-bombs into the remains of the campfire.

The dragon's giant claws mere feet away, Pete fumbles his crossbow, and fires wildly. The BOLT lodges in the dragon's side, just behind its front leg.

George steps forward, sword raised. He is looking into the dragon's eyes. He freezes, his sword drops limply.

Gas is HISSING from the puncture of the bolt in the dragon's side. Smoke rises from the embers of the fire underneath it.

PETE

George, no! Look away! Run, George!

The gas ignites. The dragon EXPLODES like a reptilian *Hindenberg*.

They are blown through the air as pieces of dragon flambe' rain down around them. Pete lands on his butt. He whips off his shirt as splattered dragon blood on it starts eating through the fabric.

Ariel and Shaughnessy emerge from behind some burned bushes.

ARIEL

(angrily)

Don't you ever try to touch me again!

SHAUGHNESSY

I didn't mean to grab you. It was a reflex.

ARIEL

You don't know what it feels like.

SHAUGHNESSY

I can guess. It hurt me too.

ARIEL

Poor baby. You don't deserve to touch me.

SHAUGHNESSY

You know, ever since I joined you you've acted like I'm not worthy of your presence because you're pure as angel's piss.

ARIEL

No one asked you to come along. You invited yourself.

SHAUGHNESSY

Fine. But while elevating yourself to such lofty heights, you've proven to me you're just as fallible as the rest of us because I think you're jealous.

ARIEL

What do I have to be --

PETE

Where's George?

SHAUGHNESSY

I...don't know.

PETE

Yes, I can see you're both busy with more important things. He could be hurt, right?

They fan out to look for him.

SHAUGHNESSY (O.S.)

Found him!

Behind a rock, George is bruised and singed, hair smoking. He gingerly gets up.

PETE

Are you all right?

GEORGE

(glumly)
I'm all right.

ARIEL

At least George got his dragon,
right, George?

GEORGE

I didn't have anything to do with
it. It just blew up all by itself.

PETE

But you could have killed it,
George. I saw you in front of that
thing with your sword. Sometimes
heroism isn't necessarily doing
something, but the willingness to
do something when the occasion is
right.

GEORGE

My dad told me to bring back a
piece of the dragon I killed, to
prove I done it.

PETE

We'll find you a good piece to take
back with you, George.

They search amongst the dragon debris as daylight streaks
across the sky. Ariel finds a foot-long curved tooth embedded
in the trunk of a tree.

ARIEL

Here!

Pete pulls the tooth from the tree.

ARIEL (CONT'D)

It's perfect, George. Nothing else
has a tooth like that. Your father
will have to believe you.

George clutches the tooth, puts it in his backpack.

GEORGE

I'm ready to go home now.

He turns to shake Shaughnessy's hand and she pulls him in for
a hug.

SHAUGHNESSY

You be careful, George.

GEORGE

I will.

Pete shakes his hand.

GEORGE (CONT'D)
Thanks, Pete. For everything.

PETE
Safe travels, George.

George turns to Ariel. She nods at him, and he steps forward and puts his arms around her neck and she lowers her head. There are tears glistening in George's eyes when he pulls away.

ARIEL
Goodbye, George.

They watch George as he walks away into the emerging dawn, his broadsword still dragging the ground.

EXT. HIGHWAY - DAY

They walk as Pete is once again reading *Don Quixote*. Ariel sees something up ahead. She cranes her neck, head cocked to the right.

ARIEL
Up ahead -- Get behind a car, fast!

Pete and Shaughnessy slip behind a white van on the highway, sitting in its frozen, inoperable state from the long ago moment of the Change. Its door hangs open.

ARIEL (CONT'D)
It's a griffin. Shai-tan, I'm sure.
It's wearing a saddle.

Pete pulls out his binoculars. He sees the griffin RIDER standing near the griffin looking toward him through his own binoculars. He gasps and darts back behind the van.

SHAUGHNESSY
(to Ariel)
They didn't see you, did they?

ARIEL
Madame, if I don't want to be seen,
I'm not.

PETE
He must have found the bodies of
the men that Malachi took care of.

ARIEL

Then he's looking for us.

PETE

We're going to have to backtrack.
Stay low until I say, Shaughnessy.
Always keep a car between us and
them. Ariel --

ARIEL

They won't see me.

PETE

Then let's head east. Get off the
main road. Do you think they'll be
watching the coast?

ARIEL

I don't see how. Too much area. If
we can get to the sea, I have an
idea to get us to New York.

Pete looks at her quizzically.

PETE

How come you're Miss Mystery all of
the sudden...

They crouch down and begin darting from one car to the next.

EXT. MARINA - DAY

They look up at a forty foot long sailboat suspended ten feet
above the water on a crane. The name LADY WOOF is painted on
the stern.

PETE

Beautiful boat.

SHAUGHNESSY

How do we get it in the water?

Pete climbs up inside the crane and pulls out a hammer. He
climbs the arm, swings at the side of the gear holding the
winch in place repeatedly until it finally gives way and the
Lady Woof splashes into the water.

EXT. SAILBOAT - SAME TIME

Ariel and Shaughnessy cheer. Pete climbs down and jumps
aboard. He throws a rope to Shaughnessy to tie off. Ariel
springs over the railing.

ARIEL

(to Pete)

I'm going to need at least two more long ropes. And I'll need you to tie the ends in a big noose.

PETE

And you're hoping some good samaritan killer whales will wander into the nooses and tow us to New York?

ARIEL

Actually, I'm hoping for humpback whales.

Pete stares at her.

PETE

You're serious.

ARIEL

The wind and tide are in our favor. We've got to put out to sea.

Shaughnessy jumps aboard. Pete lowers the *Lady's* dinghy into the water and climbs in.

PETE

Tie the scurvy dog to the yard-arm! Hoist the Jolly Roger! Arrgh!

ARIEL

Oh, Captain. Don't you think we'd better cast off first?

PETE

You have in fact anticipated my next command -- cast off!

SHAUGHNESSY

Aye, aye, Skipper!

Shaughnessy grins and pushes them off and Pete begins to row the dinghy, slowly pulling the *Lady* away from the marina.

EXT. SAILBOAT - DAY

Seagulls circle in the air around the boat. Pete pulls the dinghy alongside, climbs aboard the *Lady Woof*. He flops onto the deck, exhausted. Ariel stands over him.

ARIEL

I need to get closer to the water.

SHAUGHNESSY

Whatever for?

ARIEL

I need to touch it.

PETE

Of course you do. Whatever you say,
Madame. How do you propose to do
that? Can you swim?

ARIEL

Get me a bucket and some rope.

PETE

Aye, aye, sarr!

He hoists a bucket and rope overboard and brings it up full.

ARIEL

Set it down.

She lowers her horn six inches into the bucket of water and
closes her eyes, concentrating for a long moment.

ARIEL (CONT'D)

There.

PETE

There, what?

ARIEL

That ought to do it. Just toss it
overboard.

Pete tosses the water into the sea. The gulls get quiet and
for a few seconds everything is still. The moment passes and
Ariel gingerly lowers herself down onto the deck, tucking her
feet underneath herself.

ARIEL (CONT'D)

Now, we wait.

SHAUGHNESSY

(skeptically)
For humpback whales.

ARIEL

We'll see when they get here.

Ten minutes later, Shaughnessy shields her eyes in the setting sun.

SHAUGHNESSY
Something's coming. Scratch that --
a bunch of somethings.

A pod of a dozen or more dolphins approach, jumping and leaping from the sea.

PETE
(grinning)
Dolphins! Dolphins!

ARIEL
Huh. The call was for whales, but
this might do.

The dolphin pod pulls alongside the *Lady Woof*, their sonar clicking and their playful chatter razzing. Ariel dips her horn at the leader of the pod, and they disappear beneath the surface.

PETE
What did you do? Insult it?

ARIEL
Him -- no. Wait.

The pod springs from the water in unison, executing a flip. Shaughnessy laughs like a child.

SHAUGHNESSY
Wow!

ARIEL
They're saying hello.

PETE
You know they can't pull this boat
to New York.

ARIEL
I know. But they're great
messengers.

PETE
How is it you can talk to them?

ARIEL
Language is language. It is just
outside of your range of hearing.
We're birds of a feather, so to
speak. We're friends...allies.

Pete steps aside as Ariel silently converses with the lead dolphin. The pod disappears beneath the surface.

PETE

So what's the story?

ARIEL

They're checking the area. Be patient.

A few minutes later, a dark SHADOW approaches and passes under the *Lady*. It is the size of a submarine. It reappears yards away, breaking the surface and a HUMPBACK WHALE exhales a white geyser of water skyward.

SHAUGHNESSY

(yelling)

Thar she blows!

PETE

Ariel, that thing's bigger than this boat!

ARIEL

Yes, beautiful, isn't it?

PETE

Your friends seem to have connections in high places.

Two more humpback whales join the first and slip their bodies into the nooses, pulling the *Lady Woof* along as the sun disappears.

EXT. SAILBOAT - NIGHT

Pete and Shaughnessy lean on the railing, the full moon in the sky. They watch the dolphins leap and exhale alongside as the humpbacks pull the boat. Ariel is asleep on the deck.

SHAUGHNESSY

You've been with Ariel a long time, haven't you?

PETE

Almost two years.

SHAUGHNESSY

You two act like partners.

PETE

Partners. Yeah, we're partners. Familiars is the proper term.

(MORE)

PETE (CONT'D)
(he shakes his head)
It goes deeper than that,
Shaughnessy.

Her shoulder brushes his own as she looks down and studiously examines the deck. He is acutely aware of her nearness.

PETE (CONT'D)
(too loudly)
I like it here. The sea air, it's
fresh, it's invigorating,
it's...Old Spice!

SHAUGHNESSY
(laughs)
Please, I'd almost managed to
forget about bad television
commercials.

A whale gives a mournful echoing cry in the moonlight.

PETE
Sometimes sailors in old wooden
sailing ships could hear them at
night. The hull made their cries
echo inside of the boat.

SHAUGHNESSY
It's eerie. Sort of sad and
wistful. But, it's beautiful too.

She leans in toward Pete. The kiss is short. Pete finds himself kissing her back and he gazes at her in surprise as her eyes open in the moonlight. She leans in to kiss him again, but he turns away.

PETE
We -- we'd better get some sleep.

SHAUGHNESSY
(she sighs)
Yeah. Big day tomorrow.

She goes down below deck into the cabin, leaving Pete at the railing.

EXT. SAILBOAT - DAY

Pete comes to the bow where Ariel stands and follows her gaze. Shaughnessy is out in the water with the dolphins. One dolphin pulls her through the water as she hangs on to its dorsal fin. She laughs in delight and waves at them.

SHAUGHNESSY
Come on in, the water's fine!

Pete waves back at her.

PETE
Looks like fun.

ARIEL
Yes, it does. I wish I could do it.

PETE
(patting her neck)
Poor baby. Must be rough being a unicorn.

ARIEL
Yeah, well, it's a dirty job, but somebody's gotta do it.

PETE
You won't get mad if I go for a swim?

ARIEL
Mad? Are you kidding? The way you smell, I'd be grateful.

PETE
Okay, I can take a hint.

ARIEL
Sure, go ahead, have fun. Leave me here.

PETE
Can't have it both ways.

He peels off his clothes down to his underwear and jumps in. He and Shaughnessy laugh as they frolic with the dolphins.

EXT. SAILBOAT - DAY

The boat moves silently up the bay. The lifeless Freedom Tower gleams in the orange glow of the setting sun. The overgrown Statue of Liberty is off the port side, Governor's Island off the starboard.

The humpback whales back out of their nooses, and Ariel dips her horn in silent gratitude as the whales swim away. The *Lady Woof's* momentum carries them into the railing at Battery Park.

Pete ties off, and puts Ariel's pack on her with the loaded crossbow.

SHAUGHNESSY

So, what now? We take the world by storm?

She grins. Pete shoots her a look.

PETE

I don't see Malachi Lee. Maybe we beat him to New York. I don't see anybody.

SHAUGHNESSY

From what I've heard about this place, maybe we don't want to find anybody.

ARIEL

It feels desolate, but not empty. There are people in this place, I can feel it.

PETE

We need to keep a low profile. I'm afraid we'll stand out like blood on snow.

Ariel springs over the railing to the asphalt, and surveys Battery Park. Pete hops the railing.

PETE (CONT'D)

Let's go take a look at the monument over there. Shaughnessy, would you grab the rest of our gear?

EXT. BATTERY PARK - DAY

Pigeons scatter in the gathering dusk as Pete and Ariel walk toward the statue. They stand in front of the granite Battery Park Eagle, its head and talons frozen in the midst of a killing dive. It is only a third of the size of the griffin, Shai-tan.

ARIEL

(reading the inscription)
"Erected by the United States of
America in proud and grateful
remembrance of her sons who gave
their lives in her service, and who
sleep in the coastal waters of the
Atlantic ocean."

PETE

(continuing the
inscription)
"Into Thy hands, O Lord."

RIDER (O.S.)

Yes, straight into my hands.

The Rider steps out from behind the monument. A dozen armed
HENCHMEN fan out with him. The Rider's hand rests on his
broadsword.

RIDER (CONT'D)

Hello, again. You've saved us a lot
of trouble.

Ariel flinches, but Pete stops her.

PETE

(a low hiss)
No, Ariel! We'll get killed.

ARIEL

(a measured whisper)
I can't be captured. I'll die in a
week if I am.

PETE

If we fight, we'll die now. If we
let them take us we can try to get
away later.

ARIEL

Fat chance.

PETE

(turning to yell)
Shaughnessy! Cast off! Get out of
here!

Pete waves at her, motioning out to sea. She sees the men and
pulls the rope off the rail, pushing away with an oar. The
Lady Woof begins to drift away.

RIDER
(to his men)
Let her go. We don't need her. We
got what we need.

The Rider smiles and reaches for Pete's belt and removes
Pete's sword.

RIDER (CONT'D)
Let's go.

EXT. STREETS OF NEW YORK - NIGHT

Pete and Ariel are marched through the city, the Rider's
Henchmen all around them, weapons drawn. The Rider walks
ahead of them.

Ariel drags a hoof on the asphalt making a shower of red-gold
sparks. The henchmen all jump in fear.

RIDER
(looking back)
Don't do that again.

Ariel looks at him and deliberately drags a hoof across the
pavement. The men murmur, afraid of the magical creature.

RIDER (CONT'D)
(to a Henchman)
Smith.

A burly henchman, SMITH, puts a crossbow to Pete's back.

RIDER (CONT'D)
(to Ariel)
If you do that again, we'll kill
your friend, here.

Pete steals a sideways glance at the Rider's missing eye.

RIDER (CONT'D)
The bird who did this to me, that
was its owner we killed?

PETE
Yes, you son of a bitch.

RIDER
Good, good. The falcon was his
buddy. That means it died too.

PETE

No, Malachi Lee killed the falcon.
It didn't feel a thing.

RIDER

(smiles)
Malachi Lee...

PETE

Where are you taking us?

ARIEL

Where do you think, Pete? He's
taking us to his employer, his
liege, the one he bows to. The
Sorcerer.

The Rider turns his head, hawks back some snot, and spits at Ariel. The phlegm flies through the air, but is suddenly deflected as if by a wind and splatters on the pavement.

ARIEL (CONT'D)

Nobody spits on a unicorn.

RIDER

You can protect yourself for now --
but you can't protect him.

PETE

How much farther?

RIDER

(he points)
You can see it from here.

The Empire State Building looms ahead of them.

EXT. EMPIRE STATE BUILDING - NIGHT

Men wearing hodgepodge armor carrying swords and crossbows patrol the street. Preening itself in the middle of the street is a griffin: Shai-tan.

Shai-tan SCREECHES. Ariel rears. The henchmen back away in fear, except one, who draws a hand axe. Ariel is a blur, twitching her horn so fast that HENCHMAN #1 falls to the ground, his skull caved in.

Pete sidesteps Smith's crossbow at his back, spins, gives Smith a right to the temple. Smith drops the crossbow. Pete dives for it, then freezes -- stopped by a broadsword blade two inches from his eyes. He looks up at the Rider.

RIDER (O.S.)
(to Ariel)
I may not have your power, but if
you make another wrong move, I will
kill him.
(to Pete)
Get up!

Pete stands, not taking his eyes off the blade of the sword.

RIDER (CONT'D)
Move.

The Rider reaches for the reins of Shai-tan, strokes her
feathers.

RIDER (CONT'D)
(to Pete)
What's your name?

Pete looks him in the eye, silently.

RIDER (CONT'D)
It doesn't matter.
(gesturing to the
stirrups)
Get on.

Pete glances at Ariel, blood drips from her horn.

RIDER (CONT'D)
She'll follow you up.

PETE
How do I know that?

RIDER
You don't.

Pete grabs the stirrup and awkwardly hoists himself up.

RIDER (CONT'D)
Hold on to the saddlehorn. Use both
hands. Don't pull on the reins, or
you'll get thrown.
(he smirks)
It's a long way down.

RIDER (CONT'D)
(to Ariel)
He stays up top while Shai-tan
comes back for you.
(MORE)

RIDER (CONT'D)

I know you can probably keep
yourself from being lifted, but if
you do we'll kill him.

ARIEL

I understand. If you do anything to
him, I'll kill you. Griffin or not,
men or not.

(to Pete)

Go on, Pete.

The Rider releases the reins.

RIDER

(to Shai-tan)

Take him up.

EXT. EMPIRE STATE BUILDING - NIGHT

Shai-tan turns, takes two running steps, and flaps her wings,
springing aloft. She circles as Pete looks down below at the
ground moving sickeningly away. They climb higher and Pete
holds on for dear life.

Pete sees the Chrysler Building, and is momentarily awed at
the power of the griffin. Shai-tan turns back toward the 86th
floor observatory deck, where more HENCHMEN stand waiting,
and Pete's fleeting awe evaporates.

EXT. OBSERVATORY DECK - NIGHT

Shai-tan lands. Pete clumsily dismounts, surrounded by
several HENCHMEN.

HENCHMAN #2

All right, let's go.

PETE

No, wait. I'm supposed to wait
here! They're bringing up my
friend!

HENCHMAN #2

Get him out of here.

PETE

No, wait!

Pete struggles against the henchmen and one strikes him over
the head into unconsciousness. They drag him away.

INT. OFFICE - NIGHT

There is a black executive chair behind a gleaming desk, two henchmen guarding the door, and Pete slumped at their feet. Candles light the walls as Pete groans and stands.

SORCERER (O.S.)
(to the guards)
That's fine.

They exit and stand outside the door. The chair slowly turns around. It is the SORCERER, late 40's, clean-shaven, well-dressed, with a thin build, and surgeon's hands. His superiority emanates through his soft-spokenness.

SORCERER (CONT'D)
So, you're Pete.

PETE
You're the Sorcerer. I was
expecting a pointed hat with stars.

The Sorcerer registers the faintest smile.

PETE (CONT'D)
What have you done with Ariel?

SORCERER
I talked to her, that's all. The
first thing she asked about was
you. You obviously mean a great
deal to each other.

PETE
We're Familiars.

SORCERER
If you were anything else, I might
try to bargain with you.

PETE
What kind of bargain?

SORCERER
Your life for her horn.

PETE
Eat shit.

SORCERER
(he shrugs)
It never hurts to offer. I don't
care about you, or your unicorn. I
only want her horn.
(MORE)

SORCERER (CONT'D)

If I could take it, and leave her alive, I would.

(he stands)

She is strong though, with abilities I hadn't expected. But her defenses will weaken now that I have her. She's beginning to die.

He walks around the desk to stand in front of Pete.

SORCERER (CONT'D)

I'd like to make a deal with you. I can't deal with her. I can take her horn and leave her alive, but only if she's willing.

PETE

You want me to talk her into it.

SORCERER

Think about it. You could have her, she could have you. Both of you would be alive. All I want is her horn.

PETE

She's told me she would die without her horn.

SORCERER

I can promise you she wouldn't. If it were taken from her, yes. But not if she gave it willingly.

PETE

I don't believe you. She wouldn't be a unicorn without her horn. No deal. I don't care what you do to me.

SORCERER

That may be, but I am going to put you in front of her so there will be no mistaking my intent. If she gives in, I'll have her horn and you can go. If she remains stubborn, she'll die anyway, eventually -- and I'll still have her horn.

PETE

Fat chance you're ever going to let me go.

SORCERER

I might. You'll never be able to
harm me. And after I have her horn,
nothing will be able to harm me.
Nothing in the world.

Pete lunges for the Sorcerer. The Sorcerer waves his right
hand nonchalantly and Pete runs into an invisible brick wall.
The Sorcerer waves his hand again and a blast of energy sends
Pete sprawling flat on his back.

Guards enter the room, and behind them, the Rider.

RIDER

(to the Sorcerer)
You wanted to see me?

SORCERER

Yes. I heard you discovered a loner
yesterday.

RIDER

He was nothing special. Half-
starved, foraging for food.

SORCERER

Captured loners are to be brought
here for questioning, you know
that. There's been an increase in
loners these past few weeks. I want
to know why. We can't find out
anything if captured loners have
their throats cut before we can
interrogate them, now can we?

The Rider is silent.

SORCERER (CONT'D)

You're getting a touch too smug to
suit me. A little too greedy. You
can do what you want with prisoners
after I question them, not before.

RIDER

I'm not trying to overstep any
bounds. I don't want your power.
I'm happy where I am, with Shai-
tan, thanks.

SORCERER

Whom I gave you.

The Rider nods.

RIDER
What about him?

Pete lays semi-conscious, gasping at the Rider's feet.

SORCERER
I'm taking care of him now. You can
stay and watch, if you want.

Some henchmen carry in a large round ebony table. A pentagram is drawn in blood on it with five burning candles. Ropes are secured in the wood at four points. They lift Pete and tie him spread-eagle. The Rider has Pete's sword and shows it to him before drawing the blade and spitting on it.

Ariel is walked in, her mane hangs limply, dried blood stains her horn and hide. She locks eyes with Pete.

The Sorcerer picks up an old leather-bound book and begins to read aloud.

SORCERER (CONT'D)
(in Latin)
I summon thee, O Dweller of the
Darkness, O Spirit of the pit, to
make thy most evil appearance.

Pete recognizes the spell and jerks against the ropes.

A dark cloud, like black ink in water, begins to swirl above Pete inside the pentagram.

SORCERER (CONT'D)
In the name of Lucifer the fallen,
the foulest of masters, I adjure
thee to come forth.

Pete frantically tries to burn through the rope at one wrist with the candle's flame.

SORCERER (CONT'D)
I order thee, by all the unholy
names:

ARIEL
(screams)
No!

SORCERER
Satan, Beelzebub, Shai-Tan, Belial,
Mephistopheles, to be here to work
your will upon me.

The demon, now fully formed, roars. Ariel leaps to the circle, the Rider blocking her, and horn and sword collide -- breaking the pentagram. Two guards run out in fear, as the demon bellows again, then fades.

Pete unties the last rope and rolls off the table. He grabs his sword and slashes, cutting down the last guard. Pete dives to the floor and rolls underneath Ariel.

Ariel uses her horn in a sword fight with the Rider as she backs up to the door, giving Pete cover. Pete jumps to his feet in the hall. The Sorcerer shouts a foreign command and the door slams shut in Pete's face.

THE HALLWAY

Alone, Pete dashes to the elevator, pries the doors open and slips inside. He closes the doors behind him.

THE ELEVATOR SHAFT

Pete inches his way down the narrow peg ladder in the shaft. He opens the doors at the third floor and listens -- nothing.

THIRD FLOOR HALLWAY

Pete slips out and ducks into roomful of cubicles.

THIRD FLOOR OFFICE

Pete looks down on the street below, sees no one. He grabs phones, tying together several phone cords, ties off to a heavy desk and lowers himself out the window. It's too short. He cuts the cord with his sword and falls with a thud the rest of the way to the street.

EXT. SIDEWALK - NIGHT

Pete walks quickly away, unnoticed. He looks back and sees some of the Sorcerer's men, their backs to him.

EXT. APARTMENT HOUSE - NIGHT

Pete sneaks into an old brick apartment house. The Empire State building is in the distance, just a few blocks away.

INT. APARTMENT HOUSE - NIGHT

And he collapses on the musty bed. He curls around the pillow, utterly alone with his despair. He quietly begins to sob, finally passing out from exhaustion.

THE BEDROOM - DAY

Pete awakens with a start. Daybreak is streaming in the window. Malachi Lee is perched on a chair in the corner of the room. Pete rubs his eyes in disbelief.

PETE
(whispers)
Malachi!

MALACHI
I was watching you, saw them take you up on Shai-tan. I was waiting for you and Ariel to make your move. I saw that Ariel didn't make it out, and I followed you here.

Pete sits up stiffly and winces.

PETE
I have to go back.

MALACHI
He who is prudent and lies in wait for an enemy who is not will be victorious.

He opens a can of stew from his pack and hands it and a bota bag of water to Pete. He wolfs it down as Malachi talks.

Malachi reaches for Pete's sword, unsheathes it, and takes out a tiny bottle of oil and a soft cloth from his pack. He puts a drop on the blade and begins to rub, cleaning the blade.

MALACHI (CONT'D)
(eyeing the blade)
Still straight. A few nicks but a blade's the better for those. If you're still alive then they were well-earned.

He turns the sword over, methodically polishing.

MALACHI (CONT'D)
After Faust and I left Atlanta there was a wind like I've never seen.

(MORE)

MALACHI (CONT'D)

I felt something searching, I knew
it was from the sorcerer. Faust
kept growling and sniffing the air.

PETE

We saw the bodies of his men you
left on the road. And Faust's
grave.

Malachi stares out the window, then places the sword across
his knees and pulls out a grinding stone. Pete watches the
deft movement of his hands as he sharpens the blade.

MALACHI

I thought you'd follow me. I was
spotted by a road watch when I got
to New York. But, not the
Sorcerer's men. I tried to convince
them I was one of the good guys.
Somehow the name Tom Pert came up.
I used to know him from before the
Change. We were knighted at the
same Renaissance tournament back
then.

PETE

And he's still alive?

MALACHI

The Change was made for people like
Tom Pert. He already had the combat
skills necessary to survive.

PETE

Like you.

MALACHI

(nods)

He's raised a bit of an "army."
They're getting ready to go up
against the Sorcerer and his men.
Tom's going to want to meet you,
since you've been inside the
Sorcerer's base. We'll try to get
Ariel back, Pete, I promise you.
And I think Tom's people will do
what they can, but they have their
allegiances too. People they loved
have been killed by the Sorcerer
and the Rider.

EXT. BROWNSTONE - SAME DAY

Malachi and Pete enter an inconspicuous-looking townhouse, and close the door behind them. It is just a facade. It conceals a ventilation tunnel to the subway below.

PETE

How did you find this?

MALACHI

This city is full of secrets.

INT. SUBWAY TUNNEL

They make their way through the tunnels to a door. Malachi raps on the door and it opens.

INT. EQUIPMENT ROOM

Inside is a large room, a makeshift camp of cots and sheets on string, a table in their midst. MAC, a grey-eyed, grizzled bear of a man claps Malachi on the shoulder.

MAC

Malachi. So, this must be your friend?

MALACHI

Mac, this is Pete Garey. Pete's been on the inside of the building.

MAC

(surprised)

You'll be a well of information. Tom's going to want to pump you dry.

PETE

Malachi tells me you have an army.

MAC

We didn't start off that way. We were just a group of a dozen or so survivors at first. After the Change we tried to pool our talents and resources. The idea was to do whatever you wanted as long as you contributed something to help the group survive. We even started to grow some food in the park. But there was another group -- loners.
(MORE)

MAC (CONT'D)

They came together to scavenge food
-- not raise it.

PETE

The city's running out of food.

MAC

That's right. They use it up, but
never replace it. Pretty short-
sighted of them. But then the
Sorcerer got them organized.

PETE

Who is he? What was he before the
Change?

MAC

(palms turned upward)
I don't know. I'd lay odds he was
nobody, and now he's somebody with
a chance to get even. His 'army' is
more like the Mafia. He looked for
strong-arms and thugs -- offered
them bribes, spells, Familiars--

PETE

The griffin rider.

MAC

Exactly. One day he showed up.
Landed right in front of us -- said
he wanted food. We told him he was
welcome to share some. He shook his
head and said, 'You don't
understand. I want all the food you
have. By tomorrow.' We told him we
needed what we had. He laughed and
then he said something to the
griffin. It stepped forward and
slashed with one of its claws. Cut
a man into three pieces -- he fell
apart. There was blood everywhere.
It slashed again and I barely
jumped out of the way. It got the
woman next to me.

Mac breaks off, drops his head. When he raises it again, his
eyes are bright with tears.

MAC (CONT'D)

We went underground the next day. A
lot of us wanted to move on, but we
decided against it.

(MORE)

MAC (CONT'D)

Who knows how big his outfit would be in another year if we left them alone?

Pete nods in agreement.

PETE

The Rider and the griffin killed our friend, Russ.

MALACHI

(nodding)

I have my own reasons to go up against the Sorcerer and the griffin rider, but will do what I can to help -- and help Pete get Ariel back.

PETE

(to Mac)

Are you all ready for this?

MAC

Only one way to find out--

FEMALE VOICE O.S.

(squeals)

Pete!

Suddenly Pete has a double armful of Shaughnessy, crying and laughing at the same time.

SHAUGHNESSY

The boat drifted out a little and I jumped off and swam to shore. Mac and Tom's men found me. I told them we were looking for someone named Malachi, and they brought me here --

She stops short, her eyes searching Pete's.

SHAUGHNESSY (CONT'D)

Where is she, Pete? What's happened to Ariel?

PETE

(looks down)

They still have her. If I can't get to her soon, she'll die.

SHAUGHNESSY

Maybe they can help you here, Pete. They're getting ready to go to war with --

PETE

I know. I got away. Malachi followed me, brought me here.

(to Malachi)

I ought to count my blessings. I don't know what I'd have done if you hadn't found me.

SHAUGHNESSY

(brightens)

I did manage to save your blowgun.

Pete gives her a thin smile.

MAC

Let's take him to meet Tom.

AT THE 'WAR TABLE'

Pete sits in a chair as several men file in and stand around him talking. Malachi and Mac enter. TOM PERT, waves everyone to silence, and folds his bowling pin-sized arms.

TOM

Pete was taken to the Sorcerer's command post inside the Empire State Building. Tell us all what you saw, Pete.

PETE

I was taken up on the griffin to the 86th floor observatory deck. It must be the only place to land. The griffin is really their only way up. It would take too long to walk up the stairs. The Sorcerer's in an office on the 85th floor -- I could draw a map.

TOM

How many men were there at the top?

PETE

A lot less than you'd think. I saw maybe ten. Everyone else is at the ground level for the most part.

TOM

This is a huge point in our favor. They think they're the most powerful group around because they've got the building. But the organization at the base seems lax.

(MORE)

TOM (CONT'D)

I don't think they've even considered the possibility of an assault on their group.

PETE

How many of you are there?

TOM

That can fight? Around 200.

MAC

So this means our aerial attack idea might work?

TOM

If we can take out the Sorcerer at the top quickly, he won't be able to use his powers against our people at the bottom. And maybe his men will scatter.

PETE

Uh, aerial attack?

TOM

Hang gliders. Mac, Walt, and myself --we'll jump from the Freedom Tower and ride the convection currents to the Empire State building.

PETE

This sounds like a suicide mission.

TOM

No one here wants to die. We think this is the best strategy we've got. With any luck, they won't notice us. They'll never be expecting an attack from the air.

MALACHI

Sun Tzu said, "When you move, be swift as the wind and fall like a thunderbolt."

PETE

How many gliders?

TOM

We've got five. We've hidden them in a tunnel near the Tower. You know, we need one more man, Pete.

PETE

Me? I don't know how to hang glide.

TOM

We'll show you.

Pete looks at Malachi expectantly.

PETE

You're going to do this?

MALACHI

Yes.

PETE

(thinking a moment)

I'll go. Ariel will die if I don't.

TOM

(pulling out a map)

We're going to have to -- Pete,
where are you going?

Pete stumbles as he jumps up and trips over his chair.

PETE

Huh? Oh, I've got to...got to get
my blowgun from Shaughnessy.

LATER

Pete sits in a dark corner, his eyes red from crying.
Shaughnessy enters, crouching down she sets the blowgun
beside him and gently puts her hand on his shoulder,
startling him.

SHAUGHNESSY

Pete -- it's okay, Pete. It's --

PETE

It is not okay!

PETE (CONT'D)

(sitting up)

That's easy for you to say because
I'm here with you. You followed me
here. What I want is in that
building, and I'd die to get her
back.

Shaughnessy tries to hide the sting, and looks away.

SHAUGHNESSY

(evenly)

All right. I know you want her back.

PETE

(softening)

That's why I'm going.

SHAUGHNESSY

You should know, I am marching with the rest of this army tomorrow.

PETE

You can't.

SHAUGHNESSY

I can, and I will.

PETE

Shaughnessy, look-- you don't have to do this for me. This is my fight.

SHAUGHNESSY

(her eyes blaze)

Your fight? Your fight! What makes you think I'm fighting for you and Ariel in the first place?

PETE

But I thought--

SHAUGHNESSY

'But' nothing! You think all these people are fighting to get Ariel back? They'd be fighting if you'd never existed, and I believe in what they're fighting for.

Pete lowers his head into his hands and rubs his eyes.

PETE

I'm sorry. I didn't mean-- I need you to understand. I haven't been thinking straight. I feel like I can't see things as they are.

SHAUGHNESSY

You need Ariel back.

PETE

Yes, I do.

SHAUGHNESSY
I understand, Pete.

He lifts his head to look at her, but she is already gone, his words falling into silence.

EXT. FREEDOM TOWER ROOF - DAY

Pete draws a shuddering breath and jumps off the roof. Below him are the hang-gliders of Malachi and the rest. They sail silently toward the Empire State Building in the late afternoon sun.

EXT. EMPIRE STATE BUILDING

He circles, and sees the others coming to awkward landings on the 86th floor observatory. Tom draws his bow on an approaching opponent.

A sudden updraft sends Pete upward -- he's too high. He over corrects, and the glider flips and snags on the building's spire. Pete clings perilously to a metal T-shaped guard, the 86th floor observatory two hundred feet below him. He unbuckles his harness and using his sword handle to break the window, he climbs inside.

INT. EMPIRE STATE BUILDING

Pete catches his breath, picks up his sword and blowgun. He looks around the 102nd floor observatory.

THE STAIRWELL

He peeks over the railing, sees a man coming up. He ducks around the side and gives him a boot to the face, then plunges his sword in his chest.

Pete opens the door at the 86th floor. A silver blur, as he nearly loses his head, and jumps back.

PETE
Malachi, it's me!

MALACHI
Pete. Wait.

There is a CLANG of metal and a THUD.

MALACHI (CONT'D)
Tom! This way.

Malachi opens the door, Pete steps over the dead BODY.

THE 86TH FLOOR

Tom and Malachi fight methodically, cutting men down. Pete swings hard at an OPPONENT and slips in blood on the floor. His opponent's ax swings where Pete's head would have been. Tom's sword tip appears through the man's chest, saving Pete's life. Pete looks up and gratefully leaps to his feet.

Pete looks past Tom, raises his blowgun and puffs -- taking out a MAN behind him. He and Tom exchange looks -- debt paid.

Walt picks a MAN off with his bow, but they are forced to scatter. Malachi and Pete run down the stairs to

THE 85TH FLOOR

Pete and Malachi are trying doors, looking for Ariel. In one door, Pete sees the round ebony table with the rope ties.

THE SORCERER'S OFFICE

PETE

(whispers)

Malachi, this is where he was,
where I was...

MALACHI

(raises an eyebrow)

Is that so? Good. Guard the door.

He lays the executive CHAIR on its side, unscrewing the base. He pulls a loop SAW from his fanny pack and quickly saws the metal PIPE at the base in half at an angle - effectively creating a funnel knife.

MALACHI (CONT'D)

I made a nasty. Come look...but
don't touch.

Pete peers over his shoulder and we see the PIPE.

MALACHI (CONT'D)

A clever fighter not only wins, but
fights on his own terms, or not at
all.

With a K-bar KNIFE he cuts a circle from the underside of the CUSHION. He gently places the chair on its base, unscrewed.

PETE

Let's go.

The CHAIR is silhouetted against the picture window behind it.

THE 85TH FLOOR

Pete leads, Malachi hard on his heels, looking into doorways. Pete sees Ariel, a shining image, her proud head high. She is speaking to someone unseen.

ARIEL

No one commands me. No one shall
take what is mine!

Pete tightens his grip and steps forward.

MALACHI

Pete, no!

PETE

(over his shoulder)
I've found her. Come on!

MALACHI

(calmly)
Pete, don't go in there.

The certainty in his voice makes Pete step back.

PETE

Why not?

MALACHI

You know I wouldn't keep you from
her. Think, Pete. It's a trap. How
did she look when you last saw her?
She's been captive for almost a
week now. What would she look like?

Pete takes another step back to join Malachi. The illusion of Ariel melts away into the floor. A lithe body steps into view -- the Sorcerer.

Malachi's hand snaps out in a blur. He throws a *shuriken*, a Japanese metal throwing STAR, spinning toward the Sorcerer. The Sorcerer catches it his hand, the metal spikes wilt in his palm like melting butter. He drops it to the floor, smiles coldly, and steps aside.

SORCERER

(to his men)
They're all yours.

Several MEN pour from the door. Malachi gets the first with two throwing stars, but there's too many of them.

MALACHI
(to Pete)
Run!

THE STAIRWELL

Malachi and Pete run down the stairwell to the 84th floor.

THE 84TH FLOOR

They crack the door, hear FOOTSTEPS far off. They run to the opposite stairwell and circle back up to the 85th floor.

THE 85TH FLOOR

They burst through to find Tom, Mac, and Walt on the run. As they join them in the fray, Malachi is separated from Pete. Mac falls - an ARROW in his chest.

Malachi battles two MEN, and Pete sees that he is tiring. The Rider enters, standing behind them, looking annoyed.

Malachi rolls backward, ending up on his knees, bleeding from new wounds. He realizes he has lost. Malachi turns the handle of his sword around to the Rider, the tip facing his belly. The MEN pause uncertainly.

PETE
(screams)
Malachi!

The Rider nods, smiling, and steps forward to watch. Malachi thrusts the blade in and to the left, narrowing his eyes at the Rider. He pulls it out, thrusts again, upward, committing the samurai tradition of *seppuku*, rather than be killed by his enemy, the Rider. Malachi shudders, falling to the floor.

Tom, Mac, Walt and Pete form a flattened diamond with Pete at the center as they are backed towards the stairwell. Pete nears a door, and Tom and Walt break for the stairs. Pete turns the knob and backs in, slamming the door and locking it. The men pound the door for a moment, then silence.

Pete looks around the room and his breath catches:

Ariel.

Her eyes dull, her head lists to the floor, her broken leg ugly and swollen, the chains at her feet no longer even necessary in her weakened state. For the first time, she looks more like a horse than a unicorn.

PETE (CONT'D)
 (a whisper)
 Ariel.

Her head slowly raises at the sound of his voice, a flicker in her midnight eyes.

ARIEL
 (a little girl voice)
 Peeete...

He throws his arms around her neck and sobs into her mane.

PETE
 Ariel. It's okay. Everything's
 going to be all right.

She startles at his touch, her nostrils flaring, her eyes unseeing. Pete realizes she is blind.

PETE (CONT'D)
 (screams)
 No!

The door bursts in, two MEN fanning out against the walls as the Sorcerer calmly strides in behind them.

SORCERER
 My friend and his Familiar have
 flown down to help with the battle
 below. As for you and yours...I see
 you've realized she's blind. I used
 only a simple spell for that. She's
 weak now.

Pete launches himself at the Sorcerer. He is stopped in mid-air, frozen by a single syllable from the Sorcerer. He hangs, feet off the floor, and his fingers relax, releasing his sword that falls to the carpet. Pete tries to move, but nothing in his body responds.

SORCERER (CONT'D)
 You shouldn't be so predictable. I
 say the slightest thing to enrage
 you, and you react.

Ariel cocks her head, listening to him. The Sorcerer turns to her.

SORCERER (CONT'D)
 You had your chance. You could have
 let me take the horn and gone your
 way, but now I'm going to take it
 and you're going to watch.

He spreads his palms, an invisible cat's cradle of energy disturbing the air between them. It begins to hum and sparkle, a bright CAGE forming, glowing white-hot. Ariel's head lowers to the floor and he steps forward, bringing the glowing CAGE to her head.

ARIEL
(fragile)
No-o-o...

The Sorcerer's body jack-knives forward, a foot of spiral HORN appearing out the center of his back. Ariel lifts her head and his body is impaled further down her horn.

ARIEL (CONT'D)
(screams)
No-o-o-o-o-o!

She tosses her head side to side and the Sorcerer flails like a broken puppet. The glowing cage disappears from his hands and Pete suddenly drops to the carpet - the spell broken.

Ariel flings his BODY aside and staggers out the doorway. The Sorcerer's men are momentarily stunned in disbelief. Pete grabs his sword and runs out.

THE HALLWAY

PETE
(screams)
Ariel! Ariel!

He rounds a corner and runs right into the Rider.

RIDER
I was hoping I'd run into you.
Malachi Lee always did know I was
better. No wonder he killed
himself.

He begins to circle Pete, feigns a jab with his broadsword.

RIDER (CONT'D)
If I wanted to, I could say three
words and your sword would go limp
as a banana peel.

PETE
But you won't.

RIDER
No, there's a certain eloquence to
a blade.
(MORE)

RIDER (CONT'D)

And I like the feeling I get when I
beat a man at his own game.

Pete strikes. The Rider blocks. They slash and parry down the hallway. Pete fights from blind rage -- for Malachi, for Russ, for Faust. Pete backs the Rider into a doorway.

THE SORCERER'S OFFICE

Pete steps in and a FOOT strikes out against his wrist, knocking his sword out of his hand. Two MEN grab him from behind.

RIDER (CONT'D)

You know, you really aren't very
smart.

PETE

I like the feeling I get when I
beat a man at his own game.

RIDER

But I wasn't playing your game. You
were playing mine. And in my game
there aren't any rules. Except to
use whatever counts.

(a beat)

You know, Shai-tan hasn't had fresh
meat in a while.

PETE

Your master's dead. Ariel killed
him.

RIDER

He wasn't my master, I worked for
him. You think I want all this? A
useless office building? A bunch of
loners who don't take orders very
well?

He walks around the desk and stands in front of the executive
CHAIR. He studies Pete.

RIDER (CONT'D)

(to the men)

Take him to the observation deck.
Shai-tan's waiting.

He stares at Pete and smiles. Pete returns the smile.

PETE

Whatever counts --

The Rider sits down in the executive chair...

...and keeps on going.

He takes a long, wheezing breath as his own weight pushes the pointed length of the cut metal pipe into his bowels, spearing his organs inside. His mouth opens grotesquely, his eyes bulge. There is a screech from outside in the air as the Rider dies.

The picture window explodes as Shai-tan bursts through it. The griffin hurls the desk aside with one huge talon, looks at the body of its master impaled on the chair. The griffin cuts down the man that was holding Pete, as Pete dives out of the way.

Pete grabs his sword and flees.

EXT. EMPIRE STATE BUILDING - DUSK

Pete bolts from the lobby onto the street. There are bodies strewn everywhere from the battle, the Sorcerer's and theirs.

He spins around taking it all in, and his knees buckle. He backs to the wall and sinks down it, sitting there stunned.

A hand taps his shoulder. He looks up -- Shaughnessy and Tom. Their lips are moving, but he doesn't hear them. He stares blankly. Suddenly, her voice reaches him.

SHAUGHNESSY

...Ariel, and they --

PETE

What? What did you say?

SHAUGHNESSY

I said, a lot of people saw her coming down. Her leg looked broken. They tried to stop her, but they couldn't --

Pete interrupts her and stands.

PETE

No, they couldn't --

SHAUGHNESSY

Pete, you can't go now. You're too weak --

TOM
(firmly)
Let him go.

SHAUGHNESSY
But look at him -- he's exhausted.

TOM
(milder)
Let him go.

Shaughnessy's eyes follow Pete as he walks away.

EXT. NEW YORK CITY STREETS - VARIOUS

MONTAGE

Pete looks for Ariel. Night turns to day. Pete confronts a man on the street. The man points: that way. Shaughnessy follows Pete everywhere, trailing behind, watching him. Pete talks to a couple, we hear them utter the word "beautiful". Day turns to night.

EXT. CENTRAL PARK - NIGHT

Pete sits staring into a campfire in the woods of Central Park. He finally breaks down, sobbing in his grief and exhaustion.

SHAUGHNESSY
Pete?

She crouches behind him, places her hand on his back.

SHAUGHNESSY (CONT'D)
Pete, we'll find her.

He turns and throws his arms around her. He shudders with the force of his sobs. She cradles him in her arms, rocking him.

SHAUGHNESSY (CONT'D)
We'll find her, you know we will.

His tears slow, and he looks up at her, but her eyes are closed. He reaches up and strokes her cheek. The wind moves, ruffling her hair. He reaches up and kisses her.

She hesitates, then kisses him. He leans her back onto the grass, hands trembling as he unbuttons her shirt. He kisses her neck more urgently and desperately. They move together until the inevitable release and he collapses against her finally -- her tears now mingling with his own.

EXT. CENTRAL PARK - DAY

Pete lays asleep in the dawn, Shaughnessy's partially naked form is curled sleeping beside him in the grass.

There is a CRASHING in the brush. Pete groggily jumps to his feet. The BRUSH parts and Ariel emerges.

Ariel stops when she sees him, her head comes up as if sniffing the air. She steps toward Pete, then stops short and snorts. There is a rust-colored smear on her neck, her coat is dirty, no more rainbow ripples of light.

She blinks. She looks like a wild thing, a thing that has never before seen a human being.

PETE
(whispers)
Ariel.

Pete steps forward. She doesn't move. He steps again and stands before her. We see the outline of his naked form reflected in her eye.

He reaches up to her muzzle, and she steps back. Shaughnessy stirs in her sleep. Pete looks back at her and is suddenly conscious of his nakedness.

PETE (CONT'D)
Ariel.

He steps again, both hands outstretched. A pool forms at the bottom of each dark eye, and a single crystalline tear rolls down Ariel's muzzle. They look at each other.

PETE (CONT'D)
I can't...I can't...

A spasm shakes him once and then is gone. He falls to his knees.

PETE (CONT'D)
Please...

He looks up at her. Ariel lowers her head.

ARIEL
(softly)
Broke.

Pete tries once more to touch her, but she gives the barest shake of her head.

Tears brim and Pete shuts his eyes. He clenches his fists and brings them to his eyes, as if it would scour him clean somehow.

When he opens them again, she is gone.

EXT. NEW YORK CITY STREETS - LATER

The Freedom Tower rises in the background. The light of the setting sun glimmers off of it.

Pete is loading a pack. Shaughnessy stands beside him, shaking hands with Tom and some others from their group, saying goodbye.

PETE (V.O.)

We like to think our lives stop at these climactic spots, but that just isn't so. The cliché holds true: life goes on. I do believe I'll see Ariel again. For now, New York is but a memory -- a bad memory, one with scars, but one that would also heal with time and love.

Pete looks up at the Tower, studying the spire on top. For a moment, the spire resembles a unicorn's horn and SPARKLES with a supernatural white LIGHT. He blinks his eyes, and shakes his head. It is just the sun -- glinting off the metal.

PETE

Besides, the world is a different place now -- and I haven't even begun to scratch its surface.

We pan back wide as Pete and Shaughnessy walk away, the Freedom Tower gleaming in the setting sun.

THE END