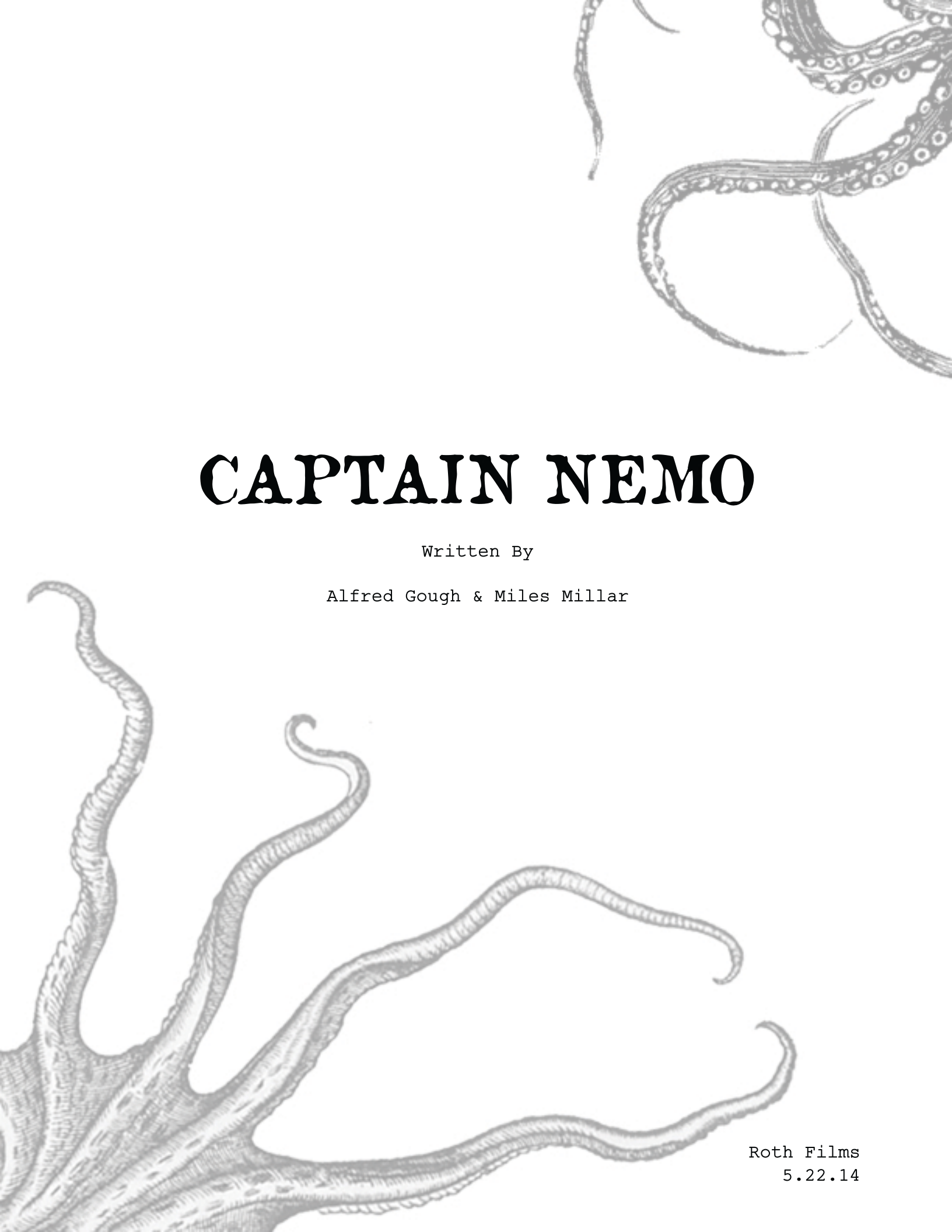


The background of the entire page is a detailed, grayscale illustration of octopus tentacles. Some tentacles are at the top right, some at the bottom left, and others are in the middle, creating a sense of depth and movement. The tentacles are covered in suckers and have a textured, ribbed appearance.

CAPTAIN NEMO

Written By

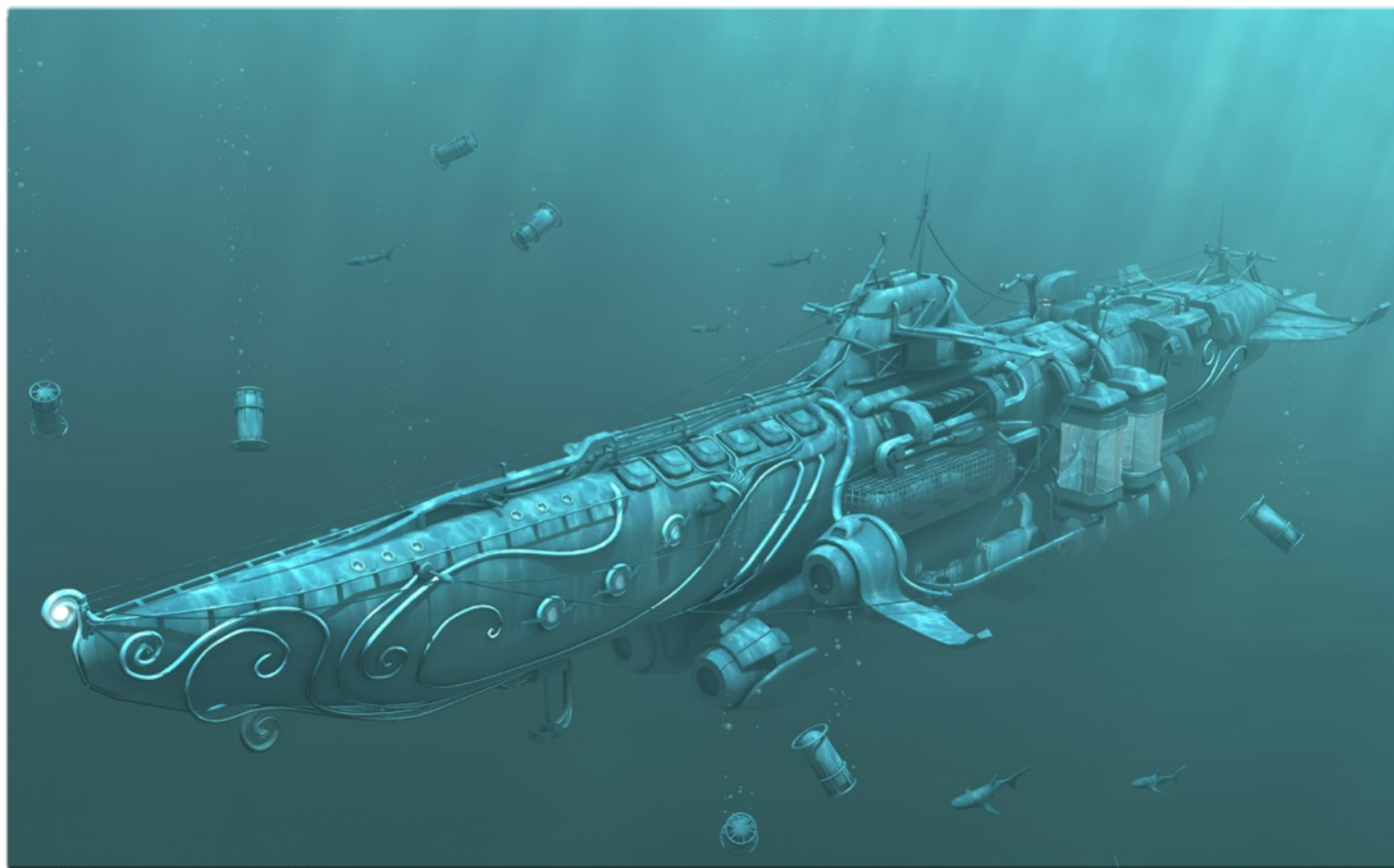
Alfred Gough & Miles Millar

Roth Films
5.22.14

CONCEPT ART

NAUTILUS SUBMARINE

(pronounced nawt - til - us)





FADE IN:

A TROPICAL REEF

stretches as far as the eye can see. Pristine. Untouched. This underwater paradise is patrolled by squads of neon-colored fish and is landscaped with glades of towering coral.

TITLE ON SCREEN: JANJIRA REEF, SOUTH INDIA, 1893.

A BOY dives INTO VIEW, arms knifing the diamond-clear water. He's 12, Anglo-Indian, with ebony hair and eyes the color of melted chocolate. His white skin is sun-burnished and his lithe body has been chiseled by hours spent in the ocean.

THIS IS DAKKAR.

He was born an Indian prince, but in time will abandon his title and adopt the name Nemo. His face shines with wonder as he explores this Technicolor wonderland. He spots a

NAUTILUS SHELL

tucked into the golden sand. Amber stripes zebra across its glossy coil. Delighted, he tugs it free.

EXT. OCEAN - DAY

A magnificent 100-foot sailing yacht, "The Pearl", is anchored at the edge of the reef. The sleepy mainland, which features an endless cocaine-white beach and a billion twinkling coconut palms, shimmers in the distance.

YOUNG NEMO

breaks the surface. Clutching the shell, he climbs the ladder bolted to the yacht's side until a powerful hand grabs his arm and hauls him onboard.

EXT. DECK - THE PEARL - DAY

Young Nemo excitedly grins as his father, RAJESH, lowers him onto the polished teak deck. Rajesh is 40, a broad-shouldered Indian dressed in a fine brocade kurta.

RAJESH

What treasure did you find today,
Dakkar?

YOUNG NEMO

A Nautilus shell.

Rajesh gently takes it and regards it reverentially.

RAJESH

It's more than that. It's a living fossil, the creature that once called it home endured and evolved for millions of years. The reef used to be teeming with them.

YOUNG NEMO

What happened?

RAJESH

We did. The biggest monster in the sea isn't the giant squid -- it's us. Humans.

YOUNG NEMO

But I love the sea.

Rajesh smiles sadly, tousles his son's mop of wet hair.

RAJESH

I know. So do I. That's why we have to be responsible caretakers. If we allow it to be exploited and destroyed -- we'll destroy ourselves.

As his words sink in, Rajesh pretends to hear something.

RAJESH

Wait. It's whispering to me.
(lifting shell to his ear)
It's a message from your mother.
We have to head back now so you can finish packing.

Young Nemo rolls his eyes, then pleadingly asks...

YOUNG NEMO

One more dive. Please.

RAJESH

We don't want to keep your mother waiting.

YOUNG NEMO

You're the maharajah, can't you overrule her?

RAJESH

Not if I want to sleep in my own bed.

OFF Young Nemo's disappointment...

EXT. "THE PEARL" - DAY

Young Nemo stands at his father's side, savoring the stinging spray, as the yacht tacks towards

A PALACE.

The incredible structure sits on an island that rises out of the Arabian Sea. It's a Mughal fantasy capped with minarets and is connected to the mainland by a causeway. Young Nemo's mother, CELESTE, waves from the ramparts. She's 35, a true English rose. As Young Nemo halfheartedly waves back...

CUT TO:

INT. BEDROOM - PALACE - DUSK

It's the size of a tennis court. In a white suit and tie, Young Nemo sits at a desk studying an octopus that's darting across a fish tank. He tenses when Rajesh and Celeste enter.

CELESTE

Your Uncle Harry will be here any minute. Are you ready, Dakkar?

YOUNG NEMO

I don't want to go to England. I want to stay here. You can hire more tutors.

His parents share looks of concern as they approach.

CELESTE

You have a brilliant mind, Dakkar, but there's more to education than studying books.

RAJESH

It's important to understand how the world works and where you fit in. Boarding school will help you figure that out.

Frustrated, Young Nemo watches as TWO TURBANED SERVANTS carry off the steamer trunk that sits at the foot of his bed.

YOUNG NEMO

I don't care about the world, I want to swim in the reef.

HARRY (O.S.)

You sound just like your father when I try and get him to focus on his shipping business.

All turn as HARRY MONTGOMERY enters. 31, an aristocratic Englishman who possesses a disarming combination of confidence and warmth. Celeste crosses and embraces him.

CELESTE

Thanks for taking him back with you, Harry.

HARRY

What are uncles for?
(re: Young Nemo)
He does know he's going to the best school in England and not the gallows?

CELESTE

As far as he's concerned, they're the same thing.

Harry steps over and offers Young Nemo a reassuring smile.

HARRY

Dakkar, I promise you will love Eton as much as I did. The boys you meet there will be your friends for life. What do you say, are you ready for a grand adventure?

Upset, Young Nemo runs out onto the balcony. Harry offers Celeste and Rajesh an apologetic shrug.

EXT. BALCONY - PALACE - DUSK

Tears streak the young Prince's cheeks as he stares at the ocean which glints tauntingly. Rajesh steps to his side and motions to the distant warehouses where fleets of boats are being loaded in the soft-focus heat-haze.

RAJESH

I can leave you ships and palaces but not your destiny. You have to go and find that on your own.

YOUNG NEMO

I don't understand why.

RAJESH

Perhaps the sea can enlighten you.

Rajesh holds up the Nautilus shell.

RAJESH

Tell me, what's inside this shell?

YOUNG NEMO
Nothing. It's hollow.

Rajesh smiles and shakes his head.

RAJESH
It contains a series of perfectly
formed chambers. As the Nautilus
grows, it adds new ones. Each
bigger than the last. Its entire
life is spent expanding, growing
and never looking back. That's
what you have to do. It's not
easy, but that's the only way to
find your purpose.
(handing him the shell)
When you're feeling lonely or
afraid, put this to your ear and
think of home. We'll always be
here, a safe harbor from life's
storms.

GO TIGHT as Young Nemo lifts the shell to his ear, then PULL
OUT TO REVEAL he's now standing at the railing of...

EXT. BOW - STEAMER SHIP - NIGHT

Harry is at his side, both dwarfed by the vastness of the
sea. Young Nemo looks at the star-splattered heavens. The
dots of light fade and the sky MORPHS into a BLACKBOARD.

TITLE ON SCREEN: ETON COLLEGE, ENGLAND, 1893.

The TITLE FADES and in its place a hand writes the word
"NEMO" in a flourish of chalk strokes. Young Nemo is now...

INT. LATIN CLASSROOM - ETON - DAY

20 BOYS, the sons of England's richest and oldest families,
sit at wooden desks. The TEACHER is gruff, 40.

TEACHER
Any of you wretches care to offer a
translation?

Young Nemo's doodling an octopus, doesn't even look up.

YOUNG NEMO
It means "no one" or "nobody".

The Teacher nods, impressed, begins writing another word.
SEBASTIAN, the boy seated behind Young Nemo, punches him in
the back. He's a cocky athletic blue blood.

SEBASTIAN
Just like you, half breed!

TOBY, his mean-spirited cohort, SNICKERS.

CUT TO:

EXT. BRIDGE - ETON - DAY

A CLUTCH OF BOYS, in shorts, runs across a bridge traversing the churning Thames. Young Nemo jogs INTO VIEW and finds

SEBASTIAN AND TOBY.

They're dressed for crew and hold rowing blades. Young Nemo tries to pass, but Toby's blade blocks him.

SEBASTIAN
You may look English and call
yourself a prince, but nothing can
mask your filthy Indian stench.

TOBY
You don't belong in the same school
as us.

Young Nemo is undaunted by their racist taunts.

YOUNG NEMO
Given your pathetic grades, I
agree.

As he tries to shove past, Toby SLAMS his blade into Young Nemo's head, sending the boy over the side of the bridge.

YOUNG NEMO

CRASHES into the river, unconscious. The bullies watch as Young Nemo is sucked under, then take off, panicked.

UNDERWATER - DAY

LOOKING UP THROUGH the swirling murk as Young Nemo sinks. He's drifting towards the reeds when A FIGURE dives in and hooks an arm around his waist.

EXT. RIVERBANK - DAY

CHARLIE CALLAHAN, a lanky 12 year old, with a long face and round, tortoiseshell specs, SLAPS Young Nemo's back as he drags him onto the mud. Roused, Young Nemo RETCHES up water. He hungrily sucks air as he recovers, turns to his rescuer.

YOUNG NEMO

You saved my life. Thank you.

YOUNG CHARLIE

Figured I owed you. Before you showed up, they used to torment me.

YOUNG NEMO

Why?

YOUNG CHARLIE

I'm from Newcastle, not London. My father made his fortune making bricks, theirs made it the old-fashioned way -- they inherited it.

YOUNG NEMO

Sounds like you despise this place as much as I do.

YOUNG CHARLIE

It's boarding school, you're not supposed to like it, you have to survive it. You heard of Darwin?

YOUNG NEMO

"Origin of the Species." I've read it twice.

YOUNG CHARLIE

That's what this place is, the survival of the fittest. Those bastards are at the top of the food chain.

Young Nemo considers the remark, shakes his head.

YOUNG NEMO

Darwin was wrong -- it's the survival of the smartest.

Young Charlie smiles, offers him a hand and helps him up. As the two new friends walk away, RAIN begins to fall. CAMERA CIRCLES TO REVEAL the Thames has MORPHED into the River Cam.

TITLE ON SCREEN: CAMBRIDGE UNIVERSITY, ENGLAND, 1903.

The regal quads and spires of this ancient seat of learning are gracefully clustered on the opposite bank.

CUT TO:

INT. LECTURE HALL - DAY

TIGHT ON NEMO'S FACE. TALKING DIRECTLY TO CAMERA. He's 22 now, undeniably handsome with wild, untamed hair. He's speaking with infectious, charismatic zeal.

NEMO

In the 20th Century, those that control technology will control the future.

GO WIDER. Nemo's standing in front of a huge blackboard covered tip-to-toe with the design schematics of a sphere-shaped machine -- *the power core*.

NEMO

That's why I believe my hydropropulsion engine will revolutionize nautical travel for decades to come. Thank you for your time, Regents.

REVERSE TO REVEAL: THREE CONFUSED OLD MEN in academic gowns. A SMATTERING OF STUDENTS sit on the raking wooden benches behind them. 22-year-old CHARLIE is among them. He looks exactly like a grown-up version of his 12-year-old self.

REGENT #1

I don't see any empirical evidence or field tests. Does this so-called "power core" work?

NEMO

I've almost finished building a prototype. I'm very, very confident it will work, Sir.

REGENT #2

Dakkar, you possess the brightest mind in this department, which is why we have indulged you with a third audience in front of this thesis committee. First it was the airship contraption, then the submersible that you claimed could travel 2,000 leagues under the sea.

NEMO

It was 20,000 actually.

REGENT #2

And now an engine that runs entirely on water.

(MORE)

REGENT #2 (CONT'D)
If you're interested in spinning
fiction, perhaps you should have
applied to the Department of
Literature.

NEMO
All science fact was once science
fiction, Sir. Any new technology
requires pushing the boundaries of
science, taking leaps of faith.

REGENT #3
We don't deal in faith, we deal in
fact. Thesis denied! Good day.

Annoyed, Nemo turns to go when he swings back.

NEMO
I'll give you a fact that's stood
the test of time -- old men don't
change the world, young men do.

OFF Charlie, his head sinking as Nemo defiantly exits...

CUT TO:

INT. ATTIC ROOM - TRINITY COLLEGE - DAY

Worked up, Nemo stands on a desk, RIPPING off the myriad of
sketches that covers the walls. All feature his fantastical
designs. He's almost cleared one wall when Charlie enters.

CHARLIE
So much for treading lightly.

Nemo doesn't slow his frenzied act of self-destruction.

NEMO
Why should I have to prove myself
to a bunch of fossils?

CHARLIE
Because those fossils stand between
you and your degree.

NEMO
They still think the wheel is the
pinnacle of scientific discovery.

Charlie retrieves one of the discarded sketches and holds it
up. It features a rendering of a submarine-like craft.

CHARLIE

Dakkar, your ideas are revolutionary. They could change the world. Just finish the prototype and beg for another audience.

Nemo finally stops, frustrated and winded.

NEMO

It's pointless. I'm done. My parents said school would teach me how to fit in -- all I've learned is that I don't belong.

CHARLIE

Before you make any life-changing decisions, come to dinner tonight. My sister's coming to town and you've never met her. You can decide your future in the morning.

Nemo calms and nods his agreement.

NEMO

You're a good friend, Charlie. In fact, you're my only friend -- I don't know why you put up with me.

CHARLIE

Because you never make me feel stupid or second class even though compared to you, I'm both.

The moment is interrupted BY THREE LOUD KNOCKS on the door.

CHARLIE

Her train must be early.

NEMO

Please tell me she's pretty.

Nemo steps to the door, opens it and is surprised to find Harry anxiously standing in the hall.

NEMO

Uncle Harry?

Harry struggles, his eyes bloodshot.

HARRY

I received word from India. I came here straight away. Dakkar, there's been a terrible accident.

OFF Nemo's total shock...

SMASH CUT TO:

A sea hawk soaring, its CRY ECHOING over the sun-bleached towers of an ancient Hindu cremation site known as a smashan.

EXT. SMASHAN - INDIA - DAY

Attired in white cotton mourning garb, Nemo stands at Harry's side in front of two funeral pyres. A LARGE CROWD OF MOURNERS watches as Nemo lifts a torch and lights the first pyre. As the FLAMES lick the heavens...

CUT TO:

EXT. "THE PEARL" - DUSK

The yacht bobs at the end of the stone dock that elbows out from the base of the monumental palace. Nemo stands at the bow, lost in thought, staring across the ocean which shimmers like hammered copper. Harry tentatively approaches.

HARRY

Permission to come aboard?

Nemo nods, takes a swig from a silver hip flask.

HARRY

Your father named this boat after my sister. They met at an embassy ball in London. He told her that in a sea of pebbles he'd found the only pearl...

He's too distraught to finish. Nemo passes him the flask. Harry takes a gulp.

HARRY

I spoke to the police captain, the monsoon rains washed out the road. It was nobody's fault. There was nothing anyone could have done.

Nemo closes his eyes, haunted by memories and regrets.

NEMO

Even though they were an ocean away, I always knew my parents were watching over me, like my own North Star. Whenever I would go astray, they would guide me back. Now I feel adrift... like I'm no one, nothing... nemo.

HARRY

You've still got me, Dakkar.

NEMO

I know, Uncle Harry, and I appreciate all you've done.

HARRY

Janjira Shipping is yours now. As much as I respected your father, he had very romantic notions about business and the sea. You're exactly what the company needs to bring it into the 20th Century.

NEMO

No, you were his partner all these years. You should run it. I'll sign whatever you need to make it official.

HARRY

Dakkar, you're grieving, the business has been in your family for generations.

Nemo is possessed with a new sense of certainty.

NEMO

My father taught me to never look back. As much as I loved him, my destiny isn't to run his company.

HARRY

What do you plan on doing?

NEMO

I'm going out into the world to find my place in it.

HARRY

Well, if you ever change your mind, the door is always open.

NEMO

Thanks, but I'm not looking for a job, I'm looking for a purpose.

CUT TO:

EXT. DOCKS - DAY

TITLE ON SCREEN: CALCUTTA, INDIA, 1905.

Bales of raw cotton are loaded into cargo holds headed for the mills of England while a fleet of whaling ships takes on supplies before sailing off to the Southern hunting grounds.

NEMO

weaves through the chaos. He's leaner and his sunburned skin is ingrained with dirt. He approaches CAPTAIN GOODWIN, who is tallying the barrels being carried aboard his vessel --

LEVIATHAN.

Goodwin's 40, hardened by a life spent at sea. Each barrel is stamped with the distinctive insignia of an anchor encircled by a compass. The same symbol flutters proudly under the Union Jack on the vessel's mast.

NEMO

You looking for men?

CAPTAIN GOODWIN

Got any experience on a whaler?

NEMO

(lying)

Enough.

Without warning, Goodwin grabs Nemo's wrists, twists open his hands and studies his palms.

CAPTAIN GOODWIN

Soft hands. Soft life. On your way.

He brushes past and heads up the gangway. Pissed, Nemo spots a PORTER wheeling a box of harpoons. Nemo snatches one of the metal-tipped spears and WOLF WHISTLES. As Goodwin spins, Nemo hurls the weapon like a javelin.

THE HARPOON

BUZZES past Goodwin's head and torpedoes into a barrel that's been winched into the hold. Goodwin is stunned by the incredible throw. OFF Nemo's diffident shrug...

SMASH CUT TO:

EXT. OCEAN - DAY

CAMERA PLUNGES THROUGH the clouds and ZEROES IN ON "Leviathan". The two-mast schooner is dwarfed on a vast expanse of blue, its stiff white sails blown taut.

EXT. LEVIATHAN - DAY

A SPOTTER scans the waters from the crow's nest. Below, Nemo is swabbing the deck when a cabin boy, CYRUS, 17, bursts out, tries to make it to the rail but pukes before he gets there.

NEMO

Word of advice, next time the sea
gets the better of you -- focus on
the horizon line. It's the only
thing that doesn't move.

Cyrus nods, grateful, when --

SPOTTER

Spouts! Port side.

Nemo excitedly spins, stares across the white-tipped waves and sees the unmistakable jet of a whale rising 15 feet. In seconds, the deck is an angry frenzy of activity.

CAPTAIN GOODWIN

Harpooners to the boats! Move!

CUT TO:

UNDERWATER - DAY

LOOKING UP at "Leviathan's" hull as a wooden longboat swings over the side and is released. It SLAMS into the water.

EXT. LONGBOAT - DAY

Harpoon gripped, Nemo squats next to the Spotter. The boat's FOUR ROWERS power across the open ocean, beelining for their unsuspecting prey. "Leviathan" nods 200 feet behind.

A GIANT BLACK SHAPE

suddenly lolls up from the depths and unleashes a geyser. The cloud of spray is close enough to spritz Nemo's face.

SPOTTER

Port side!

(to Nemo)

You've got a clean shot!

Nemo's arm hinges back, he takes aim at the Humpback. It's 60 feet long, a distinctive angel-shaped cluster of barnacles scars its left side. He's about to throw when

A CALF

glides up to its mother's side. Nemo hesitates, moved by the familial spectacle. Incensed, the Spotter SCREAMS...

SPOTTER

THROW!

TIGHT ON THE MOTHER WHALE'S EYE -- gleaming with curiosity as Nemo's warrior pose is mirrored on its curving surface.

Nemo makes a decision, hurls the harpoon, deliberately launching it way over the whales. As the weapon harmlessly spears the water, the behemoths slide under the surface.

SPOTTER

Damnit! They're running!

UNEASY SILENCE grips the crew as they scan the water, looking for movement, but the surface remains eerily still until

THE MOTHER HUMPBACK

rockets INTO VIEW barely an arm's length from the boat. It SPLINTERS the starboard oars like matchsticks as it breaches.

TIGHT ON NEMO -- stunned as he is eclipsed by the giant's shadow. It's close enough to touch. With the power of a locomotive, the whale lurches upwards, rising 40 feet, its long pectoral fins flaring, then arches backwards. It SLAMS into the sea, upending the boat.

NEMO AND THE CREW

are flung into the water, flailing like rag dolls. One of the behemoth's massive fins viciously fly-swats the boat, SMASHING it to tinder.

NEMO

treads water, spins as the giant mammal surges by, its huge eye passing within inches of his own. He watches, awestruck, as it disappears with a defiant SLAP of its fluked tail.

CUT TO:

EXT. DECK - LEVIATHAN - DAY

Nemo is roughly hauled aboard. He drops to the deck, shivering and exhausted, when he's ambushed by the Spotter, who malevolently kicks him in the gut.

SPOTTER

Son of a bitch missed on purpose!

Enraged, Goodwin wrenches Nemo up by his shirt.

CAPTAIN GOODWIN
I'll teach you to feel sorry for
those barnacled monsters!

CUT TO:

THE NINE TAILS OF A WHIP

flaring as they rip across Nemo's back. He's tied to a mast. Cyrus and the CREW are circled around, watching with queasy revulsion. The FIRST MATE, a towering Australian built like a circus strong man, wields the whip like a seasoned pro.

TIGHT ON NEMO: Eyes clenched in agony as the whip bites.

TIGHT ON THE WHIP: The knots of its leather thongs flick blood and skin into the air.

TIGHT ON GOODWIN: Observing with cold, sadistic detachment. He finally signals the First Mate to end the flogging.

CAPTAIN GOODWIN
Show's over.

The crew disperses. Nemo slumps, his back an expanse of mangled flesh. Goodwin leans into his ear, whispers.

CAPTAIN GOODWIN
Those beasts are money. The more I
kill, the more I make. I don't
care if I slaughter the whole
ocean. Understood?

INT. BELOW DECKS - LEVIATHAN - DAY

Nemo is roughly tossed onto his wooden bunk. Feverish, he reaches for his Nautilus shell and holds it to his ear. Its SOFT HISS eases his pain and he slips into unconsciousness.

CUT TO:

Nemo wakes with a start, the ship is strangely listless and a MOURNFUL WHALE SONG ECHOES like an alien dirge. Still weak, Nemo stands and peers out the portal window.

What he sees changes him forever.

REVERSE TO REVEAL: Three longboats sitting in the mirror-calm water that is now stained with blood. Long-bladed lances glint in the sunlight as they mercilessly strike --

THE WHALE CALF.

The mother swims at the edge of the crimson circle, futilely CALLING for the slaughter to end.

As he watches the butchery, something breaks inside Nemo, something that can never be repaired. Any sense of man's God-given dominion over the beasts of the earth is erased. His face hardens and his soul burns with outraged indignation.

CUT TO:

INT. GALLEY - LEVIATHAN - NIGHT

The ship is pitching sharply. Now bearded, Nemo sits by himself, isolated, until Cyrus takes the seat opposite. Nemo nods his thanks. Suddenly, the First Mate bursts in, soaked.

FIRST MATE

Everybody topside. God's paying us
a visit.

SMASH CUT TO:

EXT. DECK - LEVIATHAN - NIGHT

Sulphurous slashes of lightning fork. RAIN HAMMERS. The ship surges over the crest of a mountainous wave and lurches down the other side. The crew scrambles to secure the cargo, fighting to stay upright against walls of freezing water.

NEMO AND CYRUS

frantically lash one of the longboats to the deck when a monstrous lightning bolt lances the mast. With an EAR-SPLITTING CRACK, the towering length of pine splits. The top half timbers towards

THE DECK.

Nemo pushes Cyrus out of harm's way and dive-slides as the mast OBLITERATES the longboat. Tethered by a tangle of ropes, the broken mast begins sweeping across the deck like a wrecking ball, taking out everything in its path.

A TRIO OF SAILORS, barrels of whale oil, another longboat -- all are lost over the side.

Through the caustic spray, Nemo sees a fire axe mounted to the wall next to the furnace. He takes off, drops onto his belly as the broken shaft pendulums, missing him by a hair. He rises, snatches the axe and begins cutting

THE ROPES.

Like Medusa's tentacles, the decapitated ends whip-thrash. With a final strike, Nemo frees the mast. The huge pole rolls away, but as the boat summits a wave and pitches down the valley on the other side, the mast careens back towards

NEMO.

He almost outruns it, but is clipped and flung into the air. He grips the rail, then a wave bombards the deck like a sledgehammer. When the spray clears -- *Nemo is gone.*

UNDERWATER - NIGHT

It's quiet down here in the darkness. Nemo thrashes, arms fighting the currents, futilely trying to get back to the surface. But he's dragged deeper. His lungs scream for air. He's on the cusp of drowning when

A HUGE BLACK SHAPE

rises from the depths and stops his descent. Nemo's hands blindly grip and hold on as he is lifted.

EXT. OCEAN - NIGHT

Nemo erupts into the roiling expanse of waves. He's perched on the massive back of

A WHALE.

Its angel-shaped cluster of barnacles identifies it as the mother of the slaughtered calf. The huge mammal powers forward, effortlessly cutting through the precipitous swells.

NEMO HOLDS ON.

Soon his terror morphs into exhilaration. Like Bellerophon riding Pegasus, he proudly raises his head to meet the lashing spray. OFF his TRIUMPHANT ROAR as the whale crests a wave and slaloms down the other side...

SMASH CUT TO:

The sun blazing in a flawless cobalt sky.

EXT. OCEAN - DAY

Nemo's asleep until a blast of spray startles him awake. GO WIDE as he sits up. He's on the whale's back in the middle of the becalmed sea. She's been joined by her herd.

NEMO

stands, awed by the spectacle of 20 Humpbacks breaching and SINGING. The mother whale glides towards a longboat bobbing nearby. It's one that was thrown free of "Leviathan".

EXT. LONGBOAT - DAY

Nemo climbs aboard and watches as the pod swims away, the whales' blowing a SYMPHONY OF GEYSERS.

CUT TO:

EXT. OCEAN - DAY

EPIC GOD SHOT LOOKING DOWN on the longboat, lost in the eternity of water.

EXT. LONGBOAT - DAY

Nemo rows, his hands blistered and raw with effort.

EXT. OCEAN - NIGHT

The boat moves under the luminous glare of a full moon.

EXT. LONGBOAT - DAY

The oars slip from Nemo's bloody grip. With his last ounce of strength, he curls into a fetal position, is preparing to meet his maker when the boat COLLIDES with another. Delirious, Nemo looks up and sees the jagged outline of

A CHINESE JUNK

before he finally passes out...

CUT TO:

INT. CABIN - JUNK - DAY

Nemo's wounds have been dressed. His eyes weakly crack open. A naked mermaid BLURS INTO FOCUS. She's carved from oak and is a figurehead that once graced the bow of a galleon. A striking African American squats before him.

NEBUCHADNEZZAR (O.S.)

Easy. You've been out for three days.

In his 30s, his voice has a soft Georgia lilt and his shirtless torso is welted with an intricate tribal tattoo.

THIS IS NEBUCHADNEZZAR.

"Neb" for short. He lifts a cup to Nemo's lips.

NEMO

Who do I have to thank for my
salvation?

NEBUCHADNEZZAR

I don't put much stock in God -- so
you can thank me. Nebuchadnezzar.

NEMO

King of Babylon. Creator of the
Hanging Gardens. Vanquisher of
Solomon's Temple. You look good
for being 2,500 years old.

Neb's onyx face cracks with a toothy grin.

NEBUCHADNEZZAR

Can't tell if you're dehydrated or
just an overeducated wise ass.

NEMO

Probably the first, definitely the
second.

(extending hand)

Dakkar.

Neb takes Nemo's bandaged palm and they shake. Nemo GROANS
as he sits up, the wounds on his back smarting.

NEBUCHADNEZZAR

Since when did they start whipping
white boys?

NEMO

Technically, I'm half Indian.

NEBUCHADNEZZAR

Technically, I don't give a damn.

Both smile, each still trying to size up the other.

NEMO

My Captain and I had a
philosophical difference. He
wanted to slaughter whales and I
realized nobody has that right.

NEBUCHADNEZZAR

Perhaps you should have come to
that conclusion before you took a
job on a whaler.

NEMO
 Story of my life -- apparently I
 can only learn things the hard way.

Neb rises.

NEBUCHADNEZZAR
 Supper is in an hour. Food will be
 warm, can't guarantee the same of
 the crew.

CUT TO:

EXT. DECK - JUNK - DUSK

TIGHT ON 10 bamboo cups CLASHING in a toast. REVEAL Nemo and the nefarious ASIAN CREW playing a riotous drinking game. YANG, 22, is the youngest, smartest and drunkest. Nemo drains his cup first and triumphantly SLAMS it down.

NEMO
 (in Cantonese)
I win again! Another round!

Neb emerges from the cabin, takes in the scene, amused.

NEBUCHADNEZZAR
 (to crew, in Cantonese)
Bar's closed. Hit the sack.

Yang and the crew reluctantly scatter.

NEBUCHADNEZZAR
 (in Cantonese, to Nemo)
Your Cantonese is pretty good.

NEMO
 (in Cantonese)
*It's enough to get me through a
 meal with some drunk pirates.*

Feigning ignorance, Neb shrugs.

NEBUCHADNEZZAR
 Pirates? We're just simple
 fishermen.

NEMO
 You're very well armed for simple
 fishermen. Not to mention your
 lack of nets, poles and storage for
 your catch.

Neb smirks. Nemo pours rice whiskey into two cups.

NEMO

To overeducated wise asses.

They CLINK and drink. Both enjoy the GENTLE SLAP of the sea and track a shooting star streaking across the darkening sky.

NEMO

Tell me how did you end up a pirate on the high seas?

NEBUCHADNEZZAR

A peach.

(off Nemo's confusion)

I got caught stealing one. The judge gave me a choice -- go to jail or get on a boat to Liberia. Just my luck the damn thing sunk as we were rounding the Horn. I clung to a barrel until the Captain of this junk plucked me out of the ocean. I started out as a deck hand and worked my way up.

NEMO

Nice to see Chinese pirates are so open-minded.

NEBUCHADNEZZAR

As long as they're earning, they don't care who's steering. We mostly hit cargo ships, supply vessels -- nothing we can't outrun.

NEMO

You ever attack a whaling ship?

NEBUCHADNEZZAR

Whaling companies are worse than pirates. You go after them -- they'll send mercenaries to kill you. Fear is their currency. Death is their trade.

The wheels of Nemo's mind spin.

NEMO

I appreciate the meal, the whiskey and the fact that you didn't let me die out there.

NEBUCHADNEZZAR

I was going to drop you at the next port, but the men seem to like you -- you're welcome to join my crew.

Nemo's eyes mischievously glint.

NEMO

I've got a better idea -- why don't you take me home.

NEBUCHADNEZZAR

I don't run a ferry service for castaways.

NEMO

I promise it will definitely be worth your while.

CUT TO:

CAMERA FLIES FAST and LOW over the fluorescent-blue sea and ZEROES IN ON the junk. Dolphins crisscross in front of the bow, easily outrunning the vessel as it powers towards

NEMO'S ISLAND PALACE.

The fantastical structure shimmers like a tropical mirage.

EXT. JUNK - DAY

Neb stands at the bow as the boat makes its approach. He looks back at Nemo, incredulous. Nemo sheepishly shrugs.

CUT TO:

EXT. COURTYARD - PALACE - NIGHT

Neb and the crew are boisterously feasting, waited on by TURBANED SERVANTS and entertained by INDIAN DANCERS. Nemo is noticeably absent. Stuffed, Neb leans back and looks at the light leaking from an upstairs window. OFF his curiosity...

CUT TO:

INT. LIBRARY - PALACE - NIGHT

Nautical treasures fill every inch of shelf space. Nemo sketches with focused intensity in the glow of a lantern. In a navy-toned kurta, he doesn't look up when Neb enters.

NEBUCHADNEZZAR

This is a hell of a place. I need a compass just to find the damn bathroom.

NEMO

My father never did anything by halves.

NEBUCHADNEZZAR
(re: collection)
Was all this his?

Nemo nods, memories flickering through his mind like ghosts.

NEMO
He spent his whole life collecting
artifacts from the sea.

Neb plucks up an ancient Roman helmet that sits prominently on the desk. Barnacles mottle its distressed green surface, evidence of centuries spent lost at the bottom of the sea. An embossed octopus lashes the helmet's crown.

NEMO
That helmet is from the battle of
Actium. 31 BC.

Neb runs a finger down a cut that bisects the right eye slit.

NEBUCHADNEZZAR
Doesn't look like it ended well for
this guy.

NEMO
It was one of the bloodiest naval
battles of ancient history. They
were fighting for Rome's future.

NEBUCHADNEZZAR
Spare me the history lesson. You
promised me money.

Nemo smiles, amused by Neb's directness.

NEMO
I've got a proposal for you.

NEBUCHADNEZZAR
Unless it's gold plated -- save
your breath.

NEMO
Join my crew.

NEBUCHADNEZZAR
I'm not interested in taking your
pretty little yacht on a pleasure
cruise.

NEMO
Neither am I.

Amped, Nemo excitedly steps around the desk and faces him.

NEMO

When I got swept off that whaling ship, I was as good as dead. Just a flailing speck in the vast ocean. Suddenly, I was lifted by a magnificent creature who decided my life was worth saving. I spent my youth looking for a purpose, as I clung to that whale -- I found one. The sea needs someone to protect it, to fight for it. That's what I plan to do.

(beat)

What do you think?

NEBUCHADNEZZAR

I think I want to get paid as soon as possible.

NEMO

Neb, one day you're going to hit a ship you can't outrun and that day's coming faster than you think. You guys are minnows, let me turn you into sharks.

Nemo's wide-eyed zeal is beginning to crack Neb's cynicism.

NEBUCHADNEZZAR

How exactly do you plan on protecting the sea?

NEMO

For starters -- going after whaling ships.

NEBUCHADNEZZAR

You're either insane or have a death wish -- or both. It won't matter how much money you have -- they will come after you.

NEMO

Not if they can't find us.

He slides his sketch across the table. WE DON'T SEE IT, but from Neb's reaction it's clear he thinks Nemo is insane.

NEMO

I call it the Nautilus.

A thought occurs to Neb.

NEBUCHADNEZZAR

Which one of us is going to be
Captain?

NEMO

Let's not get mired in detail,
first we've got to build it and
find a crew.

OFF his roguish grin...

CUT TO:

MONTAGE

TITLE ON SCREEN: VLADIVOSTOK, RUSSIA, 1907.

Snow swirls around the five onion-shaped domes of a church.

INT. RUSSIAN ORTHODOX CHURCH - DAY

Only THREE WORSHIPPERS have braved the sub-zero cold. The PRIEST conducting the service makes eye contact with a new arrival who sits in the back row -- *Nemo*.

INT. CRYPT - RUSSIAN ORTHODOX CHURCH - DAY

The Priest, ANTON, leads Nemo down the stone steps. He's 40, very Russian, with a prosthetic right arm. Anton proudly motions to the space which has been transformed into a *munitions workshop*. Exquisite handcrafted guns, pistols and blades of every size and variety are displayed on the walls.

CUT TO:

INT. FOUNDRY - DAY

Nemo and Neb watch as a vat of molten metal is poured and HAMMERED into sheets, sending up HISSING CLOUDS of sparks.

CUT TO:

TITLE ON SCREEN: RIO DE JANEIRO, BRAZIL, 1907.

Sugarloaf Mountain towers over this tropical metropolis. REVEAL a crazy-eyed man, 50, staring at this view through the bars of a 10x10 cell. His name is SANTIAGO. He is...

INT. SANTA LUCIA ASYLUM - DAY

In a straitjacket, he doesn't turn as the hefty door is unlocked and Nemo enters. OFF Nemo's enigmatic face...

CUT TO:

INT. WAREHOUSE - DAY

Nemo and Neb are arguing over a set of blueprints. PULL BACK TO SHOW they're standing in the middle of the ribbed shell of the partially built submarine. AN ARMY OF INDIAN WORKERS is HAMMERING, WELDING and RIVETING around them.

CUT TO:

EXT. STREET - NIGHT

TITLE ON SCREEN: MOMBASA, BRITISH EAST AFRICA, 1908.

SYLVIA, 26, a serene African woman, sits at a deserted street corner. She's blind and cradles an empty begging bowl. TWO COLONIALS approach. They exchange leery glances, grab her and pull her into an alley when a shadow angles across them.

IT'S NEMO.

In a blur of fists, he drops the men to the dirt, then gently offers Sylvia his hand. OFF her grateful smile...

CUT TO:

INT. LIBRARY - PALACE - DAY

Nemo and Santiago are huddled. They step back, elated to have finished the fully realized *power core*. Nemo proudly looks around at the remarkable crew he's assembled.

Sylvia -- at a desk, headphones on, mastering Morse Code.

Yang -- studies oceanographic charts, memorizing currents, weather patterns and underwater topography.

Anton -- is constructing a range of super-slick harpoon guns.

Neb -- stands on a box, irritated, as he is fitted for a body-hugging blue uniform. OFF Nemo's grin as Neb glares...

END MONTAGE.

CUT TO:

TITLE ON SCREEN: 78 MILES OFF NOME, ALASKA, 1910.

A familiar ship plows through the brooding water -- "Leviathan". CAMERA CRANES RIGHT UP TO...

EXT. CROW'S NEST - LEVIATHAN - DAY

The Spotter scans from his perch. His brow furrows as he spies a large pod of sperm whales.

SPOTTER
Spouts! Dead ahead.

Goodwin smirks in greedy anticipation, BARKS at the crew.

CAPTAIN GOODWIN
There's an extra dram of whiskey
for every monster we kill! To your
stations!

Cyrus and the others scramble as the schooner gives chase,
stretched sails SNAP-WHIPPING. CAMERA FLIES OVER the bow,
STREAKS a foot above the water UNTIL IT REACHES

THE POD.

With awesome grace and power, the whales furrow through the
waves, extruding jets skyward as their huge heads arch out of
the water. They're moving fast but not fast enough...

UNDERWATER - DAY

LOOKING UP. The whales are etched against the sky. They are
staggering in scale and beauty. Aware of the threat, the
adults swiftly maneuver around the calves, effectively boxing
the young ones in a protective circle.

EXT. OCEAN - DAY

"Leviathan" has the WIND in her favor and is catching up on
the pod, which is tiring from the schooner's pursuit.

UNDERWATER - DAY

The whales exchange PANICKED SONGS, which ECHO through the
deep like forlorn distress signals. Suddenly, a long, sleek
shape speeds underneath them.

THE NAUTILUS

This riveted marvel of engineering is like nothing we've ever
seen. Inspired by nature and designed by genius -- it's
shaped like an elongated squid and its surface is ribbed like
a sea urchin. CAMERA FOLLOWS as it breaches the surface.

EXT. OCEAN

The Nautilus expels twin geysers of water high into the air
and speeds towards the schooner. The hunter is now the prey.

EXT. DECK - LEVIATHAN - DAY

As the CREW readies the longboats, Captain Goodwin stands at
the rail.

His eyes follow the dark shape that's charging towards them like an angry freight train. Its body is masked under the churning surface. PUSH IN as Goodwin realizes...

CAPTAIN GOODWIN
That's no whale!
(yelling at WHEELMAN)
GO ABOUT!

As he frantically spins the wheel...

EXT. OCEAN - DAY

"Leviathan" desperately tries to turn away from the "Nautilus", which is approaching at breakneck speed. Six slats iris open on the sub's flank and FIRE

CABLED ARROWS!

The projectiles arc towards the schooner, their metal heads flower into grappling hooks and implant in "Leviathan's" deck. The cables WHISTLE as they are violently retracted.

THE OLD SCHOONER

GROANS as the vessels are yanked towards each other! Like a skier slide-skidding to a stop, the sub SLAMS up against the boat's port side, displacing a wave of water which surges across the deck, toppling crew like bowling pins.

CYRUS

and the sailors slowly rise and stare at the sub in fearful amazement. 10 fat-eyed gun barrels ominously telescope out from the holes circling the vessel's conning tower.

A GANGWAY

drops like a drawbridge connecting the two vessels, its HOLLOW CLANK momentarily shatters the PIN-DROP SILENCE. Every eye is fixed on the sub's hatch as it hinges open and

NEMO

emerges into the raw Atlantic sunlight. His face is masked under his father's treasured Roman helmet, the one emblazoned with the octopus. Dressed in a long, midnight-blue, military-style coat, he calmly strides down the gangplank.

THE FIRST MATE

suddenly rises from behind a barrel and launches

A HARPOON

TIME SLOWS as Nemo acrobatically dives out of the weapon's path. Its pointed tip SPARKS as it glances off his helmet and harmlessly PINGS the side of the sub. REAL TIME RETURNS as Nemo lands on the deck and spins to face the First Mate.

NEMO

You need to work on your aim.

He's lowered his voice to a DIRTY HISS. He lifts his hand, signaling the invisible gunners in the conning tower to fire.

JETS OF WATER

vomit out of the barrels like supercharged water-cannons. The First Mate is cartwheeled off his feet by the high-pressure assault and SMASH-SLAMs into the schooner's mast. Nemo signals again and the WATER CANNONS DIE.

NEMO

Anybody else want to try?
(off their silence)
Who's the Captain?

Goodwin reluctantly steps forward.

CAPTAIN GOODWIN

You're a dead man! This ship is owned by Meridian -- do you have any idea what they do to pirates?

NEMO

I'm no pirate. I'm on a crusade to protect the creatures you slaughter.

(to crew)

The men you work for don't care about you. They earn fortunes while you risk your lives and spend years away from your families. For what? Killing the animals that God put on this earth. Filling the oceans with blood. If we destroy the seas, we destroy ourselves. Throw away your harpoons, go home and tell your owners you won't murder for money!

He scans their faces and sees his impassioned words have made an impact.

NEMO

Now I'm giving you two minutes to abandon this ship before I sink it.

They hesitate, then start scrambling for the longboats.
Goodwin stares at Nemo, embittered.

CAPTAIN GOODWIN
Who the hell are you?

Nemo gets right in his face.

NEMO
I'm Nemo. Remember the name.
You'll be hearing it a lot.

Nemo turns and strides through the chaos. He has a foot on the gangplank when a hand grabs his shoulder. He spins to strike but stops when he sees -- it's Cyrus.

CYRUS
I want to join your crusade.

The helmet masks Nemo's smile.

NEMO
Welcome aboard -- just don't throw
up in my sub.

OFF Cyrus, bemused, as he follows him into the sub...

CUT TO:

EXT. OCEAN - DAY

The whaling crew are in longboats frantically getting some distance from "Leviathan". Goodwin angrily waves a fist as the Nautilus glides past his boat. An instant later,

TWO PROJECTILES,

bell-shaped and glowing with blue luminescence, rocket out of the sub. They SCORCH boiling contrails as they speed towards "Leviathan" and DETONATE in a BLINDING ERUPTION of light. As the whaling ship sinks into the darkness, its flag rips free.

CAMERA ZEROES IN

on its anchor and compass insignia UNTIL IT FILLS THE FRAME.

MATCH CUT TO:

THE SAME INSIGNIA -- inlaid in obsidian marble on the floor of an imposing lobby. This is the headquarters of Meridian & Co. CAMERA FOLLOWS A MAN holding a report into...

INT. OFFICE - MERIDIAN HEADQUARTERS - DAY

ATTICUS BOLT looks out across London. He's 50, ginger hair combed back against his freckled skull. He's handed the report, stares at it tight-lipped, then crosses to

A MAP OF THE OCEANS

that commands one wall. The company's whaling fleets are represented with boat-shaped pins and are scattered across the globe. As he angrily pulls a pin from the Pacific, CAMERA ZEROES IN ON the map and TARGETS the Patagonian Coast.

EXT. PATAGONIAN COAST - DAY

The Nautilus bears down on another whaling ship. The sub FIRES its bolts, which ensnare the boat like a moth in a net.

INT. OFFICE - MERIDIAN HEADQUARTERS - DAY

Bolt stands before his map and removes another pin. CAMERA BULLETS TOWARDS the Sea of Japan.

EXT. SEA OF JAPAN - DAY

The Nautilus is tethered alongside a whaling boat, water cannons BLASTING. As the spray OBLITERATES the LENS...

INT. OFFICE - MERIDIAN HEADQUARTERS - DAY

Bolt pulls another pin. And another... and another... and another... and another.

SMASH CUT TO:

A JET OF STEAM -- WHISTLING out from the carriage of a train.

TITLE ON SCREEN: KING'S CROSS STATION, LONDON, ENGLAND, 1912.

A woman strides through the cloud. In her 20s, her effortless beauty is matched by a feisty wit. Her name is

RACHEL.

She glances back, sees TWO THUGS following her until a GAGGLE of NUNS blocks her view. When they've passed, the Thugs are gone. Nervous, she hustles past the NEWSPAPER BOYS mobbing the entrance. Glimpsed headlines read: "NEMO SINKS 15TH SHIP!", "GERMANY THREATENS WAR!", "TITANIC SET TO SAIL!"

EXT. LONDON - DUSK

St. Paul's dominates the smoke-infused skyline. CAMERA SWEEPS OVER Tower Bridge and TARGETS a riverfront warehouse.

The words "Marine Exploratorium" freshly gleam on the building's facade. FLIES THROUGH A WINDOW...

INT. HALL OF WONDERS - MARINE EXPLORATORIUM - DUSK

The building's industrial interior has been spectacularly transformed into an aquatic-centric exhibition space. The city's RICHEST have ventured out for the gala opening. CAMERA BEELINES OVER TO a tank of jellyfish.

NEMO'S DISTORTED FACE

drops INTO VIEW. He's peering at the delicately fringed creatures from the other side of the tank. He looks every inch a turn-of-the-century rock star. He rises and addresses the crowd that clutches glasses of champagne.

NEMO

This is a Box Jellyfish. They've been around for 650 million years, are found in every ocean, and possess no discernible brain. But this seemingly benign and beautiful blob has a dark secret -- it's carrying enough venom in its tentacles to wipe out a city block.

As he surveys the crowd's faces, he clocks Atticus Bolt watching from the upper gallery. Bolt's in a red velvet tux and studies Nemo attentively.

NEMO

Nothing is what it appears in the ocean. My father taught me that. He loved the sea. It seems only fitting that this Exploratorium has found a home in one of his old warehouses. It's my hope that it will introduce people, especially children and youth, to the wonders of the deep.

He crosses to an azure silk curtain that covers one wall. With a single tug, the veil drops to the floor, revealing a monumental aquarium. Its scale is incredible.

A TROPICAL REEF,

complete with full-scale shipwreck, shimmers behind reinforced glass. Sharks, rays and legions of fish circuit in contented harmony. The crowd erupts with ASTONISHED APPLAUSE. Nemo waits for them to settle.

NEMO

I hope this is your first of many visits.

As the crowd moves in to gape, a TURBANED INDIAN BODYGUARD, 25, guides Nemo through the swarm of REPORTERS.

REPORTER #1

It's rumored you're going on the Titanic's maiden voyage next week. Are you excited?

NEMO

Her owner, the illustrious J.P. Morgan, graciously offered me a first-class cabin, but I declined. Boats, even unsinkable ones, make me seasick.

RACHEL (O.S.)

Prince Dakkar, do you have an opinion on Nemo?

Nemo turns and finds Rachel. Her beauty catches him off-guard, but he doesn't let his jocular facade slip.

NEMO

Yes, someone needs to tell him helmets are out of fashion this season.

The Reporters LAUGH. Rachel persists.

RACHEL

Do you think he'll ever be caught?

NEMO

He's been riding the high seas, sinking whaling ships for two years -- I certainly wish them luck.

(to Reporters)

Enjoy the bar, boys. Drinks are on me tonight.

His Bodyguard tries to hustle him away, but Rachel barges forward and whispers in Nemo's ear.

RACHEL

I must speak to you. Please!

He turns to face her. There's an urgency to her plea that intrigues him.

NEMO
(to Bodyguard)
Escort our mystery gatecrasher to
my office.

RACHEL
How do you know I gatecrashed?

He offers her a knowing look.

NEMO
Because I would have definitely
remembered inviting you.

He nods to the Bodyguard, who leads her away. Nemo watches,
then turns, almost colliding with Bolt.

BOLT
Prince Dakkar, this is quite a
shindig.

NEMO
Thank you, Mr. Bolt, to be honest
I'm surprised you accepted the
invitation.

BOLT
Just because I run a whaling
company doesn't mean I don't
appreciate the riches of the sea.
I'm not the unfeeling brute that
Nemo and his supporters in the
press would have you believe.

NEMO
From what I understand, he's taken
quite a toll on your business.

Bolt takes a sip of champagne, seemingly untroubled.

BOLT
He can't hide under the water
forever, sooner or later he'll have
to come up for air.

Harry approaches. His hair is now feathered with gray.

HARRY
Atticus Bolt -- I remember you
preferred your fish fried with a
side of chips.

Bolt regards him contemptuously, clearly no love lost.

BOLT
Always good to see you too, Harry.

He exits with a stiff nod. Nemo turns to Harry in surprise.

NEMO
How do you know each other?

HARRY
Eton. He was a pompous ass then
and he's still a pompous ass now.

Nemo grins.

NEMO
Glad you could make it, Uncle
Harry.

HARRY
I wouldn't miss this, Dakkar. It's
been hard to keep track of you
these last few years. I guess
that's the life of an international
playboy.

(re: Exploratorium)
Looks like you've found your
purpose.

NEMO
Yes, I have.

HARRY
Your father would be very proud.

They share a moment. Nemo looks over at his Bodyguard, who's
guarding the door to his office.

NEMO
If you'll excuse me, duty calls.

HARRY
Whoever she is, I trust she's
prettier than me.

OFF his conspiratorial wink...

CUT TO:

EXT. MARINE EXPLORATORIUM - NIGHT

The street is licked with fog. Bolt climbs into a waiting
carriage. He sits and nods through the window at the

TWO THUGS

who followed Rachel at the train station. The duo lurks in the shadows of a doorway opposite. OFF Bolt's self-satisfied smile as the carriage jerks into the night...

CUT TO:

INT. OFFICE - MARINE EXPLORATORIUM - NIGHT

Rachel paces under the panoramic window built into the ceiling that offers a view up into the main aquarium. Reflections of the tank's aquatic inhabitants circle the room in an endless shadow puppet show. Nemo enters.

NEMO

I've got a room full of people
waiting to shake my hand, so you've
got 60 seconds to explain yourself.

She faces him, imploring.

RACHEL

I'm Rachel Callahan.

The revelation catches him totally off-guard.

NEMO

Charlie's sister.

She nods.

RACHEL

The day we were finally supposed to
meet, you got that awful news from
India. I'm sorry to barge in like
this, but Charlie's in trouble.

Her fearful concern is palpable.

NEMO

What can I do to help?

RACHEL

I don't need you, I need Nemo.

He stifles a BAFFLED LAUGH.

NEMO

Are you under the impression that
I'm in contact with that renegade?

RACHEL

I'm under the impression you are
that renegade.

He looks her in the eye, a chilly edge to his voice.

NEMO

Sorry to disappoint you, but you've got the wrong man.

RACHEL

Charlie's the one who put it together. He discovered everywhere Nemo attacked you were never far behind. Two years ago, he saw a story about Nemo sinking a whaling ship off Western Australia. A week later, there's your picture in the Sydney Morning Herald attending a polo tournament with a socialite on each arm.

Nemo shrugs innocently.

NEMO

You got me, I'm a polo fan.

She forges on, undaunted.

RACHEL

January 1911, a fishing fleet hunting dolphins in the Sea of Japan is attacked by Nemo. 10 days later you're spotted at a geisha house in Kyoto.

NEMO

Wow. Polo ponies and geisha girls -- pretty damning evidence.

She searches his eyes for a tell, but they betray nothing.

RACHEL

The list goes on; Persian Gulf, the Mediterranean, the North Sea.

NEMO

Miss Callahan, I'm a prince, not a madman who roams the seas in a mechanical sea monster.

RACHEL

You're both. Charlie told me about an underwater ship you designed at Cambridge. He said if anyone could actually build it -- you could.

NEMO

You have a vivid imagination.
Maybe you should consider writing
science fiction.

Insulted, she fires back...

RACHEL

Tell me, why does a man who sinks
whaling ships have his own aquatic
zoo? Isn't that hypocritical?

NEMO

I don't and it isn't. Do you see
any whales or performing dolphins?
This place is about conservation
and education.
(irritated)
If Charlie needs my help, tell him
to come see me -- my door is always
open.

He turns away, but she grabs his arm.

RACHEL

He can't. He's missing. Meridian
is behind it and they're after me
too! That's why I need Nemo.

NEMO

Good night, Miss Callahan.

He starts to exit. Hurt, she calls after him.

RACHEL

Charlie saved your life, you
wouldn't be here without him.

OFF her anguished disappointment...

INT. HALL - MARINE EXPLORATORIUM - NIGHT

Rattled, Nemo strides out and finds Neb waiting. Nemo keeps
walking. Neb follows.

NEBUCHADNEZZAR

You're thinking about helping her,
aren't you?

NEMO

Her brother rescued me from
drowning when I was a boy. He was
my best friend.

Nemo stops, leans against a tank, emotionally torn.

NEBUCHADNEZZAR

Nobody said leading a double life would be easy. But if you want to be both sides of the penny, you can't spin on the edge. It's too dangerous. Think about all the crimes we've committed.

NEMO

I don't care about the laws of man.

NEBUCHADNEZZAR

You will if you're caught. She's trouble.

Nemo looks at him, his mind made up.

NEMO

I can't turn my back on Charlie.

CUT TO:

EXT. STREET - NIGHT

Gas lamps flicker as Rachel makes her way along the cobbles.

NEMO

Miss Callahan, wait!

She turns to face him.

RACHEL

Finally ready to admit the truth.

Nemo smirks playfully.

NEMO

I'm not Nemo.

RACHEL

Well, I'm not buying your vapid playboy prince act.

NEMO

Why not?

RACHEL

You haven't tried to hit on me yet.

NEMO

Maybe you're not my type.

RACHEL

I've read the gossip pages, every girl seems to be your type.

He ignores the quip.

NEMO

Why do you think Meridian is connected to Charlie's disappearance?

RACHEL

Because after Cambridge he went to work for them.

NEMO

(surprised)

Charlie works for Meridian?

RACHEL

Must be strange to learn your best friend is employed by your worst enemy -- not that you bothered to keep in touch.

NEMO

You have a very unique way of asking for help.

Rachel calms.

RACHEL

Sorry.

(beat)

Charlie's an Engineer. He was working on a Meridian project called Orca. Very hush-hush. He assumed it was for the British Navy -- but discovered it was actually for the Germans. I begged him to go to the authorities -- but he vanished before he could. That was a month ago.

NEMO

What did Scotland Yard do?

RACHEL

Without any evidence of foul play, there was nothing they could do.

(desperate)

You're the only person who has the resources and technology to find him before it's too late.

NEMO

Contrary to what you believe, I'm
neither Nemo nor a detective.

RACHEL

Maybe this will help.

She pulls a scrap of paper from her purse.

RACHEL

I snuck into Charlie's office. His
desk had been emptied, but I found
this hidden under a lamp.

NEMO

(reading scrap)

"Find Diogo de Silves' refuge...
and you find me."

RACHEL

Does it mean anything to you?

NEMO

Diogo de Silves was an obscure
Portuguese explorer. His only
claim to fame was discovering the
Azores in the North Atlantic.

RACHEL

Do you think Charlie is in the
Azores?

NEMO

A cluster of sparsely populated
volcanic islands -- sounds like the
perfect spot to conduct a
clandestine military project.

RACHEL

When do we leave?

Nemo douses her excitement.

NEMO

We don't.

Out of the corner of his eye, Nemo catches

A METALLIC GLINT.

In the second he has, he SCREAMS...

NEMO

GET DOWN!

... he dive-tackles Rachel behind a stack of barrels just as
GUNFIRE

RIPS towards them. Splinters fly courtesy of Thug #1 who is
FIRING at them from across the street.

RACHEL
I told you men were after me.

NEMO
You didn't have to get me shot at
to prove your point.

RACHEL
This isn't my fault -- blame
Meridian. Bolt's afraid I'll
expose Orca. Now they know I've
spoken to you, you're in danger
too.

A BULLET BUZZES Nemo's left ear.

NEMO
You're what my father used to call
bad karma.

RACHEL
Believe me, if there was any other
way to find my brother, I wouldn't
be here.

NEMO
Good to know I'm your last resort.

With the barrels rapidly disintegrating, Nemo wrenches Rachel
to her feet. They take off down the alley that runs between
two warehouses. Wooden loading pallets dangle from hulking
cast-iron jib arms above them.

BULLETS

TEAR across the cobbles, SPARKING at their heels. Nemo and
Rachel have almost reached the river when

THUG #2

lurches from the shadows in front of them and unleashes more
FIREPOWER, forcing the duo to duck into a loading bay.
Rachel pulls a diminutive two-shot Derringer from her purse
and FIRES off a shot, much to Nemo's surprise.

NEMO

Am I the only one in London not
carrying a gun tonight?

RACHEL

We can't all afford bodyguards.

NEMO

How many bullets do you have left?

RACHEL

One.

NEMO

Save it.

She watches, perplexed, as he SNAPS off a bar from a wrought-iron window guard and grips it like a makeshift

HARPOON!

BULLETS WHIZ as Nemo hurls the spear. It arcs across the alley, falls short of Thug #1, but STRIKES a lamppost -- cleaving off the gas valve and snuffing out the flame.

RACHEL

Congratulations, you missed.

He snatches the Derringer and takes aim at the lamppost. As Thug #1 steps towards it, Nemo FIRES.

CAMERA FOLLOWS THE BULLET

as it GLANCES the lamppost and IGNITES the HISSING gas spewing from the broken valve. The gas ERUPTS like

A FLAMETHROWER!

Rachel reacts as Thug #1 is engulfed in a tongue of fire.

NEMO

Eton javelin champ three years
running.

RACHEL

Charlie said you liked playing with
your pole.

Nemo ignores her, looks up and gets an idea. He wrenches Rachel to her feet. Thug #2 continues his DEAFENING ASSAULT as the duo darts towards a wall cleat tethering the loading pallet swinging above them.

NEMO
Hold on tight.

Before she can argue, Nemo wraps his hand around her waist and uses the other to flick the rope free of the cleat. He grips the rope as gravity takes over and they're winched into the air as the heavier PALETTE PLUMMETS. As they rise,

BULLETS PING THE BRICKS!

Nemo uses his body weight to swing the crane's jib arm towards the river. They sweep right over Thug #2's head, he's too busy FIRING at them to see the wooden palette heading his way. It SLAMS into him like

A WRECKING BALL,

jackknifing him off his feet. The winch-head smokes as Nemo and Rachel speed towards it. Nemo waits, then releases the rope. Rachel SCREAMS as the momentum

SLINGSHOTS

them towards a large wooden container that's suspended over the river by a dock-side crane. Nemo lets Rachel go as they tumble-roll onto

THE CONTAINER.

Rachel manages to stop herself, but Nemo can't find purchase and is sent cartwheeling over the side until

RACHEL'S HAND

grips his wrist. She holds on as he dangles over the water. He pulls himself up onto the container as Thug #1 resumes his FUSILLADE. BULLETS WHIZ as Rachel tries to decipher the Chinese characters stamped on the container's lid in red ink.

RACHEL
Please tell me that says soy sauce.

Nemo scans the symbols, concerned.

NEMO
Fireworks.

Both scramble to their feet just as a BULLET penetrates the container and IGNITES its explosive contents.

NEMO AND RACHEL

hurtle off the container a second before it IMPLODES and 10,000 fireworks vomit into the air in an epic pyrotechnic display that lights up the entire city.

INT. HALL OF WONDERS - NAUTILUS INSTITUTE - NIGHT

Assuming the fireworks are part of the festivities, revellers gather at the windows overlooking the river and APPLAUD.

PUSH IN ON NEB as he see two figures cannonball into the river. He spins to Nemo's Bodyguard.

NEBUCHADNEZZAR
Open the back door. Now!

As the Bodyguard hustles away...

UNDERWATER - THAMES - NIGHT

LOOKING UP as Nemo and Rachel swim through the swirling current illuminated by the psychedelic glow of the fireworks which flower across the night sky above them. Instead of going up, he leads her down. Slowly a shape emerges --

A HUGE VAULTED DOOR.

It's built into the fortified riverbank directly below the Exploratorium. It's shaped like the cross-section of a shell and the duo is dwarfed before it. The door irises open and Nemo pulls her inside...

UNDERWATER - TUNNEL - NIGHT

Nemo and Rachel swim down a wide shaft lined with glinting fish-scale tiles, following the row of blue lights that is inset like an airport runway. With their lungs burning, Nemo finally pulls Rachel upwards.

INT. DOCKING CHAMBER - NIGHT

A vaulted brick ceiling arches across this cavernous space. Watery ripples quiver as Nemo and Rachel break the surface, gulping for oxygen. When they've caught their breath...

RACHEL
Where are we?

NEMO
Under the Exploratorium.

Suddenly, the water ROILS in front of them and a headlight beam angles up from below. Rachel watches, amazed, as

A SUBMERSIBLE

bobs to the surface. The size of a small car, the craft is shaped like a bivalve and delicate scalloped fins run down its circular sides. This mini-sub is affectionately called

THE "CLAMSHELL".

RACHEL
(underwhelmed)
That's your notorious submarine?

NEMO
The Clamshell was an early test model. We use it for maintenance and repair.
(beat)
Turn around.

GO TIGHT ON RACHEL as she 180s and reacts to what she sees.

RACHEL
Now *that's* incredible.

Nemo allows himself a modest smile.

NEMO
She's beautiful, silent and dangerous.

RACHEL
Is that how you like your women?

NEMO
Right now, I'd settle for silent.

Only now do WE SEE

THE NAUTILUS.

The submarine is moored at the side of a subterranean dock. Up close, the vessel is even more impressive, a technological wonder worthy of its mythic status. As Rachel gawks, the Clamshell's top panel slides open and Cyrus grins from the cockpit. He's older and brims with confidence.

CYRUS
Need a lift?

CUT TO:

INT. DOCKING CHAMBER - NIGHT

The Clamshell deposits Nemo and Rachel at a set of steps cut into the wide L-shaped walkway that runs around two sides of the chamber. Dripping wet, the duo heads up...

RACHEL

You built the Exploratorium to hide
the location of your submarine.
Ingenious.

NEMO

Thanks, I was craving your
approval.

Neb anxiously strides forward to meet them.

NEBUCHADNEZZAR

The fireworks were a big hit.

NEMO

You know me, always like to make a
splash.

Rachel extends her hand to Neb.

RACHEL

I'm Rachel.

Neb doesn't take it, turns to Nemo.

NEBUCHADNEZZAR

Can I speak to you... privately.

They step out of her earshot.

NEBUCHADNEZZAR

I can't believe you brought her
here?

NEMO

To be honest, I was hoping she'd
drown.

NEBUCHADNEZZAR

(re: Nautilus)

Well, that cat is definitely not
going back in the bag. What's the
plan?

NEMO

I have to go after Charlie.

(off Neb's eye-roll)

I don't have a choice. She may
have put Meridian on my tail.

NEBUCHADNEZZAR

I warned you she was trouble.

NEMO

Neb, they're up to something big.
I need you to keep an eye on Bolt.
He didn't show up tonight by
accident.

NEBUCHADNEZZAR

I'm a pirate, not a spy.

NEMO

You're the only one I trust.

Neb's not happy but reluctantly accepts. He looks over at Rachel, who stands marveling at the Nautilus.

NEBUCHADNEZZAR

You really think taking her is a
good idea?

NEMO

No. But it's too dangerous for her
to stay here.

Neb offers Rachel a disgruntled look and exits. Nemo approaches.

RACHEL

He doesn't like me, does he?

NEMO

He's going to have to wait in line.
(beat)
I'll arrange some fresh clothes.

He steps away. She calls after him.

RACHEL

Dakkar, thank you. I just want
Charlie back safely.

NEMO

So do I.

CUT TO:

INT. NAUTILUS - NIGHT

Nemo, who is now in a sleek naval-style uniform, offers Rachel his hand as she climbs down the last rung and takes in the vessel's wondrous interior. The design has a modernist pre-Bauhaus edge with subtle maritime flourishes.

NEMO

Welcome aboard the Nautilus.

RACHEL
Should I call you Captain Nemo?

NEMO
There are no titles on this ship.
Everyone's got a voice.

RACHEL
Something tells me yours is the
loudest.

He smirks. CAMERA TRACKS IN FRONT as they head down a
passage lined with sleek curtained bunks.

RACHEL
How on earth did you build it?

NEMO
I blew through most of my
inheritance, didn't sleep or eat
and almost lost my sanity.

She regards him, amused.

RACHEL
Almost?

They arrive at

THE BRIDGE.

It looks like the control deck of the Enterprise. The CREW
manning the consoles stands and salutes. All wear indigo-
blue uniforms. Sylvia is at the sonar station while Yang is
in the pilot's chair. Nemo plucks the radio from its cradle.

NEMO
(into radio)
All crew to your stations.

They hesitate, clearly surprised by Rachel's presence.

NEMO
As you can see, we have a guest
onboard, Miss Rachel Callahan,
please extend her every courtesy.
(to Yang)
Yang, chart a course to the Azores.

YANG
Yes, Sir.

She watches as the crew begins making preparations with
unhurried effectiveness.

RACHEL
Where did you find these people?

NEMO
I put an ad in The Times, of
course.

She shakes her head. Yang swivels in his chair.

YANG
Engine is powered up. On your
command, Sir.

Nemo grins, clearly relishes this moment.

NEMO
Prepare to dive.
(to Rachel)
You ready to take the plunge, Miss
Callahan?

OFF her apprehensive smile...

CUT TO:

INT. DOCKING CHAMBER - NIGHT

The craft majestically glides under the surface of the water,
leaving a GLUGGING TRAIL OF BUBBLES.

NEB

watches from the dock. His face betrays his misgivings.

CUT TO:

EXT. RIVER THAMES - LONDON - NIGHT

Dirty halos cling to the gas lamps that span Tower Bridge.
CAMERA CRANES DOWN, misses a barge, and DIVES into the water.

THE NAUTILUS

cuts through the darkness with STEALTH SILENCE. It's a
marvel of nautical engineering. As it slips between the
foundations of the Bridge's towers...

CUT TO:

INT. BRIDGE - NAUTILUS - NIGHT

Rachel stands at the whorl-shaped portal, peering into the
churning water. She steps to Nemo.

RACHEL

I know we're moving, but I don't hear the engine.

NEMO

Building the Nautilus was the easy part -- figuring out how to power her was the real challenge.

He signals her to follow.

CUT TO:

A GLOWING SPHERE.

It spins with blurring speed and is recessed into the floor. We RECOGNIZE it as the power core. We are...

INT. ENGINE ROOM - NAUTILUS - NIGHT

Luminescent spindles of light wash Nemo and Rachel, who stand at the railing that circles the sphere. Cyrus and another engineer, PASCAL, 35, carry on their work behind them.

NEMO

The power core runs entirely on sea water -- which means there's never a fuel shortage or damage to the surrounding environment.

RACHEL

Do you have any idea what people could do with this technology?

His face momentarily clouds.

NEMO

Unfortunately, I do. That's why it will stay here on the Nautilus and nowhere else.

White smoke wafts, causing Rachel to COUGH. She turns and finds Santiago. He's studying a pressure gauge dial. A pipe, crafted from coral, is tucked into his mouth.

RACHEL

Should he be smoking onboard?

SANTIAGO

If I wasn't, he'd be really worried.

His accent is as thick as black coffee.

NEMO

Santiago's a brilliant engineer,
helped me finally crack the power
core, but he's a tad temperamental.

SANTIAGO

Temperamental? I'm a son of a
bitch! Nemo rescued me. They'd
locked me up for swinging an axe at
my neighbor.

RACHEL

Why did you do that?

SANTIAGO

Because he was an asshole!

He takes another feral-eyed puff and walks away. Nemo leans
into Rachel, who is clearly unnerved by the encounter.

NEMO

Sometimes the line between genius
and madness is a razor's edge.

RACHEL

Doesn't smell like tobacco.

NEMO

It's a rare seaweed I discovered in
the Gulf of Mexico. It has special
medicinal properties that calm the
brain and soothe anxiety.

RACHEL

Are you telling me you keep your
engineer permanently stoned?

He answers with a mischievous grin. They're interrupted by--

YANG (V.O.)

(over radio)

Sir, we've cleared the shipping
lanes.

Nemo grabs the handset.

NEMO

(into radio)

Let's surface for dinner.

CUT TO:

INT. SALON - NAUTILUS - NIGHT

The triangular space occupies the pointed nose of the vessel. Slated windows offer a PANORAMIC VIEW of the ocean. Water streaks down the glass as the ship bursts to the surface. Yang, Cyrus, Sylvia and half-a-dozen crew are seated at the

COMMUNAL TABLE.

Nemo and Rachel enter. Rachel takes in the lavish feast as she sits between Sylvia and Yang.

NEMO

Everything here is vegetarian and cultivated in one of my ocean gardens.

He pours her a glass of Riesling.

RACHEL

Does this vintage come from sea grapes?

NEMO

It's my one indulgence from the land.

She catches the crew staring at her.

RACHEL

I take it you don't have many guests.

YANG

You're the first.

NEMO

(to crew)

Miss Callahan's brother's my oldest friend. He's been kidnapped by Meridian. I graciously offered to help find him.

RACHEL

"Graciously" might be an overstatement, but I appreciate everyone's help.

ANTON

(annoyed)

So you're not lovers?

Rachel almost spit-takes her wine.

NEMO

Sorry to disappoint you, Anton.

Santiago smugly holds out his hand.

SANTIAGO

Hand it over.

Annoyed, Anton hands him five pounds. Rachel is amused.

RACHEL

You definitely didn't find these people in the newspaper.

NEMO

Yang and some of the others came with Neb. Cyrus was our first volunteer. The rest I recruited for their talents.

SYLVIA

He's being modest. I was begging in the streets until Nemo saved me. He said I didn't need eyes to see under the ocean.

She offers Nemo a luminous smile. The exchange gives Rachel an insight into the depth of feeling and admiration the crew has for him.

RACHEL

What happens if somebody decides to leave?

NEMO

They can't. It's forbidden.

His unflinching tone takes her by surprise until everyone CRACKS UP.

ANTON

No one's keeping us here. We're free to go whenever we want.

CYRUS

But we never would.

RACHEL

You're that committed to the cause?

CYRUS

We're committed to Nemo, before him we didn't have a life, at least not one we wanted or could be proud of.

(MORE)

CYRUS (CONT'D)
(raising glass)
To Nemo.

All lift their glasses.

CREW
To Nemo!

As they toast...

CUT TO:

EXT. CONNING TOWER - NAUTILUS - NIGHT

The sky is spangled with stars. Rachel is at the rail, exhilarated, staring at the vast Atlantic vista, WIND whipping her hair. Nemo climbs up and joins her side.

NEMO
You found the best view.

She turns to face him, beguiled but also troubled.

RACHEL
I've never met anyone like you,
Nemo.

NEMO
Somehow that doesn't sound like a
compliment.

RACHEL
You have an extraordinary mind.
You build amazing things. Bring
these disparate people together --
to do what? Blow up ships?

NEMO
Some ships are designed to sink,
others require our assistance.

RACHEL
I'm being serious.

NEMO
You suddenly feel sorry for Atticus
Bolt?

RACHEL
Of course not, but I don't
understand why you won't use your
talents to help your fellow man.

NEMO

Because they don't deserve my help.
I protect creatures that don't have
the ability to fight off a predator
as cunning and cruel as us.

RACHEL

We aren't all Meridian.

NEMO

Meridian's just the enemy I can
see. People are destroying the
oceans in ways I can never stop.
I'll do whatever it takes to
protect it.

He stretches his arm across the water, which glints like a
quilt of liquid mercury in the moonlight.

RACHEL

Including killing people?

NEMO

No one's died by my hand.

His tone is edged with anger.

RACHEL

Not yet. But if someone does --
you'll be hunted by more than
Meridian.

NEMO

Good luck finding me, no one else
has.

Upset by his obduracy, she steps away.

RACHEL

I think I've had enough of the
view.

She turns for the hatch. Nemo's face softens with regret.

NEMO

Miss Callahan, wait.

(beat)

Let me show you something that will
better illuminate my position.

CUT TO:

SPOTLIGHT BEAMS

FLARE THE LENS as they wash across a vast, deep sea trash dump -- metal barrels leaking sludge, old beds, baby carriages, mountains of tin cans -- the landscape is bleak, blackened and hauntingly lifeless.

INT. SALON - NAUTILUS - NIGHT

Nemo stands next to Rachel, staring at the aquatic wasteland.

NEMO

Five years ago this trench was teeming with sea life. Then the United States Government decided it was the perfect place to dump toxic material that was too dangerous to bury. Now nothing can live within five miles of here. Imagine what this will look like in a decade. We think we can bury our sins in the sea -- but one day they're going to come back to haunt us. I'm not the bad guy here, Miss Callahan. I'm the only one making any sense.

The devastated terrain and the sincerity of his words are powerfully convincing.

NEMO

You look tired. Take my quarters.

CUT TO:

EXT. OCEAN - DAWN

The sun kisses the horizon which is streaked with clouds.

INT. NEMO'S QUARTERS - NAUTILUS - DAY

It's a Spartan 10x5 cabin. Rachel lies awake, staring at Nemo's helmet that sits in an alcove above the bed. She runs a tentative hand down its rough surface until the sub is rocked by a DISTANT BOOM.

INT. BRIDGE - NAUTILUS - DAY

Rattled, Rachel hurries in and finds Nemo calmly sipping a mug of seaweed tea.

RACHEL

Are we under attack?

NEMO

Relax. Royal Navy is conducting war games. Apparently, half the Atlantic fleet is above us.

RACHEL

Must be a show of strength to intimidate the Germans. They're in an arms race with the Kaiser.

NEMO

I don't care about the affairs of men, but I can't risk detection or being hit by stray ordinance.

RACHEL

Can we go around them?

NEMO

They cut a wide swath. It would take several days.

Yang looks up from a map he's been studying.

YANG

Sir, there might be a way to avoid them and only lose half a day.
(pointing)
The Romanche Trench.

She joins Nemo, who steps to Yang and examines the map that charts the topography of the Atlantic sea floor.

RACHEL

Is that an option?

NEMO

It would require the Nautilus to dive deeper than usual. Below 6,000 feet, the pressure could cause the power core to become unstable. The region is also prone to volcanic activity, which means the ride could get bumpy.

(weighing options)

We'll take a vote. All in favor?

The five crew members unanimously raise their hands. Rachel follows suit. Nemo grins.

NEMO

Chart a course, Yang.

CUT TO:

UNDERWATER - DAY

HIGH WIDE SHOT LOOKING DOWN. The Nautilus drops over the rim of a vast rift valley that's been torn into the seabed. It's wider and even more imposing than the Grand Canyon -- this is the Romanche Trench.

INT. BRIDGE - NAUTILUS - DAY

Rachel is at the portal, staring at the Trench's bizarre inhabitants. Attracted by the light, the creatures flock. Many are living fossils -- Anglerfish, with "lightbulb" lures, eel-like Frilled Sharks and vampire-fanged Dragonfish.

RACHEL

These creatures look like something out of a nightmare.

NEMO

You can either view the ocean as a dark and scary place or a new world full of undiscovered wonder.

(looking at her directly)

I think they're rather beautiful.

She blushes and averts her gaze.

RACHEL

Don't you ever get lonely down here?

NEMO

It's the only place that ever felt like home.

Suddenly, the craft is violently shaken by UNDERWATER TURBULENCE. Nemo catches her as she stumbles forward.

NEMO

The trench runs the length of the Mid-Atlantic Fault.

RACHEL

Should I be worried?

NEMO

Why do you think we voted on it?

OFF her unease...

CUT TO:

UNDERWATER - ROMANCHE TRENCH - DAY

The seabed is strewn with boulders, and boiling jets of water erupt from volcanic vents. The Nautilus is harmlessly ROCKED as it passes overhead.

INT. BRIDGE - NAUTILUS - DAY

Yang pinpoints the ship's position, turns to Nemo.

YANG
Sir, the Trench is narrowing.

NEMO
Take our speed down to 7 knots.

As his order is carried out...

UNDERWATER - ROMANCHE TRENCH - DAY

The walls of the canyon rise ominously. The submarine is powering through the gap when the fault line is convulsed by a POWERFUL TREMOR, triggering an

UNDERWATER AVALANCHE.

A section of the canyon breaks away, sending a wall of rock and debris straight into the path of the hapless Nautilus.

INT. BRIDGE - NAUTILUS - DAY

PUSH IN as Nemo sees the impending danger and shouts...

NEMO
BRACE!

UNDERWATER - ROMANCHE TRENCH - DAY

Like a spaceship trying to outrun an asteroid field, the Nautilus valiantly tries to beat the cascade of stone -- but Mother Nature's just too damn fast. The monstrous tide of destruction rains down.

INT. BRIDGE - NAUTILUS - DAY

Everything goes to hell! Rachel is thrown to the floor as the ship is pummelled. The craft is knocked off axis and emergency lights spin on, washing the space ghoulis-red.

UNDERWATER - ROMANCHE TRENCH - DAY

The Nautilus sinks to the craggy floor of the Trench and teeters to an uneasy stop, lost in billowing clouds of mud.

INT. BRIDGE - NAUTILUS - DAY

Tension ripples as the CLANKING ECHOES of the avalanche finally FADE. Nemo rises, fearless and undaunted.

NEMO
(into radio)
Santiago, I need a damage report.

A SEMIHYSTERICAL SPANISH VOICE responds.

NEMO
(calmly, into radio)
In English, Santiago.

INTERCUT WITH:

INT. ENGINE ROOM - NAUTILUS - DAY

Santiago stands in the semidarkness, sweat-drenched, checking gauges and dials as he holds the handset.

SANTIAGO
Port-side rudder isn't responding.

NEMO
Can you manually override?

SANTIAGO
Something's jammed in there tight.

NEMO
Tell Cyrus and Pascal to meet me in
the diving well.

STAY WITH NEMO as INTERCUTTING ENDS.

Rachel steps to Nemo, worried.

RACHEL
You're not really going out there?

NEMO
I can't fix what I can't see.

OFF Rachel anxiously watching as Nemo strides away...

CUT TO:

EXT. NAUTILUS - DAY

A panel in the craft's hull splits and Nemo steps out of the air lock, flanked by Cyrus and Pascal.

Their sleek scuba suits are comprised of interlocking plates, like a crustacean's carapace. The oxygen tanks are built-in while their angular helmets feature wide, faceted glass portals and com-links. Harpoon guns are holstered on their thighs.

NEMO

SNAPS a flare stick, flooding the darkness in eerie green light. He leads the way, disturbing Isopods, foot-long sea roaches, which scamper for cover under the thick mud.

EXT. NAUTILUS - DAY

The vessel is beached next to the raking side of the Trench. The soaring wall is pocked with depressions and caves. The team examines the port rudder which is pinned by rubble.

CYRUS

(into com-link)

Damage appears to be superficial.

NEMO

(into com-link)

Good. Let's make this quick.

INT. NAUTILUS - DAY

Rachel tensely observes through a small triangular portal as the trio gets to work clearing the debris.

EXT. NAUTILUS - DAY

Pascal hauls a large rock. As he drops it by the wall, he notices something gleaming in the mud. It's four feet long, white with a serrated edge. He picks it up.

PASCAL

(into com-link)

Found a souvenir.

Nemo joins him.

NEMO

(into com-link)

It's a jaw bone. Looks like a sperm whale.

Curious, Nemo squats, waves his hand across the silt, uncovering a dense white carpet of bones. His eyes follow the ossified trail to the mouth of

A CAVE.

It's 15 feet away and whale bones are piled in front of it like trash outside the back door of a restaurant.

A FLUTTER OF MOVEMENT

in the cave's black throat. Nemo is instantly on alert.

NEMO
(into com-link)
Back on the ship now!

Pascal hesitates.

NEMO
(into com-link)
MOVE!

But as Pascal turns,

TWO TENTACLES

blur out of the shadows. One lassos his neck while the other lashes his waist. An instant later, he's bungeed off his feet and yank-whipped into the cave. There's nothing Nemo can do but run, no easy task at this depth.

INT. NAUTILUS - DAY

Rachel reels, eyes riveted to the cave as

A MASSIVE FORM

cannonballs out. Its size and speed are breathtaking. Its scarlet body is blotched and its eight arms flare with graceful synchronicity. As if sensing her,

THE GIANT SQUID

launches itself at the portal, its razor-sharp beak greedily SNAPS at the glass before its suckered arms thrash and it flies into the watery darkness -- its huge, sentient eye panning the portal, sending a shudder down Rachel's spine.

EXT. NAUTILUS - DAY

Cyrus scrambles for the air lock door 10 feet away. He's gripping a harpoon gun and his weighted boots kick up swirling clouds of mud.

CYRUS' POV -- his frantic breaths fog the glass. He snatches desperate glances into the black wilderness. His hand reaches for the door release button when

THE TRIANGULAR END OF A TENTACLE

slap-wraps around his helmet and plucks him off the ground. Blinded, he drops the harpoon gun and desperately reaches out. The tips of his gloves RIP across the ship's skin as he tries to latch on. He finally snatches a rung.

NEMO

charges INTO VIEW, CYRUS' SCREAMS ECHOING in his ears. PUSH IN as he reacts to what he sees.

THE GIANT SQUID

hovers above the Nautilus like an alien craft. The size of a school bus, the creature's sleek mantle pulses as its extended 50-foot feeding arms engage Cyrus in a lethal game of tug 'o war. Nemo raises his harpoon gun, but it's SLAMMED from his grip by

A TENTACLE.

As thick as a fire hose, it tosses him in the air, then wraps around his ankle.

NEMO'S SPINNING POV as Cyrus is torn in two.

Ringed with tiny teeth, the squid's suckers TEAR across Nemo's suit, etching deep grooves. With inexorable ease, it pulls him towards its beak, which glints like a guillotine in the half-light. Nemo's hands wrench a

A FLARE STICK.

from his belt. As the beast thrusts him towards its CLACKING maw, he SNAPS the flare and jabs the FIZZING end against the creature's giant eye.

TIGHT ON THE BEAST'S IRIS as it pinpricks in agony.

Distressed, the squid releases Nemo and disappears in a swarming cloud of ink. Nemo drops, frantically crawls across the mud toward the door of the air lock. His hand finds

CYRUS' HARPOON GUN.

He takes aim, bull's-eyes the lock, triggering the door to open. But as he dives towards it,

THE SQUID

charges out of the darkness, pissed. Nemo is a sitting duck until Rachel steps out. She's suited up and FIRES a harpoon over Nemo's shoulder.

THE BOLT

hits the squid above its lidless eye. Stunned, the beast darts away, merging into the blackness.

RACHEL

grabs Nemo, hauls him over the threshold and HAMMERS her fist against the button -- triggering the door to close. The thick sheath of metal slides into place when

AN ANGRY TENTACLE

lashes around the jamb. With a ROAR OF FURY, Nemo HEAD-BUTTS it, causing the appendage to retract, allowing the door to close. Spent, he finally drops to his knees. Rachel reaches out and catches him. OFF their grief-stricken embrace...

CUT TO:

EXT. OCEAN - NIGHT

No land or vessel in sight. A gentle BREEZE caps the waves as the Nautilus breaches and silently charges forward.

INT. BRIDGE - NAUTILUS - NIGHT

Still shaken from his ordeal, Nemo solemnly addresses the crew. Rachel stands at the back.

NEMO

My father once told me that the body is a set of clothes that the soul removes before putting on a new set. What we do in this life determines our fate in the next. If that's the case, I hope Cyrus and Pascal have found peace out there, among nature's beauty. The next time I see a pod of dolphins or school of sunfish -- I shall think of them and smile.

He scans the crew's disconsolate faces.

NEMO

I want you to know that your lives matter to me. The Nautilus, what we're doing, is important, even if the world out there never understands. You're more than my crew -- you're my family.

Fighting to contain his emotions, Nemo abruptly exits. As he strides past Rachel, CAMERA STAYS ON HER, moved and surprised by Nemo's display of vulnerability.

CUT TO:

INT. NEMO'S QUARTERS - NAUTILUS - NIGHT

Nemo strips off his shirt. Lines of purple-black bruises crisscross his torso, which is tattooed with a lashing image of an octopus. He begins dabbing his wounds with ointment.

RACHEL (O.S.)

What you said was beautiful.

He doesn't turn as she enters. The only light comes from the portal which casts silvery reflections.

RACHEL

I'm sorry about your men.

NEMO

The sea can be as cruel and unforgiving as it is dazzling. The fact is that squid was protecting its home. You can't fault a creature for relying on its instinct.

RACHEL

I wasn't looking for a sermon, I was expressing my sympathy.

He bows his head, exhausted. She gently takes the cloth from his hand and begins to wash the lesions that stretch across his whip-rutted back.

RACHEL

How did you get these scars?

NEMO

My first run-in with a whaling captain. I brought my righteousness, he brought a whip. I never made that mistake again.

He grimaces as she continues.

NEMO

You're a hell of a shot.

RACHEL

Charlie taught me.

NEMO

No doubt you saved me so I could find your brother, but I'm in your debt.

RACHEL

I didn't do it just for Charlie. We may have our differences, but the world would be a much less interesting place without you in it, Nemo.

His eyes find hers. The moment is charged with intimacy.

RACHEL

It's ironic that a man with a tattoo of a giant squid was nearly devoured by one.

NEMO

It's an octopus. Genus Vulgaris.

RACHEL

Always have to be the smartest guy in the room, don't you?

Their faces inexorably move closer until their lips touch and they fall back, their bodies entwined as one.

CUT TO:

A MAP OF THE AZORES.

The nine islands are dwarfed in the middle of the Atlantic. Nemo, Yang, Anton and Rachel are huddled around it in...

INT. BRIDGE - NAUTILUS - DAY

Nemo points to the smallest, a tear-shaped dot.

NEMO

Chart a course for Corvo.

RACHEL

How can you be sure Charlie's there?

NEMO

According to de Silves' log, he was seeking shelter from a hurricane when he stumbled on the Azores. He found sanctuary in a cave on the east side of Corvo.

(MORE)

NEMO (CONT'D)
 (pointing on map)
 We'll start there.

PUSH IN ON THE MAP as it MORPHS into a MATCHING

AERIAL VIEW.

CAMERA DROPS through a gauze of clouds and TARGETS the sea just south of Corvo. It PLUNGES TOWARDS the water. BREEZES PAST the head of a periscope and DIVES UNDER the waves where

THE NAUTILUS

is revealed. CAMERA SLIDES THROUGH the hull and INTO...

INT. BRIDGE - NAUTILUS - DAY

PERISCOPE POV: Corvo protrudes from the Atlantic like a giant cracked molar. The CROSSHAIRS SCAN the rugged-faced coastline and ZERO IN ON a yawning aperture.

NEMO (V.O.)
 That's our cave. Cut all lights.
 We stay submerged.

UNDERWATER - PASSAGE - DAY

The Nautilus heads through the opening and maneuvers along a narrow tunnel, an ancient and now-flooded volcanic vent. The curving walls were scorched smooth by white-hot magma eons ago. The channel opens into a soaring natural cavern...

INT. BRIDGE - NAUTILUS - DAY

Nemo looks through the periscope and is shocked to see --

A MASSIVE SUBMARINE.

It's three times the size of the Nautilus, a black-hulled war machine. It's docked and a LEGION OF MEN shower sparks as they add finishing touches. There's something ominously familiar about its design -- as though someone has somehow built the Nautilus' bigger, cruel-hearted twin.

THIS IS THE ORCA.

Nemo pulls his eyes away from the viewfinder, stunned. He turns to Rachel, Yang and the rest of the crew.

NEMO
 Yang, you and I will scuba to the
 surface and find Charlie.
 (re: Orca)
 (MORE)

NEMO (CONT'D)

Anton, set charges on that sub.
It's never leaving this cavern.

He turns to leave when a gun swings into his face. *It's being held by Rachel.*

RACHEL

I'm afraid I can't let you do that.
(beat)
Surface. Now!

OFF her steely determination...

CUT TO:

INT. DOCK - CAVERN - DAY

The Nautilus is docked in the Orca's dominating shadow.
Rachel leads Nemo at gunpoint.

NEMO

Who are you? How could you do
this?

RACHEL

I didn't have a choice.

NEMO

You always have a choice -- you
just made the wrong one.

They reach Atticus Bolt, who waits at the foot of the black submarine's gangway. He shoves Nemo to his knees while the Nautilus crew is lined up and held at gunpoint behind them.

NEMO

Where the hell is Charlie?

HARRY (O.S.)

Atticus, why don't you get him?

Nemo turns as a silhouetted figure steps out from a passage.

IT'S HARRY.

Nemo's eyes narrow with shock and confusion. Atticus hands the gun to Harry and obediently exits.

NEMO

Uncle Harry, what are you doing?

HARRY

Exactly what I promised -- bringing your father's company into the 20th Century.

NEMO

By making a deal with Meridian?

Harry offers him a condescending smirk.

HARRY

I am Meridian! Bolt works for me. Etonians stick together. I tried to convince your father to branch into whaling fleets and military contracts, but he was too concerned about the welfare of the sea.

NEMO

So you went behind his back and did it anyway.

HARRY

I saved his business. I kept Meridian off the books and hired Bolt to be its public face.

NEMO

If my father had known...

HARRY

He knew. I told your mother, hoping she'd talk sense into him, but she took his side. They were going to have me brought up on criminal charges. Unfortunately, they had that tragic accident...

PUSH IN ON NEMO as he realizes the devastating truth.

NEMO

It was no accident, was it? You had them killed. How could you murder your own sister?

HARRY

She betrayed me. Chose that Indian over her flesh and blood. I begged her not to marry him. She could have done so much better.

Nemo's eyes burn with incandescent rage.

NEMO

You're going to pay!

HARRY

You always were arrogant and entitled. While you were drifting around the world looking for a purpose -- I pulled the company from the brink of bankruptcy. Who benefitted? You.

NEMO

If I'd known where the money was coming from...

HARRY

But you didn't ask and you didn't care! You just had it wired whenever you needed it. That's how I put it together. All those transfers around the world coincided with Nemo's attacks. Crusades aren't cheap, are they?

Drowning in guilt, Nemo struggles to answer. Atticus steps from a passage with Charlie, who looks painfully gaunt.

NEMO

Charlie!

Charlie hesitates, wracked with shame.

CHARLIE

I'm sorry, Dakkar, I never meant for this to happen.

NEMO

None of this is your fault.

HARRY

That's not entirely true. Charlie brought me all the designs you recklessly discarded at Cambridge. He said they were too important to be lost. I agreed and hired him to build the Orca.

He proudly motions to the hulking black submarine.

CHARLIE

I couldn't crack the power core. I tried finishing your prototype, but it didn't work.

HARRY

I thought Orca was dead in the water -- then Nemo came along. Once I discovered it was you -- all I needed was the right bait to catch you.

Nemo daggers Rachel with a look.

NEMO

Is that all you are -- bait?

HARRY

Miss McAvoy is an actress who never quite made it on the London stage.

NEMO

That's surprising considering how she threw herself into her role.

Rachel can't meet his icy glare.

HARRY

It had the desired effect -- it got you and your submarine here. Now order your crew to remove your ship's power core and install it in the Orca.

NEMO

I'm not going to let you murder innocent people with my technology! No one's ever died by my hand.

Without warning, Harry turns the gun on Charlie and SHOOTs him point blank!

HARRY

Someone just did!

Totally stunned, Nemo watches as Charlie slumps onto the cold, wet stone. Without an ounce of remorse, Harry steps to Yang, digs the nose of the pistol into his temple.

HARRY

You have 10 seconds to give the order, Dakkar.

He COCKS the TRIGGER. Nemo looks at him, numbed with regret.

NEMO

(to crew)
Do what he says.

As Bolt leads Santiago and a clutch of men back to the Nautilus, CAMERA STAYS ON Nemo, his resolute spirit broken.

CUT TO:

INT. PASSAGE - CAVERN - NIGHT

Torches flicker from stanchions and illuminate the barred storerooms that line the passage.

RACHEL

reaches the last one, steals a glimpse at Nemo who is confined within. His bitter eyes find hers. She guiltily looks away, steps into...

INT. OFFICE - CAVERN - NIGHT

Harry and Bolt are huddled over a map, too engrossed to notice her presence.

BOLT

The core should be operational within the next two hours.

Harry makes some calculations, stabs his finger in the middle of the vast expanse of Atlantic blue.

HARRY

Good. We can intercept the target here.

RACHEL

Target?

Both look up in surprise as she crosses to join them.

HARRY

We're going to sink the unsinkable ship.

Rachel incredulously connects the pieces.

RACHEL

The Titanic?

HARRY

The Germans want a demonstration of the Orca's capabilities.

Rachel shakes her head.

RACHEL

You told me this was about
capturing a terrorist -- you shot
that man in cold blood, now you're
going to murder thousands of
innocent people.

HARRY

This is about the future, Miss
McAvoy. I'm going to have a big
hand in shaping it. Those people
are the price of progress.

As he gets back to work, CAMERA STAYS ON Rachel, troubled.

CUT TO:

INT. CELL - CAVERN - NIGHT

Nemo is curled on the stone floor, awake but facing away from
the bars as Rachel squats and anxiously whispers...

RACHEL

Nemo.

He doesn't move.

RACHEL

We need to get out of here.

NEMO

You ever hear of the snakehead
fish? It's a predator that acts
helpless to draw in its prey before
revealing its true nature.

He angrily rears at her.

NEMO

Why did you do it? Couldn't resist
the role of a lifetime?

Without warning, his hand whips through the bars and wraps
around her slender throat. He finally lets go, slumps spent
and filled with self-loathing. Rachel rubs her neck, winded.

RACHEL

Listen to me. Please.

Torchlight dances across her face as she remembers.

RACHEL

I ran away from home with dreams of becoming a star in the West End -- when Harry found me, I was in jail and it wasn't for my acting. He promised to clear my record and help me get back on my feet if I helped him... but I didn't sign on for this.

Her regretful eyes pleadingly search his.

RACHEL

He plans on using the Orca against the Titanic. Once he starts selling the subs to the Germans -- no ship will be safe.

Nemo rocks back, stunned by that revelation.

NEMO

He murdered my parents, killed my friend, stole my technology and I let it all happen.

RACHEL

Then help me stop him.

He nods, stoked with a new determination. She pulls a pin from her hair and starts to pick the lock.

NEMO

Why are you doing this, you have nothing to gain here?

RACHEL

It turns out you weren't the bad guy after all, you're the only one making any sense.

CUT TO:

INT. DOCK - CAVERN - DAY

The Orca dwarfs the Nautilus which is moored next to it. Nemo and Rachel sneak out and crouch in the shadows.

NEMO

We need to find my crew.

Suddenly, a BOOMING HUM ECHOES. Rows of spotlights that circle the Orca's hull power to life, flooding the space instantly, exposing Nemo and Rachel.

HARRY (O.S.)
Don't worry, they're safe.

They spin and find Harry and Bolt, who has his gun aimed.

HARRY
Sooner or later they'll decide that
working for me is better than what
I have in store for you two.

NEMO
This is between us. Spare her.

HARRY
Miss McAvoy made her decision and
now she's got to live with the
consequences.

Bolt motions them towards the dock.

HARRY
Thanks for the power core. It's
working even better than I
anticipated.
(re: Orca)
What do you think? I had Charlie
make a few improvements to your
design. The reinforced steel hull
is an upgrade over your titanium --
try getting a torpedo through that.

RACHEL
Please, this is madness!

HARRY
No, this is business.

Nemo searches Harry's face. It's like looking into the eyes
of a sadistic stranger.

NEMO
What happened to you, Uncle Harry?
My parents trusted you. I trusted
you.

HARRY
You're not the only one in the
family who wears a mask.

NEMO
You can't want any more death on
your head.

HARRY
It won't be on mine, Dakkar, it
will be on yours.

He nods to Bolt who steps behind Nemo and, with a swift sweep of his gun, knocks him out cold.

CUT TO:

TIGHT ON NEMO as his eyes painfully flutter open. He squints, the HOLLOW SOUND OF WATER filling his ears. Rachel is frantically shaking him.

RACHEL
Nemo! Wake up!

Dazed, he rises and stares around in shock. GO WIDE TO REVEAL they are imprisoned in

A TUBULAR GLASS CHAMBER.

It's suspended 10 feet below the surface of the sea. Sealed with a brass lid, the chamber is tethered by a rope to a buoy that bobs on the surface.

INT. GLASS CHAMBER - DAY

Shafts of sunlight puncture the spectacularly clear water. There's no dry land in any direction and it's too deep to see the ocean floor.

HARRY (V.O.)
(over microphone)
Rise and shine.

Nemo looks up and sees the warping image of

HARRY.

He's standing on the deck of the Orca, looking back at him. His VOICE ECHOES from a crude microphone imbedded in the lid.

EXT. DECK - ORCA - DAY

Harry speaks into a microphone.

HARRY
You've dedicated your life
defending the creatures of the sea.

He nods to THREE CREW MEN, holding buckets.

UNDERWATER - DAY

HARRY (V.O.)
 (over speaker)
 I thought you should die
 experiencing the truth -- that they
 are cold-hearted monsters. To them
 you are nobody... no one... nemo.

Cascades of chum hit the water. The vile concoction of rotting fish, guts and blood leaves milky contrails.

RACHEL
 What's he doing?

NEMO
 Ringing the dinner bell.

She follows his gaze and watches a powerful shape glide INTO VIEW, massive tail effortlessly ruddering. 30 feet long, an adult female, its awesome triangular dorsal fin identifies it as nature's greatest predator --

A GREAT WHITE SHARK.

Up close its size is breathtaking. Its dagger-sized teeth, serrated and arranged in exaggerated rows, glint along its jaws which are parted in a permanent smirk.

NEMO AND RACHEL

instinctively back away as the huge animal lazily swims by, brushing the glass with an exploratory swish. They track it as it glides past and are stunned to see

A SECOND SHARK

joining the hunt. It's male, wider than a minivan, with a white belly that gleams like polished marble. Its concrete-gray body is battle-scared.

EXT. DECK - ORCA - DAY

Harry empties the last bucket of chum into the water.

HARRY
 (into mic)
 Goodbye, Dakkar.

He hits a remote, triggering the chamber's rope to be released from the buoy.

UNDERWATER - DAY

Like a silent elevator, the chamber plunges through the water. Nemo sees a flash of movement, spins to face the male. It's charging with its mouth hinged open and its black eyes rolled back.

NEMO

Get ready!

The beast's jaws viciously pincer the tube, engulfing them in its massive bite radius. But as its teeth connect with the glass, they harmlessly GRATE-SLIDE off. Frustrated,

THE SHARK

shakes the tube like a baby with a rattle. Nemo and Rachel are slammed against the sides until the shark finally releases it. Freaked out, Rachel hyperventilates.

NEMO

Control your breathing. Given the size of this tube, I estimate we have about five minutes of air.

RACHEL

We are going to die! If the choices are suffocation or being eaten -- I'll take suffocation!

The pissed-off male swims past and savagely THWACKS the tank with its tail, causing the glass to FISSURE!

NEMO

You forgot drowning.

RACHEL

How can you be so calm?

NEMO

Because we are not going to die today!

Needle-thin lines of spray erupt as CRACKS MULTIPLY like a contagion. Nemo grabs Rachel.

NEMO

Swim! Don't look back. I'll draw them away.

Before she can argue, the CHAMBER BURSTS like a punctured water balloon. Nemo snatches a shard of broken glass, motions Rachel to swim away, then slashes his right palm, unleashing a cloud of blood.

EXT. ORCA - DAY

The submarine powers away. Harry climbs the rungs of the conning tower, looks back at the buoy, his sense of satisfaction momentarily dulled by familial regret.

UNDERWATER - DAY

The female orbits towards Nemo, smelling blood and sizing him up. Nemo pulls himself into a ball and becomes statue-still. As the shark passes, he reaches out, grabs onto its massive dorsal fin and hitches a ride.

RACHEL

is up ahead, unwittingly swimming straight towards the male which has swung back around. The two sharks power towards her from opposite directions. As they converge, like cars passing on a highway, Nemo

SPRINGBOARDS

off the female's back and tackles Rachel out of the path of the male, dragging her under the shark's belly a second before its merciless jaws clamp shut.

RIBBONS OF BLOOD SEEP

from Nemo's wounded hand, encircling the duo like a silk shroud, as they right themselves and tread water.

THE FEMALE

is 20 feet away, appears in no hurry until her tail suddenly THRASHES and it powers towards them freight-train fast. It comes in at an angle, teeth gleaming malevolently.

NEMO AND RACHEL

have nowhere to go and nowhere left to hide. They hold each other tight as the shark speeds in for the kill. It's only feet away when it's blind-sided by

THE CLAMSHELL!

The mini-sub bulldozers the shark's left flank, spinning it, causing it to retreat. As the Clamshell circles back, Nemo and Rachel grab on.

EXT. OCEAN - DAY

The Clamshell breaches with Nemo and Rachel clinging to its hull. COUGHING and hungrily gulping for air, they pull their legs out of the water. Nemo RAPS on the hatch.

NEMO

I owe you one, Neb.
(to Rachel, relieved)
I can't believe we're alive.

RACHEL

I thought you said we weren't going
to die today.

NEMO

I was just trying to make you feel
better, Rachel.

RACHEL

Actually, it's Daisy.

He extends his hand.

NEMO

It's a pleasure to meet the real
you.

CUT TO:

LOOKING UP as sheets of water cascade off the Clamshell.
Cables swing the craft and gently place her on the deck of...

EXT. SCHOONER - DAY

Nemo helps Neb secure the craft to the deck while Rachel
towels off out of earshot.

NEBUCHADNEZZAR

I'll give you one thing, Nemo, when
you piss somebody off -- you do it
in style.

NEMO

How did you figure it out?

NEBUCHADNEZZAR

Followed Bolt, watched him and your
uncle hightail it onto a boat.
Figured they weren't going on a
fishing trip.

(re: Rachel)

As for your lady friend, she's not
Charlie's sister.

NEMO

I found that out the hard way. But
she's one of us now.

That takes Neb by surprise, but Nemo is in no mood to argue.

NEMO

We need to rescue the crew and go
after Harry before it's too late.

Nemo steps into the cabin. Rachel crosses to Neb.

RACHEL

Thank you for saving us, Neb.

He eyes her coldly.

NEBUCHADNEZZAR

I came for Nemo. He may trust you,
but I don't. If you pull anything
else, I've got no problem throwing
you over the side.

OFF Rachel, as he brusquely heads away and joins Nemo.

CUT TO:

INT. CAVERN - DAY

The Nautilus sits at the dock watched by TWO GUARDS. Guard
#1 hears a SPLASH. Curious, he turns.

PHHHHHHHT!

A cabled harpoon arrows out of the water, impales him in the
chest. Guard #1 is yanked off his feet and hauled under the
surface. Guard #2 races over, sprays the water with BULLETS
until his GUN CLICKS EMPTY.

WHAAAM!

Guard #2 drops, REVEALING Nemo behind him in a wet suit
holding an anchor as a makeshift club. He watches as two
scuba-suited figures surface -- Neb and Rachel. Nemo helps
them onto the dock. They pull off their masks and crouch.

RACHEL

(pointing)

Harry was keeping them down that
second tunnel.

Nemo nods, reloads a bolt into his harpoon. He looks at Neb.

NEMO

See what shape the Nautilus is in.

As Nemo takes off...

INT. CELL - CAVERN - DAY

Yang, Santiago, Anton, Sylvia and the rest of Nemo's crew languish in the DRIPPING darkness. GUARD #3 passes the door, KEYS Jangling. As he steps out of sight --

WHAAACK! WHAM! THUD!

All eyes turn and react in surprise as Nemo steps INTO VIEW, holding Guard #3's keys.

YANG
They told us they fed you to the sharks.

NEMO
Apparently, I'm an acquired taste.

As he unlocks the door...

CUT TO:

EXT. DOCK - CAVERN - DAY

Santiago and Yang hold the SURRENDERED GUARDS at gunpoint. Anton solemnly crosses to Nemo.

ANTON
We put your friend's body in the hold. It didn't seem right to leave him here.

Nemo nods, grateful.

NEMO
Thank you, Anton.

Nemo approaches Neb as he climbs out of the Nautilus.

NEMO
How's she looking?

NEBUCHADNEZZAR
Good as new, except for the missing power core.

NEMO
Take the core out of the Clamshell.

Neb raises a skeptical eyebrow.

NEBUCHADNEZZAR
We'll be lucky to get to half speed with that old thing.

NEMO

The Orca's three times the size of the Nautilus. Harry built the hull out of steel, which means he doubled its weight. Factoring in ocean currents, crew and experience -- you know what that means?

NEBUCHADNEZZAR

I don't speak Cambridge -- but I'm guessing you think we have a chance at catching him.

CUT TO:

INT. ENGINE ROOM - NAUTILUS - DAY

Stripped to the waist and working by lantern light, Neb helps Santiago attach the Clamshell's core to the engine compartment. Nemo and Rachel observe.

NEBUCHADNEZZAR

Okay, it's locked in.

NEMO

Santiago, fire her up.

Santiago takes a nervous puff on his pipe.

SANTIAGO

Yes, Sir.

They anxiously watch as Santiago steps to a large crank switch built into a console. He grips the handle, says a silent prayer, then thrusts the handle down.

NOTHING HAPPENS.

Nemo looks at Neb.

NEMO

Why isn't it working?

NEBUCHADNEZZAR

Damned if I know.

NEMO

Santiago, any ideas?

Santiago takes another long drag, gets an idea. He steps over and kicks the engine casing. VRRRRRRROOOOOOOOM!

THE POWER CORE

glows to life. HUMMING, it spins, triggering the vessel's lights. Neb shakes his head.

NEBUCHADNEZZAR
I could have done that.

NEMO
But you didn't.
(re: Santiago)
That's what makes him a genius.

OFF Neb's eye-roll...

CUT TO:

INT. BRIDGE - NAUTILUS - DAY

The crew is hustling when Nemo strides in flanked by Neb and Rachel. All stop and face him.

NEMO
Yang, chart a course to intercept
the Orca.

YANG
Already done, Sir.

Nemo surveys the cavern through the front observation window.

NEMO
Anton, let's thank my uncle for his
hospitality.

ANTON
With pleasure, Sir.

SMASH CUT TO:

INT. CAVERN - DAY

HIGH WIDE SHOT as the Nautilus drops below the surface, abandoning the Clamshell. As lines of bubbles speed towards the entrance,

TWO LUMINESCENT PROJECTILES

scorch the water and connect with the dock, EVISCERATING the space, triggering a FIREBALL of epic proportions.

UNDERWATER - DAY

LOOKING UP as the Nautilus passes overhead and the tsunami of FIRE ROARS across the water like a curtain of molten fog.

CUT TO:

UNDERWATER - NIGHT

TITLE ON SCREEN: ATLANTIC OCEAN, APRIL 14, 1912.

THE ORCA

malevolently powers out of the dark, on its murderous hunt.

INT. BRIDGE - ORCA - NIGHT

More angular than the Nautilus' bridge and detailed in polished mahogany. It has TWICE AS MANY CREW, all in fascist chic black-and-gold uniforms. Bolt steps to Harry, who stands at the command window staring into the blackness.

BOLT

The target is five minutes out.

HARRY

Load the torpedoes.

OFF Bolt's obedient nod...

CUT TO:

EXT. OCEAN - NIGHT

A cold, moonless sky stretches across the water which is eerily smooth. Not a ripple. Not a wave -- until a monumental ship proudly cuts through the stillness.

THE TITANIC.

The black-hulled beauty is on its first and only voyage. CAMERA PLOWS THROUGH a neat column of smoke sprouting from one of the liner's four orange funnels and ZEROES IN ON...

EXT. CROW'S NEST - TITANIC - NIGHT

The lookouts, FREDERICK FLEET, 25, and REGINALD LEE, 42, stand sentry in the circular perch. Both are English sea veterans. Their breath fogs in the frigid air.

LEE

Will you stop looking so miserable.

FLEET
Who I wouldn't kill for a warm bed
and cup of tea right now.

Fleet sees a mountainous shape rising out of the water.

AN ICEBERG.

A deep shade of blue, it's camouflaged against the horizon.

FLEET
Iceberg!

LEE
Call it in!

Frantic, Fleet SLAPS the hammer of the lookout bell THREE TIMES, then yanks the telephone off its cradle.

FLEET
(into handset)
Is anybody there?

INTERCUT WITH:

INT. BRIDGE - TITANIC - NIGHT

Alerted by the bell, SIXTH OFFICER JAMES MOODY, 24, wrenches the phone to his ear.

MOODY
(into phone)
Sir, what do you see?

FLEET
Iceberg, right ahead!

INTERCUTTING ENDS as Moody spins to FIRST OFFICER WILLIAM MURDOCH, 39, the officer in charge of the Bridge.

MOODY
Iceberg! Dead ahead!

PUSH IN as Murdoch reacts and turns to QUARTERMASTER ROBERT HICHENS, 30, who is at the helm.

MURDOCH
Hard starboard!

As his order is carried out...

CUT TO:

INT. BRIDGE - ORCA - NIGHT

Bolt stands, looking over the shoulder of the SONAR TECH, 30.
He excitedly turns to Harry.

BOLT
We're in range.

HARRY
Fire at will.

SONAR TECH
We can't, Sir. Iceberg's blocking
the trajectory.

CUT TO:

EXT. TITANIC - NIGHT

LOOKING STRAIGHT DOWN as the huge ship desperately swings
away from disaster. CAMERA DROPS as the floating bluff of
ice IMPACTS, SCRAPING along the liner's starboard side. The
SOUND is indescribable. Huge chunks of broken ice comet onto
the decks, SHATTERING on impact. CAMERA DROPS

BELOW THE WATER

TO REVEAL the growler's hidden breadth.

A WIDE SPUR OF ICE

tears across the Titanic's red hull, RIPPING a wide swath of
paint, but miraculously leaving the metal plates intact!

INT. BRIDGE - ORCA - NIGHT

Bolt studies his primitive sonar screen, watching as the
"hand" circles, wiping across the pixelated forms
representing the berg and the Titanic. As they separate...

BOLT
All clear!

HARRY
Fire torpedoes!

EXT. ORCA - NIGHT

Three hatches slide open and unleash

A TRIO OF TORPEDOES.

EXT. ATLANTIC - NIGHT

The Titanic has just pulled away from the iceberg when the torpedoes funnel towards it at breakneck speed.

UNDERWATER - NIGHT

The TORPEDOES strike the hull and DETONATE with lethal efficiency, breaching the riveted plates and fatally compromising the compartments which instantly begin to flood.

INT. BRIDGE - ORCA - NIGHT

BOLT
Direct hit!

The bridge ERUPTS IN CHEERS. Harry nods, satisfied.

HARRY
Take us to the surface. I want to
see the show for myself.

CUT TO:

INT. BRIDGE - NAUTILUS - NIGHT

Sylvia is at her station, listening to the dots and dashes of a Morse Code message. She transcribes it onto paper.

SYLVIA
(to Nemo)
Sir, I just intercepted a distress
signal. It's from the Titanic.

Nemo snatches the missive, reads it with dry-mouthed dread.

NEMO
"Sinking fast. Passengers being
put into lifeboats."
(to Yang)
How long until we get there?

YANG
Too long.

Enraged, Nemo grabs the radio.

NEMO
(into radio)
Santiago, take us to maximum speed.

SANTIAGO (V.O.)
(over radio)
This core won't be able to take it.

NEMO
DO WHAT I SAY!

As Nemo SLAMS his wounded hand against the console...

CUT TO:

EXT. ORCA - NIGHT

The sub is on the surface, glinting in the cruel starlight. Harry stands on the deck, coolly observing the tragedy that's unfolding half a mile away via binoculars.

WHAT HE SEES: The Titanic's stern is seesawed out of the water, exposing the massive propellers. Half-empty lifeboats smack the icy water and the SOUNDS OF EXPLOSIONS ECHO like distant thunder. Suddenly, the liner's lights flicker off, sending a WAVE OF PANICKED SCREAMS across the water.

Bolt climbs out of the hatch and joins him. Harry seems almost wistful, as though disappointed that no one will ever know his part in this history-defining event.

HARRY
It won't be long now.

He pulls an envelope from his coat.

HARRY
Send this telegraph to Mr. J. P.
Morgan, head of White Star Lines.
I'm sure he'll want to be the first
to know the unfortunate fate that's
befallen his beloved ship.

Bolt takes it.

HARRY
Then contact Admiral Tirpitz in
Berlin. Tell him the demonstration
was a complete success. The German
Navy can have a fleet of Orcas by
the end of the year.

BOLT
With pleasure.

CUT TO:

EXT. TITANIC - NIGHT

The tip of the bow is now fully submerged, levering the rest of the monumental hull out of the water until it finally

SPLITS IN TWO.

The HUNDREDS OF PASSENGERS still onboard cling in clusters, like swarming bees, only to fall as the back half of the ship, all 250 feet, rises vertically. CAMERA PLUNGES STRAIGHT DOWN THE DECK and DIVES INTO the sea.

UNDERWATER - NIGHT

CAMERA WEAVES THROUGH the tragic debris and ZEROES IN ON THE NAUTILUS

which has arrived on the scene. PUSH IN ON the portal where Nemo stands. His unblinking eyes brim with haunted tears as a parade of objects -- a brass bed, a grand piano, a china doll -- plummet past. Then the searchlights blush across

A WOMAN

tumbling, eyes wide open, red hair waving like a flame. OTHER VICTIMS follow like acrobats in a ghostly circus.

NEMO

watches, awed with sorrow. Finally, he turns to Sylvia.

NEMO

Find me the Orca now.

His voice is HOARSE with rage.

SYLVIA

It's a half mile out. Just sent two messages. One to German High Command and this one to J. P. Morgan.

She hands him the transcript. Nemo reads it, numb.

NEMO

"An iceberg didn't sink your ship, I did. Abandon the seas or more will follow. My war is just beginning. Nemo."

Neb and Rachel react in shock. But Nemo's face hardens as he realizes his destiny has been wrenched from his grip.

NEMO

(to Yang)

Set a course to intercept.

NEBUCHADNEZZAR

Wait. They can't detect us among
all this wreckage. But as soon as
we're in the open, they'll blast us
right out of the water.

Nemo considers his options, turns to Yang.

NEMO

Get us up to that iceberg.
(to Anton)
Anton, load the harpoons. This
ends tonight.

CUT TO:

UNDERWATER - NIGHT

The Nautilus powers forward, passing through the gap between
the broken sections of the Titanic's hull. The front half is
nose-diving towards the seabed, while the back half juts
upright out of the water like a surreal aquatic skyscraper.

INT. BRIDGE - NAUTILUS - NIGHT

Nemo looks at the broken hull as they pass under. It's been
torn open, revealing a cross-section of the ship's decks.

UNDERWATER - NIGHT

The Nautilus speeds clear just as the stern finally drops,
sliding into the water like an angry metal curtain.

CUT TO:

EXT. ICEBERG - NIGHT

Sulphurous distress flares futilely light the night sky,
casting warping shadows across the berg. Streaks of red
paint stretch across its left side like a blistered wound.

DROP BELOW THE SURFACE

TO REVEAL the Nautilus making its approach.

INT. BRIDGE - NAUTILUS - NIGHT

Nemo studies the mass of floating ice, its surprising girth
hidden under the water. He chooses his moment.

NEMO

(to Anton)
Fire harpoons!

UNDERWATER - NIGHT

Six harpoons rocket out from their vents. Attached to cables, the heads flower into prongs and EMBED in the iceberg, tethering the submarine.

INT. BRIDGE - NAUTILUS - NIGHT

NEMO

Anton, retract the cables.

UNDERWATER - NIGHT

The cables are winched tight and the Nautilus pulls the iceberg closer.

INT. BRIDGE - NAUTILUS - NIGHT

Rachel looks around, concerned, as the SUB GROANS under the strain, but the NOISE FINALLY DIES.

EXT. ICEBERG - NIGHT

The mountain of ice begins to move as the Nautilus hauls it towards the Orca, using its bulk as camouflage.

INT. BRIDGE - ORCA - NIGHT

Bolt greets Harry as he strides in, his cheeks flushed with triumph and the sub-zero temperatures.

BOLT

Sir, Admiral Tirpitz sends his congratulations and looks forward to giving you a hero's welcome when we dock at Wilhelmshaven.

The Sonar Tech looks up from his station, worried.

SONAR TECH

Sir, you need to look at this.

Harry and Bolt huddle on either side of him and study his screen. An irregularly shaped blip drifts towards them.

HARRY

It's the iceberg. What's the problem?

SONAR TECH

It's moving towards us, *against* the current.

PUSH IN as Harry realizes the threat...

EXT. ATLANTIC - NIGHT

The ICEBERG ERUPTS, spewing freezing debris and tendrils of steam 100 feet into the air.

INT. BRIDGE - NAUTILUS - NIGHT

Rachel holds on as the ship is VIOLENTLY BUFFETED by the BLAST. The lights flicker off and on.

UNDERWATER - NIGHT

Like the Millennium Falcon escaping from the implosion of the Death Star, the Nautilus emerges through the coming assault of ice unscathed.

INT. BRIDGE - NAUTILUS - NIGHT

Order is restored. Nemo turns to Anton.

NEMO

Tell me we're in range.

ANTON

We are.

NEMO

Then fire at will!

UNDERWATER - NIGHT

TWO LUMINESCENT PROJECTILES SCREAM out. CAMERA FOLLOWS their scorching contrails as they race towards

THE ORCA.

They strike the huge black sub and EXPLODE in a blinding conflagration. But like soap bubbles bursting on a child's cheek, they fail to compromise the craft's reinforced hull.

INT. BRIDGE - NAUTILUS - NIGHT

ANTON

Direct hit!

The crew CHEERS WITH RELIEF. But as Anton studies his screen, his face clouds.

ANTON

Wait... it's still there. Headed straight for us.

Rachel and Neb exchange anxious glances.

YANG
 (to Nemo)
 Orca's on a hailing frequency.

Nemo snatches the radio handset from Yang's grip.

HARRY (V.O.)
 (over radio)
 You're going to have to try harder,
 Dakkar.

NEMO
 (into radio)
 I swear you will pay for all the
 people you've killed. When I'm
 done, history won't remember you.
 You're just a barnacle on the lives
 of greater men. Men like my father
 and Charlie and me!

INTERCUT WITH:

INT. BRIDGE - ORCA - NIGHT

Harry lifts the handset to his mouth.

HARRY
 (into radio)
 Rage all you want, Dakkar. But it
 won't hide the truth, you can't
 win. It's the survival of the
 fittest. Now your crew is going to
 die along with you.

INTERCUTTING ENDS as he hangs up. STAY WITH HARRY.

HARRY
 (to TORPEDO TECH)
 Blast them out of the water!

UNDERWATER - NIGHT

The Orca aggressively charges forward, easily making up
 ground on the Nautilus, and unleashes

THREE MORE TORPEDOES.

The bullet-shaped missiles streak through the water.

INT. BRIDGE - NAUTILUS - NIGHT

ANTON
 Three torpedoes incoming!

Nemo's face tenses until he sees a *giant object* through the observation window, it's eerily cartwheeling in slow motion.

IT'S ONE OF THE TITANIC'S GIANT FUNNELS.

Nemo gets an idea, barks an order.

NEMO

Six degrees starboard. Full speed!

UNDERWATER - NIGHT

The missiles converge on the Nautilus, are seconds from impact, when the sub slips behind the falling funnel.

THE LETHAL ARSENAL

SLAMS into the disembodied orange shaft and EXPLODES, shredding the funnel and sending a torrent of shrapnel in every direction.

INT. BRIDGE - NAUTILUS - NIGHT

The blast harmlessly RATTLES the ship. Neb steps to Nemo.

NEBUCHADNEZZAR

We can't outrun it or outgun it.

NEMO

You're right, which leaves us one option -- we have to sink it.

Rachel joins them.

RACHEL

Nothing can penetrate that hull.

NEMO

That's not entirely true.

They look at him expectantly.

RACHEL

Are you going to tell us?

NEMO

Where's the fun in that.

CUT TO:

INT. BRIDGE - ORCA - NIGHT

Harry stands at the observation window, seething, as the ship powers through the debris field left by the funnel.

HARRY
Where's that ship?

The Sonar Tech nervously looks up from his screen.

SONAR TECH
Directly under us.

UNDERWATER - NIGHT

WIDE SHOT as the Nautilus speeds up on the Orca from below.
It's moving at a vertiginous angle.

INT. BRIDGE - NAUTILUS - NIGHT

Nemo, Neb, Rachel and the crew hold on as the ship climbs.

NEBUCHADNEZZAR
(a whisper to Nemo)
What are the odds of this working?
50/50?

Nemo grins.

NEMO
Love your optimism.

The hull of the Orca SHARPENS INTO FOCUS through the
observation window. Nemo turns to Anton.

NEMO
Anton, fire the anchors.
(into radio)
Santiago, cut the engine on my
word!

UNDERWATER - NIGHT

As the Nautilus approaches the Orca, apertures on its stern
and bow iris open and unleash their

CHAINED ANCHORS.

In a nimble maneuver, the submarine arcs over the top of the
bigger sub, then orbits back.

ANGLE ON THE ANCHORS

as they latch onto the Orca's hull and the chains loosely
circle both vessels.

INT. BRIDGE - NAUTILUS - NIGHT

NEMO
(into radio)
Cut the engine.
(to Anton)
Retract anchors now!

UNDERWATER - NIGHT

The anchor chains instantly pull taut, tightening around the vessels, SLAMMING them together like Siamese twins.

INT. BRIDGE - ORCA - NIGHT

As the Orca is ensnared, Harry spins in shock and watches as his observation window is pulled right up against the Nautilus'. The two bridges are only feet apart.

NEMO

stares at him through the glass. Suddenly, both ships begin to tilt, tipping at 45 degrees. The Nautilus' added weight begins dragging the Orca down! Nemo lifts his radio and looks at his foe.

NEMO (V.O.)
(into radio)
There's one thing that can
penetrate your hull -- the pressure
of the sea. Steel buckles at 6,000
feet.

Rattled, Harry fists his radio.

HARRY
(into radio)
You kill me, you kill yourself!

NEMO (V.O.)
(into radio)
Titanium can withstand twice that
depth. I'll take my chances. It's
not the survival of the fittest,
Uncle Harry, it's the survival of
the smartest.

Nemo hangs up. Harry faces his crew.

HARRY
Shake them off!

The FIRST OFFICER, 30, checks his gauges, shakes his head.

FIRST OFFICER
We can't, Sir. There's too much weight.

HARRY
Then blast them!

BOLT
The torpedoes will explode in their tubes.

OFF Harry's dread realization...

UNDERWATER - NIGHT

Like a Kraken dragging a whale to its death, the Nautilus pulls the Orca into the black abyss.

INT. BRIDGE - NAUTILUS - NIGHT

TIGHT ON A FATHOM METER -- ticking past 5,500 feet.

INT. BRIDGE - ORCA - NIGHT

CLANKING GROANS of distressed metal reverberate. As the pressure squeezes the ship in its invisible grip, RIVETS START POPPING, ricocheting like champagne corks. Fear and desperation grip Harry's face.

HARRY
Take the engine to full power!
Reverse the rudders!

UNDERWATER - NIGHT

Locked in a lethal embrace, surrounded by HAUNTING SILENCE, the two submarines inexorably spiral downwards. The Orca struggles to pull free but is thwarted.

INT. BRIDGE - NAUTILUS - NIGHT

Rachel reacts as the hull begins to feel the strain. All eyes are on Nemo, not sure what he's going to do.

INT. ENGINE ROOM - ORCA - NIGHT

Chaos. Rows of RIVETS RIP OPEN like broken zippers, unleashing jets of freezing water. The sound of TEARING METAL dominates, drowning out the SHOUTS OF PANIC and ALARM.

THE ENGINE CORE

grows impossibly bright.

INT. BRIDGE - ORCA - NIGHT

Water sprouts, blasting the space from a thousand different angles. Everything is washed in crimson light. Harry lurches through the melee and stands at the window.

INT. BRIDGE - NAUTILUS - NIGHT

Nemo peers back, coldly immune to the drama unfolding on the other side of the glass. Yang looks up from the depth gauge.

YANG
Just past 6,000 feet!

Nemo nods, plucks the radio.

INTERCUT WITH:

INT. BRIDGE - ORCA - NIGHT

Harry does the same.

HARRY
(into radio)
I'm still here, Dakkar. Guess
you're not as smart as you think.

NEMO
(into radio)
I lied about the steel. But your
power core becomes unstable at
6,000 feet.
(beat)
You're sitting on a bomb!

Harry absorbs that revelation. Nemo spins to Yang.

NEMO
Release the anchors!

Harry SCREAMS into the handset!

HARRY
DAKKAR!

NEMO
My name is Nemo!

With his name echoing in Harry's ears, INTERCUTTING ENDS.

UNDERWATER - NIGHT

The anchor chains detach, releasing the ships. Powerless, the Nautilus free-falls away.

INT. ENGINE ROOM - ORCA - NIGHT

TIGHT ON THE CORE as it EXPLODES, unleashing
A SUPERNOVA OF ENERGY.

INT. BRIDGE - ORCA - NIGHT

Harry, Bolt, everything and everyone is lost in a BLINDING
INFERNO.

UNDERWATER - NIGHT

The giant black SUBMARINE IMPLODES in an epic CHAIN REACTION
OF EXPLOSIONS, disemboweling the vessel from stern to bow.

THE NAUTILUS

is caught in the HELLACIOUS SHOCKWAVE that fans out. The
craft is spun like a leaf in a drain until it SLAMS into the
BOW OF THE TITANIC,

which has come to rest on the bottom of the Atlantic.

INT. BRIDGE - NAUTILUS - NIGHT

Thrown to the floor, along with Nemo and Neb, Rachel stares
out the portal as the SUB GRIND-SLIDES down the side of the
bow and THUMPS into the sand next to it.

UNDERWATER - NIGHT

The Nautilus is dwarfed in the bow's spectral shadow.

INT. BRIDGE - NAUTILUS - NIGHT

Nemo rises, illuminated in the dim glow of emergency lights.

NEMO
Everybody in one piece?

The crew gets to its feet, shaken. The HULL GROANS loudly.

NEMO
(into radio)
Santiago, release the ballast
tanks. We'll float back up past
6,000 feet and restart the power
core.

INTERCUT WITH:

INT. ENGINE ROOM - NAUTILUS - NIGHT

Santiago shouts over the SOUNDS OF TEARING METAL.

SANTIAGO
(into radio)
I can't. The ballast console was
damaged in the explosion.

NEMO
Fix it! The pressure's crushing
us.

A LINE OF RIVETS POPS above Santiago's head.

SANTIAGO
There's no time.

NEMO
There's got to be a way.

SANTIAGO
There is, but you're not going to
like it.

INTERCUTTING ENDS as Nemo listens. We don't hear what
Santiago tells him. Neb and Rachel cross as he hangs up.

NEMO
Neb, you need to steer us out of
here once we start our ascent.

NEBUCHADNEZZAR
What are you going to be doing?

NEMO
I have to manually release the
ballast tanks.

NEBUCHADNEZZAR
But they're in the diving well.

NEMO
Yeah.

NEBUCHADNEZZAR
At this depth, the pressure change
will kill you before you get back
through the door. It's suicide.

Nemo looks at him, stoic and determined.

NEMO
Nobody else is dying on my watch
today.

The two friends share a moment before Nemo strides away.

CUT TO:

INT. PASSAGE - NAUTILUS - NIGHT

The OMINOUS GROANS GROW LOUDER. RIVETS BURST under the strain. Nemo heads INTO VIEW, focused, ready to meet his fate. He reaches the diving well, grips the lever when --

RACHEL (O.S.)
Nemo, wait!

He spins to face her. The lights splutter on and off. WATER HISSES through hairline cracks. The ship is literally breaking apart around them.

NEMO
There's no time for goodbyes.

She smothers his words with a passionate kiss. As they break off, she suddenly pushes him away and in one fluid move opens the door, steps inside and locks herself in the chamber. Shocked, Nemo HAMMERS the glass portal.

NEMO
What are you doing?

RACHEL
(through door)
Making a choice. For once it's the right one.

NEMO
I am the captain!

RACHEL
I thought there were no titles down here.
(beat)
The next time you see a pod of dolphins or a school of sunfish -- think of me and smile.

With that, she crosses to the ballast release lever. Looks at him one last time, then yanks it down.

PUSH IN ON NEMO SCREAMING --

NEMO
DAISY! NO!!!

As he collapses in despair...

UNDERWATER - NIGHT

The ballast tanks empty, lifting the crippled Nautilus in a furious wave of bubbles. The sub rises, gliding free of the Titanic's tragic bow, drifting upwards towards the light.

SMASH CUT TO:

A postcard-perfect spring day.

TITLE ON SCREEN: NEW YORK CITY, ONE WEEK LATER.

INT. PENTHOUSE OFFICE - DAY

A MAN stands at the window, not staring at the city's best view but the newspaper angrily gripped in his hand. Jowly, white-haired with a thick handlebar moustache.

THIS IS J.P. MORGAN.

Over 70, he's just suffered the worst financial loss of his storied career. Disgusted, he throws the paper on his desk. Its headline screams --

"ICEBERG SINKS TITANIC!"

He turns to a GROUP OF MEN seated around a conference table. They are a rogues' gallery of mercenaries and bounty hunters.

J.P. MORGAN
Let the history books and
newspapers think an iceberg sunk my
ship. If people knew the truth,
they'd never step on an ocean liner
again.

He holds up an artist's sketch of the helmeted Nemo.

J.P. MORGAN
But this is the bastard
responsible. I'm putting a million-
dollar bounty on his head. From
this day forward, there can be no
safe harbor for him anywhere in the
world. Scour every ocean, dredge
every river, empty every goddamn
swimming pool -- I will not rest
until this man, this Nemo, is dead.

CAMERA TRACKS PAST him INTO the flawless sky, which MORPHS INTO the jewel-clear sea. We are...

UNDERWATER - DAY

Swarms of tropical fish lazily drift by as the CAMERA TRACKS through this sublime kingdom of coral.

TITLE ON SCREEN: THE MOST BEAUTIFUL PLACE ON EARTH.

CAMERA POWERS OVER the reef which is latticed with fans of crimson coral to REVEAL

AN UNDERWATER FUNERAL.

A group of scuba-clad figures carries two coffins. Exquisite mosaics of tiny iridescent seashells cover the caskets' sides and lids. The names "Daisy" and "Charlie" are spelled out in pearls on the coral wreaths that rest on top of each.

CUT TO:

INT. NEMO'S QUARTERS - NAUTILUS - DAY

TIGHT ON NEMO'S HELMET. It's clutched in his hands. He's framed in the portal window. Aqueous reflections scroll across his face, which betrays a wide spectrum of emotions -- grief, anger, fear, betrayal and finally dauntless fortitude.

CUT TO:

INT. BRIDGE - NAUTILUS - DAY

All stand as Nemo enters and takes his place at the center console. Neb looks at him, curious.

NEBUCHADNEZZAR

J.P. Morgan's declared open season on you. A million-dollar bounty, dead or alive.

NEMO

Guess that makes me the biggest fish in the ocean now.

NEBUCHADNEZZAR

If you want to hang up your helmet and retire to your palace -- no one would blame you.

NEMO

I would. Then all we've accomplished, everything that's been sacrificed, would be in vain.

Neb solemnly nods his agreement. Nemo picks up the radio.

NEMO
(into radio)
Attention all crew, this is your
Captain speaking. I'm expanding
the mission of the Nautilus. Not
only will we fight for the welfare
of the oceans, but also for the
innocent people who travel across
them. From this moment on, I'm
putting whalers, pirates and
predatory navies on alert. They
will now feel the wrath of Captain
Nemo.

He cradles the radio, catches Neb's proud smile.

NEBUCHADNEZZAR
Captain Nemo, huh? About time.

The two friends share a moment, both relishing the unknown
adventures to come.

NEMO
Yang, chart a course for the
Norwegian Coast. We're going to
pay the German fleet a visit.

YANG
Aye aye, Captain.

The ship starts to move. Nemo stands at the window, smiles
as a troop of dolphins tries to keep up. CAMERA PULLS BACK
THROUGH the portal.

UNDERWATER - DAY

CAMERA RISES as the Nautilus sweeps over the edge of the reef
and merges into the deep. KEEPS RISING UNTIL it breaks the
surface.

EXT. OCEAN - DAY

IT ROCKETS into the air and DOESN'T STOP until the infinite
expanse of ocean FILLS THE FRAME.

FADE OUT.

THE END