
DUNGEONS AND DRAGONS®: THE MOVIE

by

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SHOOTING SCRIPT

AGAINST A SHIMMERING, GLITTERING BACKGROUND, WORDS APPEAR AND EVAPORATE...

ANOTHER TIME - ANOTHER PLACE

PULL BACK, revealing that the shimmer's reflected off a REVOLVING CRYSTAL DOME atop a tall TOWER of obsidian.

WIDEN TO REVEAL... a CITY that looks like it was built by inspired madmen: FANTASTICAL PALAZZOS butted up against TUMBLEDOWN WOODEN TENEMENTS lining labyrinthine STREETS leading to winding STAIRCASES that climb to BIZARRE OBSERVATORIES. A top it all sits a GLORIOUS PALACE built into the large rock that supports its magical existence.

SUPERIMPOSE: CITY OF SUMDALL, CAPITOL OF THE EMPIRE OF IZMER

A RIVER runs through the city, crossed by elaborate bridges crowded with carriages. We follow from above until we reach a dark bridge at the end of which lies a forboding palace.

... we reach a DARK, MYSTERIOUSLY-MENACING PALACE. River water flows into a FLOODGATE at the base of one of its GARGOYLED TOWERS, and we're sucked into the darkness of the floodgate.

INT. TOWER DUNGEON - NIGHT

In the darkness, the water turns a HUGE WATER WHEEL driving creaking winches and gears. A GROUP OF HIDEOUS HENCHMEN attend to the mechanism with tools and oil cans...

A FOOT-LONG CYLINDRICAL ROD is being spun at the mechanism's heart - and as some gears shift, it spins faster and faster, emitting a higher and higher pitched whine.

PULL BACK TO REVEAL... PROFION, one of the most accomplished mages in Izmer. He's dressed in a flowing spider silk robe, his features those of a man who has risen to great power through indomitable will, intelligence and ambition.

AT HIS SIDE... A uniformed, sickeningly handsome, sadistic-looking aristocrat - DAMODAR, the commander of THE CRIMSON GUARD, what in our world would be the 'Secret Police'. PROFION slowly raises his hands incanting a SPELL in an ancient Greek-sounding tongue at the SPINNING ROD.

(CONTINUED)

CONTINUED:

A BEAM OF FORCE TRAVELS FROM HIS HANDS TO THE ROD. The MACHINE groans as he steps up his magical energy - AND THE SPINNING OF THE ROD GETS SLOWER AND SLOWER AS THE WHOLE MECHANISM BEGINS TO SHAKE. Alarmed, the HENCHMEN step back.

At last, the luridly glowing ROD comes to a grinding halt, holding back the power of the machine - and the MACHINE SNAPS, throwing pieces in all directions. The HENCHMEN cower, but PROFION and DAMODAR hold their ground fearlessly. When the dust settles, the ROD is suspended in air. Everyone looks on in fear as PROFION approaches the glowing rod. He hesitates, and then, with a look of satisfaction, he grasps his long awaited prize. He's INVIGORATED by its power. He strokes it lovingly ...

PROFION

At last...

He looks to FOUR GUARDS on each side of a MASSIVE IRON DOOR. They look at him hesitantly.

PROFION (cont'd)

Release him.

(as the armored guards
hesitate)

I said, release him!

They haul on the chains - and with a metallic rumbling, the DOOR rises. Smoke billows through the portal, and we HEAR hellish bellowing, shouts and chains clanking.

A RED DRAGON comes writhing out of the smoke, a creature of breath-taking size, its scales glistening with mysterious power and beauty, its majesty both wondrous and terrifying. Smoke and horrifying hisses come from its slathering jaws, as the beast struggles against its muzzle of chain and rope.

The ARMORED GUARDS surround it, struggling to get out of the way, but one falls catching the attention of the massive beast. As the GUARD tries to make his escape the DRAGON incinerates him with a blast of fire. The DRAGON turns toward PROFION, and it seems as if he'll be next until... THE DRAGON COMES TO A SUDDEN STANDSTILL. The GUARDS look around apprehensively - to see...

PROFION, the ROD extended towards the DRAGON, his face lit by its lurid glow, hissing out an INCANTATION. For a moment, the only sound is the DRAGON's deep menacing BREATHING as it stares back, transfixed - then...

They apprehensively lower the chains to the floor and step back - but the DRAGON still stands motionless.

(CONTINUED)

CONTINUED: (2)

DAMODAR watches as PROFION, his eyes fixed upon the DRAGON'S, beckons commandingly with the ROD - and...

The HENCHMEN apprehensively grab hold of the chains that control the gate - but the DRAGON still stands motionless. Until suddenly... THE DRAGON TAKES THREE STEPS TOWARDS HIM, HELPLESS UNDER THE ROD'S POWER. IT STARES AT PROFION WITH BURNING HATRED - a stare PROFION returns with a monomaniacal smile.

PROFION

I told you it could be done...

DAMODAR

You have the power of the Immortals - you can control dragons ...

PROFION

Yes, and with a dragon army at my disposal, I'll finally be able to crush the Emperor and take what is rightfully mine.

The look of hatred in the DRAGON'S eyes has grown searingly intense. PROFION smiles again as he walks up to the beast.

PROFION

You don't like it - do you, beast..?
Good - I want every bit of your fury.

And, raising the ROD above his head, he turns his back on the DRAGON with arrogant casualness - and takes a step away.

PROFION (CONT'D)

Follow.

The DRAGON struggles to resist, but can't: its scaly claw starts to go forward - but then, with a defiance that obviously causes great pain, it pulls its shaking claw back. PROFION, his back turned, senses it, but doesn't turn around.

PROFION (CONT'D)

Follow.

The DRAGON still resists, its body quivering. PROFION turns, pointing the ROD at the DRAGON'S EYES.

PROFION (CONT'D)

I said follow.

(CONTINUED)

CONTINUED: (3)

The DRAGON, staring with fury at the ROD, summons a magic of its own - its eyes turning a glowing ocean blue - and suddenly...

THE ROD'S GLOWING POWER TURNS FROM THE GLOWING YELLOW TO THE SAME BLUE AS IN THE DRAGON'S EYES AND PROFION FINDS HIMSELF HOLDING A USELESS PIECE OF METAL.

The bellowing DRAGON goes totally out of control. The ARMORED GUARDS scramble to grab the chains that lower the gate, as the DRAGON stalks PROFION, who motions for the guards to drop the GATE... The DRAGON looks up - to see...

THE FIFTEEN TON SPIKED GATE HURTLING DOWN FROM ABOVE. Its impact SHAKES the tower, crushing both the DRAGON and some of the ARMORED GUARDS.

CLOSE ON THE DRAGON ISSUING A TORTURED, DYING ROAR - A ROAR THAT RUMBLES AGAINST THE DUNGEON WALLS, SETTING UP A BIZARRE, ROLLING REVERBERATION ON THE SURFACE OF THE RIVER WATER...

... and as the life fades from the dragon's eyes, THE RIVER WATER ERUPTS INTO FLAMES. PROFION looks at the useless ROD with disgust as his HENCHMEN run towards the gates in panic. He curses, as one of his GUARD'S enters the room looking shocked at the sight of the dead DRAGON.

GUARD

Master.

PROFION

(Infuriated)

What is it?

GUARD

It's the Emporer - he's dead.

PROFION stops cold at this news as he and DAMODAR share a look, followed by a slight grin that appears on PROFION'S face.

PROFION

How did it happen?

GUARD

Poisoned my lord. The palace guard is on alert and the Princess Savina has been sworn in as Empress of Izmer.

(CONTINUED)

CONTINUED: (4)

PROFION
How unfortunate for her.
(to the guard)
Leave us now, and tell no one of what
you have seen here.

GUARD
Yes my Lord.

The GUARD exits as PROFION moves close to DAMODAR.

PROFION
So you succeeded - well done! You will
be rewarded when the Empress is
dethroned.

DAMODAR
But she now possesses the Emporer's
rod and she will be heavily guarded.

PROFION thinks for a moment as he looks at the dead
DRAGON and then flings the useless rod into the burning
waters.

PROFION
Leave that to me. Assemble the council
of mages immediately and keep it
quiet.

DAMODAR
As you wish my lord.

DAMODAR bows and starts to exit.

PROFION
Oh, and Damodar, make sure that anyone
who was part of our little experiment
does not live to tell about it.

EXT. PROFION'S TOWER - MEANWHILE - NIGHT

The FLAMES from the DRAGON have shot out of the FLOODGATE
and erupted across the SURFACE OF THE RIVER. THE FIRE
TWISTS UP THE RIVER TOWARDS THE CENTER OF THE CITY,
ENGULFING BOATS AND BRIDGES - ANYTHING IN ITS PATH...

UNTIL FINALLY WE SEE THAT THE MAIN ISLAND OF THE CITY IS
SURROUNDED BY A RIVER OF FLAMES.

EXT. STREET IN SUNDALL - SLUMMY PART OF TOWN - MEANWHILE-NIGHT

A crowd of commoners stand by a railing that overlooks part of the BURNING RIVER as the fire spreads through a few rundown buildings as...

The camera moves in on two young men who are watching. RIDLEY - a handsome, quick-witted, highly-energized young thief in his early twenties, and SNAILS - a slightly funnier looking, dark skinned lanky thief also in his early twenties.

RIDLEY

I'm telling you this is definitely the work of one of those mages - probably some dumb magical experiment.

SNAILS

Oh come on Ridley, everytime something bad happens you think its because of some mage.

RIDLEY

Well it is! Besides, who else could cause a fire like this? I'd just like to find a way to give those mages some payback.

SNAILS

Oh yeah, "Ridley the Savior" that'll be the day. Face it buddy, things are the way they are there's nothing we can do to change it.

RIDLEY silently ponders what his friend has said as SNAILS turns to scan the crowd stopping on a highly decorated carriage with a broken wheel. A clearly upper class lady stands outside it looking very out of place in this part of town.

SNAILS (cont'd)

Hey Rid, it looks like opportunity knocks.

RIDLEY turns to see what SNAILS is talking about, and then turns back to looking upon the city, not interested in SNAIL'S pick of the day.

SNAILS (cont'd)

What's wrong? This is a perfect chance - low risk, high payout, and nobody gets hurt - just the way you like it!

(CONTINUED)

CONTINUED:

RIDLEY
(His back turned to SNAILS)
Nah! I'm not in the mood...

He stops is mid sentence as something catches his eye.
RIDLEYS POV: Looking across the river at a tall
freestanding building that towers over the rest of the
city.

RIDLEY (cont'd)
(to himself)
The magic school...

SNAILS
The magic school? What are you talking
about?

RIDLEY
(turning around excited)
We'll break into the magic school!
Think of what we could get, and with
the fire, it won't be heavily guarded.

SNAILS
Oh now that's a great idea. High
risk, no guaranteed payout, and
somebody could get hurt - namely us!

RIDLEY
Come on Snails, it'll be great! What a
challenge, and think of what we could
find in there. If we pull it off
we'll be the envy of every thief in
Sumdall - trust me.

SNAILS
I hate when you say that.
(thinks for a moment)
Alright, but if anything happens to me
I'm gonna haunt you forever.

RIDLEY smiles, and they start making their way through
the crowd.

DISSOLVE TO...

INT. IMPERIAL PALACE - MAIN COUNCIL HALL - NEXT DAY -
DAY

A LARGE elaborate room decorated with a GLORIOUSLY
PAINTED CEILING depicting the high council's of Izmer's
past. At one end, sits four levels of seat containing
the gallery full of mages.

(CONTINUED)

CONTINUED:

A platform with several ornate chairs sits at the other end underneath a huge archway that seems to reach for the stars. AZMATH - a bearded old mage is on the platform addressing the room. PROFION and DAMODAR stand beside him. This is THE COUNCIL OF MAGES, what in our world would be the Congress, and it is in session.

AZMATH

- and I'm pleased to tell you that the Library of Alchemy suffered only minor damage from the fire - before being saved by a massive Ice Storm Spell.

But his good news only elicits disgruntled shouts:

VARIOUS MAGES

But what's being done to save our estates..? What about our property..?

PROFION

(holding up his hands to silence them)

Please, please..!

(A grave look comes on his face)

Our lost property is not why I called this meeting. There is a much greater problem which we face.

A shocked mumur goes through the crowd. AZMATH, holds up his hands to silence them.

AZMATH

And what problem is that Profion?

PROFION

I am saddened to inform you that it seems our new Empress has plans to disband this council and change how things are run in Izmer permanently.

The room goes wild with shouts of comments ranging from "how can this be", to "what proof do you have" to "but she's only a child".

AZMATH

(Again silencing the room)

What proof have you to make such an accusation Profion?

(CONTINUED)

CONTINUED: (2)

PROFION :

The fire which you were all debating, in discussing the damage to your property, I am wondering, has anyone given consideration to how such a fire was started?

The room falls completely silent as PROFION continues.

PROFION (cont'd)

Yes, what could cause such devastation? Certainly not the magic of fifty of us combined. The fire was the result of a red dragon - we discovered its body on the far shore.

A mage speaks out from one of the bleachers.

MAGE

That is not proof that the Empress was responsible - dragons die in many ways.

PROFION

Yes they do my friend, but who has the power to control one or much less kill one. I ask you, unless summoned by the Empresses rod, what would a red dragon be doing on the shore of Sumdall? Now I appeal to your logic, but unfortunately the news is still worse - hear it from the head of your Crimson Guard.

(He motions Damodar over)

DAMODAR walks to the center of the room as the mages watch intently.

DAMODAR

During the night upon hearing of the Emperor's tragic death I went to watch over our new Empress. It was then that I followed her to the shore where I witnessed a meeting where she made her intentions clear and then demonstrated her power to those present.

PROFION

We have all known her growing up, and we have heard her views on what she calls the injustice of the land. She believes all people should be treated equal. Can any of you deny this?

(CONTINUED)

CONTINUED: (3)

AZMATH :

But she is just a young woman, her outspoken words are nothing more than the naivety of youth. Young people speak from the heart, not the mind. With our counsel she will come to understand why things cannot be changed.

PROFION

Maybe so, but she is now the Empress and she possesses the monarchs Rod of Dragon control. If she decides to use it who will oppose her? And, as the days and months go on, she will gain the support of the people. She is not yet matured! Can you say with certainty what she will do? What will happen to your property then?

The room erupts into DEBATE, each council member having a different opinion until a mage speaks out...

MAGE 2

Then what do you propose Profion? To remove her would be to break our most sacred law.

PROFION

I would not dishonour our Emperor in that way. I say it's time we remove the Dragon scepter from over our heads and destroy it! I say it is our duty as lawful men for the good of Izmer! I say we vote to make the Empress give up her scepter so that rule in the future will truly be fair to all!

AZMATH

And if she does not agree?

PROFION

Then we will know her true intentions and we must do whatever is necessary for the sake of keeping Izmer strong. So, what say you?

The COUNCIL leaps to its feet, CRYING OUT in a babble of agreement, as PROFION and DAMODAR exchange a knowing look...

CUT TO:

EXT. THE IMPERIAL PALACE - ESTABLISHING - DAY

The PALACE with the REVOLVING CRYSTAL DOME that opened the movie.

INT. THE IMPERIAL PALACE ROYAL CHAPEL - DAY

AN EXTREMELY LARGE AND TALL ORNATE CHAPEL DECORATED IN GOLD, MARBLE AND INTRICATE MAJESTIC CARVINGS ALL SITTING BENEATH A CEILING THAT LOOKS AS IF IT WERE PAINTED BY THE GODS THEMSELVES.

THE CAMERA MOVES IN on a lone figure, the EMPRESS SAVINA, a young woman, barely twenty, with piercing green eyes and great nobility of carriage. She is kneeled in front of the alter which sits a hundred feet below the splendor of a multi-colored crystal dome. A weeping sound can be heard.

EMPRESS

(as she raises her head)

Oh my father, what shall I do? You left me so suddenly and I am not yet ready to rule. To think that there was once a time when I was venerated by the Council members. When they wanted me to succeed you. Oh father, please give me some guidance.

She bows her head in her hands and starts to silently weep, when suddenly the sound of a door opening can be heard. She turns to see VILDAN VILDIR, a bearded old man with a face of an angel. What she doesn't see is a figure in shadows who watches them as Vildan approaches her.

She gets up to greet him as he makes his way down the long hallway. He starts to bow to her, but she stops him and hugs him instead.

VILDAN

How are you my child?
(noticing the redness from
her tears)
Have you been crying your highness?

EMPRESS

(putting up a front)
Of course not Vildan - Empress's don't cry. I was just thinking of my father.

VILDAN

I am sorry to see you confronted with so much, so soon.

(MORE)

(CONTINUED)

CONTINUED:

VILDAN (cont'd)

That is why I have come. You have heard the council's ruling?

EMPRESS

I have. The council blames me for things that I have not done. I know nothing of the fire or the Dragon. My advisors have counselled me to keep the peace, but my instincts tell me to be wary of trusting anyone.

VILDAN

There are evil forces at work who seek to dethrone you before your power with the people grows.

EMPRESS

Is it Profion of Tarak who leads this uprising?

VILDAN

Your instincts serve you well.

EMPRESS

He has always wanted the throne. He plays on the fears of the others, their fears of change.

VILDAN

Most people fear change, young one.

EMPRESS

(frustrated)

I know Vildan, but the changes that I propose are for the good of the people. All people deserve to be free! They should have the same chance for prosperity whether a commoner or mage. If necessary, I will die to make that the way Izmer is run, I just don't want innocent people to die in the process.

VILDAN

These decisions are never easy my dear, but you are Empress now, and you will be faced with many hard choices.

The Empress pauses as she ponders what Vildan has said.

EMPRESS

Well then Vildan, what can I do to stop Profion?

Angle close on the listening figure in the shadows.

(CONTINUED)

CONTINUED: (2)

VILDAN :

You must outsmart him. Profion must be made to show his true intentions in front of the council.

EMPRESS

But he will never do that until he has won.

VILDAN

Then you must make him believe that he has won.

EMPRESS

The only way to do that would be to relinquish my scepter, and if I do that, then I shall be defenseless.

VILDAN

Not if you had a greater artifact to use on him.

(she looks confused)

VILDAN (cont'd)

Your father had me searching for an ancient artifact called the Rod of Savrille. It has the same power as your scepter with one difference - it controls Gold dragons.

A look of shock comes on the young Empress's face.

VILDAN (cont'd)

I have recently discovered a scroll that shows the location of the rod. If you can obtain it, then you can relinquish your rod to the council, and still have protection against Profion.

EMPRESS

But that gains me nothing and will only lead to war.

VILDAN

But, if he does not know that you have it, then he will proceed with his true plans, thereby exposing himself to the council. And then...

(she cuts him off)

EMPRESS

...then I can come to their rescue with the Rod of Savrille.

(CONTINUED)

VILDAN

Exactly my dear, and you will become an Empress worthy of the throne in their minds.

EMPRESS

But I can trust no one Vildan, whom can I send on such a quest.

VILDAN

The elven tracker Norda will serve you well. She has been loyal to your family for many generations - she will not betray you.

EMPRESS

And if Norda does not succeed?

VILDAN

Then you must do what your heart tells you is right. As Empress, you will find a way to protect your people.

EMPRESS

I hope you are right wise one.

They start to leave the chapel as THE CAMERA PANS past the dark figure in the shadows to a statue of a robed bishop slaying a demon with a staff, as we:

MATCH DISSOLVE TO:

INT. PROFION'S CHAPEL - SUNSET

PROFION standing in the same position as the statue with his staff to the throat of one his HENCHMEN that obviously failed him...

PROFION

(as he pulls the staff out)
I hate bad news!

We pull back to reveal DAMODAR standing in the chapel surrounded by FOUR HOODED FIGURES that kneel before the dark altar in this chapel. Unlike the Empress's chapel, this one is DARK and GOTHIC in its architecture. It appears to go on forever, and by looking, it is clear that it is a place where the gods of evil are worshipped.

PROFION

So somewhere out there, hidden in some dungeon, there is a Rod of Gold Dragon Control ...

(CONTINUED)

CONTINUED:

DAMODAR :

If Vildan is correct.

PROFION

(Annoyed)

Of course he's correct you fool!
I've never known him to be wrong.

DAMODAR

If she obtains that rod, then your
plan will be for not. To fight her
then would be a blood bath.

PROFION

A blood bath does not concern me! A
war of two Dragon armies would be
historic, monumental! It would be
remembered by generations to come.

Profion ponders this as Damodar looks on at the pleasure
his master takes from such a sinister thought.

PROFION

So you see, I must have this Rod of
Gold Dragon control. With one wave of
that rod, I will topple her and take
that useless Council of fools down
with her.

DAMODAR

Shall I pay a visit to the magic
school and see our friend Vildan?

PROFION

Yes, get this scroll he spoke of and
bring it to me. Oh, and Damodar, make
sure that he's not around to give our
young Empress anymore advice.

Damodar exits, as Profion moves towards the four dark
figures near the altar. To the dark figures...

PROFION

Come, we must pray to our gods for
Gold Dragons, lot's of Gold Dragons.

ESTABLISHING SHOT - MAGIC SCHOOL OF SUNDALL- LATER -
NIGHT

A Gothic potpourri of centuries of additions that towers
over the city, definitely closed for the night. High up,
a WINDOW is dimly lit.

EXT. HIGH UPON THE WALL OF THE MAGIC SCHOOL - MEANWHILE - NIGHT

SNAILS struggles up the wall past a MOONLIT SERIES OF HIDEOUS, LIFE-SIZED GARGOYLES. As he passes the LAST GARGOYLE, he suddenly loses his footing and almost falls off the huge stucture as a hand from above grabs his hand and starts pulling him up.

SNAILS looks up, his face pale - to see...

RIDLEY

You have to be more careful - this place is crawling with traps.

SNAILS

I thought you said this would be easy.

RIDLEY

I said it wasn't impossible ...

SNAILS

It's crazy is what it is - no one in their right minds would break into the School of Magic.

RIDLEY

It's our ticket to the big time, Snails.

SNAILS

No, its your way of getting back at all the mages you hate so much.

RIDLEY

Don't be so negative. What if we got a Cloak of Invisibility? There'd be no stopping us - we could go *anywhere*, and steal *anything*.

SNAILS

But you need to know magic to make one of those things work, Ridley...

RIDLEY

We'll figure it out. If they can do it, there's no reason we can't.
(starting up the wall again)
Now, come on - and be careful ...

SNAILS watches RIDLEY move ahead - then reluctantly follows.

(CONTINUED)

CONTINUED:

SNAILS

I knew this was a bad idea.

INT. MAGIC SCHOOL - DRACOLOGY WORKSHOP - MEANWHILE - NIGHT

The walls are covered with ENDLESS ROWS OF BOOKS. In the center of the room sits table after table filled with DETAILED ANATOMICAL ILLUSTRATIONS OF DRAGONS, and other assorted inventions and diagrams. The ceiling is filled with a grand scene depicting a battle from the past.

VILDAN stands on a step ladder, desperately looking for something. Behind him stands MARINA, an aristocratically beautiful, haughty student who looks very tired as she catches another book that VILDAN pulls from the shelf and drops down to her.

VILDAN

Dammit! I know it's here. We must find it.

MARINA

Maybe you left it in the lab?

VILDAN

No, I have not looked at this book for... Oh here it is. See, I knew it was here.

VILDAN steps down from the ladder and frantically makes his way to one of the work tables.

MARINA

I'm sorry.

VILDAN

That's quite alright, just remember, our task is serious business.

VILDAN opens the book and starts methodically pouring MAGICAL COMPONENTS into a large mortar - then pounding them into dust with a pestle. On the table before him sits a PILE OF SCROLLS, one of which is spread open, a JUMBLE OF LINES AND RUNES upon its surface.

MARINA

I know, It's just that I feel like I should be doing so much more.

VILDAN

I understand child, but you must learn patience and maintain your focus, that is the best help you can provide.

(CONTINUED)

CONTINUED:

MARINA :

I suppose you are right. I just feel so helpless.

VILDAN

Come, we must continue our work we have very little time.

Uttering an incantation, VILDAN sprinkles the MAGICAL DUST over the SCROLL's surface. It shimmers momentarily but nothing happens.

VILDAN

(frustrated)

I've never seen a scroll so hard to decode - it's protected by very ancient magic. Marina bring me some manticore wing.

CUT TO:

EXT. MAGIC SCHOOL - AT THAT MOMENT - NIGHT

RIDLEY and SNAILS creep across a NARROW LEDGE to a tiny open WINDOW and shimmy in.

INT. MAGIC SCHOOL - LABORATORY - NIGHT

They pop into a dark room. Along one wall a TERRARIUM contains two-foot long BEETLES. When RIDLEY and SNAILS near, the room lights up.

RIDLEY

Fire beetles ...
(looking around; whistling
appreciatively)
Now we're talking ...

HIS POV... CAGE UPON CAGE OF BIZARRE MAGICAL CREATURES - AS WELL AS CABINETS BRIMMING WITH COMPONENTS AND SHELVES FILLED WITH BOOKS...

SNAILS

Yeah! Look at this ...

HIS POV... A BEJWELED PAPERWEIGHT SITTING UPON A DESK - it looks priceless. As he reaches for it...

There's a BLAST OF LIGHT as a FEROCIOUS, 16-FOOT-TALL REDSKINNED FIRE GIANT appears bearing a GIANT CLUB, GRUNTING ominously through its tangle black beard as it starts stalking SNAILS.

(CONTINUED)

CONTINUED:

SNAILS (CONT'D)

Why me..?

RIDLEY

Relax, it's an illusion...

He picks up the PAPERWEIGHT - AND THE FIRE GIANT DISAPPEARS. Studying it, mightily impressed:

RIDLEY (CONT'D)

Nice...

He tosses it to SNAILS, who pockets it - then starts wandering through the room. Suddenly, in an excited whisper...

RIDLEY (CONT'D)

Snails - Snails ... Look at this.

HIS POV... A CAGED SLEEPING POCKET DRAGON - an intelligent, domesticated special breed of dragon no bigger than a house cat. This is DEXTER.

SNAILS

You have any idea what we can get for a Pocket Dragon?

RIDLEY

You still think this is crazy?

SNAILS

It's making more sense every minute.

As they head for the cage, the FIRE BEETLES shut down and the room darkens. SNAILS trips over a stool and is sent sprawling into DEXTER's cage. The POCKET DRAGON awakes, emitting a LOUD HORRIFIED SQUAWK as its cage CRASHES to the floor.

INT. MAGIC SCHOOL - DRACOLOGY WORKSHOP - AT THAT MOMENT

VILDAN and MARINA look up from the scroll.

VILDAN

One of the lab creatures must've gotten loose again. Marina - go check on it...

INT. MAGIC SCHOOL - LABORATORY - AT THAT MOMENT - NIGHT

DEXTER is free, resting on top of a high cabinet. RIDLEY and SNAILS have jerry-rigged a pile of rat cages, chairs and lab equipment in an effort to get to him.

(CONTINUED)

CONTINUED:

RIDLEY's at the bottom, steadying the pile - while SNAILS is precariously balancing on top, holding out a BURLAP BAG, trying to seduce the POCKET DRAGON in.

DEXTER studies him for a moment, then DIVES at his head. Wobbling:

SNAILS

Ah-ah-ah-ah-ah...

As he SMASHES to the ground, the DOOR opens - and MARINA peers in. SNAILS looks up from the trashed lab floor as RIDLEY tries to fend DEXTER off.

MARINA

What are you doing?

RIDLEY

Us..? Oh, we're, uh...

There's a glitch as he registers how strikingly pretty she is. And it's obviously a mutual feeling: MARINA has to struggle not to let her attraction for him show as well.

SNAILS

(hopefully)

... the cleaning crew.

She looks at him, then at the BURLAP BAG in his hand - and gives him a scathing look.

MARINA

The cleanup crew is more like it - you're thieves trying to rob us!

And she holds out her hand, rubbing her GREEN STONE RING, it emits a GREEN LIGHT which encircles them like a lasso.

MARINA (CONT'D)

Caught!

The thieves stand up encircled by the magical lasso as MARINA beckons DEXTER to her shoulder. She gently strokes his back; he calms, making a soft PURRING sound.

MARINA (CONT'D)

It's okay, Dexter - those mean men won't ever scare you again. They're going away to a bad place.

INT. MAGIC SCHOOL - HALLWAY - AT THAT MOMENT - NIGHT

MARINA enters, walking a dozen feet, the GLOW stretching after her from the LAB. After a moment, it reaches its end, dragging the wrapped-up RIDLEY and SNAILS.

SNAILS

Damn, she put a holding spell on us with that ring.

RIDLEY

It must be the only way she can get guys to follow her...

(to MARINA, in mock horror)

Oh, no - when you said you we were going to a bad place, you weren't thinking of taking us home with you, were you?

MARINA

I'd have to put a feeblemind spell on myself to want to take you home. You're going to jail.

RIDLEY

What a relief - I'll be thanking you when they cut my head off.

MARINA

You should - it just seems to get in the way of your brain.

RIDLEY

(mock laughing)

Oh that's a good one, I guess that's why they say you mages are so smart - its your superior intelligence.

MARINA

Yeah, well, speaking of intelligence, what kind of genius would break into a Magic School? You'd have to be really stupid - or...

RIDLEY

Or what?

MARINA

Well, really, really stupid ...

RIDLEY

Superior Intelligence, I'm telling you.

(CONTINUED)

CONTINUED:

MARINA

How about I show you why they call us superior? Let's see if you like that...

RIDLEY

Anything'd be better than another one of your jokes.

Her fingers start to move as she thinks up a spell.

SNAILS

You had to push her, didn't you?

As she starts to cast the spell, she's interrupted by the SOUND OF VILDAN'S SCREAMING and CRASHING NOISES from down the hall.

MARINA

Master!

She starts running towards the WORKSHOP, DEXTER clinging to her shoulder. SNAILS and RIDLEY, still enchanted, are DRAGGED behind by the magical lasso.

INT. MAGIC SCHOOL - DRACOLOGY WORKSHOP - A MOMENT LATER

MARINA arrives in the DOORWAY. HER POV... From over DAMODAR's shoulder, VILDAN is on his knees, held down by a CROWD OF SNARLING, RABID-LOOKING HENCHMEN.

ANGLE ON MARINA... The entrapped THIEVES appears behind her. Her eyes go wide with horror - as:

DAMODAR

If you don't tell me which scroll it is, I'll have to kill you ...

(after a pause)

Not that I mind killing you - but Profion of Tarak wants to see it, so I'll need the scroll first.

VILDAN sees MARINA - and with a final effort, croaks out a spell. THE SCROLL THEY WERE WORKING ON FLIES FROM A PILE ON THE TABLE INTO MARINA'S HANDS. DAMODAR spins around. Icily:

DAMODAR (CONT'D)

I think you'd better give me that.

MARINA REPLIES BY CASTING A JOLT OF MAGICAL ENERGY AT HIM. IT GLANCES OFF, BUT STILL KNOCKS HIM DOWN.

(CONTINUED)

CONTINUED:

 SNAILS :
I don't believe it - you just
zapped...

 RIDLEY
...the head of the Crimson Guard.

 DAMODAR
KILL THEM!

THE HENCHMEN COME BOUNDING TOWARDS THEM AS MARINA RUNS
DOWN THE HALL WITH THE SCROLL, SCREAMING AS SHE PULLS
RIDLEY AND SNAILS ALONG IN HER GLOW. The HENCHMEN
pursue.

 RIDLEY
Release us! Get this spell off us!

Unable to fight, RIDLEY overturns a GLASS CASE full of
strange skeletons, which CRASHES atop one of the HENCHMEN
and slows the others down - as MARINA, panicking, turns a
corner...

 SNAILS
No! The other way! The other way!

But she keeps going - and they have to follow...

INT. AROUND THE CORNER - MEANWHILE - NIGHT

SURE ENOUGH, SHE RUNS SMACK INTO DAMODAR, KNOCKING HIM
ASIDE.

 DAMODAR
You little wench!

He starts to cast a SPELL at her - but RIDLEY, pulled
along behind her, kicks him as he passes, sending him
hard against the wall... A second later, SNAILS punches
him in passing - and DAMODAR sinks to the floor.

EXT. MAGIC SCHOOL COURTYARD - NIGHT

AN ALARM SOUNDS - AND THE SCHOOLYARD'S IRON GATES START
MAGICALLY CLOSING as MARINA and DEXTER burst from the
school, followed by the enchanted THIEVES.

MARINA dashes through, but the THIEVES can't stop: RIDLEY
squeaks through - but...

THE GATE CLOSES ON SNAILS.

 SNAILS
Ahh! Ahh! Ahhhh!

(CONTINUED)

CONTINUED:

But the MAGIC LASSO's too powerful - and like a cork POPPING from a bottle, SNAILS BURSTS THROUGH. The momentum THROWS HIM ONTO HIS FACE, where he's dragged a few yards before he's JERKED BACK ONTO HIS FEET.

SNAILS (CONT'D)

This is crazy! I knew this was crazy!

RIDLEY

(as MARINA turns into an ALLEY)

No, no, no, no... It's a dead end.

EXT. STREETS OF SUNDALL - DEAD END ALLEY - NIGHT

HIGH, WINDOWLESS WALLS on both sides, lit by moonlight. MARINA runs through MOUNDS OF STINKING GARBAGE...

SNAILS

Watch it!

But she TRIPS over a POLE that sends her sprawling into SLOP. With a look of resignation, the THIEVES take the same fall.

RIDLEY

Lady, please, please stop and listen to us. Escapes are our bread and butter...

Realizing it's a DEAD END, she does a U-turn...

Too late: the HENCHMEN appear in the mouth of the alley - and MARINA burrows into the MOUNDS OF GARBAGE like a cornered animal. SNAILS and RIDLEY have no choice but to follow.

Suddenly, the garbage starts to rise beneath MARINA, as though coming to life. The HENCHMEN bound back in fear. So scared she snaps out of it:

MARINA

W-w-what's that?

RIDLEY

I don't know, but get this spell off so I can deal with it.

She rubs the RING, at last removing the spell. Free to move, the THIEVES prepare to defend themselves (as do the HENCHMEN) as the GARBAGE HULK shakes, shedding enough filth to reveal ...

(CONTINUED)

CONTINUED:

ELWOOD, an ultra-gnarly, bearded mercenary of a DWARF. Some garbage is still speared on the horns of his ridiculously ornate HELMET made of skulls, teeth and precious metals. Furious, he glares at OUR HEROES with bloodshot eyes.

ELWOOD
Can't a body get a moment's peace
around here? I oughta -

AN AMBITIOUS HENCHMAN leaps at his face; ELWOOD casually swings a BATTLE AXE from the trash and HAMMERS him out of the air. He returns his wrath to MARINA and the THIEVES.

ELWOOD (CONT'D)
I ought--

ANOTHER HENCHMAN attacks. ELWOOD irritably hammers him - then fixes on MARINA and the THIEVES again.

ELWOOD (CONT'D)
I -

An ENERGY JOLT hits him in the face. There's the sound of air being sucked into a vacuum as he's outlined in CRACKLING ENERGY. ELWOOD turns and sees DAMODAR.

ELWOOD (CONT'D)
Bug off, Mage. What're you trying to
do - sober me up? Are you blind? I'm
dwarf, that stuff doesn't hurt me.
(back to MARINA and the
THIEVES)
I oughta-

But DAMODAR hits him with another JOLT, knocking his HELMET off, revealing the fact that he's COMPLETELY BALD on top. ELWOOD stops in his tracks, putting a hand to the top of his head.

SNAILS
Wow - nice lid...

ELWOOD shoots him a scathing look, as he picks up his HELMET and plants it back over his bald spot. Now he's really mad. As he raises his AXE, to DAMODAR, almost sing-song:

ELWOOD
You shouldn't have done that...

And wading through the garbage, starts towards DAMODAR and the remaining HENCHMEN with a horrifying calm.

(CONTINUED)

CONTINUED: (2)

DAMODAR :
Out of my way, dwarf - or I'll squash
you like a roach.

ELWOOD
We'll see about that!

With that, DAMODAR throws a JOLT at a HUGE CORNICE ABOVE
ELWOOD'S HEAD. AN ENORMOUS CHUNK IT COMES BOMBING DOWN:

ELWOOD
Oh, gimme me a break...

And with a strength that defies physics, he swings the
axe, connecting with the CHUNK and sending it right back
at DAMODAR. He and the HENCHMEN scatter - as ...

THE CHUNK THUDS INTO THE STREET, CRASHING OPEN A BIG
HOLE, FROM WHICH SPLASHES A WAVE OF FILTHY WATER. SNAILS
immediately runs towards it.

SNAILS
Last one in's a rotten
The end of his sentence is lost as he DIVES in.

RIDLEY
(to Marina)
Come on! It's your turn to follow me.

MARINA
If you think I'm going in that filthy -
And he grabs her hand and jumps in, yanking her and
DEXTER in after him - as DAMODAR blows up more masonry to
stop ELWOOD.

INT. SUNDALL SEWERS - NIGHT

OUR HEROES are swept along by a river of disgusting
SLUDGE. Clutching the filthy SCROLL, MARINA splutters,
utterly revolted. She grabs onto the underground river's
stone banks.

RIDLEY
Keep swimming.

She starts climbing out ...

... only to be KNOCKED BACK IN BY A MASS COMING OUT OF
THE WATER BENEATH HER. She struggles with it, as IT
RISES OUT OF THE WATER, LIFTING HER ON ITS BACK. DEXTER
pecks at it, but a FIST grabs him by the neck, throttling
him - and we see...

(CONTINUED)

CONTINUED:

... it's ELWOOD, spurtng slime- from his mouth.

ELWOOD

One more peck, reptile, and you're
dead meat.

MARINA

Who are you?

ELWOOD

Elwood Gutworthy of the Oakenshield
Clan. Who are you?

MARINA

I am Marina of Pretensa, daughter of
the Ninth Level Mage, Farnoff, and
Nalrid of the House of Stavrid,
founders of the -

ELWOOD

Yeah, yeah; whatever...

He tosses her off his back. She belly-flops into the
sludge, screaming as THE SCROLL FLIES OUT OF HER HAND AND
SINKS.

MARINA

The scroll...! The scroll...!

RIDLEY

Was it valuable?

MARINA

Valuable..?

Without another word, he DIVES deep into the SLUDGE.
Bubbles rise to the surface, then it goes calm - then
RIDLEY bursts back up, gasping, SCROLL in hand. MARINA
grabs it.

RIDLEY

My pleasure... What was it, anyway?

MARINA

Trust me, you couldn't possibly begin
to understand, it's beyond...

She's cut off by a DRAINAGE PIPE DUMPING RAW SEWAGE ON
HER HEAD as she floats by...

As RIDLEY, SNAILS and ELWOOD guffaw...

CUT TO ...

EXT. STREET IN SUNDALL - SLUMMY PART OF TOWN - MORNING

A CROWD OF COMMONERS gathered by a WALL to which a SCROLL bearing an UNCHARACTERISTICALLY SINISTER LIKENESS OF MARINA is affixed. A UNIFORMED CRIMSON GUARD holds forth:

CRIMSON GUARD

Marina of Pretensa, Student Mage, is sought for the brutal murder of Vildan Vildir, Master of Dracology ... Her magic powers are low-level to moderate; ... Her accomplices are bloodthirsty criminals of the vilest order - and they should be slain upon sight. A reward will be paid for their remains.

ANGLE ON MARINA AND HER NEW-FOUND FRIENDS spying on the scene-from behind a wooden cart. Completely shell-shocked:

MARINA

I can't believe this ...

RIDLEY

You better believe it - they're framing us ...

MARINA

They're framing you - you're nothing but a thief. They can't be framing me - I'm an aristocrat... A mage.

RIDLEY

A low-level mage - completely expendable, practically worthless...

MARINA

This is ridiculous. I'll go to the authorities...

(remembering)

Oh, I can't go to the authorities..

RIDLEY

That's right, the only thing they'll do is toss you in prison and torture you til you confess... You better explain to us - because like the man said, we're your accomplices.

MARINA thinks. After a long moment, she sighs - and...

(CONTINUED)

CONTINUED:

MARINA

Alright... The Master of Dracology was decoding this scroll for the Empress. It bears information ...

AS SHE CONTINUES, WE CLOSE ON THE SCROLL IMAGE OF MARINA LEERING MURDEROUSLY ...

PULL BACK TO REVEAL... We're looking at an IDENTICAL SCROLL in the hands of AZMATH,

INT. MAGIC SCHOOL OF SUNDALL - DRACOLOGY WORKSHOP - DAY

The place is a mess from the fight that took place. The EMPRESS kneels over VILDAN's body, as AZMATH, and several mages and guards look on.

EMPRESS

(To herself)

Oh poor sweet Vildan - first my father and now you.

She places the sheet over his face and stands.

EMPRESS (cont'd)

This is a great tragedy. I want him buried in the royal cemetery.

AZMATH

We all share your grief your majesty, but with all due respect, he was not of royal blood. Such a decision may send the wrong message...

(she interrupts him)

EMPRESS

He was like family. You will do as I command.

AZMATH

As you wish your highness.

EMPRESS

I want you to find this girl and bring her to me.

AZMATH

The crimson guard already searches for her your majesty.

EMPRESS

I'm sure that they do.

(CONTINUED)

CONTINUED:

FOREIGN-SOUNDING WOMAN'S VOICE
She doesn't look like a killer to me.

WIDEN TO REVEAL... A BEAUTIFUL, LITHE AND ATHLETIC
FEMALE ELF: NORDA, THE ROYAL FAMILY'S PROFESSIONAL
TRACKER. SHE BOWS.

EMPRESS
No, she doesn't - but she was the last
person known to be with Vildan...

NORDA
I see.

AZMATH
What brings you to Sumdall Norda?

The Empress steps in.

EMPRESS
I summoned her. Now we must speak in
private, leave us.

AZMATH
As you wish your highness.

He bows and exits along with the others as the Empress
and Norda walk down the long room.

EMPRESS
So, Vildan spoke with you.

NORDA
Yes your majesty, I know what you
seek...
(she pulls out the scroll
with Marina's picture)
And I know where to begin my search.

EMPRESS
Make haste Norda. We have very little
time and the future of Izmer rests in
that scroll.

NORDA bows, showing that she understands. The EMPRESS
watches her as she leaves the room.

INT. PROFION'S TOWER - DRAGON PIT - NIGHT

PROFION and AZMATH watch as DAMODAR inspects PROFION'S
ASSEMBLED HENCHMEN, a rough crew of ORCS and MUTANTS. He
has a little MAGICAL MIRROR OF LIFE TRAPPING: when he
finds a CREATURE he wants, he points the MIRROR at it...

(CONTINUED)

CONTINUED:

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... AND THE CREATURE IS SUCKED INTO THE MIRROR.

PROFION

You know how I hate bad news.

DAMODAR

I'll get it for you - don't worry.

PROFION

You allowed some girl to take the scroll from you and now the Empress has sent her best tracker after it - and you tell me not to worry..?

DAMODAR

It was a mistake. It won't happen again.

PROFION

You're right - and here's why...

He intones a spell upon DAMODAR, who staggers back, trying to defend himself - but PROFION is too powerful.

AZMATH closes his eyes in revulsion as ...

DAMODAR FALLS TO HIS KNEES, SCREAMING IN AGONY AS HIS HEAD STARTS TO SWELL, GROTESQUELY STRETCHING HIS HANDSOME FEATURES. WHEN HE'S SWOLLEN TO A HIDEOUS CARTOON OF HIS FORMER SELF, IT STOPS. Between whimpers:

DAMODAR

What... have you... done ... to my -

HE SCREECHES AS A PAIR OF HISSING BLACK TENTACLES SHOOTS FROM HIS STRETCHED-OUT NOSTRILS, FLAILING THE AIR, THEN CURLING BACK TO ATTACK HIS EYES AND EARS. As DAMODAR rolls on the floor, beating at the TENTACLES:

PROFION

A little friend I'm sending along to remind you not to make any more mistakes. The moment you deliver me the rod, he'll vacate the premises.

(as DAMODAR groans)

Now I suggest you follow the Empress' Tracker - she happens to be good at her job. She'll lead you to our missing friends and the scroll - and this time do not fail me.

INT. SUMDALL'S 'MANY-TIERED' TAVERN - LATER THAT EVENING

A loud, smoky, crowded joint. Since the patrons are prone to drunken altercations, the management has chosen to segregate them by race. HALFLINGS, ELVES, DWARVES, HUMANS and ORCS are seated in their own areas, which are delineated by tiers.

OUR HEROES, cloaked in the HOODED ROBES of mages, are at a table in the shadows on a tier reserved for magic-users. A HUGE PLATTER of roasted game sits before them; ELWOOD's the only one eating, demolishing a roasted bird, bones and all.

ELWOOD

(between bone-crunching bites)

So ... if we find the rod ... the Empress heaps us with... gold.

MARINA

Why don't you try and rise above being a dwarf? This isn't about gold - it's about saving our Empire.

RIDLEY

Who cares about the Empire? It's run by you mages anyway, and your the only one's that benefit from it.

MARINA

That's an interesting sentiment, coming from a guy who steals things for a living.

RIDLEY

Yeah? Well, have you ever heard about honor amongst thieves? We might live outside the law, but we respect each other - unlike a bunch of backstabbing mages.

MARINA

That's just the sort of half-baked, illiterate drivel that proves commoners really are ...

(looking directly at RIDLEY)

... common.

She holds her gaze for a long moment - then:

RIDLEY

That's it - I'm out.
(turning to SNAILS)

(MORE)

(CONTINUED)

CONTINUED:

RIDLEY (cont'd)

Come on, Snails - we'll go into hiding for a while. She can't find the rod herself.

SNAILS

Sounds good to me.

MARINA

Fine.

And she dramatically unrolls the SCROLL, her face flushing with anger. It only serves to make her prettier - and RIDLEY finds himself staring at her. She ignores him for a moment, busying herself with the SCROLL - then:

MARINA (CONT'D)

I thought you were leaving.

RIDLEY

Do you mind if we eat first?

MARINA

(icily)

No. Be my guest.

They go to work on huge drumsticks, as MARINA tries to focus on the SCROLL - but it's completely obvious she doesn't have a clue. ELWOOD's and SNAILS' eating sounds in her ears as loudly as jackhammers.

MARINA

Could you please chew with your mouths closed?

(to RIDLEY)

And stop staring at me I can't concentrate.

But he ignores her, casually looking at the SCROLL.

RIDLEY

You know, those red marks there remind me of what my father used to put on plans in his carriage works - when he was working on something he wanted to keep secret.

MARINA

Oh, please - this is an ancient scroll, not a blueprint for a buggy.

RIDLEY

Look - you don't seem to know what you're doing. You might as well let me have a look.

(CONTINUED)

CONTINUED: (2)

14.

She's completely taken aback when he puts down his drumstick and grabs the SCROLL from her.

RIDLEY (CONT'D)
(placing a finger on each red
mark)
He used to put his fingers like
this...

MARINA
Get your greasy hands off -

She quiets as the RUNES start rearranging themselves...

RIDLEY
And then he'd say something like...
like ... "Alinor salla ... bebarra..."
No, no - "bedarra." That was it -
"Alinor salla bedarra."

Nothing happens. MARINA hrumps victoriously.

RIDLEY (CONT'D)
Look, you can't blame me for trying.
At least I ...

He trails off as his fingers start to glow. EVERYONE's eyes widen as RIDLEY seems to evaporate into steam - AND GETS SUCKED INTO THE SCROLL THROUGH THE RED MARKS.

SNAILS
Whoa... I always knew that boy had
talent.

Humiliated, MARINA blushes, then plants her fingers on the rapidly fading red marks - and:

MARINA
Alinor salla bedarra!

As she's steamified and sucked in, SNAILS watches the RUNE LINES rearrange themselves into a simple LINE DRAWING OF A ROOM - in which LINE DRAWINGS OF RIDLEY AND MARINA appear. Like cartoons, they move about, rubbing their eyes in astonishment.

SNAILS
Amazing.

ELWOOD snorts, unimpressed.

INT. ROOM INSIDE THE SCROLL - MEANWHILE - NIGHT

From within, the SCROLL ROOM looks three-dimensional - it's the outside world that looks like a drawing. RIDLEY stares out at it in amazement: ELWOOD and SNAILS ARE MOVING DRAWINGS.

MARINA

I can't believe you did that...

RIDLEY

It's just my luck... Now how'm I gonna get us out of here?

He starts casing the room. It's almost cell-like - some CHAIRS and a TABLE, upon which is a WOODEN BOX.

MARINA

But how could you do what the master of the magic school could not.

RIDLEY

(angry)

That's just like a mage, why do you people always think that your the only one's that can do something right.

MARINA

That's not what I meant, it's just magic is an exact science.

RIDLEY

Right - that's what they told my father after he invented a flying carriage... He'd figured it out himself, but they couldn't have that...

(pointedly at MARINA)

a commoner - someone who hadn't gone to Magic School doing something they hadn't... So they ruined him.

MARINA

I'm sorry.

He looks at her - she really does look sorry, and he softens.

RIDLEY

Aw, don't worry about it - it's ancient history...

(CONTINUED)

CONTINUED:

HIS POV... A small, simple varnished wood BOX. He opens the lid - AND SUDDENLY THE ROOM IS FILLED WITH A DENSE MIST.

RIDLEY (cont'd)
I wonder what's in the box?

INT. TAVERN - MEANWHILE - NIGHT

SNAILS and ELWOOD are drinking from tankards of ale.

ELWOOD
..and this Orc was poking me with this spear, kind of a no-win situation, and I thought, "What've I got to lose?" so I bit the spear and started chewing it...

ELWOOD sees the SURFACE OF THE SCROLL covered in STATIC. He picks it up and shakes it.

ELWOOD
Hmn - looks like we lost our reception.

But SNAILS isn't paying attention - he's just noticed a beautiful FEMALE ELF walking into the back of the bar: NORDA, the Empress' tracker. She stands there, surveying the place.

SNAILS
Idol of Idols ...

ELWOOD
The problem with elves is there's no meat on their bones. Now take a nice two hundred pound dwarf with hair on her chin you can hang on to...

He stops, putting the SCROLL back on the table and sadly shaking his head as SNAILS starts wending his way to NORDA.

INT. SCROLL - AT THAT MOMENT - NIGHT

RIDLEY and MARINA find themselves standing in front of a LARGE VAPOROUS MASS (A WRAITH) hovering next to the table.

WRAITH
Who calls on the Rod of Savrille?

(CONTINUED)

CONTINUED:

MARINA :

Marina of Pretensa, daughter of
Farnoff and Nalrid, summa cum laude
graduate of the University -

WRAITH

You are not the seeker of the rod,
(to RIDLEY)
He is!

RIDLEY

The only thing I'm seeking is the way
out of here.

WRAITH

The person who enters the scroll is
the seeker of the rod.

RIDLEY

(nodding towards MARINA)
Oh great, I knew I should have just
left when I had the chance. Well,
can she seek it?

WRAITH

No! The one who enters the scroll must
seek the rod.

RIDLEY starts to protest anew, but the WRAITH silences
him.

WRAITH (cont'd)

Why do you seek the Rod of Sarville?

RIDLEY

I don't know.
(to MARINA)
Why do we seek the rod?

MARINA

The unity of our kingdom is
threatened, we must have it to keep
the peace.

(RIDLEY rolls his eyes)

WRAITH

The rod is a force of great evil. It
is an object of war, not peace. But,
be warned, if you choose to seek it
then you must complete the quest or
you will be eternally cursed. What is
your choice?

(CONTINUED)

CONTINUED: (2)

RIDLEY :

There you have it. Sounds like getting this rod is a bad idea. Let's go.

He starts to walk away, but she gives him a scathing look, letting him know that they must finish what they have started. He turns back to the Wraith.

RIDLEY (cont'd)

I know I'm gonna regret this. Alright, show us the way to the rod.

WRAITH

That box contains a map which will lead you to the dungeon where the Rod of Savrille lies.

RIDLEY

Great!
(he goes to take the map)

WRAITH

Wait! First, you must travel to the Thieves' Guild in the city of Antius. There you will find the Eye of the Dragon.

RIDLEY

The Eye of the Dragon?

WRAITH

Only through the Dragon's Eye...
Can one see where the rod does lie.

RIDLEY

Great. I hate riddles... What does this eye look like?

WRAITH

It is made of a ruby the size of your hand.

RIDLEY

Anything else?

WRAITH

Do not be lured by the Dragons treasure. For in it lies great pain, not pleasure.

And with that, the Wraith disappears.

EXT. ALLEY OUTSIDE TAVERN - AT THAT MOMENT - NIGHT

DAMODAR stands at the mouth of an ALLEY outside the many tiered tavern standing surrounded by a DOZEN DAZED-LOOKING HENCHMEN comprised of humans, orcs and other assorted creatures.

DAMODAR gazes at his reflection in a store window, fastidiously primping his distorted head with the vanity of a peacock

DAMODAR

Do not let them escape or you will suffer a fate far worse than that which has been bestowed upon me.

The henchmen grunt and he leads the way into the TAVERN.

INT. TAVERN - AT THAT MOMENT - NIGHT

SNAILS sidles up to NORDA, trying his best to seem suave.

SNAILS

Looking for someone in particular or are you just looking for someone?

NORDA

Actually, I'm looking for someone just like you.

SNAILS

What a coincidence! I've always been looking for someone just like you! Who've thought it'd be in a place like this?

(to the BARTENDER)

A bottle of your best wine!

BACK AT THE TABLE: ELWOOD watches SNAILS with disgust when something catches his eye. He turns his attention to the door to see the DISTORTED HEADED DAMODAR with HIS HENCHMEN entering the bar.

ELWOOD

What happened to his face..?

GRABBING HIS THINGS FOR A QUICK EXIT, he rolls up the scroll. He shoves the ROLLED-UP SCROLL into his filthy pants and wanders into the CROWD near the bar.

MEANWHILE... DAMODAR has his eyes glued to NORDA and SNAILS. The HENCHMEN are ready for action - but:

(CONTINUED)

CONTINUED:

DAMODAR :
Wait - I need the girl.

ANGLE ON ELWOOD... As he walks towards SNAILS, he hooks the curved end of his AXE around the leg of a table occupied by SOME ORCS and gives it a yank. The TABLE ELIPS - and, as the ORCS leap backwards to get out of the way, ELWOOD trips ONE, sending him down onto the TIER reserved for HAFLINGS - AND SURE ENOUGH, A HUGE BRAWL ERUPTS. To his HENCHMEN:

DAMODAR
Get them!

But as the HENCHMEN head for NORDA and SNAILS through the brawl, SNAILS feels a hand clamp on his wrist and finds himself being dragged away from NORDA - by ELWOOD.

SNAILS
What're you doing?

ELWOOD
This ain't the time for romance...

ELWOOD pulls SNAILS through the fracas as NORDA plunges after them, but a PURPLE-SKINNED BRUTE lands atop her, thrown by-an adversary.

DAMODAR'S HENCHMEN try to fight their way through the CROWD, but get embroiled in the battle. DAMODAR curses as bottles and arrows start to fly, thereby blocking his way to NORDA, SNAILS and ELWOOD.

Seeing DAMODAR pushing his way through the CROWD towards them...

... ELWOOD uses his battle axe to SMASH out a WOODEN PILLAR that supports a BALCONY. As the BALCONY starts sagging, he yanks SNAILS towards A REAR EXIT.

ELWOOD
C'mon, c'mon...

DAMODAR starts after them...

... but is forced to retreat, AS THE BALCONY COMES CRASHING DOWN IN A HAIL OF WOOD AND PLASTER.

EXT. BACK STREET BEHIND TAVERN - AT THAT MOMENT - NIGHT

ELWOOD drags SNAILS out the REAR EXIT, amidst a cloud of dust.

(CONTINUED)

CONTINUED:

SNAILS
I gotta go back, I'm in love!

ELWOOD
With an elf? Skip it - they think
humans are a joke.

EXT. PARK OF SUNDALL - NIGHT

ELWOOD and SNAILS settle hidden behind a group of trees as ELWOOD begins to unravel the scroll. MARINA and RIDLEY pop out, worse for the wear. They're completely immersed in their experience with the WRAITH, oblivious to their surroundings. RIDLEY's got the MAP.

SNAILS
Guys - listen....

MARINA
(still not paying attention)
How can the rod be evil?

RIDLEY
I don't know, but -

SNAILS
Ridley - it's Damodar. He's on to us.

RIDLEY
With what we've walked into,
everyone's going to be on to us.

ELWOOD
What are you talking about?

RIDLEY
(to MARINA)
Go ahead, tell them what you've gotten
us into.

They all look at her expectantly. Scared that her plan is going to fall apart she reluctantly forces it out.

MARINA
The rod that we seek has a mysterious
past that is linked to the Great War.

Snails
Oh great! Well what does this rod do?

MARINA
Nobody really knows what it does for
sure. But, it is supposed to possess
the power to control Gold Dragons.

(CONTINUED)

CONTINUED:

ELWOOD

Gold Dragons? Sounds like a wild
goose chase to me.

MARINA

No they exist. Vildan, the master of
Magic School found evidence on his
last journey to the Burnt Lands. That
is how we came to have possession of
the scroll.

SNAILS

Perfect, so we're after some rod that
controls the dragons that started the
Great War. Sounds like a bad idea to
me.

RIDLEY

Oh, it gets better, we have to get
something called the Eye of the Dragon
from the Guildmaster of the Thieves
Guild in Antius City.

SNAILS

(incredulously)

The Guildmaster of the Antius City
Guild?

SNAILS

Ridley - wake up.

(off RIDLEY's blank look)

You're talking about Nilus - the best
thief in the Known World.

RIDLEY

I know, I told her that she's crazy,
but she keeps on about Profion and the
Empress.

SNAILS

Well they can take care of themselves.
I say we head to the outer lands for a
couple of weeks. We'll hide out and
let this thing blow over.

RIDLEY

(slightly embarrassed)

There's another small problem.

SNAILS

What problem?

RIDLEY

I kinda committed us to find it.

(CONTINUED)

CONTINUED: (3)

44.

RIDLEY :

We'll worry about that later.

ELWOOD

That's a terrible way to do business.

FADE TO ...

THE LIGHTS OF SUMDALL REFLECTED IN DARK SWIRLING WATER and cutting silently through, the silhouette of ELWOOD rowing a SKIFF piled with canvas-covered LUMPS, from under which comes a SQUAWK.

ELWOOD

When you sent it away I thought it was gone for good, why did it have to come back?

MARINA'S VOICE

Hush, Dexter. Because I needed my magical supplies, he'll be a great asset you'll see.

ELWOOD

Oh yeah! I can't wait.

As the SKIFF heads towards the dark hulk of a SHIP...

EXT. THE DARK DOCKS OF SUMDALL - MEANWHILE - NIGHT ...

NORDA gallops to the waters edge on horseback. She pulls out a spyglass and pans the water until she rests on our heroes rowing in the skiff. As she squints at the ship, we glimpse DARK, SHADOWY FIGURES behind her ...

SLOWLY FADE TO BLACK...

FADE UP UPON ...

EXT. ANTIUS CITY - ESTABLISHING - DAY

Looking from the water, the skyline of ANTIUS CITY sits in the distance. The city is clearly influenced by Greek and Roman type architecture, sprawling across a large landscape. Unlike Sumdall, the influence of magic cannot be felt here, making for a much shorter and wider buildings.

SUPERIMPOSE... ANTIUS CITY...

EXT. ANIUS CITY - OPEN AIR MARKET - DAY

Loud and vulgar. ANTIANS are a much bluffer, rougher sort than the inward-looking IZMERIANS, which accounts for their Imperial Rome-like empire.

Our HEROES jostle through the CROWD, getting a lot of hostile looks as they pass TENTS and PAVILIONS from which SHOUTING HAWKERS are selling anything - from exotic-looking vegetables to dancing slave girls. RIDLEY looks at MARINA who clearly seems out of place.

RIDLEY

We need to do something about your image.

MARINA

(looking herself up and down)
Why? What's wrong with it?

RIDLEY

It's too clean, your not in Sumdall anymore.

He grabs her cloak and flings it to the ground, then he rips her sleeve. She pushes him away.

RIDLEY (cont'd)

See, much better!

MARINA falls silent. They pass a BOOTH where ALE is being squirted into the mouth of a JOWLY MAN WITH A VAST BELLY. ELWOOD stops, transfixed, but MARINA shoves him on. He moans.

MARINA

Aw, take it like a man.

ELWOOD

But I'm a dwarf - my blood requires alcohol enrichment at regular intervals.

SNAILS

I feel for you, pal - but she'll never understand.

HIS POV... A disreputable THREE-EYED BRUTE pick-pocketing a passing MERCHANT.

SNAILS and RIDLEY sidle up to him - and RIDLEY speaks clandestinely, without making eye contact, in his best Thieves Guild lingo:

(CONTINUED)

CONTINUED:

RIDLEY :

Fraternal greetings, brother...
(doing some secret hand
signs))

Ridley Freeborn, fellow practitioner
of the larcenous crafts ...

THREE EYES

I could give a dying gladiator's final
fart.

RIDLEY

Right. Anyway, I'm looking for the
esteemed Guildmaster, Nilus. I
thought perhaps you'd know him.

There's a flash of recognition in his eyes, but he buries
it.

THREE EYES

The only thing I know is you oughta
take your business out of town before
you end up with the words "Outsiders
Not Appreciated" branded where your
nose used to be. Get it?

RIDLEY

I think so. Thanks for your time.

MEANWHILE, AT A MARKET BOOTH... MARINA has wandered over
to look at some trained SPIDERS weaving an elaborate
robe.

A POV SHOT PUSHES IT'S WAY THROUGH THE CROWD, COMING UP
BEHIND MARINA as:

SPIDER SILK MERCHANT

They are the 437th generation of the
arachnids that wove the robe of the
Immortal Rafiel. Touch it, Miss ...

As the mesmerized MARINA reaches to touch the robe...
WE SEE A KNIFE COMING AT HER FROM THE CROWD, ABOUT TO BE
PRESSED AGAINST HER BACK...

... when ELWOOD'S FAT HAND grabs her wrist and yanks her
along. The KNIFE melts back into the CROWD.

ELWOOD

If I can't drink, you sure ain't
shopping.

RIDLEY and SNAILS walk up to them, but pretend not to
know them - toying with some merchandise.

(CONTINUED)

CONTINUED: (2)

MARINA :

Well, how did the Fraternal
Brotherhood of Thieves go?

SNAILS

Something was the matter with that guy
- he wouldn't tell us anything.

RIDLEY

Don't look at me - look like you're
shopping. Now is that three eyed
bastard watching us?

(MARINA shakes her--head no)

Alright... If we follow-him, he'll
probably lead us into the Guild.

ELWOOD

(as THREE EYES moves)

There he goes.

EXT. A CORNER OF THE MARKET - A FEW MINUTES LATER - DAY

THREE EYES emerges from the crowd - and glancing over his
shoulder, goes into an ARMOR SHOP. A few moments later,
OUR HEROES emerge from the CROWD. To MARINA:

RIDLEY

Go on in and see what he does.
(as she opens her mouth to
protest)

Quick - before we lose him.

Reluctantly, she goes in.

INT. ARMOR SHOP - MOMENTS LATER - DAY

The place is crowded with TOUGH-LOOKING FIGHTER-TYPES.
MARINA follows THREE EYES towards the back, trying to
look casual but A SCAR-FACED, TATOOED, SMASH-NOSED HULK
OF A MAN approaches her. She backs away in fear - but:

HULK

(with almost feminine
politeness)

If you'd like to try anything on just
let me know.

A BRUTISH MERCENARY exits one of the CURTAINED FITTING
ROOMS and poses in front of a mirror, trying to see how
ferocious he looks.

(CONTINUED)

CONTINUED:

Next to the FITTING ROOMS stands a DISPLAY SUIT OF ARMOR. Casually, THREE EYES flips open the visor on the helmet - AND SLIPS BEHIND THE CURTAIN OF ONE OF THE FITTING ROOMS. AFTER A MOMENT, THE DISPLAY HELMET VISOR CLANKS SHUT.

EXT. OUTSIDE THE ARMOR STORE - A MINUTE LATER - DAY

MARINA has rejoined the group.

MARINA

There seems to be a secret entrance in the dressing room...

RIDLEY

Okay - then let's go.

(referring to DEXTER)

He better stay out if we don't want to attract a lot of attention in the Guild.

ELWOOD

I'll keep him - and keep a lookout, too.

He makes some noises, trying to coax DEXTER, but the Dragon gives him a suspicious look. To DEXTER:

MARINA

See he doesn't wander off for a drink.

RIDLEY, SNAILS and MARINA go into the ARMOR SHOP.

INT. ARMOR SHOP - MEANWHILE - DAY

As they walk past the SCAR-FACED HULK:

HULK

Let me know if I can be of any assistance.

ANGLE ON THE BACK OF THE STORE, MARINA OPENS THE VISOR ON THE SUIT OF ARMOR - THEN LEADS THEM INTO...

INT. DRESSING ROOM - DAY

As they crowd into the little cubicle...

SNAILS

Boy, this sends me back...

(to MARINA)

You do much shoplifting as a kid?

MARINA

Certainly not.

(CONTINUED)

CONTINUED:

RIDLEY pulls the curtain shut. With that, the little bench seat folds opens upwards, revealing a NARROW STAIRCASE.

INT. ARMOR SHOP - DAY

The VISOR on the display helmet snaps shut.

INT. NARROW STAIRCASE - A FEW MOMENTS LATER - DAY

RIDLEY, SNAILS and MARINA go down the dark, twisting little stairs. At the bottom, they find themselves in...

INT. A LOW, CLAUSTROPHOBIC, RAT-INFESTED LITTLE PASSAGEWAY

The little light there is comes from smoky oil lamps on the wall.

MARINA

What's that horrible stench?

RIDLEY looks sheepishly dismayed - but SNAILS draws in a deep breath of the dank air. With oblivious pride:

SNAILS

That unmistakable Thieves Guild atmosphere - it's the same the world over.

As they disappear down the DARK PASSAGEWAY...

MARINA'S VOICE (OFF SCREEN)

I'd rather be back in the sewers of Sumdall...

CUT TO...

OUR HEROES EMERGING FROM THE TUNNEL INTO THE GIGANTIC OPENING OF...

INT. THIEVES GUILD CENTRAL HALL - UNDERGROUND

THEIR POV... A VAST UNDERGROUND CHAMBER carved from stone, from which radiate DOZENS OF TUNNELS. The walls are honeycombed with repositories for stolen goods. It's a teeming ant-heap of thievery, humming with activity, as crazy as the commodities pit on the Tokyo Stock Exchange.

UNDERWORLD TYPES from DRUNKEN THUGS to CROOKED OLD GEM CUTTERS to CAT BURGLARS to SMOOTH CON ARTISTS are busy bargaining, bickering, appraising, fighting, sleeping, jesting, playing cards, arguing, gambling, gossiping. Completely awed:

(CONTINUED)

CONTINUED:

RIDLEY :

Wow. . .

He turns to MARINA: even she's impressed - and he immediately starts to brighten. To SNAILS, pointing out a SLIPPERY-LOOKING WELL-DRESSED THIEF:

RIDLEY (CONT'D)

Hey - isn't that Toland?

(awed; to MARINA)

That guy once stole a glass eye right out of someone's head while they were sleeping...

MARINA

What would you want with someone's glass eye?

SNAILS

There's a market for those things - you'd be surprised... And there's Kestlan, the guy who kidnapped the Duke of -

He silences himself as a CROWD OF HUGE THUGS passes.

THUG 1

I've got to drop these brass knuckles over at Nilus' headquarters, then I'll meet you for drinks.

RIDLEY throws SNAILS a wink - and they start to follow the THUG, moving into a DARK PASSAGEWAY ...

IN THE SHADOWS ... We see THREE EYES watching...

INT. DARK PASSAGEWAY - UNDERGROUND

THUG 1 pries a stone from a blank section of wall, revealing a KEYHOLE. As he starts to unlock it, SNAILS appears.

SNAILS

Pardon me ... You don't happen to know where I could pick up some brass knuckles?

THUG 1

No idea.

RIDLEY'S VOICE (OFF SCREEN)

Fibber.

(CONTINUED)

CONTINUED:

THUG 1 turns - and his face is met by RIDLEY'S FIST, knocking him out. They all go through the door, dragging the THUG.

INT. NILUS' HEADQUARTERS - MEANWHILE

The tackiest Antian taste imaginable - gaudy furniture, loud paintings of gladiatorial events and tropical paradises, and cheesy statuettes of half-naked, over-endowed nymphs. SNAILS is deeply impressed - but, to RIDLEY:

MARINA
(wincing in aesthetic pain)
So this is it, huh - everything a thief strives for?

RIDLEY
Well, uh... I

MARINA
Oh, no, no, no say no more. Now I understand why you do it.

RIDLEY
(embarrassed)
Let's just find the Dragon's Eye.

As they scour the place, A VOICE is HEARD behind them.

MAN'S VOICE (O.S.)
You can look all you want, but you won't find it in here.

They quickly turn to find a grizzled MAN with rings in his ears and nose standing in front of a gang of thugs. This is NILUS. Three-Eyes stands beside him.

RIDLEY
You must be Nilus.

RIDLEY sticks out his hand.

RIDLEY (cont'd)
Ridley Freeborn, practitioner of larcenous crafts, member in good standing of the Sumdall Guild. Pleased to meet you.

NILUS
Oh, a fellow thief ...

Nilus shakes his hand.

(CONTINUED)

CONTINUED:

NILUS (cont'd)
...The pleasure's all mine.

RIDLEY shoots MARINA an I-told-you-so look.

NILUS (CONT'D)
How are things in Sumdall? That's a
tough town - all those magic-users ...

RIDLEY
(modestly)
We get by.

NILUS
Well, you must be very accomplished...
(after a pause; indicating
MARINA)
Would you mind telling your friend
here how we feel about people using
magic within these halls?

RIDLEY
Don't worry, I told her to save the
magic for her buddies back in Sumdall
(to NILUS)

As MARINA glares at him.

NILUS
If she's travelling with you, I'll let
it go ... Now - what may I do for you?

RIDLEY
We understand you have something
called the Eye of the Dragon. We
desperately need it.

NILUS
You ever heard of the Antius Guild
Maze?

RIDLEY shares a look with SNAILS.

RIDLEY
(lying)
Of course. Every thief has heard of
it.

NILUS
Well, the Eye of the Dragon is the
prize at the end of the Antius Guild
Maze. If you finish the maze, you win
the prize...

(CONTINUED)

CONTINUED: 2)

RIDLEY
Has anyone ever finished it before?

NILUS
(trying to recall)
No, they all died trying, but look on
the bright side... At least the prize
is still there.

Off RIDLEY's nervous expression, we CUT TO:

INT. THIEVES' GUILD FLOOR - MAZE OPENING

Two thieves, each missing a hand, open a RUSTED METAL DOOR leading into THE MAZE. RIDLEY climbs down a ladder to it. From above, thieves cheer wildly from the SPECTATOR ARENA. RIDLEY enters the maze. The doors slowly close behind him.

INT. SPECTATOR ARENA - HIGH ABOVE THE MAZE

MARINA and SNAILS sit amongst a motley crew of thieves in the SPECTATOR ARENA high above the maze. On a central platform, Nilus sits on a black onyx throne, watching the festivities as several VOLUPTUOUS WENCHES rub his neck and feed him grapes.

MARINA looks over to find several THIEVES making bets.

THIEF #1
I give 'em forty seconds.

THIEF #2
One minute!

MARINA
I can't believe they're betting on
whether or not he lives.

SNAILS
They're not. They're betting on how
long before he dies.

INT. MAZE - CORRIDOR - MEANWHILE

RIDLEY moves slowly down the rusted iron passage. He takes out a bag of gold coins and slides it down the passage, activating a stone which sends sharp spikes exploding from the floor!

He picks up the bag of coins, looks up at Nilus, and smiles.

Nilus calls out to the THIEVES' GUILD BOOKIE.

(CONTINUED)

CONTINUED:

NILUS
100 gold pieces on the kid lasting
five minutes!

INT. MAZE - SECOND CORRIDOR - MEANWHILE

RIDLEY reaches a second corridor where several consecutive walls of light beam down from the ceiling into the floor.

RIDLEY sticks his hand through the first WALL OF LIGHT, causing a GIANT AXE to swing down on a pendulum! RIDLEY quickly retracts, narrowly escaping the massive blade.

As the crowd above him roars, RIDLEY dives through the wall of light, narrowly escaping the blade, stopping in the shadow just before he reaches the next wall of light. One by one, he passes through each wall of light, using great speed and dexterity to reach the end of the hall as the blades still swing behind him.

INT. SPECTATOR ARENA - HIGH ABOVE THE MAZE

Some thieves CHEER at RIDLEY's display of dexterity. Others groan, tearing up their now useless tickets. Money changes hands. More bets are being made. SNAILS calls out to Nilus.

SNAILS
1,000 gold pieces says he makes
it out of here alive.

Nilus thinks for a beat.

NILUS
You're on.

MARINA whispers to SNAILS.

MARINA
You have 1,000 gold pieces?

NILUS
No.

INT. MAZE - THIRD CORRIDOR - MEANWHILE

RIDLEY walks down a new corridor. He notices that the walls are covered with holes and the floor is covered with liquid. He reaches down, touches the liquid, and smells it.

RIDLEY
Oil!

(CONTINUED)

CONTINUED:

Suddenly, both ends of the corridor ignite! Flames burn on both ends, quickly trapping him in the middle of the corridor!

RIDLEY leaps onto the wall and grasps two holes, just missing the flames. He quickly climbs along the wall, moving from hole to hole just as LONG POISONOUS DARTS shoot out from the holes where his hands had just been. The flames begin to grow higher, forcing RIDLEY to climb up the wall, still avoiding the darts.

RIDLEY climbs up to a ledge and pulls himself into --

INT. MAZE - DRAGON EYE ROOM - CONTINUOUS

RIDLEY stands to find himself inside a room where a large iron vault stands. It is covered with locks, levers and mechanisms.

At the center of the vault, is a WHEEL WITH AN HOURGLASS attached to it. Everyone in the SPECTATOR'S ARENA has a bird's-eye view. Nilus, MARINA, and SNAILS watch as RIDLEY turns the WHEEL. Sand starts pouring through the hourglass. Every lever he pulls or knob he turns sets some other part of the mechanism in motion...

At one point, he has to work INCREDIBLY FAST so he can get his hand out of the way before a spring releases a blade that nearly chops his hand off ...

Then he has to SLOW WAY DOWN as he moves a very delicate wire without breaking it: it is connected to a set of gears which will suck him into the lock's bowels.

He glances at the HOURGLASS: the sand is already more than two thirds gone. Bathed in sweat, RIDLEY starts recklessly slamming combinations of bars, levers and bolts open and shut, trying to find the right combination ...

AT THE VERY INSTANT THE LAST SAND FALLS, THE TUMBLERS CLICK AND THE HANDLE RELEASES. RIDLEY opens to vault to find -- THE EYE OF THE DRAGON - a BRILLIANT 400 KARAT RED RUBY!

RIDLEY

Nice!

RIDLEY grabs it. A door slides open above the room. RIDLEY climbs through it to the SOUND of NILUS CLAPPING.

NILUS

Amazing.

(CONTINUED)

CONTINUED:

RIDLEY :

Thanks...

NILUS

Oh, no, no - my thanks to you... I spent the last fifteen years trying to find someone skilled enough to pick that lock. I knew that the man who could get through that maze would be able to open the vault that I couldn't. Now, if you don't mind, I'll take what is rightfully mine.

RIDLEY

But we had a deal. What about honor amongst thieves?

NILUS

Honor's for fools, my friend... You think I could have amassed all this wealth if I worried about honor?

Nilus sticks out his hand.

NILUS

Now, if you don't mind. Hand it over.

RIDLEY notices that several thieves behind Nilus have drawn their weapons. He looks over at MARINA.

RIDLEY

Marina. Remember what I said about magic being used in the Thieves World. Forget I said it. Knock yourself out.

MARINA

How about them.

With that said, MARINA begins to murmur a spell. She points at Nilus. Suddenly, a strange golden light dances around him and his HENCHMEN. Nilus and his Henchman slump over, asleep.

INT. THIEVES GUILD PASSAGEWAY - A FEW MOMENTS LATER

Our HEROES race down the hallway. To MARINA:

RIDLEY

That was the most depressing thing that's ever happened to me - I mean, back in Sumdall, that guy's a legend...

(CONTINUED)

CONTINUED:

MARINA

He was disgusting, wasn't he?

RIDLEY

He was a sleazebag.

OUR HEROES come running out of a passageway, inadvertently into the MAIN HALL. Under his breath:

RIDLEY

Uh-oh...

A BELLOWING ALARM BEGINS TO SOUND - and the DOZENS OF THIEVES who've been milling around the hall turn to look at them. RIDLEY puts on his friendliest smile...

RIDLEY

Easy, brothers - we're thieves, just like you.

MARINA

Oh, give it up...

RIDLEY

You're right. Maybe you oughta throw a spell.

But she doesn't get a chance to: THIEVES close in from all sides, drawing scores of weapons ...

SUDDENLY EVERYONE'S STARTLED BY AN UNHOLY RACKET EVEN LOUDER THAN THE ALARM: ELWOOD, lethally swinging a blazing SIX-PRONGED TORCH BRAZIER on the end of a hefty metal pole. THIEVES leap out of the way, only to be dive-bombed by DEXTER. Between battle-cries:

ELWOOD

What was keeping you?

RIDLEY

We'll tell you later.

With ELWOOD covering them, they slash their way towards the EXIT PASSAGEWAY. Once they're in, ELWOOD heaves the brazier at the THIEVES and runs in himself.

The infuriated NILUS is the first to go in pursuit - The THIEVES follow him, regrouping, and pursuing anew.

INT. ARMOR SHOP - MOMENTS LATER - NIGHT

Our HEROES exit the CURTAINED DRESSING ROOM. The ARMOR SHOP is dark, closed for the night. To ELWOOD:

(CONTINUED)

CONTINUED:

RIDLEY
(nodding towards the DISPLAY
ARMOR)
Smash the visor down - then the door
won't open...

ELWOOD uses his AXE to smash the VISOR like an aluminum
can then hurries after the rest of his party as they
exit...

EXT. MARKET STREET - NIGHT

TORCHLIGHTERS walk along the streets, lighting torches
mounted on the building walls as our HEROES run out the
shop door.

MARINA
(stopping suddenly)
Uh-oh...

HER POV... DAMODAR, with a DOZEN OF HIS HEAVILY-ARMED
HENCHMEN, all on horseback. With a sickening leer:

DAMODAR
Well, well - fancy meeting you here...

ELWOOD
This is why I hate to travel this time
of the year - too many bloody
tourists.

Our HEROES U-turn back into the ARMOR SHOP. RIDLEY grabs
a TORCH off a wall to help them see their way...

INT. ARMOR SHOP - NIGHT

ELWOOD starts barricading the door with anything he can
find, as SNAILS and MARINA run into the CURTAINED
DRESSING ROOM and RIDLEY, the torch wedged under his arm,
struggles to get the DISPLAY ARMOR VISOR raised so the
secret door will open...

ANGLE ON THE FRONT DOOR... DAMODAR'S HENCHMEN start
battering against it.

ELWOOD
You better step on it!

RIDLEY, hindered by the torch, pries at the VISOR in
vain.

INT. CURTAINED ROOM - AT THAT MOMENT - NIGHT

SNAILS and MARINA are wedged in.

(CONTINUED)

CONTINUED:

SNAILS :

Come on, come on, come on...

Suddenly, there's a HUGE CRASHING from the other side of the secret door, shaking the entire DRESSING ROOM. MARINA looks petrified.

MARINA

The thieves!

ANOTHER HORRIFIC CRASH. SNAILS and MARINA flee into...

INT. ARMOR SHOP - NIGHT

As RIDLEY struggles with the VISOR:

SNAILS

Forget it - the thieves are on the other side ...

RIDLEY drops the VISOR, as the three of them go to ELWOOD's side - just as the HENCHMEN smash the FRONT DOOR down. DAMODAR steps into the ARMOR SHOP. MARINA gets behind RIDLEY. SNAILS draws his sword - and ELWOOD readies his axe.

DAMODAR

(referring to their weapons)
You must be joking!

Impulsively, RIDLEY pulls the ROLLED-UP MAP from his tunic.

RIDLEY

I've got the map to the dungeon where the rod you're after is located...

(IGNITING a corner of the
MAP)

Clear a path for us and I'll put it out.

DAMODAR

(reluctantly to his HENCHMEN)
Do it.

They do - and our HEROES start cautiously walking out. ANGLE ON A HENCHMAN pulling a HAND CROSSBOW from his robes...

ANGLE ON RIDLEY... He extinguishes the MAP, putting it and the TORCH in the same hand - but the ARROW FROM THE HENCHMAN'S CROSSBOW grazes his hand; he drops the MAP and the TORCH.

(CONTINUED)

CONTINUED:

The TORCH lands on the satin fabric of an ARMOR DISPLAY CASE, IMMEDIATELY IGNITING IT - while the MAP falls to the floor.

EVERYONE immediately dives for it as the SHOP is engulfed by flames and blinding smoke. For a moment, we can't see a thing: all we can do is HEAR the SOUNDS OF VIOLENT SCUFFLING then...

ANGLE ON DAMODAR, SOMEWHERE IN THE SMOKE AS HE SPOTS THE MAP ON THE FLOOR. HE MOVES TOWARD IT.

ANGLE ON THE SCENE BEFORE HIM... SNAILS, RIDLEY and ELWOOD are all swarmed by HENCHMEN. MARINA's off to the side - the MAP just happens to be at her feet. DAMODAR calmly walks over, putting a dagger to her throat as he bends down to retrieve the MAP. From the DRESSING ROOM comes another HORRIBLE CRASHING SOUND. Referring to the sound:

DAMODAR (CONT'D)
Sounds like they need an
exterminator...

DAMODAR straightens, then backs towards the exit, pulling MARINA along. RIDLEY spots him, but is busy fighting two HENCHMEN and cannot get to the door. DAMODAR turns to have a final look at the room. To MARINA:

DAMODAR (CONT'D)
Say goodbye to your friends my dear.

RIDLEY and MARINA lock eyes, as DAMODAR turns and exits with her. Desperately trying to go after her:

RIDLEY
Marina!

INT. DRESSING ROOM - AT THAT MOMENT - NIGHT

The WALLS shudder as there's a final CRASH - and SCORES OF THIEVES IMMEDIATELY POUR FROM WITHIN, TEARING ONTO THE SHOP.

INT. ARMOR SHOP - MEANWHILE - NIGHT

We can HEAR the collision of the THIEVES and the HENCHMEN, but it's impossible to see a thing.

EXT. STREET - AT THAT MOMENT - NIGHT

Miraculously, RIDLEY and SNAILS come crawling out, coughing and gagging from the smoke. In a whisper:

(CONTINUED)

CONTINUED:

SNAILS :

You okay?

RIDLEY

We've got to save Marina ...

SNAILS

We just can't leave the Dwarf.

RIDLEY

You get the Dwarf - I'll get Marina.

SNAILS

(starting back into the SHOP)

How come I always get the dwarf?

RIDLEY gets to his feet - but a HANDFUL OF THIEVES AND HENCHMEN suddenly spill from the SHOP. They spot SNAILS and RIDLEY - and charge them. RIDLEY fights with renewed urgency, smashing a THIEF through the GLASS WINDOW OF THE SHOP. SMOKE starts pouring out from within.

INT. SHOP - AT THAT MOMENT - NIGHT

With the WINDOW broken, the smoke clears - and we SEE ELWOOD, getting MAULED, buried under a pile of HENCHMEN and THIEVES. He's lost his AXE, and even though DEXTER is trying to help him by swooping at his assailants, there's no doubt it's a lost cause - until...

A HENCHMAN SWINGS A CLUB AT ELWOOD'S HEAD, KNOCKING OFF HIS HELMET. ELWOOD struggles his arm from the pile of bodies and puts his hand to his BALD SPOT, his face twisting with rage.

ELWOOD

You shouldn't have done that...

EXT. STREET - AT THAT MOMENT - NIGHT

SUDDENLY - as RIDLEY and SNAILS fight...

BLOODIED AND BATTERED THIEVES AND HENCHMEN START FLYING FROM THE SHOP. DEXTER flutters out, followed by ELWOOD, his HELMET back on, brushing himself off, AXE back in hand. He nonchalantly WHACKS the HENCHMEN fighting RIDLEY and the TWO THIEVES pummeling the unfortunate SNAILS - then, as MORE THIEVES start pouring from the SHOP:

ELWOOD

Let's get out of here.

EXT. SIDE STREET - NIGHT

THIEVES close behind, our HEROES round the CORNER, stopping when they see...

A HALF-DOZEN CROSSBOW-BEARING HOODED FIGURES standing in front of them, their bows aimed at their heads. When A HAIL OF ARROWS is released, our HEROES think they're done for but, to their surprise, the arrows strike down the THIEVES that appear behind them. To the HOODED FIGURES:

RIDLEY

Thanks.

But then he sees the CROSSBOWS are aimed at him and his pals.

INT. ABANDONED BUILDING - A MINUTE LATER - NIGHT

A HALF DOZEN of the HENCHMEN'S RIDERLESS HORSES have fled from the market place into the abandoned building's rubble grounds. Our HEROES are marched in by the HOODED FIGURES and lined up against a wall, as if for their execution.

SNAILS

Can't we talk about this first?

He shrinks back as ONE OF THE FIGURES takes a sudden step forward. To his surprise, instead of shooting him, the FIGURE merely removes its hood. SNAILS' jaw drops.

SNAILS (CONT'D)

It's you...

HIS POV... It's NORDA - the EMPRESS' beautiful elven tracker.

RIDLEY

You know her?

SNAILS

(nonchalantly man-about-town)
We're acquainted.

ELWOOD

Is it that elf you were drooling over?

SNAILS

I wouldn't put it that way, but yes - she's the one.

ELWOOD

Huh - they all look alike to me.

(CONTINUED)

CONTINUED:

SNAILS :

Pardon my bigoted companion.

(flirtatiously)

I'd still like to buy you that drink we were about to have before we were so rudely -

RIDLEY

What is this? We don't have time for this! He's getting away with Marina.

NORDA

Who's getting away with her?

RIDLEY

None of your business.

NORDA

Wrong, human - it's my business to arrest you and Marina of Pretensa, and to take you and the scroll you stole to the Empress of Izmer.

RIDLEY

(disgusted)

Oh, so you're the law, are you? I should've known. Well one of your fellow lawmen - in fact the Chief of the Crimson Guard, beat you to the punch. He just took off with Marina.

NORDA

... Damodar?

RIDLEY

Brilliant. Only he's not working for the law anymore - he's working for Profion of Tarak. He's the bad guy, not us. So why don't you do your job and chase after him instead of standing around while he gets away?

NORDA

(to the HOODED FIGURES)

Search them for the scroll.

RIDLEY

The scroll? The scroll's irrelevant! It's a map you want, and Damodar's got that, too! And he's using it right this minute ... Get it? Or is that too much for you to grasp?

(CONTINUED)

CONTINUED: (2)

SNAILS :

(in bedroom tones)

Despite my friend's regrettably abusive tone, the information he's giving you happens to be correct, and if you'll allow me to -

NORDA walks away, ignoring him...

IN A DARK CORNER OF THE ROOM, she pulls a CRYSTAL from her robes. She passes her hand over it, and it begins to flicker and glow...

PULL BACK FROM THE CRYSTAL TO REVEAL ... that it's glowing on a RING on THE EMPRESS' HAND ...

CUT TO SUNDALL...

INT. IMPERIAL PALACE ROYAL CHAPEL - NIGHT

The EMPRESS is kneeled in front of the altar when she notices the GLOW from her ring. She peers into it...

THE IMAGE OF NORDA'S FACE SWIMS TO THE SURFACE OF THE EMPRESS' RING - AND WE HEAR HER DISTANT-SOUNDING VOICE...

NORDA

Your Majesty...

EMPRESS

Yes, Norda... Have you found me the scroll?

NORDA

No. I have tidings that I fear will disturb you... It seems that Profion of Tarak also sought the scroll you sent me to find...

As THE EMPRESS' face darkens...

CUT TO ANTIUS CITY:

INT. ABANDONED BUILDING - A MINUTE LATER - NIGHT

NORDA returns to the ASSEMBLED HEROES who are still being guarded by the HOODED FIGURES.

NORDA

We will track Damodar.

RIDLEY breathes loud a sigh of relief. As they head out, NORDA speaks to the HOODED FIGURES:

(CONTINUED)

CONTINUED:

NORDA (CONT'D)

They're still under arrest - and should they try to escape, kill them.

SNAILS

Why would I try to escape? I've been thinking about you day and night since we met, and if it takes being under arrest -

ELWOOD groans.

EXT. MARSHLANDS OUTSIDE ANTIUS CITY- NIGHT

OUR HEROES and the ELVES ride through the marshes - through a thick mist. They ride slowly as NORDA searches for DAMODAR's tracks...

ANGLE ON ELWOOD, on horseback, his normally ruddy complexion completely green. DEXTER's riding atop his HELMET.

ELWOOD

Can't I just walk? Don't you people know dwarves are terrified of horses..?

RIDLEY

Get over it.

NORDA comes to a halt, and gets off her horse to examine the ground for tracks - there are none apparent to our eyes, but:

NORDA

(looking ahead)

They've followed the valley. With the lead they've got, we can't possibly catch up.

RIDLEY

Thanks to you.

NORDA

(ignoring him)

I know this area - there's a shortcut up ahead, over those hills and through the Burnt Lands. It means leaving the trail - but if Damodar makes camp and we ride all night, we stand a good chance of cutting him off.

RIDLEY

Okay, okay - let's do it.

(CONTINUED)

CONTINUED:

SNAILS watches him spur his horse ahead - then, to NORDA:

SNAILS

I love the way you track... There
isn't any chance that you're single?

(off her scathingly amused
look)

There's no harm in asking, is there?
It just so happens I'm single - and as
far as humans go, you couldn't find a
nicer guy.

NORDA

How old are you?

SNAILS

I'm... I'm twenty-three. So maybe I'm
a little young for you - but what if I
got my hands on a aging potion?

NORDA

I'm two hundred and thirty-four.

SNAILS

... Okay - I wasn't thinking about
that much of a change, but... I'm very
mature for my age.

NORDA

(shaking her head)

Mature? No matter what age humans
reach, they're still children. You
with your little infatuation, and your
friend...

(indicating RIDLEY)

... chasing lovelorn down the road
after the girl like a puppy.

SNAILS

Lovelorn? He can't stand her...

NORDA laughs, moving away to continue her tracking.

SNAILS turns and looks at RIDLEY: he does look lovelorn.

SNAILS (CONT'D)

I'll be damned.

EXT. MOUNTAINSIDE - NIGHT

ELWOOD's up front now, alongside of RIDLEY as their
horses cling to a NARROW TRAIL on a dizzyingly high
mountain wall. They're all scared, but he's a whimpering
case of fear. RIDLEY sadly shakes his head.
Defensively:

(CONTINUED)

CONTINUED:

ELWOOD :

I'm not afraid of showing my feelings -
okay? A lot of dwarfs are, I'm not
...

Despite the terrifying conditions, SNAILS is still
feeling romantic as he rides behind NORDA:

SNAILS

What is it about the air tonight?

NORDA

I sense that the moon is sleeping.

SNAILS closes his eyes, making a pleasurable little sound
in reaction to the beauty of that. Eventually:

SNAILS

Can you sense anything about me?

NORDA pauses, peering far into his eyes, her face
luminous in the moonlight - and a look of deep sadness
comes over her.

SNAILS (CONT'D)

Is it bad..? Go on - you can tell me

...

(as she pauses)

Come on - it couldn't be that bad...

She keeps her eyes glued to him as she struggles for the
appropriate thing to say. She's so intent upon finding a
way to answer, she neglects the trail ...

...AND HER HORSE SLIPS, MOMENTARILY LOSING ITS FOOTING.
It struggles, its feet doing a frantic dance as they slip
on the loose shale and rocks.

With lightning reflexes, SNAILS grabs NORDA'S HORSE'S
BRIDLE, backing his horse up the trail, pulling NORDA to
safety.

NORDA

Thank you...
(flirtatiously)
... young man...

SNAILS

Any time ...
(after a pause; coyly)
...old lady.

NORDA smiles. SNAILS starts up the trail again, trying
not to show how completely thrilled he is.

(CONTINUED)

CONTINUED: (2)

They pass by, followed by NORDA's ELVES, hooded again, mysterious and silent.

EXT. ABANDONED CASTLE - ESTABLISHING SHOT - NIGHT

The moon shines down on the remnants of an abandoned castle which rests at the base of a steep hill. Several tents have recently been erected along the front wall to the castle. Burning torches surround the camp, casting an eerie glow.

We see DAMODAR's HENCHMAN ARMY, which has grown to a force of fifty, sitting outside their tents, drinking and eating as -

A BEHOLDER, a ball-shaped creature which floats in the air, guards the entrance to the castle. It has one large eye at the center of its face, beneath ten small eyes on stalks. As drool drips from its mouth, we see three rows of razor sharp teeth.

INT. ABANDONED CASTLE - PRISON CHAMBER - MEANWHILE

MARINA is curled up in a ball in the corner of a PRISON CELL. Damodor enters.

DAMODAR

Tell me why you were at the Thieves' Guild. It isn't really a popular sightseeing spot.

MARINA

We ... We needed money for supplies.

DAMODAR

So you thought you'd steal from Antian Thieves?! You'll have to do better than that.

MARINA turns her face away from him.

DAMODAR (CONT'D)

Why are you acting this way? After all, we've got a lot in common. You're from Pretensa, aren't you? House of Starvid? The daughter of Farnoff and Nalrid?

MARINA

So...?

DAMODAR

I went to the University of Sumdall with your older brother, Thomar - nice fellow. Why don't you join us?

(MORE)

(CONTINUED)

CONTINUED:

DAMODAR (cont'd)
You're a mage. You're disgracing your family, consorting with thieves.

MARINA
You're a disgrace to Izmer, conspiring against the Empress.

DAMODAR
The Empress? She'll be a footnote in history once Profion gets the rod of Gold Dragon control.
(sighing; getting no response from MARINA)
Have it your way then...

Suddenly, the TENTACLES come out of his nostrils and lovingly caress her face. She shies away, but they probe into her ears.

DAMODAR (CONT'D)
I can suck any information I want right out of you...

DAMODAR closes his eyes, as if listening. After a moment:

DAMODAR (CONT'D)
... Ahhhhhh - your friends procured The Eye of the Dragon at the Thieves Guild ...
(listening again)
...A key of some sort - I see, I see.

The TENTACLES suck back into DAMODAR's nose. MARINA slumps over, moaning. DAMODAR stands, giving her a smile.

DAMODAR (CONT'D)
Well, they won't have it for long.

EXT. BURNT LANDS - PRE-DAWN

The landscape is barren, completely burnt-out, devoid of life. Our exhausted HEROES ride wearily along. After a moment:

RIDLEY
(bitterly, to NORDA)
So much for your expert tracking skills this is worthless...

NORDA
It's right.

(CONTINUED)

CONTINUED:

RIDLEY :

What could possibly make you think that? We've been riding like this all night.

NORDA

I sense Damodar's presence.

RIDLEY

Yeah, well I sense this is a waste of time. We should split up - that's the only way we're ever going to find him.

(breaking off from the rest of the GROUP)

I'm going this way...

(pointing)

Snails - you go that way... Elwood - you and Dexter go over there...

As they start to ride off, the FIGHTER ELVES raise their CROSSBOWS - but NORDA, sadly shaking her head, holds up her hand, signaling for them to lower their weapons. Riding off:

RIDLEY (CONT'D)

We'll meet back here at sunrise.

WIPE TO...

RIDLEY in the middle of nowhere, rides past dark shapes of calcified lava and incinerated trees. He stops as he hears a SCRAPING RUSTLING up ahead - and listens, quietly drawing his sword...

The RUSTLING sounds again; he moves stealthily towards where it's coming from. He can't see in: his view is blocked by a high canyon wall - so, dismounting and beckoning his horse to stay, he moves forward on foot.

RIDLEY'S POV... AS HE COMES AROUND THE CANYON WALL, HE SEES HE'S ENTERED A CUL-DE-SAC, AT THE CENTER OF WHICH IS A FAINTLY-GLOWING SIX-FOOT DIAMETER SPHERE.

He starts to move towards it - but stops as the SPHERE's GLOW intensifies, filling the CUL-DE-SAC with a gentle, powerful light.

REVERSE ANGLE ON RIDLEY... The light illuminates his awestruck features. He freezes and gasps.

ANGLE ON THE SPHERE... It begins to vibrate - and emit a LOW, TANTRIC CHANT-LIKE HUM. The vibrations grow stronger - and suddenly...

(CONTINUED)

CONTINUED: (2)

... CRACKS begin to appear on the SPHERE's surface. Pieces fall away, small ones at first, then bigger and bigger ones...

AS THE PIECES FALL AWAY, THE BURNT BARREN LANDSCAPE ILLUMINATES, SIMULTANEOUSLY TURNING LUSH, GREEN AND GRASSY, NEW LIFE SPRINGING INTO BEING...

... COMPLETING ITS TRANSFORMATION AT THE EXACT MOMENT AS...

... THE HEAD OF A BABY DRAGON APPEARS. With a struggle, it lifts its already-mighty wings - and the rest of the sphere (which we now realize is an egg) breaks away. The DRAGON, a glistening GOLD, stands there, shaking itself, the GLOW from the egg surrounding it. It stretches its wings - and the GLOW suddenly intensifies further, emanating from the beast up to the heavens. The HUM and the LIGHT rapturously fill everything, including RIDLEY - and...

NIGHT MAJESTICALLY GIVES WAY TO STUNNING BLUE SKIES...

The DRAGON notices RIDLEY for the first time, who stares at it, too overwhelmed by the miraculous beauty of what he's just witnessed to move. They have a moment of silent communication in which the DRAGON seems to nod, as if to say, "Yes, this is a miracle..." and RIDLEY seems to understand.

Then the DRAGON flaps its wings and flies off into the skies, leaving RIDLEY standing alone, staring after it.

EXT. MEETING SPOT - A FEW MINUTES LATER - DAY

RIDLEY comes back, flushed with revelation. SNAILS, ELWOOD and DEXTER are already there.

RIDLEY

You guys - look...

SNAILS

Look at what?

RIDLEY

The grass, the trees - all of it... It wasn't here a few minutes ago!

SNAILS

What are you talking about?

RIDLEY

This place - it was burnt, just like everything else we've been riding through...

(MORE)

(CONTINUED)

CONTINUED:

RIDLEY (cont'd)

I came across a dragon being born - it was coming out of the egg, everything came back to life... It was incredible...

SNAILS and ELWOOD exchange a worried glance then SNAILS turns back to his friend.

SNAILS

Maybe you need a few hours' sleep...

RIDLEY

No, no, no - I swear, a dragon created it!

ELWOOD

This whole thing's been a little much for you ...

RIDLEY

It was the most beautiful thing I've ever seen...

DEXTER seems to smile knowingly - but SNAILS and ELWOOD smile as if indulging a lunatic. Extremely frustrated:

RIDLEY (CONT'D)

I wish Marina were here - she'd believe me ... I'm not making this -

He cuts himself off as he sees NORDA and her FIGHTER ELVES appearing from behind the now-lush trees.

NORDA

We found Damodar's camp. We'll have to hurry if we want to set traps for them...

WIPE TO...

EXT. ABANDONED CASTLE - LATER - DAY

Our HEROES, along with NORDA's FIGHTER ELVES, peer from the bushes. They can see the abandoned castle, surrounded by HENCHMEN who are breaking up camp and loading up their horses.

RIDLEY

That must be where he's keeping Marina.

RIDLEY notices that the BEHOLDER floating on watch.

(CONTINUED)

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73.

RIDLEY :

Elwood. I want you to cause a distraction - get the Beholder's attention while Snails and I sneak in.

SNAILS gets ready. He hands ELWOOD his knapsack.

SNAILS

Keep an eye on this, will you? And whatever you do, don't touch anything.

CUT TO:

EXT. ABANDONED CASTLE - MOMENTS LATER - DAY

ANGLE ON THE HOVERING BEHOLDER - sensing something, becoming agitated, its stalk eyes flapping wildly about as it looks at RUSTLING BUSHES in the distance.

ANGLE ON ELWOOD - inside the bushes, shaking them rigorously.

As the Beholder floats towards the rustling bushes, RIDLEY and SNAILS stealthfully sneak into the castle... and when the Beholder reaches the bushes, they suddenly stop rustling.

INT. ABANDONED CASTLE - MOMENTS LATER - DAY

RIDLEY and SNAILS silently walk through the castle which is lit only by burning torches on the wall. As guards mill about, our two thieves dart in and out of the shadows, undetected.

INT. ABANDONED CASTLE - HALLWAY - MOMENTS LATER - DAY

ANGLE ON A GUARD - walking down the darkened hallway as we --

PULL BACK to reveal RIDLEY silently walking behind him. His arm slowly moves towards the keys which dangle from the Guard's belt. Just as the Guard rounds the corner, RIDLEY steals them.

INT. ABANDONED CASTLE - SECOND FLOOR - MOMENTS LATER

TRACK ON - RIDLEY and SNAILS slowly climbing up a stone staircase to the second floor of the rundown castle.

They silently walk down a hallway which breaks into two separate directions. RIDLEY looks down the left side.

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CONTINUED:

RIDLEY
I'll look for Marina. You find the
map.

SNAILS heads down the hallway to the right as RIDLEY
watches him. RIDLEY calls out:

RIDLEY (cont'd)
Hey, Snails.

SNAILS turns around. RIDLEY smiles.

RIDLEY (cont'd)
Be careful, okay?

SNAILS returns the smile.

SNAILS
You too.

INT. ABANDONED CASTLE - LEFT CORRIDOR - CONTINUOUS - DAY

RIDLEY reaches a large steel door and uses the keys to
open it.

INT. ABANDONED CASTLE - ANOTHER HALLWAY - CONTINUOUS

RIDLEY enters a hallway where there is another locked
door. He tries using his keys, but they don't work. He
picks the lock.

INT. ABANDONED CASTLE - PRISON CELL - CONTINUOUS - DAY

MARINA paces inside her prison cell. Suddenly, she HEARS
the SOUND of the DOOR UNLOCKING. She quickly moves
behind the door as it opens. She swings down with all
her might at -

RIDLEY, who staggers back from MARINA's powerful blow.

RIDLEY
Owww! This is the thanks I get for
saving your life.

MARINA
Oh, Ridley! I'm so sorry.

RIDLEY
That's alright. I'm just glad you
haven't learned that lightning bolt
spell yet.

RIDLEY grabs MARINA's hand.

(CONTINUED)

CONTINUED:

RIDLEY (cont'd)
Quick. Let's get outta here before
Damodar decides to pay us a visit.

They exit.

INT. ABANDONED CASTLE - DAMODAR'S CHAMBER - MEANWHILE

SNAILS enters a lavishly decorated chamber where he spots the the MAP resting on a bureau along with an ASSORTMENT OF MAGICAL COMPONENTS. On the floor lies a large SAND-COLORED RUG.

SNAILS
Piece of cake.

But as SNAILS steps on the rug, he is immediately sucked in. It's a magical trap - A QUICKSAND RUG. Sinking, he desperately grabs at the floor, just managing to seize a chair... then, the chair starts sliding inch by inch towards the rug as we CUT TO:

EXT. WOODS NEAR ABANDONED CASTLE - MEANWHILE - DAY

ELWOOD is in the process of dumping all of the items out of SNAILS' knapsack. He grabs a piece of dried beef and eats it while sifting through Snail's personal belongings as --

NORDA and THREE FIGHTER ELVES work in the woods by rigging up a HUGE LENGTHWISE-SWINGING LOG attached to TWO TREES. They're tying it back in launch position - and camouflaging with brush.

ANGLE ON ELWOOD - still sifting through SNAILS' personal stuff. When he comes across the paperweight, he sniffs it, shakes it, and tosses it aside, causing the FEROCIOUS, RED-SKINNED FIRE GIANT ILLUSION TO SPRING TO LIFE! ELWOOD freaks out, screaming along with the giant, grabbing his axe to defend himself.

ANGLE ON THE BEHOLDER - sensing something, becoming agitated, its stalk eyes flapping wildly about as heads over and locates -

ELWOOD SHRIEKING and SWINGING his axe blindly at the GIANT! The BEHOLDER'S EYES widen threateningly - but then, there is a sudden WHOOSH of arrows flying, piercing the BEHOLDER from behind. ELWOOD turns to find NORDA'S FIGHTER ELVES lowering their bows as the BEHOLDER begins to SHRIEK AN ALARM. NORDA fires one last arrow into the Beholder's central eye, causing it to crash to the ground, flailing about as it dies.

(CONTINUED)

CONTINUED:

NORDA walks over and picks up the paperweight, causing the FIRE GIANT to disappear. NORDA stares at ELWOOD, yelling at him.

NORDA

Why couldn't you have kept quiet. The Beholder was able to sound the alarm.

ELWOOD

I was hungry. Besides, nobody heard it.

NORDA

Yeah? Nobody except them.

ELWOOD turns to find a SMALL ARMY of DAMODAR'S HENCHMEN running towards their location with swords drawn... as WE CUT TO:

EXT. ABANDONED CASTLE - PARAPET - MEANWHILE - DAY

DAMODAR's expression turns to rage as he stands in the PARAPET, watching the scene unfold. He quickly walks inside the castle.

INT. ABANDONED CASTLE - SECOND FLOOR - MEANWHILE - DAY

TRACK ON - RIDLEY and MARINA walking down the STONE STAIRCASE. TWO GUARDS, standing at the bottom the stairs, spot them!

RIDLEY

So much for getting outta here without a fight.

He unsheathes his sword as the two guards charge up the stairs. For a thief, RIDLEY's skills as swordsman are surprisingly advanced as he takes on both guards with relative ease. MARINA watches as RIDLEY masterfully backs the guards down the stairs.

EXT. WOODS NEAR ABANDONED CASTLE - MEANWHILE - DAY

ELWOOD is surrounded! Like a possessed Berserker, he closes his eyes and screams wildly as he swings his axe at the HENCHMEN.

ANGLE ON NORDA AND THE ELVES - hidden in the trees, watching the many HENCHMAN surround ELWOOD directly in front of them. NORDA signals the ELVES.

NORDA

Now!

(CONTINUED)

CONTINUED:

The Elves release the GIANT LOG; which swings horizontally and mows down the HENCHMEN, who were attacking ELWOOD.

ANGLE ON ELWOOD - After a beat of screaming and flailing about, he opens his eyes to find the HENCHMEN scattered on the ground.

ELWOOD raises his axe into the air and screams.

ELWOOD

Ha! That'll teach you to mess with a dwarf. Now... who's next?!

INT. ABANDONED CASTLE - FIRST FLOOR - MEANWHILE - DAY

RIDLEY thrusts his sword through one of the HENCHMEN's ARMOR. As RIDLEY pulls his sword from the dead henchman's chest, the other HENCHMAN moves in for the kill as --

MARINA grabs a torch and smashes him over the head.

RIDLEY

Thanks.

MARINA

Anytime.

RIDLEY grabs her by the hand. They run down the hallway.

INT. ABANDONED CASTLE - DAMODAR'S CHAMBER - MEANWHILE

Sinking in the sand rug, SNAILS hooks the top of the chair to one of the BUREAU HANDLES. At last, he succeeds and starts pulling himself out. Suddenly, the drawers start sliding out.

SNAILS

Oh, no...

SNAILS struggles to free himself from the QUICKSAND RUG without pulling out the bureau drawer. He just manages to get his chest firmly on the floor, as the drawer crashes to the ground.

He crawls out of the rug, breathes a sigh of relief, and walks over and grabs the MAP, tucking it into his tunic - when...

DAMODAR'S VOICE (O.S.)

Going somewhere with that?

(CONTINUED)

CONTINUED:

REVERSE ANGLE... DAMODAR stands-in the doorway. SNAILS draws a DAGGER from his boot.

DAMODAR (CONT'D)

Ohhhhh - you want to play, do you?

DAMODAR deftly pulls out a throwing dagger, and in one quick move, itlands in SNAILS hand forcing him to drop his dagger. He screams in pain, as he removes the throwing dagger from his hand.

DAMODAR (CONT'D)

Your turn.

SNAILS makes a sound, as he shakes his head, trying to recover.

DAMODAR (CONT'D)

Time's up - you forfeit your turn.

But, SNAILS lunges for the table, his hands blindly grabbing at some of the MAGIC COMPONENTS left there. He comes up with a WAND - and holds it in both hands like a gun. DAMODAR suddenly stands stock-still, seemingly paralyzed.

SNAILS

I love magic...

DAMODAR

A handy tool, the Wand of Paralysis - there's only one problem...

SNAILS

... What?

DAMODAR

They only work for mages.

AND DAMODAR SPRINGS BACK TO LIFE, LUNGING AT SNAILS' AND CLUTCHING HIM BY THE THROAT WITH A VICE-LIKE GRIP.

As SNAILS chokes, he pulls ANOTHER DAGGER out from under his shirt, PLUNGING it down into the flesh of DAMODAR'S ARM.

DAMODAR LETS OUT AN AGONIZED ROAR... and DAMODAR falls back clutching his arm, releasing SNAILS, who quickly runs out of the chamber.

As DAMODAR recovers, he grabs a SILVER GAUNTLET off the bureau. He puts his hand inside the metal glove. Locks it in position.

(CONTINUED)

CONTINUED: (2)

DAMODAR
(smiling)
You can run... but you can't hide.

EXT. ABANDONED CASTLE - MEANWHILE - DAY

RIDLEY and MARINA run towards the trees where the ELWOOD, NORDA, and Dexter have been waiting. RIDLEY looks around.

RIDLEY (cont'd)
Where's Snails?

INT. ABANDONED CASTLE - MEANWHILE - DAY

CLOSE ON DAMODAR'S METAL GLOVE - connecting against Snail's battered face, again and again. Obviously, DAMODAR has caught up with SNAILS and is in the process of beating him to death.

In a weak attempt to fight, SNAILS pulls out his dagger.

DAMODAR
You can't be serious.

SNAILS
I'll take this dagger and cut those tentacles right off your ugly face.

DAMODAR
Oh, please...

DAMODAR backhands a battered SNAILS, sending him reeling back.

DAMODAR (CONT'D)
Now - if you'll give me the map, I might decide to let you die quickly.

SNAILS replies by swinging the puny dagger at DAMODAR.

DAMODAR (CONT'D)
Fine - have it your way... just don't bleed all over my map.

CLOSE ON DAMODAR swinging his iron fist at SNAILS.

EXT. ABANDONED CASTLE - MOMENTS LATER - DAY

ELWOOD turns to RIDLEY.

ELWOOD
We're outmatched. We've gotta get outta here, Ridley.

(CONTINUED)

CONTINUED:

RIDLEY looks over at the HENCHMEN'S CAMP. Several spooked HORSES try to free themselves from a WAGON. They buck and rear.

RIDLEY turns to the group.

RIDLEY

Get that wagon. I'm going back to find, Snails. We're not leaving without him.

As NORDA, ELWOOD, MARINA, and Dexter run towards the wagon, RIDLEY runs towards the castle. In the distance, he sees -

SNAILS, beaten to a pulp, staggering out of the castle with DAMODAR close behind. He tries his best to get to RIDLEY. In a pain-distorted shout:

SNAILS

The map...

With a final burst of energy, SNAILS grabs the map from his tunic and throws it to RIDLEY. He collapses to the ground.

RIDLEY

Snails!

DAMODAR digs his knee into the SNAILS' back. He activates a button on his metal glove, causing THREE WOLVERINE-LIKE BLADES to jet out. He pulls SNAILS' head back and smiles at RIDLEY. Then, he sends the three blades into the back of SNAILS' skull, killing him instantly.

RIDLEY

No!

As DAMODAR retracts the blades back into the metal glove, RIDLEY unsheathes his sword, screams, and charges at him.

DAMODAR casually unsheathes his sword as RIDLEY charges... RIDLEY swings wildly... DAMODAR sidesteps and slashes him across the hamstring, causing RIDLEY to fall to the ground, howling in pain. DAMODAR laughs.

DAMODAR

You might as well give me the map.
You're no match for me.

Filled with rage, RIDLEY pulls himself off the ground and charges at DAMODAR, who masterfully strips RIDLEY's sword away, and then lunges his own blade deep into RIDLEY's shoulder!

(CONTINUED)

CONTINUED: (2)

As DAMODAR speaks, he twists the blade in RIDLEY's shoulder.

DAMODAR

Make it easy on yourself. Give me the map... and I'll let you live.

RIDLEY

Never.

DAMODAR

You're as stubborn as your friend...

He pulls the sword out. RIDLEY screams in pain.

DAMODAR

Very well. You've made your choice. Don't worry, I'll kill you quickly.

But as DAMODAR raises his sword to strike the final blow, he is forced to move out of the way of the RACING WAGON!

ANGLE ON ELWOOD - leaning out of the back of the wagon, grabbing RIDLEY and pulling him inside as it races past!

WE FOLLOW the wagon, as DAMODAR fades away in the distance.

CUT TO:

INT. MOVING WAGON - MOMENTS LATER - DAY

MARINA rides up front with NORDA. They look back at an injured RIDLEY, who seems to be passing in and out of consciousness.

MARINA

We have to do something for him, or I don't think he'll make it.

NORDA

The Elves of the Verdalf clan reside not far from here - they have great healing powers ...

(after thinking for a moment)

... We will go to them, before going on.

CUT TO...

INT. MAIN COUNCIL HALL - SUMDALL - DAY

The COUNCIL MEMBERS stand and bow as the EMPRESS enters the hall. When she's in her place:

(CONTINUED)

CONTINUED:

EMPRESS

This is the day appointed for me to render my family's scepter of Dragon Control to this Council. You all await my decision?

AZMATH

Aye, Your August Majesty.

Angle on PROFION watching intently.

EMPRESS

Then this day will be the first upon which my family will defy a decree of this Council - I decline to relinquish my scepter.

SHOCKED REACTION from the COUNCIL members. PROFION smiles.

AZMATH

Your Majesty, I plead with you, for the good of Izmer, the council has voted - you must oblige us. Do you understand the consequences of your decision if you do not?

EMPRESS

Do not patronize me Azmath for I am not a child, I understand all too well. Yes, I violate your law in defying this council. But if I were to give you this scepter, my crime would be graver yet, I would be defying my conscience and my people.

The MAGES react in rage.

EMPRESS (CONT'D)

This council was created to serve as a protection for the people of Izmer. But ask yourselves, is this what you are doing? I say not. Your concern is for yourselves, not the people. And if I am to be worthy of being Empress, then I must oppose anyone who does not act in the best interests of the people.

PROFION stands and addresses her.

(CONTINUED)

CONTINUED: (2)

PROFION :

And your Majesty, is bringing the Empire to the state of civil war in the best interests of the people?

The mages murmur in agreement. She points an accusing finger at PROFION.

EMPRESS

... the man who convinced you to take the scepter from me, so he would leave the State defenseless. This is Profion of Tarak's ambition. Does a man who opposes the right of anyone to prosper have concern for the people. War benefits no one Profion, and I oppose it. But, the time for Izmer to change its ways has come. So, if war is necessary to obtain the freedom of our people - then no cost could be too great to achieve that goal.

Some of the mages seem taken by what she has said. PROFION turns away from her, as though she's beneath contempt and he addresses the COUNCIL:

PROFION

I see no reason to defend myself against the charges of a person who has defied our lawful decree and seeks to change a system that has worked for hundreds of years.

The MAGES murmur in agreement.

PROFION (CONT'D)

Rather than trying to turn the onus of her own crimes against us, she ought to explain to us why she ought to remain in a position of authority before this council.

All eyes turn to the EMPRESS ...

EMPRESS

I have said all that I can. It is for you to decide who is speaking the truth... But I will not leave the Empire at the mercy of an unscrupulous charlatan. So, decide as you must. Any who wish to join me shall be forgiven for this crime. Those who do not, should we prevail, shall be banished from Izmer permanently.

(CONTINUED)

CONTINUED: (3)

And with all the dignity she can summon, she leaves her place and walks out of the room.

As she walks out of the door, about 15 mages get up and exit the council hall with her. PROFION begins to CLAP, with a cynical smile upon his face.

PROFION

A wonderful performance...

(after an incredulous laugh)

I warned you of her intentions.

Damodar witnessed her crimes and heard of her intentions first hand, and now you have heard them for yourselves.

We offered her a peaceful solution, and she chose not to take it.

A mage speaks out.

MAGE

But she still possesses the Dragon scepter. It will be a bloody battle, Profion.

PROFION

Yes it will, but if we do not act now and back the authority of this council with force, then this council has no meaning. Are you going to let a child destroy our Empire?

(shouts of no go up)

Then tell me - has the time not come to act?

(as the MAGES shout in agreement)

Then death to the tyrant! All glory to Izmer!

The COUNSEL erupts in a tumult of rebellious fervor.

CUT TO ANTIUS ...

INT. MOVING WAGON - MEANWHILE - SUNSET

MARINA changes places with ELWOOD. She sits next to RIDLEY.

MARINA

(as she looks at his unconscious body)

I'm sorry Ridley...

(CONTINUED)

CONTINUED:

She looks up and her eyes narrow as she sees DARK SILHOUETTES OF FIGURES BEARING ARMS emerging from the trees around them as the wagon moves.

MARINA (cont'd)
There's somebody out there.

NORDA
Calm yourself, human.

The wagon stops and NORDA gets out. There's a tense moment - then NORDA speaks in an ELVEN LANGUAGE. One of the FIGURES steps forward: an ELF; not your cute, puckish kind - but a hard, lithe-bodied hunter, his face tattooed with leaf patterns. He speaks Elven to NORDA. After a few exchanges, he sets off, indicating that they follow him. NORDA comes back to the wagon.

NORDA (CONT'D)
Their clanmaster, Hallvarth Frylief, offers us the hospitality of their village ...

The other ELVES move beside them on both sides, eerily silent.

MARINA
Are they always so ... tense?

NORDA
No, they have sensed the coming of war in the human world ... in Izmer.

MARINA
In Izmer?

NORDA
Yes - civil war ... And they spoke of the rod.

AHEAD... They begin to be able to see the lights of the well-hidden ELVEN TREE VILLAGE, lights that could be stars twinkling amidst the trees, shining from dwellings connected by catwalks and ladders that could pass for branches - all so harmonious with nature they look like they grew....

At the center of the village is a TREE OF LIFE - a tree with a huge trunk and hundreds of far reaching branches, teeming with life. ELVES peer down at them from many different heights, talking with a whispery softness like the rustling of leaves.

EXT. TREE OF LIFE AT THE CENTER OF THE ELVEN VILLAGE - NIGHT

RIDLEY lies semi-conscious upon a platform high up in the tree of life. OUR HEROES watch as HALLVARTH FYRLIEF, the Elven Clanmaster, kneels at RIDLEY's side, passing his hands over him in a way that resembles neither a doctor nor a mage.

MARINA

(quietly, to-NORDA)

What's he doing? Isn't he going to use any spells?

But HALLVARTH overhears her - and speaks softly as he carries on with his healing.

HALLVARTH

The elven peoples do not require spells to work with magic - unlike humans who think they need them to harness bits and pieces of its power. You use magic, we are part of it. Your race has forgotten that you yourselves are simply part of the whole fabric of magic.

MARINA

(confused)

We're part of magic?

HALLVARTH

As are all living creatures...
(looking up at them)
... including dragons. Though humans see only dragons' destructive powers, they are a creative force as well, for they live in perfect harmony with magic.

RIDLEY, half awake, stares at him as though he's just heard the answer to something that's been gnawing at him. HALLVARTH gives him an encouraging look...

RIDLEY

(struggling)

Is that why..?

HALLVARTH

Yes.

RIDLEY

This morning I came upon...

(CONTINUED)

CONTINUED:

HALLVARTH -

... a dragon being born in the Burnt Lands?

(off RIDLEY's stunned look)

We sensed its birth. But you were privileged enough to witness it.

RIDLEY

Life was exploding all around it - it was amazing...

HALLVARTH

Dragons, magic, nature - they're all part of the fabric of the great cycle.

RIDLEY

So what happens when dragons die?

HALLVARTH

Life withers as it must in the cycle...

(with the greatest simplicity)

What do you suppose would happen if many dragons were killed all at once?

MARINA and RIDLEY exchange a grave look.

RIDLEY

The Rod ...

HALLVARTH

(darkly)

Yes - you and your countrymen are very close to irreparably shredding the fabric of nature with this rod you seek. The rod is man-made, unnatural, not part of the cycle...

MARINA

But we fight for a just cause.

Shaking his head, he goes back to his work - bemused:

HALLVARTH (CONT'D)

And the saddest thing... lost as you are, you humans, with your infinite minds - you have more potential to find a perfect harmony with nature than any living creature. But, ruled by your petty impulses and fears, you squander that opportunity. No cause, whether right or wrong is above nature - *there is no place above nature...*

(MORE)

(CONTINUED)

CONTINUED: (2)

HALLVARTH (cont'd)
:looking pointedly at RIDLEY)
You must learn to let go of your
fearful impulses, then you will find
your true and right path.

And with that, he sweeps a hand over the whole length of
RIDLEY's body...

... SUDDENLY, RIDLEY IS ABLE TO SIT BOLT UPRIGHT.

HALLVARTH
You still need rest. Let me show you
to your resting places.

EXT. HIGH IN THE TREES - ANOTHER DECK - LATER - NIGHT

RIDLEY's leaning on the rail of the TREEHOUSE, pondering.
Most of the village is asleep. MARINA, dressed in a
borrowed Elven robe, emerges from within, slipping to
RIDLEY's side.

MARINA
How are you feeling?

RIDLEY
What do you think?

MARINA
I'm sorry about Snails.

RIDLEY
(bitterly)
I'm sure you are.

MARINA
Ridley, he died for a good cause.

RIDLEY
Good cause? The Empress against
Profion? That's nothing but politics.
I'm through with all that - I'm not
going to die for some power struggle
between a couple of greedy mages.
Snails died because of some power
hungry mages - just like my father.

MARINA
No, your wrong. He died for a great
cause which you should be proud of.

RIDLEY
(he explodes at her)
Your a mage, you never had to live on
the other side.
(MORE)

(CONTINUED)

CONTINUED:

RIDLEY (cont'd)

Snails was right, there's nothing we can do to change it. If only I had listened he would still be alive.

MARINA

(going back at him)

You're problem is because something bad happened a long time ago you have decided to blame all mages forever. Just because some mages are evil does not mean they all are! Let me let you in on a little secret Ridley, the Empress, that Snails died for, stands to lose everything because she is fighting to change things.

RIDLEY

As if she has anything to worry about.

MARINA

How naive you are. She risks everything because she does not believe the system is fair. Profion, the council, they seek to remove her from power because she believes that mages and commoners should be treated equal. She risks all for your freedom - That Ridley is what Snails died for!

This stops him dead in his tracks. For a moment there is only silence between them as they stand off, then he turns away from her as he bows his head.

MARINA (cont'd)

(she walks up behind him,
softly)

You know, when Vildan told me what was happening with the Empress I wanted to do all I could to help her. But even so, I didn't understand why she would want commoners to be equal with us. But now, after being with you for only a few days, seeing how you always manage to find your way, I understand why the Empress is right.

(she pauses for a moment)

Please Ridley, help me show them we are not like they are.

He turns around and slowly raises his head bringing them face to face.

(CONTINUED)

CONTINUED: (2)

RIDLEY :

You know, for a mage, you're pretty smart.

And with that, RIDLEY takes her in his arms; she holds on tight to him, and they begin to kiss. As they kiss we SWIRL UP INTO THE SKY ABOVE THEM...

... COMING TO REST UPON DAMODAR, hidden high in a tree on the outskirts of the village, watching. A BAT flies past; one of DAMODAR'S TENTACLES snags it out of the air - and to DAMODAR's great discomfort, sucks it up his nostril. His eyes cross angrily as he looks down at his nose and speaks to the creature in his head:

DAMODAR

Just you wait til they lead me to the rod.

INT. TREEHOUSE - EARLY MORNING

CLOSE ON... MARINA AND RIDLEY'S SLEEPING FACES, lit by dappled forest light, in each other's arms. In a whisper:

ELWOOD'S VOICE

Well, well, well...

REVERSE ANGLE TO SEE ELWOOD standing above them, RIDLEY wakes up and motions him away, as MARINA awakes.

RIDLEY

So, you ready to go save the Empress.

MARINA

I thought you were through with all that.

RIDLEY

Let's just say I had a change of heart.

She smiles at him as we CUT TO:

EXT. OUTSKIRTS OF THE ELVEN VILLAGE - MORNING

OUR HEROES are mounted on their horses. RIDLEY and MARINA stand in front of HALLVARTH and some of the ELVES.

RIDLEY

Thank you for saving my life.

(CONTINUED)

CONTINUED:

HALLVARTH

It was a task which requires no thanks. Remember what I have told you - let go of your fearful impulses and you will find your true path.

RIDLEY

I've already started.

They do a friendly double hand shake, and then mount their horses. They ride off as HALLVARTH and the ELVES watch.

ELF

(to Hallvarth)

Does he know his true potential?

HALLVARTH

Not yet, but I have a feeling that he will live to find out.

CUT TO...

EXT. PARAPETS OF THE IMPERIAL PALACE - SUNDALL - DAY

THE EMPRESS, her SCEPTER OF DRAGON CONTROL in hand, stands beside her few remaining LOYALISTS, staring at the SCHOOL OF MAGIC where several MAGES gather on the rooftop, ready for battle.

A LOYALIST GENERAL turns to the Empress.

LOYALIST GENERAL

It appears the day has arrived, your highness.

The EMPRESS stares at the MAGES - once her loyal subjects - unwilling to believe the time has come for blood to be shed...

EMPRESS

(to the small group)

I want to thank you for your bravery and loyalty - you fight for a right and just cause and WE WILL PREVAIL.

THE GROUP

We will Prevail!!!

Slowly, she nods... and raises the ROD...

EMPRESS

May the Immortals forgive me...

(CONTINUED)

CONTINUED:

And she brings the ROD sweeping through the air... A THUNDERCLAP SOUNDS.

CUT TO ...

EXT. SCHOOL OF MAGIC - ROOFTOP - MEANWHILE - DAY

WE PAN ACROSS the CONCERNED FACES OF THE REBELLIOUS MAGES - and arrive at...

...PROFION. His face, unlike the others', is lit with GLEEFUL EXCITEMENT. Under his breath:

PROFION
Yes ... begin, begin.

And as if on cue - behind the EMPRESS' TOWER, from the horizon, , DOZENS OF RED DRAGONS SOAR TOWARDS THE CITY.

PROFION (CONT'D)
You see - just as I warned you, the Tyrant has brought her Dragons down upon us. Now is the moment to seize our freedom! Down with the tyrant!

The MAGES watch in awe and fear the DRAGONS CLOSE IN...

CUT TO...

EXT. FOREST - ANTIUS - DAY

Our HEROES are on a VAST GLACIAL INCLINE, traveling through a FOREST OF TOWERING SEQUOIA-LIKE TREES. DEXTER's very tense.

RIDLEY stops, as he and NORDA study the MAP.

RIDLEY
Look...

THEIR POV... In the distance is an unbelievably HUGE SEQUOIA. Not only is it distinctive in size - its branches are also unusual: on the east, they point downwards, and on the west, almost straight up. A WEIRD LIGHT SEEMS TO PULSE around it.

ANGLE ON THE MAP... It ends at an intricate ILLUSTRATION of the peculiar SEQUOIA.

RIDLEY'S VOICE (O.S.)
That's it... that's where the dungeon is.

(CONTINUED)

CONTINUED:

FADE TO THE BASE OF THE HUGE SEQUOIA - LATER... It seems to rise forever. Our HEROES have dismounted now - and they're looking around, perplexed: there's no dungeon, no ruin, no cave and nowhere where one could put a key, just the SEQUOIA, standing there with infuriating placidity, betraying nothing.

MARINA

There's nothing here...

ELWOOD

(practically growling)

If this has all been a waste of time..

He whacks the SEQUOIA with the hammer end of his axe...

... AND STARTS TO FALL AS THE GROUND SEEMS TO SLIP OUT FROM UNDER HIM. He scrambles back like a crab as the earth is sucked into the base of the tree which yawns like a great dark mouth...

WHEN THE PROCESS IS OVER:

RIDLEY

An entrance ...

DEXTER lets out a fearful whimper...

CUT TO...

A POV ON OUR HEROES FROM AFAR THROUGH THE TREES:

DAMODAR'S VOICE

Very nice, very nice...

REVERSE ANGLE TO REVEAL - DAMODAR and his HENCHMEN watching OUR HEROES get into their defensive marching order and ENTER THE TREE.

DAMODAR (CONT'D)

It's probably crawling with traps.
We'll let them go first and be the
dungeon bait.

INT. TREE/DUNGEON - MEANWHILE - DAY

OUR HEROES proceed through the wood of the tree, descending a SHARP SLOPE and down a dripping STONE TUNNEL, nightmarishly DARK and SILENT.

ELWOOD's in the lead: because of his size, he's the only one who doesn't have to stoop. They check the walls and floor for evidence of traps. The walls are ALIVE with

(CONTINUED)

CONTINUED:

HIDEOUSLY SQUIRMING CAVE LEECHES.

MARINA

What were the Immortals thinking when they made such creatures..?

ELWOOD

That they're a good source of protein, in a pinch.

MARINA

Is there anything you haven't eaten?

Just as he's about to reply, he SMACKS into a WALL: the long section of tunnel that seems to lie in front of them is nothing but a PAINTED ILLUSION.

NORDA

Very clever.

ELWOOD

Too clever. Well maybe this'll do the trick again.

He winds up to hit the wall with the hammer end of his axe again...

RIDLEY

NO!

TOO LATE. THE AXE CONNECTS...

... AND INSTANTLY, THERE'S A WHOOSHING SOUND - AND THE FLOOR DISAPPEARS BENEATH THEM.

The next thing they know, they're tumbling down a SUBTERRANEAN SLOPE OF DIRT, throwing up dense clouds of dust, building momentum as they roll... DEXTER frantically flies after them, issuing panicked squawks.

MARINA screams - as they SMASH into a STONE WALL in a mangled pile like a freeway wreck. With uncharacteristic sheepishness, as they extricate themselves from one another:

ELWOOD

Sorry about that...

RIDLEY

Is everyone okay?

They are. They try to head back up the slope, but it's TOO STEEP - and they keep sliding back into the wall. They shift their attention to the wall, running their hands over it.

(CONTINUED)

ELWOOD
I think I found something - it's like
some kind of ridge...

RIDLEY
Let me see...

He approaches - and ELWOOD guides his hands over it.

ELWOOD
See? I bet if we just pushed against
it...

RIDLEY
NO!

But it's too late: ELWOOD pushes, AND THE WALL
EVAPORATES. THEY FIND THEMSELVES BARRELLING DOWN A
STEEP, NARROW CHUTE...

WHICH DUMPS THEM INTO A NARROW, DARKENED UNDERGROUND
TUNNEL. The group dusts themselves off. ELWOOD
scratches his helmet.

ELWOOD
Sorry about that.

RIDLEY
Why do I get the feeling that's not
the last time I'm going to hear you
say that?

RIDLEY looks down the tunnel. The only source of light
comes from a faint green glow ahead in the distance.

RIDLEY (cont'd)
Come on. Let's head toward that light
source. Maybe it's our way out of
here.

INT. TREE/DUNGEON - SAME

Our heroes make their way towards the light, noticing
that the walls of the tunnel are covered with LARGE HOLES
burrowed deep inside the rock, creating an almost
honeycomb-like appearance.

NORDA
Anyone have an idea what those might
be?

ELWOOD
(sarcastically)
They're called holes.

(CONTINUED)

CONTINUED:

RIDLEY :
Let's keep moving.

The group continues down the tunnel to a FORK in the road. Each path leads to a BRIDGE THAT CROSSES A VAST ABYSS. The bridge on the left appears to be sturdy and well-constructed. The bridge on the right is old and dilapidated.

ELWOOD walks towards the sturdy bridge on the left.

ELWOOD
This bridge looks safe enough.

MARINA takes notice of both bridges.

MARINA
I don't have a very good feeling about this. In magic school, one of the very first things we learn is that things aren't always as they appear.

ELWOOD
I don't mean to knock your school, lady, but cute little sayings aren't gonna help us.

RIDLEY grabs a stone from the ground and rolls it onto the bridge. The stone BOUNCES across the planks for about ten feet, but then it falls right through a wooden plank!

MARINA casts a REVEAL SPELL. Suddenly, we see that the center of the sturdy bridge does not exist. It was just an illusion.

MARINA and RIDLEY share an amused look as ELWOOD grabs a stone and walks over to the old, dilapidated bridge. He hurls the stone at the center plank, causing the decrepit wood to crack!

ELWOOD (cont'd)
At least this one exists. I just hope this old bridge is strong enough to hold us.

ELWOOD stands on the first plank. It cracks in half!

ELWOOD (cont'd)
I guess not. I vote we head back the other way. Find another tunnel.

The group notices a strange look appear on ELWOOD's face.

(CONTINUED)

ELWOOD (cont'd)
What the hell are those?

The group turns and watches several NINE-FOOT LONG CENTIPEDE-LIKE CREATURES drop out of the holes in the walls behind them!

MARINA
CARRION CRAWLERS!

The CARRION CRAWLERS begin to slither towards our heroes.

ELWOOD
Whatever they are, they look hungry.
I change my vote. Let's take the
bridge.

One by one, the group walks cautiously onto the dilapidated bridge, planks breaking under their feet. As they approach the end of the bridge, RIDLEY spots more CARRION CRAWLERS dropping out of holes on the other side. Our heroes are trapped!... but as the Crawlers reach the bridge, they stop in their tracks.

ELWOOD (cont'd)
Look. Even they're not stupid enough
to crawl onto this rickety old bridge.

RIDLEY
I don't think they ever planned on it.
They have something else in mind.

They watch as the CRAWLERS, on both sides, have begun gnawing on the ropes which connect the bridge to the cavern walls.

RIDLEY turns to MARINA.

RIDLEY
We've got to get off this bridge. How
do we kill these things?

MARINA
The Mages call these things Vampire
Worms. Carrion Crawlers live
underground because they can't stand
light... That's it!

MARINA conjures a spell, and suddenly, a ball of light appears between her hands. She inches towards the Crawlers, which SCREECH and cringe away from the bright ball of white light.

The whole group rejoices.

(CONTINUED)

CONTINUED: (3)

ELWOOD :

What do you know? I guess even low level Mages can come in handy once in awhile...

But then, suddenly the half-eaten ropes of the bridge SNAP! THE BRIDGE IS SENT PLUMMETING TOWARDS THE BOTTOM OF THE HUGE CHASM!

The group is immediately dropped from sight, leaving only the bewildered DEXTER, who is still suspended in flight for a beat. He then flies down towards the fading SCREAMS of his friends.

INT. DUNGEON - SAME

Our heroes finally SPLASH down into a MURKY POOL OF WATER. The force of the fall submerges them about fifteen feet deep. One by one, each of them surfaces, coughing up the filthy water.

The group swims over to a wall where there appears to be some kind of entrance way two feet above the surface of the water. As they begin to climb out of the water, RIDLEY notices that someone in the group is missing. He calls out...

RIDLEY

Marina?... Where's Marina?

Without thinking, RIDLEY dives back into the pool. He searches the murky depths and spots a light source in the distance...

It's MARINA's magical light orb, still glowing. We see that MARINA is tangled in the ropes of the sunken bridge.

RIDLEY removes his DAGGER from the scabbard on his leg. As he struggles to cut her free, the light from the ball fades, an indication that MARINA's life is fading away as well.

While RIDLEY cuts the ropes, he notices a STONE EMBLEM of A GOLDEN DRAGON attached to the underwater cavern wall... and just as the light extinguishes, RIDLEY cuts her free.

ANGLE ON the group, staring down at the water as RIDLEY bursts to the surface, carrying a lifeless MARINA over to the shore. ELWOOD and NORDA help pull her out of the water.

NORDA

She's not breathing!

(CONTINUED)

CONTINUED:

RIDLEY performs mouth-to-mouth resuscitation... and after a concerned beat... she coughs up water... and begins breathing.

The group is relieved. RIDLEY smiles. MARINA and RIDLEY stare lovingly at each other for a beat. Then suddenly, RIDLEY remembers something. He pulls out the RED RUBY from his pouch.

RIDLEY

What did that Wraith say again? Only through the Dragon's Eye...

MARINA

...can one see where the rod does lie.

RIDLEY

(confidently)

I'll be right back.

He dives into the water and swims back down to the STONE EMBLEM of the GOLDEN DRAGON. There is a hole where its eye would be. He inserts the RUBY into the hole. It glows a brilliant RED.

A MECHANICAL CHURNING SOUND can be heard from the other side of the cavern wall as the STONE EMBLEM SLATE slowly slides over, revealing an underwater passageway. RIDLEY swims inside.

INT. CAVERN LEDGE - UNDERGROUND

MARINA, NORDA, and DEXTER stand on the ledge and stare down at the murky water. Bubbles rise. Then, ELWOOD surfaces. He has obviously been submerged for awhile, searching for RIDLEY.

ELWOOD

I can't find him anywhere.

Suddenly, the group HEARS a RUSTLING SOUND from behind them. As they turn to look, we CUT TO:

INT. CAVERNOUS ROOM - UNDERGROUND

RIDLEY surfaces inside a underground cavern.

HIS POV... A CAVERNOUS ROOM FILLED WITH MOUNTAINS OF TREASURE: GOBLETs, PLATTERS AND SCEPTERS IN GOLD, SILVER, DIAMOND AND SAPPHIRE, TIARAS, NECKLACES AND MORE... RIDLEY's eyes sparkle as he walks through two piles of treasures. Operating on instinct, RIDLEY opens his pouch in order to pilfer the treasure, but then, he remembers what the Wraith-like creature said to him...

(CONTINUED)

CONTINUED:

101.

RIDLEY :
Do not be lured by the Dragon's
treasure, for in it lies great pain,
not pleasure.

RIDLEY curses to himself as he closes his empty pouch,
making his way through MOUNTAINS OF TREASURE. RIDLEY
notices that --

ON THE FAR WALL OF THE CAVERN, hangs a MUMMIFIED CORPSE,
dressed in robes of a mage. It dangles from an iron hook
which jettisons out from its chest. Its hand clutches THE
GOLDEN ROD.

RIDLEY slowly approaches and GRABS the rod, but then
suddenly -- THE MUMMIFIED CORPSE'S EYELIDS SPRING
OPEN! RIDLEY jumps back!

MUMMIFIED CORPSE
Are you the seeker of the rod of
Savrille?

RIDLEY
Yes.

MUMMIFIED CORPSE
I am Savrille, Creator of the Rod,
cursed for the crime of trying to
control the Golden Dragons, and
sentenced to this purgatory until
someone worthy of its power takes it.
You are such a man...

RIDLEY
I don't know if anybody is such a man.
But I will find out.

RIDLEY GRABS THE ROD... but the corpse CLUTCHES IT
TIGHTLY.

MUMMIFIED CORPSE
...Be warned, anyone who wields the
power of the rod shall suffer a
horrible fate... for the evil it
creates cannot be undone... unless its
spell is broken.

RIDLEY
How do you break the spell?

MUMMIFIED CORPSE
That... you must discover.

(CONTINUED)

CONTINUED: (2)

101.

RIDLEY reaches out and GRABS THE ROD. The corpse releases it.

ANGLE ON RIDLEY'S HAND ... As his fingers clutch around the ROD, it suddenly begins to GLOW - and we can see it's an object of supreme beauty, encrusted with diamonds and rubies, ornately carved and crafted, an intricate series of dragons banded around it. The rod's glow zooms up his arm, outlining his whole form. The power surges through him, then dissipates. He raises it above his head and waves it through the air, the glow intensifying, filling the air with its undeniable majesty.

In the intensified glow, we suddenly see that the wall behind the MUMMIFIED CORPSE is a BRILLIANT FRESCO, showing a HALF-DOZEN GOLDEN DRAGONS in flight. It's breathtakingly beautiful and powerful, the glory of the DRAGONS so stunningly clear, their splendor so understated and true, RIDLEY can't help but be deeply, deeply moved. The moment is almost holy.

RIDLEY turns and walks away. In the b.g., we see the MUMMIFIED CORPSE suddenly BURST INTO FLAMES.

As RIDLEY enters the water,

WE CUT TO:

RIDLEY SWIMMING BACK THROUGH THE PASSAGEWAY. AS he swims out, he notices the Dragon Eye again, he takes it and the doorway is again closed forever as we cut to RIDLEY surfacing with the rod in his hand.

As RIDLEY climbs out of the water...

RIDLEY

I found the rod!

The moment's cut short by ...

DAMODAR'S VOICE (OFF SCREEN)

Thanks for saving me the trouble...

WIDEN TO REVEAL... DAMODAR, STANDING BEHIND MARINA. HE'S GOT HIS ARM AROUND HER NECK, A LETHAL BLADE PRESSED TO HER THROAT.

NORDA, DEXTER and ELWOOD are also held captive by DAMODAR's heavily-armed HENCHMEN. TWO DOZEN OTHER HENCHMEN stand behind them. Referring to RIDLEY's possession of the ROD:

DAMODAR

Feels good, huh..?

RIDLEY glares at him furiously, his GRIP TIGHTENING.

(CONTINUED)

DAMODAR (CONT'D)

Remember, your stupidity and persistence got your thief friend killed - don't let it be responsible for finishing off the rest of your friends.

He presses the knife into MARINA's skin, drawing a small, but alarming trace of blood.

DAMODAR (CONT'D)

Oh, look - I've cut her ... What a shame.

RIDLEY

Don't hurt her!

DAMODAR

Then give me the rod.

RIDLEY

And you'll release them?

MARINA

Don't do it, Ridley!

DAMODAR

(pressing the KNIFE harder;
shutting MARINA up)
You have my word.

RIDLEY pauses for a moment - then suddenly thrusts the ROD at DAMODAR. As he takes it:

DAMODAR

I said I'd let them go, and let them go I will - to die here in the dungeon with you.

He releases MARINA and the HENCHMEN release the OTHERS. He looks at the ROD in his hand and laughs.

DAMODAR (CONT'D)

Looks like it's time to go.

He pulls out a SCROLL, snaps it open and tosses it into the air. With a BOOM, it creates a PORTAL IN SPACE. HE DIVES IN:

DAMODAR (CONT'D)

To Sumdall - wherever Profion is!

CONTINUED: (4)

MARINA :

Quick! If we're fast enough, we can get through that portal!

She tries to throw a spell to block the HENCHMEN, but ONE OF THEM grabs her around the neck. ELWOOD jumps in to save her but he's immediately set upon by OTHERS.

RIDLEY's attacked on all sides - he draws his sword, fighting well, but it's only stalling for time.

NORDA picks up a rock, SMASHING it on the HENCHMAN strangling MARINA. He barely flinches. She jumps on his back, trying to pull him off, but he outweighs her ten times over, and it's useless.

DEXTER swoops about, blasting the HENCHMEN with his fire breath. The PORTAL starts to flicker, dissipating, but there's nothing our HEROES can do: they're losing the fight.

In a desperate rasp, to RIDLEY:

MARINA

Do something...

He looks at her and NORDA, at DEXTER, his mind spinning as he tries to figure a way out as he battles the attacking HENCHMEN.

They work him into a corner; he falls onto his rear against a rock shelf - and his hand grasps a SOFTBALL-SIZED ROCK.

He looks at the battling ELWOOD - and like Dwight Gooden on a good day...

HE WINGS THE ROCK.

ANGLE ON ELWOOD... The ROCK connects perfectly - and his HELMET begins to teeter in slow-mo, falling off his head and getting trampled by HENCHMEN.

ELWOOD's momentarily stunned. He puts his hand to his bald dome - and his face contorts, his nostrils dilate and he starts to GROWL...

HIS FURY IS REMARKABLE... HE RISES, A CYCLONE OF RAGE, SENDING HENCHMEN INTO THE AIR, SWINGING HIS AXE LIKE A ROTOR AND MOWING DOWN ANYTHING IN HIS PATH.

THE OTHER HENCHMEN ARE SO TAKEN-ABACK, RIDLEY MAKES SHORT WORK OF THEM. HE GOES TO MARINA, TAKING OUT HER ATTACKER - AND THEY RUSH TO THE BARELY-VISIBLE PORTAL. HE HOISTS NORDA AND MARINA IN- THEN, TO DEXTER AND ELWOOD:

RIDLEY

Come on!

The POCKET DRAGON zooms in - but ELWOOD's too intent upon carnage to hear.

RIDLEY grabs ELWOOD's HELMET from the ground in one hand, and the dwarf's long thinning HAIR in the other. He dives into the PORTAL, yanking ELWOOD in after him, barely making it as it SNAPS SHUT.

CUT TO:

EXT. SUNDALL CITY - DAY

THE BATTLE HAS BEGUN - FROM THE ROOFTOP OF THE SCHOOL OF MAGIC, the REBELLIOUS MAGES cast FIREBALL spells into the air ...

FIREBALLS rip through the thick smoke fouling the once blue skies while PROFION'S HENCHMEN shoot MAGICAL MISSILES and TANGLING WEBS from ballista rods that look like GIANT SNAKES.

But the EMPRESS' DRAGONS circle closer to the rooftop, blasting it with JETS OF FIRE.

EXT. SCHOOL OF MAGIC - ROOFTOP - MEANWHILE - DAY

As HENCHMEN fight fires the DRAGONS have set all over the rooftop, PROFION SCREAMS out to the MAGES.

PROFION

AIM FOR THEIR WINGS YOU FOOLS!

EXT. SKIES - MEANWHILE - DAY

And one of the MAGICAL BOLTS shot from a ballista does manage to hit the wings of a RED. It plunges ...

... AND IS IMPALED UPON ONE OF THE CITY'S SPIRES. THE DYING DRAGON BELLOWS AT THE SKIES ...

AND IN RESPONSE... THE SKIES DARKEN AND THUNDER ROARS.

EXT. SCHOOL OF MAGIC - ROOFTOP - MEANWHILE - DAY

AZMATH and the OTHER MAGES look at the BLACK SKIES upon them with grave misgiving, but PROFION's too intent upon watching the aerial fighting to even notice it.

AZMATH

The skies...

PROFION

(never taking his eyes off
the battle)

What?

AZMATH

Look at the skies!

PROFION

(seeming to notice it for the
first time)

How do you expect to do great things
if you're afraid of a little shift of
nature.

ANOTHER MAGE

But it's ... turning black!

PROFION

You should be proud! When we're done
remaking the world, nothing will look
the same!

AZMATH

No! You must stop this madness.

PROFION GLARES AT HIM...

PROFION

You betrayed the Empress - you won't
betray me, you simpering bore.

PROFION unsheathes a DAGGER and STICKS IT INTO Azmath's chest. As Azmath looks at him in disbelief, PROFION pushes him off the building.

PROFION (CONT')

Any more complaints?!

The MAGES are silent, cowed. As he turns back to the battle, they look at each other, realizing their new leader is not the man they thought he was.

The building is ROCKED BY A BLAST from SEVERAL DRAGONS...

(CONTINUED)

CONTINUED:

106.

ANGLE ON PROFION'S FACE - darkening as he sees that the EMPRESS is winning.

Suddenly, a BLACK PORTAL APPEARS. DAMODAR emerges from it. His eyes widen as he takes in the situation.

DAMODAR (CONT'D)

Evidently I'm just in time...

PROFION only hisses. DAMODAR sweeps the ROD OF GOLD DRAGON CONTROL from within his robes, and lowers it into PROFION's still outstretched hand.

DAMODAR (CONT'D)

Now, my head...

But PROFION has forgotten all about DAMODAR. His fingers tighten around the ROD with an almost sexual joy. The same power we saw filling RIDLEY when he held the rod suffuses PROFION.

DAMODAR

My head.

PROFION

My destiny...

DAMODAR

But my head.

Barely hearing him, and annoyed at the interruption, PROFION casts a spell backhandedly at DAMODAR...

... and DAMODAR'S FACE does an INCREDIBLE STRETCH - and he falls to his knees.

The REBELLIOUS MAGES watch in horror as the agonized DAMODAR doubles over onto the deck - but a moment later, he looks up at them with a sickly smile, his face restored...

DAMODAR

I feel... so much better.

EXT. PARAPETS OF THE IMPERIAL PALACE - MEANWHILE - DAY

The EMPRESS watches PROFION raise his arm, rod in hand, and begin to twirl on the rooftop of the besieged School of Magic.

EMPRESS

No...

EXT. SCHOOL OF MAGIC - ROOFTOP:- MEANWHILE - DAY

The REBELLIOUS MAGES watch as PROFION spins, slicing the GOLD DRAGON ROD through the air...

MAGE

Look...

They turn, and see the EMPRESS bearing down upon them, mounted on her Red Dragon, with THREE OF HER LOYALISTS mounted at her sides ... The MAGES FIRE...

EXT. THE SKIES - DAY

With suicidal determination, THE EMPRESS dives at PROFION, SPELLS and BALLISTA MISSILES blasting by her on all sides. When she's in range, her DRAGON blasts a FLAME at PROFION...

... BUT WHEN THE SMOKE CLEARS, HE'S NOT IN SIGHT.

EXT. SCHOOL OF MAGIC - ROOFTOP - MEANWHILE - DAY

PROFION blinks magically back into visibility. He continues to slice the rod through the air, insane blood and power-lust infusing his every pore...

EXT. SKIES ABOVE SUNDALL - MEANWHILE - DAY

The EMPRESS struggles to stay atop her DRAGON as A MIGHTY WIND BEGINS TO BLOW. The DRAGON lets out a strange, fearful sound and starts FLYING FRENZIEDLY.

EXT. SCHOOL OF MAGIC - MEANWHILE - DAY

PROFION's still whirling, his robes flying in the wind, shouting out the magical names of the corners of the earth in an archaic language ...

SUDDENLY, the wind dies - and PROFION comes to a standstill, the rod held aloft, his face turned skyward ... waiting.

EXT. HORIZON LINE - MEANWHILE - DAY

Through the smoke and acrid putrescence of the skies, BRILLIANT GOLDEN REFLECTIONS SHINE FROM ALL CORNERS OF THE HORIZON... GLINTING LIGHTS THAT RUSH TOWARDS US, GROWING BIGGER.

EXT. SCHOOL OF MAGIC - MEANWHILE

PROFION'S MINIONS are transfixed, their BALLISTAS silent, for the bright bodies are close enough that now there's the no question about it: PROFION HAS SUMMONED GOLD DRAGONS, creatures of such stunning supernatural beauty and power, they make the RED DRAGONS look like toys.

PROFION turns to DAMODAR, who has recovered from the sudden departure of the creature - even he seems awed...

PROFION

Well..?

DAMODAR

... amazing.

PROFION

My destiny...

BUT ELSEWHERE ON THE ROOFTOP: the OTHER MAGES are equally stunned.

They look ruefully at the obviously insane PROFION.

ANOTHER MAGE

He used us... We're utter fools.

The MAGES run to the side of the building and leap off... casting FEATHER FALL SPELLS. They drift softly to earth.

EXT. SKIES AROUND THE SCHOOL OF MAGIC - MEANWHILE - DAY

The EMPRESS, HER MOUNTED FIGHTERS and her DRAGONS all stare at the approaching GOLDS, speechless...

Then, as the TERRIFYING ROARS OF THE GOLDS FILL HER EARS, the EMPRESS snaps out of it and starts waving her ROD, directing her DRAGONS ...

EMPRESS

Regroup! Prepare for their attack!

(as they linger)

I SAID REGROUP!

Kept from panic solely by the EMPRESS' commanding tone, the RED DRAGONS fly into defensive formation...

EXT. SCHOOL OF MAGIC - ROOFTOP - MEANWHILE - DAY

PROFION laughs at the EMPRESS' effort, and shouts out ancient command words - and slicing with the rod...

(CONTINUED)

CONTINUED:

... HE BRINGS THE GOLDS DOWN UPON THE EMPRESS' DRAGONS,
SCATTERING THEM LIKE LEAVES.

PROFION

Butcher them! Let their blood rain
from the skies..!

THE SKY IS SO FULL OF FIRE AND ROARING THAT NO ONE
NOTICES...

ANOTHER PORTAL WHICH APPEARS ON THE BELEAGUERED
ROOFTOP... MARINA, NORDA, ELWOOD, DEXTER AND RIDLEY
EMERGE FROM IT...

They're utterly shocked by the TOTAL DEVASTATION around
them, at the sight of the skies, at the FIRES blazing on
the rooftop, and at the DRAGON BATTLE circling all around
them...

MARINA

Oh, no - we're too late ...

Tears begin to fall from her eyes.

But RIDLEY's eyes rivet on PROFION, his back turned,
manipulating the rod.

RIDLEY

There may still be time...
(grimly starting towards
PROFION)
It's not over yet.

MARINA

Wait - he could destroy us with a snap
of his fingers...

NORDA

But if we all hit him together...

She strings an arrow, RIDLEY readies to charge with his
sword, ELWOOD with his axe, and MARINA prepares a spell.

RIDLEY and ELWOOD charge... BUT THEY'RE RUSHED BY A GROUP
OF MINIONS. NORDA tries to get an arrow off at PROFION,
but her bow is splintered by a blow from a spiked mace -
and she barely escapes with her head. A battle on the
rooftop begins.

ANGLE ON PROFION - too busy directing the DRAGON BATTLE,
he doesn't notice the fight behind him.

EXT. SKIES AROUND SUNDALL - MEANWHILE - DAY

Deep in the chaos of the aerial war, THE EMPRESS sees her REDS being destroyed all around her. Each dragon's death causes nature to go further haywire.

EXT. GROUNDS AROUND SUNDALL - MEANWHILE - DAY

As RED DRAGON fall to the ground, the earth trembles, splitting open great fissures resembling an earthquake.

EXT. SCHOOL OF MAGIC - ROOFTOP - MEANWHILE - DAY

OUR HEROES battle DAMODAR and his MINIONS amidst flames. Through the chaos, RIDLEY gets face-to-face with DAMODAR - and manages to get his SWORD to the astonished DAMODAR's throat.

RIDLEY

You're almost too pathetic to kill.

DAMODAR

Please don't...

And, feigning fear, he puts his arms in the air - a motion of surrender. RIDLEY's taken aback, he lets down his guard as DAMODAR pulls a blade out from a sheath attached to his back.

DAMODAR (cont'd)

It's not my time to die... it's yours.

He attacks RIDLEY, who defends himself. A sword fight ensues.

DAMODAR (CONT'D)

Let's see if you can last any longer than your unfortunate friend, Snails.

EXT. SKIES AROUND SUNDALL - MEANWHILE

The EMPRESS sees a RED about to be caught in the claws of a GOLD, she dives at it with her RED, its breath weapon blasting.

The GOLD is stunned for an instant then comes after her.

After a diving dogfight, the GOLD DRAGON is caught in crossfire from the two RED DRAGONS. The EMPRESS finishes it off.

The GOLD DRAGON plummets to the earth.

EXT. SCHOOL OF MAGIC - ROOFTOP - MEANWHILE

ANGLE ON PROFION, the light strobing his face, his eyes feverish as they drink in the chaos and destruction.

WIDEN TO REVEAL... that the rooftop of the SCHOOL OF MAGIC is COVERED IN FLAMES. ELWOOD repeatedly hammers MINIONS into the flames. NORDA guards MARINA from attacks as DAMODAR and RIDLEY continue to fight. DAMODAR gains the upperhand on his tired opponent.

DAMODAR

Tired..? Don't worry - in another minute it'll all be over.

Suddenly, the rooftop begins to give way, crumbling beneath them! RIDLEY almost steps backwards into a large gaping hole in the rooftop - and as he fights to keep his balance, DAMODAR presses down on RIDLEY's sword, pushing him towards the hole. He's right on the brink, bent backwards...

DAMODAR (CONT'D)

Perhaps a little nudge is in order...

He steps forward and reaches out to give RIDLEY a little push on the chest - and... RIDLEY'S HAND SHOOTS OUT, GRABBING ONTO DAMODAR'S ARM, PULLING HIMSELF TOWARDS HIM, TOWARDS THE PIT.

RIDLEY

This is for Snails.

RIDLEY shoves him into the PIT - AND WE hear DAMODAR screaming, falling to his death. RIDLEY turns to continue his pursuit of PROFION - but at that moment, a HUGE SECTION OF THE ROOFTOP COLLAPSES... SEVERAL MAGES fall to their deaths inside the building which blazes with flames from within.

EXT. SKIES AROUND SUMDALL - MEANWHILE

The DRAGON BATTLE continues: it looks as though the EMPRESS will be defeated at any moment. With few DRAGONS and no hope left, she waves her rod, calling out a disorderly retreat.

The GOLD DRAGONS pursue.

EXT. SCHOOL OF MAGIC - ROOFTOP - MEANWHILE

Sure of victory, PROFION points at a GOLD DRAGON with his rod, summoning it.

EXT. SCHOOL OF MAGIC - BACK OF ROOFTOP - MEANWHILE

ELWOOD edges his way towards MARINA who's clinging to the side of the crumbling building. DEXTER flutters around her, squawking - but when a large section of the rooftop collapses around MARINA, DEXTER FLIES AWAY, ABANDONING THEM...

ELWOOD

Good riddance - that thing has scales
on its heart.

EXT. SCHOOL OF MAGIC - FRONT OF ROOFTOP - MEANWHILE

RIDLEY's leaping across broken, burning sections of the rooftop to get to PROFION when he sees ...

A GOLD DRAGON HOVERING INTO VIEW. As PROFION climbs upon it, RIDLEY recklessly charges through the fire, leaping over missing sections of rooftop... but he's too late - the GOLD bears PROFION away in pursuit of the EMPRESS...

RIDLEY watches, utterly downcast.

EXT. SCHOOL OF MAGIC - BACK OF ROOFTOP - MEANWHILE

ELWOOD gets a hold of MARINA's hand - but as he pulls her back, the ground beneath begins to give way, just as --

NORDA pulls them back to safety... but then, the fire which blazes on the rooftop pushes them to the side of the building.

NORDA

Better to fall than to burn.

ELWOOD

(panicky)

Is that all you can -

RIDLEY'S VOICE (O.S.)

Marina!

They turn and see RIDLEY clinging to the other side of the rooftop. The section he's clinging to breaks free; he has to use his legs to catch hold of a loose section of rail.

MEANWHILE... FLAMES PUSH THEM BACK... until there is nowhere else to go.

ELWOOD (CONT'D)

Maybe it is better to fall than to
burn.

(MORE)

(CONTINUED)

CONTINUED:

ELWOOD (cont'd)
(getting ready to let go)
See you in another dimension someday -
maybe...

He leaps off the side of the building... BUT INSTEAD OF
FALLING, TO HIS SURPRISE... HE RISES.

ELWOOD (CONT'D)
Huh?

We see he's been grabbed by the claw of a RED DRAGON.
Its other claw grabs NORDA. A RED DRAGON seizes MARINA.

MARINA
(laughing wildly)
Dexter! You brought help!

DEXTER comes winging up, exhausted from his mission and
settles on MARINA's shoulder.

MEANWHILE... The RED flies over to the other side - and
with its empty claw, sweeps RIDLEY off. He dangles
beside MARINA, giving her a wild look.

RIDLEY
(muttering)
This isn't the time for this, but I
think...

But a soaring turn of the DRAGON brings him crashing into
MARINA. When they're apart:

MARINA
What?

RIDLEY (CONT'D)
I'll tell you later - we still have a
job to do...

EXT. SKIES ABOVE SUMDALL - MEANWHILE

PROFION is laughingly pursuing the EMPRESS, the ROD in
hand.

PROFION
Where's all your serene majesty now,
Your Highness? Allow me to bestow the
ultimate serenity on you...

She executes a breakneck turn and dives to evade him
bringing her close to the ground. But he anticipates her
move - and his GOLD DRAGON BLASTS AN IMMENSE WALL OF
FLAME AT HER, causing the Empress to fall off the RED...

(CONTINUED)

CONTINUED:

She goes CRASHING INTO A PILE OF RUBBLE in the middle of the square. Close on the Empress her body seems lifeless.

PROFION looks up and sees...

RIDLEY, atop a RED DRAGON, swooping past.

PROFION

Think you can ride dragons, you filthy little upstart?

RIDLEY

Come on, put me in my place!

PROFION veers his GOLD around and it blasts at RIDLEY - but RIDLEY drops his DRAGON into a dizzying dive, almost pitching himself from the saddle -- THEN, IN A KAMIKAZE ACT OF DESPERATION, DIVES OFF THE PLUMMETING DRAGON, PITCHING ONTO PROFION'S BACK, ALMOST KNOCKING HIM OFF...

AS THE GOLD DRAGON SWOOPS AND PLUNGES, PROFION TRIES TO SHOVE RIDLEY OFF - but RIDLEY won't be shaken. They struggle, both trying to stay on...

PROFION steers it into a sharp upward climb, at the same moment elbowing RIDLEY in the face. RIDLEY loses his hold and starts falling off. He grabs at PROFION for a hold...

... AND COMES UP INSTEAD WITH THE GOLD DRAGON ROD... BUT HE'S ALREADY FALLING - AND IT YANKS OUT OF PROFION'S HAND...

...AS RIDLEY PLUMMETS DOWNWARDS, ROD IN HAND...

PROFION (CONT'D)

NO!

AND HE DIVES OFF THE DRAGON'S BACK, SLICING THROUGH THE AIR AFTER RIDLEY...

Clutching the rod, RIDLEY closes his eyes as the earth rushes towards him - BUT THEY POP BACK OPEN AS HE FEELS HIMSELF GRABBED: PROFION has caught him in midair and is struggling to get the ROD. As they tumble towards the earth:

PROFION (CONT'D)

Give me that! It's mine - mine!

They struggle, rushing towards the earth - AND JUST WHEN THEY'RE ABOUT TO IMPACT, PROFION GIVES UP THE STRUGGLE AND FLAPS HIS ROBE...

(CONTINUED)

CONTINUED: (2)

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IT BILLOWS, MAGICALLY BRINGING THEM IN FOR A JARRING LANDING. The impact is enough to send them and the ROD tumbling amidst the devastation.

EXT. CENTRAL SQUARE OF SUNDALL - AT THAT MOMENT

They've landed in the center of the rubble-strewn, black-muck of the SQUARE. RIDLEY clamors to his feet, staggering for the rod - but he's hit by THIN, TWISTING MAGICAL LINES from PROFION's fingers. He doubles over in excruciating pain.

PROFION

I've had all the interference I can take ... You're nothing but a simple commoner - did you really think you could steal my destiny?

As RIDLEY takes a couple more agonized steps towards the ROD, PROFION continues BLASTING him.

PROFION (CONT'D)

Say goodbye, thief ...

RIDLEY staggers backwards, falling to his knees, as PROFION moves closer.

PROFION (CONT'D)

I'll invent a new destiny for you - full of pain! I'll invent new kinds of pain and new senses for you to feel it with - and I'll create seven simultaneous eternities for you to experience it in!

He raises his hands above his head - as if to increase the force of energy and finally finish RIDLEY off when...

A SHADOW FALLS UPON PROFION. HE LOOKS UP TO SEE MARINA STANDING BEHIND HIM with a large staff ready to strike.

MARINA

That's my boyfriend mage!

And she SMASHES HIM with the staff almost knocking him over. As she goes around for a second shot, PROFION manages to grab the staff and SENDS HER FLYING TO THE GROUND. She cowers away as he approaches her raising his hands to cast a spell when...

RIDLEY

Why don't you pick on somebody your on size!

(CONTINUED)

CONTINUED:

PROFION turns back to RIDLEY, he sees ...

RIDLEY STANDING BEFORE HIM, THE ROD IN HAND. He looks up at PROFION, the ROD's power coursing through him.

PROFION

(sneering)

You really think you can use that rod?
You're a thief.

RIDLEY looks at the ROD, his face beginning to be lit by the insane power-lust it infused PROFION with. He raises it above his head and sweeps it through the air. PROFION laughs.

But the laughter dies in his throat - as above THE GOLD DRAGONS fly away from the fights they're engaged in and head towards a point above RIDLEY. They await his command.

PROFION (cont'd)

But how could you - it's *impossible!*

For the first time ever, we see fear in PROFION'S eyes as he knows RIDLEY can bring destruction and death upon him with a mere flick of his wrist...

MARINA

Bring them down on him, Ridley -
destroy him!

RIDLEY starts to do as she says - but then his arm freezes.

HIS POV: In midair, TWO DRAGONS locked in deadly combat tumbling through the polluted clouds, turning them POISONOUS COLORS ...

RIDLEY looks at the rod - knowing the destruction it has wrought...

BUT STILL THE ROD'S POWER URGES HIM TO USE IT... He struggles to overmaster it - but it gains on him...

But then RIDLEY sees the hatred, fear and insanity on PROFION'S FACE - and the sanity seems to return to his face. He pulls the RUBY DRAGON EYE out.

RIDLEY

(to himself)

I hope this works.

(to PROFION)

No. I won't... I won't become you.

(CONTINUED)

CONTINUED: (2)

AND WITH A VIOLENT WRENCH AGAINST THE ROD'S POWER, HE BRINGS IT SMASHING DOWN ONTO A PILE OF RUBBLE, WHILE HE BRINGS THE DRAGON EYE SMASHING DOWN UPON THE ROD.

PROFION

NO!

THE ROD SHATTERS TO SMITHEREENS - PROFION is stunned. .
He looks upwards...

EXT. SKIES ABOVE SUNDALL - MEANWHILE

The GOLD DRAGONS swirl about as if caught in a whirlwind then fly towards an invisible center, fanning out downwards ...

... AND BEARING DOWN TOWARDS PROFION.
Panicked, he casts a spell, throwing open a DIMENSIONAL PORTAL and running towards it.

He's halfway in - when his forward motion is arrested...

HIS POV... THE EMPRESS, HER ROD IN HAND, IS GRABBING HIS ARM HOLDING HIM FROM COMPLETELY ENTERING THE PORTAL...

EMPRESS

You will be made to stand trial
Profion.

PROFION

No, I won't your highness!

ANGLE ON PROFION... as he pulls out a small dagger with his free hand and slices along the EMPRESS's arm that holds him, but to his surprise, she holds on as THE DIMENSIONAL PORTAL SLAMS shut...

IT CUTS HIS ARM OFF and the EMPRESS falls back. The BOOM of the PORTAL echoes with PROFION'S HOWL.

The MAGES in the street stare at the arm - then look up fearfully at the EMPRESS.

SILENCE. She stares back, then looks at the ROD, and picks it up as she stands. The mages bow, and everyone remaining in the square bows except for RIDLEY and MARINA. She slowly walks past the kneeling people to RIDLEY and extends her hand out to him. RIDLEY looks confused as if not knowing what to do.

MARINA

(whispering and nudging him)
Bow to her.

(CONTINUED)

CONTINUED:

He starts to go down on one knee as if to bow, but the EMPRESS stops him, helping him back up.

EMPRESS

No, it is I, and Izmer, that are eternally grateful to you. From this time forward, you shall never be required to bow in the presence of me.

With that, she again extends her hand. This time RIDLEY knows what to do, and he shakes hers as they share a smile while everyone looks on, And we...

DISSOLVE TO:

EXT. IMPERIAL PALACE - EMPRESS'S BALCONY - THE NEXT DAY

The EMPRESS, MARINA, NORDA, ELWOOD, DEXTER and a few aides that are doing final touches on them stand in a room that leads to the palace balcony. The group looks completely refreshed, new clothes, and definitely a lot bathing has taken place.

ELWOOD makes his way to the balcony curtain and peers out, he quickly jumps back.

ELWOOD

Whoa, that's a lot of people out there.

NORDA

(patting him on the back)
You'll be okay.

ELWOOD

I don't know, Dwarves have stage fright - anyone got an ale (to the Empress)
Y'know for the nerves.

EMPRESS

(to MARINA)
Where is Ridley?

MARINA

There's something he had to do, don't worry Your Highness - he'll be here.

The EMPRESS looks puzzled, as we CUT TO:

EXT. GRAVEYARD - DAY

The camera cranes down over this vast graveyard of endless stones and comes to rest behind RIDLEY standing alone in front of a wooden place marker with the name "SNAILS" roughly etched in it. A loud crowd can be heard cheering in the distance. Reverse angle on RIDLEY.

RIDLEY

(referring to the crowd)

Hear that buddy - that's for you.

(pauses again)

Well, you know I'm not good at this serious stuff but - you were right, all mages aren't bad, it just took me losing you to realize that. Nothing's going to be the same without you, but I guess I'll have to get used to that. I just hope, wherever you are, you know that you did make a difference - you helped things change!

He reaches into his pouch bag and pulls out the Red Ruby DRAGON EYE. He places it in front of the wooden marker.

RIDLEY

You finally got it, your big score.

(pausing for a moment)

Well, I guess I'd better get going or I'll miss my own knighting ceremony. Can you believe it? "Ridley the Savior". I'm going to miss ya pal.

And with that he turns and starts to walk away. We watch him for a moment and THE CAMERA RAISES UP and rest on a bird sitting on a tree above the grave watching RIDLEY move on.

CUT TO:

EXT. IMPERIAL PALACE - EMPRESS'S BALCONY - DAY

Close on a LARGE ROYAL TRUMPET blaring as it sounds to announce the presence of Her Royal Highness - the Empress of Izmer. The EMPRESS, RIDLEY, MARINA, NORDA, SNAILS and DEXTER come out onto the balcony platform.

A LOUD CHEERING can be heard. REVERSE ANGLE ON CAMERA looking down from the balcony - its a glorious day, the whole Empire of Izmer is gathered in front of the palace, thousands upon thousands of people. The Empress let's the people cheer for a moment as RIDLEY looks at MARINA as if to say "WOW". Then the Empress raises her arm silencing the crowd.

(CONTINUED)

CONTINUED:

EMPRESS :

People of Izmer. I present you with
the Champions of Izmer.

(she motions our group
forward)

From this day forward, these five will
be known as Defenders Of The Throne!

THE CROWD ERUPTS IN CHEERS AND CLAPPING for our heroes.
The Empress steps forward again and addresses the people.

EMPRESS (cont'd)

I have waited for this day a long
time. People of Izmer I do declare
that from this day onward, you shall
all be equal, and the opportunities of
all people, mages and commoners alike,
shall be the same.

(she takes out her scepter)

I, Savina, Empress of Izmer, do now
relinquish my rod, and the ruinous
magic it embodies.

AND FOLLOWING THE EXAMPLE SET FOR HER BY RIDLEY, SHE
DASHES HER ROD TO THE COBBLESTONES, SHATTERING IT. The
people of Izmer erupt in cheers.

ANGLE ON RIDLEY... He looks at the EMPRESS with
admiration.

RIDLEY

I can't believe she did that.

MARINA

You showed her the right thing to do.

RIDLEY

We all did it together.

(after a pause)

Pretty good for a low-level Mage and a
common thief who just wanted to steal
a lousy Cloak of Invisibility...

MARINA

I guess you're not so common after
all.

He smiles at her with the kind of tenderness and love
women really want from a man but rarely get. They move
towards one another, about to kiss - but ...

ELWOOD'S VOICE

Hey, hey, hey - hold on there!

(CONTINUED)

CONTINUED: (2)

They turn and see NORDA and a furious ELWOOD.

ELWOOD (CONT'D)

You wake me up from a solid sleep, you
drag me halfway around the world, you
almost get me killed a dozen times,
you make me ride a horse, and then
what do you do? YOU SMASH THE ROD!
Now I want someone to tell me - *how do*
I get paid?

He glowers at them, NORDA puts a hand on his shoulder.

NORDA

Well, how about if I buy you a drink.

ELWOOD

A drink..? A drink..?

(his thirst getting the
better of him)

... Well, maybe that's not such a bad
idea.

(to RIDLEY and MARINA)

But I'm not done with you two...

But they're already too deep in a kiss to listen. NORDA
gives them a smile, and leads ELWOOD onwards.

RIDLEY

(once they're gone)

... At last.

THE END