

HELLBOY

A screenplay by

Guillermo del Toro

based on
the HELLBOY graphic novels
by

Mike Mignola and
John Byrne

Larry Gordon Productions
Universal Studios
Universal City,
California

Registered:WGAw

MARCH, 1999

Internal First Draft,
REVISED
EYES ONLY
III

DARKNESS

"...The world was all before them, where to choose
Their place of rest, and providence their guide:
They hand in hand with wand'ring steps and slo.
Through Eden took their solitary way..."

John Milton, Paradise Lost

FADE IN:

AGENT MYERS - SOMEWHERE

A good kid, but he's in bad shape. His open, honest face is battered, bleeding. A burnt, scratched, and stained FBI tag hangs from his shirt pocket.

As he stares off screen, his face is illuminated by a fierce, roaring FIRE.

But he is smiling. A bittersweet smile.

INTERVIEWER'S VOICE
We're starting.

CUT TO:

Static.

Color bars. Then...

INTERVIEW 1

A photographer's darkroom. Stills hanging out to dry, enlargers, acid bath, timer, etc.

MATLIN
I don't know much as it is. Haven't
talked about it for decades, you know?

GEORGE MATLIN, an obese, nearsighted man in his seventies is being touched-up by a MAKE UP GIRL. He's smoking a cigarette.

INTERVIEWER'S VOICE
No smoking on the air, please.

(CONTINUED)

CONTINUED:

MATLIN

They said - they tried to put me in the
looney bin, so -

Matlin paws through a small box full of old b&w negatives. Looks
directly at camera.

MATLIN (cont'd)

- I moved to Arizona, opened my store
and kept my trap shut.

INTERVIEWER'S VOICE

- please, we're starting...

Matlin licks his fingers and pinches out the cigarette. Saves the
butt in his shirt pocket.

MATLIN

But I kept a copy of the negative... Give
me a minute and I'll find it.

Matlin nods. Someone turns on the darkroom's red safety light to
make things look dramatic.

TECHNICIAN'S VOICE

3... 2... 1... Roll tape.

After a beat or two, MATLIN talks.

MATLIN

It started back in '44, near the coast of
Scotland. I was 21 years old.

Super: CPL. GEORGE MATLIN, war photographer.

CUT TO:

INT. SUBMARINE HALLWAY.

MATLIN's hands again paw through a bunch of negatives, again
under a red light, but now in a submarine corridor, a maze of
pipes and gauges.

MATLIN 21, already chubby and in eyeglasses, holds up his still
camera and shrinks back as...

SGT. WHITMAN, 44, pushes past. His uniform is soaked in sweat.

WHITMAN

(irritated)

Matlin, go get your gear.

(CONTINUED)

CONTINUED:

Continuing down the hallway, Whitman hears a new sound in sharp contrast with the low-frequency hum of the engines: a slow WALTZ.

He reaches a small berth, where a gramophone is playing. Within, an incongruously proper Englishman is taking his tea and digestive biscuits.

This is TREVOR BRUTTENHOLM, a gaunt, olive-skinned man in his late twenties. In his hands, a tarot deck.

WHITMAN

(stops the record)

Professor Bruttenholm -

Bruttenholm nods, spreads more cards. THE HIEROPHANT (upside down)... THE MOON...

BROOM

Name's pronounced "Broom", Sgt. Whitman.

His proper King's English is tinged with another, untraceable accent.

WHITMAN

Up on deck, Broom. We're going ashore.

Broom nods, and turns over the last tarot card: THE DEVIL.

From a shelf, he grabs a small box. It's full of rosaries.

UNDERWATER

The silhouette of a submarine directly above, and some rafts moving away from it.

Super: MULL ISLAND, SCOTLAND, OCTOBER 9TH, 1944.

ROWING - NIGHT

Four boats full of troops. They row toward a dark, hulking island a hundred yards away.

In one of the boats, Whitman, Broom and a queasy-looking Matlin, who's got his tripod, cameras, and cases.

WHITMAN

(a growl)

We are in Allied waters, for Chrissakes.
There's nothing on that island but goats
and rocks-

(CONTINUED)

CONTINUED:

BROOM
(rowing)

Ruins, not rocks. The remains of Trondham Abbey, built on an intersecting pentagram of ley lines.

Whitman shoots him a dirty look. Oblivious, Broom wraps a rosary around his wrist and passes one to Matlin. Matlin passes the box to the next man, who does the same, etc.

They're now in shallow water.

BROOM (cont'd)
Ley lines crisscross the entire planet. Pre-Christian roads, the fastest routes, always. Some say they mark the borders between our world and -

WHITMAN
(takes a rosary)
Hold it, okay? Are you a Catholic, by any chance...?

BROOM
Oh, amongst other things, yes. What I am would take a -

WHITMAN
So am I. See, I do have a spiritual side. But with all due respect, Professor, you're full of shit.

He jumps waist-deep into the ice-cold water and starts pulling the boat ashore.

WHITMAN (cont'd)
And I don't need a submarine and sixty men to prove it.

MULL ISLAND, ROCKY MOUNTAIN.

MATLIN hauls his tripod and heavy equipment uphill. Whitman silently signals his men to spread out. Broom catches up with him.

BROOM
Look, my dear Sergeant Whitman, I don't want you to think I'm crazy -

WHITMAN
(interrupts)
Three days too late for that one.
(MORE)

(CONTINUED)

CONTINUED:

WHITMAN (cont'd)
(signals again)

Hell, a week ago I hadn't even heard the word "paranormal" -

BROOM
You read the transmission.

WHITMAN
Half transmission. Garbled German, mumbo-jumbo and ghost stories.

BROOM
I believe in ghosts, Whitman.

WHITMAN
I bet you do.

Ahead, Matlin has reached the peak. He sets down his camera, points it at Whitman and Broom. Turning to get a piece of equipment, he sees a light from below.

MATLIN
Oh, my God...

Broom and Whitman reach the top and look down at...

...an impressive Romanesque ruin. Tall, crumbling archways and portals stand atop a barren hill. A hive of activity: worklights are being turned on and dozens of Nazi soldiers are swarming over the rocks.

BROOM
Guess they're here for the goats.

MATLIN
I need a longer lens...

Broom points something out to astonished Whitman, who snatches Matlin's camera. He focuses the telephoto lens.

THROUGH THE CAMERA

Just offshore, a Nazi submarine turret. A SWISH PAN to the center of the ruins... where the soldiers are assembling a gigantic metal structure. Banners flap in the night wind. They bear a strange emblem: an rampant dragon holding a swastika.

WHITMAN
They're building something.

BROOM
(frightened)
I know what it is.

(CONTINUED)

CONTINUED:

WHITMAN

(to a soldier with a radio)

Air and sea backup. What's closest?

RADIO OP

Londonderry, Ireland, sir.

WHITMAN

They could get here within the hour.

BROOM

We don't have an hour...

He points up at the full moon, rapidly being eclipsed by heavy clouds.

ABBAY RUINS - ALTAR AREA

Under the worklights, a dozen soldiers assemble a polished, engraved steel frame, covered with gears and moving parts, like a giant clockworks.

The operation is closely supervised by a spindly Nazi in leather, his face covered by an odd gas mask: KROENEN.

Von Krupt, a desiccated German General, stands next to him and looks at the moon and his pocket watch.

VON KRUPPT

(mutters angrily, in German)

Where is Grigori? That Russian pig...?

BEHIND THE ALTAR

A dark, ruined chamber lined with stone saints, their faces eroded, bodies discolored.

GRIGORI, a tall, gaunt man, stands naked in the moonlight. Headless white doves lie at his feet. He dips his fingers in a wooden bowl full of blood, then traces lines and symbols across his chest.

ILSA, an Aryan beauty, reverentially drapes a richly embroidered ceremonial garment over his broad shoulders. When he speaks, his voice is smooth and cold as ice.

GRIGORI

Whatever happens here tonight, you must carry on the work.

(CONTINUED)

CONTINUED:

ILSA

I won't leave you, master.

GRIGORI

Yes. You will.

(beat)

You will deny me. You will leave me. And
this will guide you back.

Grigori hands her a slim, LEATHER-BOUND BOOKLET. THUNDER is heard. He pulls her close. Tears are spilling from her eyes.

GRIGORI (cont'd)

We will always be by your side, my mother
the moon, and I.

He wipes her tears away with a bloody thumb, then daubs a red streak on her cheek, both a consolation and a ritual.

GRIGORI (cont'd)

We will grant you youth and life, and the
power to serve us...

Ilsa's voice trembles oh, so gently, shaken by ecstasy and grief.

ILSA

And I will cut open this world to see it
bleed.

He pulls her close, the clouds of their breath mingling.

GRIGORI

We will meet again. In time.

Von Krupt suddenly appears.

VON KRUPPT

(in German)

We are ready.

CEREMONY

Rain pours down.

Grigori, under an umbrella, watches as KROENEN clamps gold and copper gloves to both his hands and then fits them inside a larger, heavily wired armature.

VON KRUPPT

(in German)

We've spent precious resources. And much
(MORE)

(CONTINUED)

CONTINUED:

VON KRUPPT (cont'd)

time. May I remind both of you that the Reich doesn't look kindly on failure...

GRIGORI

(dismissive)

Von Kruppt, you're hopeless... I promised your Furher a miracle, I will deliver one.

(pause)

Come and see... the Ragnarok generator.

They head towards the machine, now fully assembled. A colossal steel and copper device gleaming in the downpour.

KROENEN connects wires, cables and steam hoses to his exoskeletal mecha-gloves.

Grigori flexes his fingers and - on the gigantic structure - dozens of levers and gears respond! Steam pistons thrust copper rails into weird, magical configurations. As this happens, two large metal rings swing around a central axis, creating gyroscopic momentum.

TCHINK!!! WHIRRR!!! a triangle, now a gyration TCHKK!! CLACKK!! a cross...

GRIGORI (cont'd)

(chants, from a whisper to a scream)

Ivlak... Krei, Ivlak... Avunda, nei...

Ivlak... Anung, ung, Rama...!

Ilsa gestures to a soldier. The work lamps dim until the only visible light is a slight phosphorescence emanating from the machine.

TCHAAAACK!!! a photograph is taken

IN THE UNDERBRUSH

Matlin snaps a few shots. Whitman pulls him down.

A few men ready their weapons.

BROOM

How much longer?

WHITMAN

(scans his troops)

We're not in position.

ALLIED SOLDIERS

They are outnumbered. But moving swiftly, silently, they keep out of sight of the German stormtroopers.

One of them dives into a ditch just in time to avoid a patrolling guard.

Two more assume positions a few feet away from a machine gun nest.

RASPUTIN

Chants louder, possessed now by manic fervor.

The earth vibrates at his feet, loose pebbles rolling.

TCHAKKK!!! KLANGG!!! The copper railings crisscross forming an upside down pentagram.

The machine now glows with "negative" energy - inky darkness surrounded in a halo of light.

THE ENERGY

exuding from the RAGNAROK machine creates a spiderweb of cracks across the stone floor of the ancient church. The fissures extend up the walls and into the stained glass windows.

The earth suddenly SPLITS and bright beams of negative energy shoot upwards. A howling vacuum forms around Grigori.

Raindrops now miraculously sweep toward him and the machine.

BROOM

shakes Whitman.

BROOM

A portal is opening. They're trying to bring something in!!

WHITMAN

In from where?

The answer shines as a weird reflection in Broom's eyes.

DISASTER

A blade of darkness opens a slit in the air, amidst the swirling rings.

All the loose pebbles strewn on the ground rise up like stone mosquitoes. The beams from the worklights seem to bend toward the void.

Grigori screams as his body rises. Veins swell in his neck, his face distorted by ecstasy and pain.

Stained glass showers the group as all windows explode in unison.

The rim of the cosmic slit sizzles with color; an alien galaxy sparkles on the other side. Suddenly, a worklight is uprooted and flies into the gap.

VIEW FROM THE "OTHER SIDE"

Drifting in space, a glimpse of the OGDRU JAHAD: six ovoid monoliths, joined together.

Inside their translucent walls, horrible vast creatures lie in deep slumber.

The six-foot work light tumbles by, insignificant against the massive cocoons.

As the light sweeps over it, one of the sleeping giants opens a filmy eye, and then another, and another, and another, and another...

OGDRU JAHAD nears the open portal.

BACK TO THE ISLAND

Sizzling darkness devours the light. The void ripples the borders of earthly reality.

Von Krupt is in thrall...

...until bullets start ripping things apart.

The squad of Allies storms the area.

Ilsa screams for Grigori; he shudders like a marionette in a new surge of energy.

(CONTINUED)

CONTINUED:

A hail of lead cuts down a dozen Nazis. Automatic weapons fire severs bodies in both camps. The Allies overrun the machine gun nest as grenades explode everywhere.

VON KRUPP shoots wildly, hitting Broom in the leg and hip. Bullets thud into his shoulder and neck. He hides behind a pillar, gibbering in pain.

Leaving a trail of blood, Broom crawls to a dead soldier and takes a grenade from his belt.

TCHKKK!!! Only yards away, KROENEN pops a long, shiny blade from his wrist, and stabs an American soldier, then looks at the fallen Broom: he's next!

Broom throws the grenade at... the generator.

CLICK-CLACK!! it lodges between two moving piston rods.

Kroenen lunges after it. The machine slices his flesh; blood lubricates the moving parts. Oblivious to pain, KROENEN struggles on.

His fingers reach the grenade when it EXPLODES!!!

He flies through the air, hitting a stone wall where two pieces of flying steel pierce his LEFT ARM and RIGHT SIDE.

Another rail plunges - FFFFT!!, like a javelin - into the earth right next to MATLIN.

The cosmic portal flashes and contracts, imploding the atmosphere around it. Screaming, Grigori is yanked through the slit.

Nothing is left of him, but a pair of smoking mecha-gloves.

As the Allies approach, the rain stops. Through the parting clouds, allied planes fly by. Moonlight pours down.

Ilsa is gone.

And so is Kroenen. Embedded in the wall where he was pinned, the two bloody rails.

AFTERMATH

The Allies hustle away the surviving prisoners. Matlin takes some pictures.

In the harbor, two or three submarines slowly surround the Nazi craft.

INSIDE THE CHURCH

Broom examines the remains of the generator. His wounds have been bandaged; he shivers under a thin woolen blanket.

WHITMAN

That man, someone called him "Grigori."
That's Russian, right?

(Broom nods)

Thought they were on our side...

BROOM

Grigori Effimovich Rasputin, advisor to the Czar. In 1916 he was poisoned, shot, stabbed, clubbed and drowned - not a very popular man - he's no stranger to dying.

(looks at Whitman)

No reason to think it's any different now.

Broom fiddles with the remains of two golden rails. They slide against each other with precision, bringing engraved hieroglyphics together.

BROOM (cont'd)

Technology and magic, working together.
Remarkable.

They start walking away from the darkened ground and the shadows of the church.

WHITMAN

Whatever it was. We stopped it, right?
Nothing crossed -

Broom signals for silence. Listens... Faint at first, but growing louder: a CREAKING sound. They turn.

In a Celtic doorway, a boxy dark shape, ten feet high, rocks gently back and forth.

They approach it carefully.

At the corners, inhuman craftsmanship has carved the pitch-black ironwood into tortured, baroque spires, like a scaled-down cathedral. A shuffling noise is heard from within, then an eerie moan.

Broom and Whitman exchange a look. A frightened soldier brings a small stepladder.

(CONTINUED)

CONTINUED:

Broom examines an etched seal made of blue steel. On it, an open hand points upwards, where angels tumble down, consumed by fire. A gruesome engraving: THE FALL OF HEAVEN.

Climbing the ladder, Whitman readies his gun, and peeks inside. He hears the labored breath of a living creature.

Suddenly, with a loud screech, a RED THING jumps in the air!!

Whitman falls off the ladder.

The red THING lands on top of an altar piece, jumps to another one. It tries to hide, cowering between a gargoyle and a stone saint.

Some soldiers ready their guns, as others help Whitman to his feet.

WHITMAN (cont'd)

What the hell was that??!!

Broom shakes his head: The black wooden construct is still rocking. Broom signals the soldiers to lower their weapons.

BROOM

(awe)

No!... This... is a cradle.

He approaches the red THING. Climbing on a crate, he slowly fishes a BABY RUTH candy bar out of his pocket.

In deep shadow, the THING observes with bright, golden eyes, veined with streaks of burnt sienna.

Broom slowly peels back the wrapper and waves the candy. With a rustling sound, the THING cowers.

Broom bites into the candy and chews, noisily smacking his lips. Offers the candy again. This time, out of the dark comes a small hand, PERFECTLY RED.

Broom withdraws the candy, coaxing it out. It partially shows its FACE.

Not very different from the stone demons around it.

Whitman moves closer for a better look. On the wall behind him is the shadow of the THING climbing into Broom's arms.

WHITMAN
(gaping)

What is it?

(CONTINUED)

CONTINUED: (2)

Broom covers the thing with his blanket, like a mother would a baby. The THING extends its left arm now, which is heavy stone with tiny runic characters engraved around the fat, cylindrical wrist. It squishes the candy to a pulp.

Seen from behind, the THING peeks over the edge of the blanket at the group below, its pointed red tail twitching happily.

BROOM
(smiles)

It's a boy.

Murmuring, the soldiers cluster around, curious to see it.

MATLIN'S VOICE
So, it was then that I got it...

Matlin prepares his camera and directs them into a group shot.

MATLIN'S VOICE
(cont'd)
Best photo of my career and no one has
ever seen it.

Seen from behind, the group poses for camera. Broom turns the THING around.

Reflected UPSIDE DOWN in the lens - the picture. As CAMERA rotates...

DISSOLVE TO:

INTERVIEW 1

Matlin, old again, pulls out the photograph and hands it to the off-camera interviewer.

MATLIN
Here you go. The real picture, not the
altered one they showed in LIFE magazine.
That's the key moment. Right when he was
born into our world. The night Broom gave
him the name.

(beat)
Can I say the name on t.v.?
(beat)
Okay...

Matlin smiles, full of memories.

BACK TO '44

MATLIN'S VOICE

Broom called him...

Broom smiles like a proud father; the other soldiers wait for the click of the camera.

MATLIN'S VOICE

(cont'd)

The Hellboy.

And inside the blanket, the HELLBOY blinks its bright golden eyes and chews candy.

CUT TO:

HELLBOY - CREDIT SEQUENCE.

CUT TO:

EXT. HIGH MOUNTAINS, NEPAL - DAY

A vast slab of ice and rock. A cold, bleak limbo.

Super: GAMGADHI ICE PLATFORM, NEPAL

In the thick of a snowstorm, a group of ghostly shapes moves around a staked camp. Two Sherpa guides try to shout the shrieking wind.

GUIDE 1

(in Nepalese)

We have to get inside! Where are they?!

Guide 2 points to three dwindling figures, almost completely obliterated by the whirlwind of snow.

GUIDE 2

(in Nepalese)

They paid me to wait here!

GUIDE 1

(in Nepalese)

They won't make it!

Guide 2 shows him a handful of wafer-thin gold ingots. On them a worn-down swastika.

(CONTINUED)

CONTINUED:

GUIDE 2

(in Nepalese)

Said they couldn't wait!

GUIDE 1

(in Nepalese)

Wait for what?!!

EXT. MOUNT RUBLEV - DAY

The three figures adjust their oxygen masks as they climb the icy sides of a steep rock face.

Frozen fingers struggle to find a hold or a crevice. A rope ties the group together.

They finally reach a jutting granite ledge, leading to a jagged cave entrance. With their steel hammers, they smash a thin curtain of ice and enter the cavern.

ICE CAVE

A narrow corridor of ice and rock.

They switch on powerful flashlights and walk tentatively. The beams of light bounce off the glazed walls.

One of the figures stops at a complex MURAL carved in the stone.

A slim LEATHER-BOUND BOOKLET is quickly consulted. The same book seen in the prologue.

The symbols on the wall match those in the book.

Dug into the floor are three large enclosures, covered by massive, ornate lids.

FIGURE 2

(in German)

The Beasts.

The first cage is in ruins, broken by a collapsed stalactite. The second container is also cracked. Inside it, just a few bones.

But when the third one is uncovered, it contains a startling mummified creature. Contorted in a fetal position, two gnawed wings covering most of its body.

(CONTINUED)

CONTINUED:

FIGURE 2 (cont'd)
Sammael, the desolate one.

Fascinated, Figure 1 sets a portable SCANNER before the monstrous corpse. Mechanical legs sink into the ground; a multitude of metal probes appear.

Figure 1 patiently wires the carcass' skin and turns on a display panel.

Meanwhile, the others venture a few steps further into a dark passage, where a moaning gust of wind sends snowflakes spiralling upwards.

Figure 1 plays a light over the grotesque features of the Beast Sammael. Standing at six feet plus, the mummified remains exhibit powerful jaws and razor-sharp teeth.

Then, from within the passage, a scream!!!

One of the party has slipped, and shoots down a steep tunnel, his flashlight beam bouncing madly off the ice mirrors.

When the connecting rope jerks taut, Figure 2 is yanked into the chute. At the top, Figure 1, is their anchor, clinging to a large rock, literally holding on for dear life.

For the others, climbing back is impossible.

Figure 1 produces a blade and with a single swift move, cuts them loose!

ICE PASSAGE

BAM!! BAM!! They smash repeatedly against arm-thick stalagmites, crashing through ice panes into...

A MAIN NAVE

The figures drop from above, landing in a shower of rock fragments and broken ice. Slowly, they stagger to their feet.

This is the main NAVE: a cathedral-like vault that could easily hold a stadium. From a large opening above, eerie blue light streams down with the snowflakes.

The figures gape at a huge ALTAR before them.

It's a cyclopean wall of impossible stone angles and monstrous shapes. In the center, a stone IDOL dwarfs the ant-like humans at its feet.

(CONTINUED)

CONTINUED:

The statue represents a horrible deity, rising 50 feet into the air. Parts of it are blurred and distorted by blankets of ice, but the visible areas hint at an impossible biology, a grotesque genetic mix of species known and unknown.

One of the figures rips off its goggles and oxygen mask, revealing a strong-jawed SHERPA in his fifties.

SHERPA
(in Nepalese)

That thing...

FIGURE 1

Life-size.

Using a rope to rappel down from the opening, FIGURE 1 joins them.

The Sherpa approaches the altar. Seated there, another carving...

...a naked human form. Seated in a calm, majestic lotus position. Cold, frozen, with exquisite detail. The body is torn and scarred. Some fingers are missing on both hands.

SHERPA MAN
(marveling)

It almost looks alive.

TCHKK!!! A long, shiny blade pierces the Sherpa's chest from behind. A torrent of steaming blood pours from his chest. He blinks twice, astonished, and then falls forward. His blood runs in a rivulet towards the base of the human statue.

The other figures remove their masks, revealing ILSA, unaged, unchanged.

And KROENEN, his tight leather mask *under* a mask.

Moved, full of hope, Ilsa kneels in front of the frozen figure and touches its hand. Just as the blood makes contact...

The hand moves, cracking the ice film covering it.

Ilsa smiles as the figure rises...

ILSA
(a whisper)

Master...

CUT TO:

INTERVIEW 2

SUBWAY WORKER

Oh, I saw him alright. Hellboy. He was standing right there. First, a - a thing - a horrible creature whizzes by, next thing I know, he's standing there. He asks me something and BAMM!! jumps on the tracks.

A subway train rumbles around a curve, all blinding lights and squealing wheels. A SUBWAY WORKER crosses a tiled platform.

SUBWAY WORKER

(cont'd)

Landed right there...

He indicates a section of the tracks, where something has shattered the pavement.

SUBWAY WORKER

(cont'd)

That's his hoof print... That's right: hoof, not foot. He landed there... BAM!!!

He shows a crude plaster cast of the print.

SUBWAY WORKER

(cont'd)

Heavy mutha, 'bout six foot five... Has a tail, just like - a demon, you know?

(beat)

But he has no horns...

(gestures)

I think he shaves 'em.

CUT TO:

INT. DOCTOR'S OFFICE - DUSK

A mechanized roller transports several X-Ray plates over a backlit screen. A group of DOCTORS studies the pictures and exchanges sombre looks.

WAITING ROOM

In a waiting room, an aged but dignified BROOM slowly buttons his shirt. Hanging from his wrist, his rosary.

DOCTOR'S OFFICE

DOCTOR 1

We could improve your time significantly both in length and quality. With a few side effects, of course.

Broom listens calmly, shuffles his tarot cards.

BROOM

No. No treatment. I want to keep this private, go back to work. Arrange things.

DOCTOR 1

I'm sorry. You could always ask for a second opinion.

First card off the deck: Death.

BROOM

I just got it.

Laconically, he gets up and takes his hat and cane.

BROOM (cont'd)

How long do I have?

DOCTOR 1

On your own?

Broom nods.

DOCTOR 1 (cont'd)

Three, maybe four months. At least half of that time, reasonably active.

BROOM

Half the time...

DOCTOR 1

Any family?

After a small, thoughtful pause, Broom nods again.

BROOM

A stepson.

CUT TO:

EXT. MANHATTAN STREET - DAY

An electronics store. A t.v. wall.

Fuzzy frames of VIDEO of a red, man-shaped streak sweep over screens.

A FORMAL-LOOKING MAN in his forties is being interviewed.

Super on t.v. screen:

TOM MANNING, F.B.I. HEAD OF SPECIAL OPERATIONS.

Broom buys some BABY RUTH candy bars from a street vendor and walks toward a waiting black Mercedes.

A CHAUFFEUR opens the car door. Broom looks up at the sky, as snowflakes drift down.

BROOM

Looks like we still have plenty of winter ahead of us, Matt.

CHAUFFEUR

'Fraid so, Professor.

IN THE MERCEDES

Broom looks at the continuing images on the limo TV set.

TOM MANNING

...unsubstantiated Hellboy footage, blurry at best...

REPORTER'S VOICE

Sir, Doctor Manning... what's the F.B.I. position about the so-called "Bureau of Paranormal Research and Defense"

TOM MANNING

Never heard of it. Next question.

The glass partition between Broom and the chauffeur goes down.

CHAUFFEUR

Where to, Professor Broom?

BROOM

The Bureau.

EXT. B.P.R.D. BUILDING - DAY

In dense woods, a low-slung Frank Lloyd Wright-style complex, made of concrete and wood. A spiked steel fence guards the perimeter.

Super: BUREAU OF PARANORMAL RESEARCH AND DEFENSE

TRENTON, N.J.

On a narrow road, the old Mercedes snakes its way towards it.

KITCHEN

Young FBI AGENT MYERS adjusts his ID badge for 100th time. Checks the shine on his shoes, the spotless, crisp collar of his white shirt. Picks up some dishes and starts nervously across an industrial-sized kitchen.

Everyone there is working at full capacity. A COOK loads a tray cart with a foot-high PILE OF PRIME RIB and a mound of mashed potatoes.

Off to the side, half a dozen Federal agents play dominoes.

Myers shuffles by uncomfortably. He can feel all eyes on him as he accidentally drops some dirty plates. Picks them up.

AGENT MOSS

Where do they come from, Clay?

AGENT LIME

They recruit 'em out of College.

AGENT CLAY

I saw his file. Bright kid. But zero field experience. Professor Broom specifically requested his transfer.

AGENT CLAY is a tight-ass with a shoulder holster. His nose is bandaged, his neck in a brace.

AGENT NUCCI

Why send them here, for Chrissakes?

Myers finishes picking up the cookware. He discovers a big ketchup stain on his shirt.

AGENT LIME

Probably gets ID'd at liquor stores...

(CONTINUED)

CONTINUED:

Lime's wristwatch alarm goes off; he takes a couple of pills.

COOK

Hey, Clay! Trays ready to go!

CLAY

Myers!

Myers picks up a small, battered suitcase and a cheap garment bag.

CLAY (cont'd)

Leave your stuff right there. Let's get you started.

He points at a cart where five eggs are artfully arranged around strips of tofu.

MYERS

(smells his tray)

Ugh, Jesus!

CLAY

Month-old eggs, Myers. A delicacy. C'mon, Move it.

HALLWAYS

Under the gaze of high-security cameras, Clay and Myers roll two carts down the corridor and into a large, domed intersection. A big B.P.R.D. logo takes up most of the floor.

BROOM'S OFFICE

Broom's office is littered with dusty volumes, ancient artifacts and amulets.

One wall is a thick, pane of glass looking into a massive tank of water. Two LED strips display water temperature, oxygenation, etc.

On five book stands facing the glass are open copies of the same book.

An electronic security lock clicks. Myers and Clay enter.

CLAY

We feed 'em twice a day. If they need anything, they buzz. And believe me, buzz they will...

(CONTINUED)

CONTINUED:

Myers moves tentatively toward the tank.

MYERS
One of them is in there?

Faint music is audible through the glass. Frowning, Myers listens closely. It's *Night and Day*.

MYERS (cont'd)
Cole Porter?

CLAY
(nods)
Eggs go in the hatch.

Myers nervously places the tray in a feeding compartment. A large figure glides by inside the tank. Myers jumps.

CLAY (cont'd)
Relax, kid.

MYERS
I - I'm sorry I've read the files, seen the pictures, but -

CLAY
They're nothing but freaks. That's why they keep 'em locked up.

A BUZZ! On the twin LED strips, a message appears: "Please turn the pages."

CLAY
(snickers)
What are you reading today, fish-face?

BROOM
Bible, King James, small print.

Broom is sitting at a table, under a small work lamp, restoring a 16th century wooden archangel.

CLAY
(whirls, startled)
Sir, I didn't - I was showing Agent Myers the ropes.

Broom gets up from the table.

BROOM
I'll tend to Abe Sapiens. You may go. I've bought some candy for Hellboy. It's on the table.

(CONTINUED)

CONTINUED: (2)

Clay takes the BABY RUTH bars from a small table.

CLAY

Y - yes, sir.

MYERS

Professor Broom, I wanted to thank you...
for having me here.

BROOM

I have good reasons. Welcome.

Myers quickly heads out.

BROOM

Oh, and, Agent Myers?

MYERS

(stopping)

Yes, sir?

BROOM

Abe Sapiens. That is his name.
(looks at Clay)

No need to call him anything else.

MYERS smiles; he likes the old man.

MYERS

Yes, sir.

They leave. Behind Broom: a rapping on the glass. In response, Broom turns the page.

"Thank you, Dr. Broom." is the typed reply.

Broom smiles. Something on the other side of the glass smiles back.

It is ~~ABE~~ SAPIENS. A fish-man. Slender, dolphin-gray, but with a dark pattern streaking his soft skin. Bright blue eyes shining with sharp intelligence above a thin wound-like mouth. Gills bubbling.

Broom places his hand on the glass. On the other side, a webbed hand returns the gesture.

FREAK CORRIDOR "A"

Using digital identicards, Clay and Myers go through a series of pneumatic, polished titanium doors that iris open.

(CONTINUED)

CONTINUED:

CLAY

(terse, to Myers)

Call it Red, Big Red, but not Hellboy.
Not until you know it better.

MYERS

You mean "him."

Myers awkwardly tries to slide his ID through the slot, but it's attached to his shirt. Clay unclips it for him, slides it through and then clips it back onto his belt.

CLAY

No. "It" might be "the world's greatest
paranormal detective," but "it" ain't
human.

One of the doors is being repaired by a small crew, big fist
dents visible in the 2-inch metal plates.

REPAIRMAN 1

(teasing)

Feeling lucky, Clay?

REPAIRMAN 2

(touching his nose)

How's ol' boneless?

They chuckle.

CLAY (cont'd)

Don't stare at it. Minimal chit-chat, we
put the tray on the table and out we go.

Silently, Clay arrives to the final door, checks his gun's safety
and enters.

HELLBOY'S DEN

Darkness peppered by some pools of light. A flickering film
projector shows an unending marathon of B&W movies. Right now,
it's BETTY BOOP.

The place is concrete, windowless. 16mm movies, books, Baby Ruth
wrappers, pizza boxes, magazines and clothes are strewn on the
floor and a sofa-bed (made from of the trunk of a pickup truck)
lies nearby. All in all, a MEGA BACHELOR BUNKER.

Myers examines a wall covered with hundreds of Polaroids
depicting scenes of every day life. Couples strolling, park
benches, fire hydrants, and lots of hot-dog vendors.

(CONTINUED)

CONTINUED:

He turns to see...

Barely visible, a massive figure puffing a large cigar while exercising his biceps with a stainless steel, 200-pound dumbbell.

Its arm is the size of your waist, in burn-your-eyeball red. It's full of dents and scars.

CLAY

Pumping and smoking, uh? Very smart, Red.

A gravelly, booming voice answers.

HELLBOY

Why waste time?

A bright red tail waves in and out of the light. Clay jumps slightly: he's nervous.

HELLBOY (cont'd)

Is Father back?

By way of an answer, Clay shows him the BABY RUTH bars in his pocket.

HELLBOY (cont'd)

Tell him I'm going out.

CLAY

(sighs)

You're gonna get me in trouble.

HELLBOY

Now I'm excited.

CLAY

Don't do this, we'll bring you anything you want, you know that. Anything, just ask.

He elbows Myers - speak up, kid.

MYERS

What do you need? I-

CLAY

Agent Myers is your new liaison.

BANG!!! Hellboy lets the dumbbell drop. Myers jumps.

HELLBOY

I need... to...

(CONTINUED)

CONTINUED: (2)

Hellboy enters the light...

HELLBOY

...GO OUT!!

He's awe-inspiring. There's the chiselled bone structure, the bright red, patterned skin and deep-set golden eyes. And, finally, there is the LEFT HAND: stone, cracked, aged, but powerful as THOR's hammer.

MYERS

(under his breath)

Wow.

Involuntarily, he recoils. This doesn't go unnoticed by HELLBOY.

CLAY

I c-can't let you. Not again.

When Hellboy surges forward, Clay can feel the air displacement, feel the thunder of the heavy footsteps. The man covers his injured nose and cowers.

HELLBOY

Stop the Igor act, Clay. I'll be back before daylight.

Hellboy picks up a giant utility belt with a gun holstered alongside a multitude of leather pouches, amulets and an iron horseshoe.

MYERS

Actually, uh.... they're replacing the doors... 4 inches of titanium. 4 in-

A Polaroid camera flashes!! Myers blinks. Hellboy looks at the developing photo.

HELLBOY

Inches... that's what you're about, Myers?

The agents back out. Hellboy opens a small fridge and takes out a six-pack of beer. Turns to look directly at Myers.

HELLBOY (cont'd)

You're not new...

Pins the Polaroid to the board. Myers swallows hard.

HELLBOY (cont'd)

Just another face. Close that door, will you? With you on the other side.

(CONTINUED)

CONTINUED: (3)

The door hisses to a close. As the locks slide into place, Hellboy takes a beer can and gently taps the wall. Then opens the tab and drinks.

FREAK CORRIDOR "A"

CLAY

(furious)

It has no right to talk to me like that!!

MYERS

(excited)

Why is he locked up? He-s oh God, he's huge!! He's-

BAMMMMM!!!!!! The walls shudder. BAMMMMM!!!!!!

CLAY

Shit!

Clay hurries back to Hellboy's quarters. The noise grows louder and louder.

CLAY (cont'd)

(into his walkie-talkie)

...Code 30, 10-49 to freak corridor "A",
Big Red is going 10-90 on us...

A few crew members gather behind him as the door opens. Myers hyperventilates; Clay readies his gun and enters.

HELLBOY'S DEN

As a cloud of dust dissipates, Myers' jaw drops. Clay pushes past him.

Across the room, one of the walls has been demolished. A chunk of concrete swings loose and falls to the ground.

Clay looks outside.

CLAY

Jesus,

EXT. B.P.R.D. BUILDING - SAME

The steel gate has been ripped off of its hinges,

(CONTINUED)

CONTINUED:

Snow falls. The night is young.

CUT TO:

INT. AIRPLANE BATHROOM - NIGHT

A sign in both Russian and English lights up: RETURN TO SEAT.

An elderly man splashes water on his face and wraps a thick money belt around his torso. It's VON KRUPPT, aged and haggard.

A knock on the door. Von Kruppt nervously responds.

VON KRUPPT
(in Russian)

In a minute.

INT. MOSCOW, SHEREMETYEVO AIRPORT - NIGHT

An arrival from Buenos Aires is announced in Russian through the terminal.

Super: MOSCOW, SHEREMETYEVO AIRPORT.

A handful of passengers disembarks, Von Kruppt among them.

CUSTOMS

He conducts himself impeccably through customs and immigration.

CUSTOMS OFFICER
(in Russian)

Purpose of your visit?

VON KRUPPT
(in perfect Russian)

Recreation.

Remains calm under scrutiny of his passport and the 500 dollar bill folded within it.

EXT. HOTEL MOCKBA, MOSCOW, RUSSIA

Across from Red Square, a monument to better times.

INT. HOTEL MOCKBA, MOSCOW, RUSSIA

VON KRUPPT crosses the vaulted lobby, once grand, now tarnished and smelly.

It is midnight. Most of the lightbulbs are burned out. Stray cats have taken over, hunting for fresh, plump mice.

Von Krupt stands there, looking around, seemingly lost. He checks his pocket watch.

ILSA

Always looking at that watch of yours,
Von Krupt.

Leaning on a grimy marbleized plaster column is ILSA. Von Krupt is shocked at her flawless appearance.

VON KRUPPT

(openly marvelling)

Ilsa?

ILSA

If time has been good to me, it's only
because I ignore it.

She smoothly slides her arm under his. Reflexively, he tenses.

HALLWAY

Von Krupt and Ilsa move through the endless sepia corridors.

ILSA

Look around you. This was the powerful
country that brought us down...

A Turkish pop ballad echoes as lonely janitor vacuums the rotten carpet.

ILSA (cont'd)

And the Americans... ready to sell their
souls to an 800 number.

They arrive to a room and enter.

ROOM 19-44

Big, decayed Deco. TV monitors piled on top of each other. Cases of equipment, lying open in the dim, drab room.

(CONTINUED)

CONTINUED:

Ilsa loosens Von Krupt's tie, unbuttoning his shirt. He nervously stops her.

VON KRUPPT

Please. Let me.

He opens his shirt and removes the money belt. It drops heavily on the table.

Von Krupt sits down, trembling. For a moment he turns into a fragile, elderly man.

VON KRUPPT (cont'd)

This is the last time. The... cargo gets heavier... always heavier.

Ilsa opens the belt.

ILSA

A burden of guilt, old man... it was your transmission that gave Ragnarok away.

On a small table, Von Krupt notices TWO GLASS EYES staring from a velvet jewel box.

VON KRUPPT

I - I have paid for that... Paid enough for your silence. I - have run from country to country... I -

(a faint smile)

I'm now... a tired old man. I have a family, grandchildren. I won't support your eccentricities anymore.

He picks up a pile of B&W 8x10 photos: The B.P.R.D. building, its fenced perimeter, Broom entering the limo, etc.

VON KRUPPT (cont'd)

No one is interested in your "Demon child." No one. Ragnarok died 55 years ago along with Grigori...

GRIGORI

He is very much alive.

Grigori's silhouette becomes visible behind him. The voice is raw and full of warning.

Von Krupt turns, gasping.

GRIGORI (cont'd)

And the boy belongs to me. I'll have him back.

(CONTINUED)

CONTINUED: (2)

VON KRUPT

You... are fine...

GRIGORI

Fine? Yes, I suppose I'm fine.

(beat)

More than fine, even. They did things to me... before sending me back.

Grigori's right hand moves towards the table: several fingers are missing.

VON KRUPT

Your hands.

GRIGORI

Never mind my hands: flesh, bone and cartilage.

Part of his face emerges. There's a deep scar on his neck and a vulpine smile on his lips.

GRIGORI (cont'd)

I'd like you to know just what they did to my eyes.

Von Krupt stares as Grigori's face fully enters the light.

He tries to scream, but Grigori's left hand uncoils, fast as a snake. Covers Von Krupt's mouth. More fingers are missing and the skin is scarred, burnt.

But his eyes are open. Behind the eyelids: a horrible void where shiny, wet tissue shifts and rearranges itself...

...hiding from the light.

GRIGORI (cont'd)

Where I was blind, now I can see.

He grabs a small silver spoon from a room service tray.

Ilsa closes the curtains. The Turkish pop song filters through.

Grigori places the flat silver spoon over one of Von Krupt eyes and presses...

A spasm of pain upsets the table next to them. The two glass eyes roll down on the rug, like alien dice.

ILSA smiles sweetly, like a mother watching her cat play with a mouse. She turns her attention to the...

OUTSIDE

Snow falls on PROTESTORS rallying in Red Square.

On the soundtrack: "Jingle Bell Rock"

CUT TO:

EXT. BRONX TENEMENT AREA. NIGHT

A few Christmas lights burn; down here, it's a season to be sort of jolly. People are shopping in the murky streets, some for gifts, others for a fix.

Standing on a garbage-strewn corner is a raggedy TOY VENDOR. He's peddling wind-up frogs. An oil-stained sign announces: LET 'EM PUT A HOP IN YOUR STEP.

The TOY VENDOR is watching something above. There's something uncanny about his upturned face: gaunt and rigid, like a doll's.

CAMERA PANS along with his turning head and discovers a red streak jumping from building to building.

ROOFTOP

Hellboy lands on the rooftop and peeks down on a squat 1950's building across the street.

BRONX MENTAL HOSPITAL

Behind a very tall wall, topped by barbed-wire. The mesh-covered windows are ablaze with Christmas lights.

REC ROOM

Some of the patients play games. Others watch "It's a Wonderful Life" on TV.

DOCTOR MARSH, a female psychiatrist, distributes pills to the patients. A lithe, athletic woman in a patient's gown helps with the medicine tray.

This is LIZ SHERMAN, age 23, pale skin in sharp contrast with her raven-black hair and deep, dark eyes. A small, deep scar mars her forehead.

Circling her wrist: three thick rubber bands.

(CONTINUED)

CONTINUED:

Near a window, a Down's Syndrome GIRL draws with crayons on a piece of butcher paper. She senses something.

OUTSIDE

Hellboy approaches the window, carefully peeking in. There's Liz. He follows her every move, tracking her from one window to the next...

The Down's Syndrome Girl is staring right at him.

Caught, he smiles.

DOWN GIRL

A big red guy's peeking through the window!

The ORDERLIES look at the girl. DOCTOR MARSH smiles warmly and heads towards her.

The girl pick up a crayon and starts drawing something big and red.

DOCTOR MARSH

(handing her some pills)

Come on, Laurie, you know that's not true...

GIRL

Big red guy. With gold eyes.

But Liz seems worried. Pulls on one of the rubber bands on her wrist. Lets it snap on her skin.

EXT. BRONX MENTAL HOSPITAL - NIGHT

Wrapped in a thick down coat, Liz comes out the hospital back door. Follows deep hoof prints in the snow, all the way to a dark garden area.

LIZ

I know you're there... please, leave me alone.

Again, she snaps one of the rubber bands around her wrist as she circles a large, thorny bush. Visible in the branches, a leg and part of Hellboy's overcoat. His arm shows her the six-pack.

HELLBOY

I brought beer.

(CONTINUED)

CONTINUED:

LIZ

That's sweet, but it doesn't mix with Thorazine.

(beat)

I may get a few perks, Red. But I'm still a patient...

Very slowly, almost shyly, he steps out.

LIZ (cont'd)

(takes a cigarette)

You carry a gun, now?

HELLBOY

Trying to get modern.

LIZ

I... I'm getting my life back. Piece by piece. It's not easy. In twenty-three years, I quit the Bureau, what? thirteen times?

HELLBOY

(shrugs it off)

You always come back, soo-

LIZ

(snaps two rubber bands)

Not this time, H.B.

Around her left hand a faint blue aura flutters in the air. She uses it to light her cigarette, taking a hit of nicotine.

LIZ (cont'd)

I'm... I'm in control now.

And with that, she walks away.

LIZ (cont'd)

If you really care about me... don't come back.

Hellboy watches her go. It starts to snow again.

She doesn't look back.

LIZ'S ROOM, MINIMUM SECURITY WARD

Liz enters her room. Someone locks the door behind her. She moves close to the window, her breath fogging the cold glass.

(CONTINUED)

CONTINUED:

Hellboy is standing by the brick wall directly below, looking up as snow slowly covers his red body.

Liz pulls the three rubber bands from her wrist.

She turns away, and by the time the fog of her breath fades off the window, Hellboy is gone.

EXT. BRONX TENEMENT AREA. NIGHT

On a street corner, A BLACK WOMAN shows her BOYS some of the wind-up frogs from the TOY VENDOR.

BLACK WOMAN

How much are these?

The Toy Vendor just grunts at her. He's watching HELLBOY, who drops down into an alley.

The TOY VENDOR hurriedly grabs his suitcase and strides past the toys on the sidewalk, crushing a few and almost stepping on the woman's hand.

BLACK WOMAN (cont'd)

Hey, watch it!!

The Toy Vendor crosses the street like an automaton. Cars swerve to avoid him, honking furiously. He doesn't even react. Implacably, he moves into a dark alley.

BLACK WOMAN (cont'd)

Weirdo.

The woman grabs a couple of the forgotten toys and stuffs them in her shopping bag.

CUT TO:

CONFERENCE ROOM

Dark and ascetic. Low ceiling lights, a long rectangular table. Sitting alone: Broom.

A teleconference screen blinks at the end of the room. On the screen: Tom Manning.

TOM MANNING

We all love to get photographed... but when you're 6'5", bright red and Government funded... it becomes a bit of a problem.

(CONTINUED)

CONTINUED:

He browses through a series of grainy stills showing Hellboy.

TOM MANNING (cont'd)

Every time the media gets one of these...

Nice angle, don't you think?

(shows him a photograph)

They come looking for me... And I'm running out of red tape.

Broom sighs heavily, this is evidently not a fresh topic

BROOM

I know, Tom. Things will change.

TOM MANNING

Trevor... Keep him on a leash...

Regardless of how it may seem to you at times...

(tense, terse)

You're not running a petting zoo.

He signs off.

CUT TO:

BRONX ZOO - NIGHT

The empty, snow-bound zoo is a surreal fairyland landscape. Snowflakes dance in the cold air, and only a few animals venture to peek outside.

HELLBOY'S VOICE

I'm fifty-five, but my day lasts 60 hours.

LARGE APES ESPLANADE

Hellboy strolls amongst the cages.

HELLBOY

It works like dog years. I'm actually young, geologically speaking.

Hellboy stops to drink some beer by the ORANGUTAN cage.

HELLBOY (cont'd)

I don't sleep much... Don't get out much either... I admit that.

The ape looks at him. Inquisitively probes the empty plastic rings on the six-pack.

(CONTINUED)

CONTINUED:

HELLBOY (cont'd)

Last social visit I had was with Howard Hughes. He washed his hands a lot.

Using his stone thumb and forefinger, Hellboy crushes the can into an aluminum coaster. Automatically, his tail "hands" him a fresh can.

The ape pulls the six-pack towards the cage. Hellboy snatches it back.

HELLBOY (cont'd)

Hey! You wanna a beer? Ask for it nicely.

The ape grunts. Hellboy opens two cans. Hands one to the ape.

HELLBOY (cont'd)

Nice enough. Here ya go...

The ape examines the beer can. Tastes the beer foam at the top.

HELLBOY (cont'd)

(toasting)

To mating season.

Then, a noise: a woman, crying. Hellboy stands and looks around.

The sound is coming from beneath an underpass.

Her scalp bleeding, dragging a baby carriage... A YOUNG WOMAN.

YOUNG WOMAN

Help... Help...

Seeing Hellboy, she freaks out, screaming and hitting at him until she slips on the snow.

HELLBOY

Calm down, Lady. It's going to be all right! I'm one of the good guys!!

YOUNG WOMAN

You- you're red!

HELLBOY

That's me. I- I know... Just calm down. Tell me what happened.

She stares at him in shock. Hyperventilating, she swallows hard and tries to get out a few words.

(CONTINUED)

CONTINUED: (2)

YOUNG WOMAN

A - a thing! A horrible thing. It took my baby -

Hellboy takes out his gun and helps her to a bench. Checks her head injury.

HELLBOY

That's a nasty bump you got there. Stay put. I'll be back in no time.

He moves away. The WOMAN quiets down and moves under a lamp post, watching him go. She smiles strangely.

Her shadow on the wall is that of a MAN, an unmistakable profile: GRIGORI.

As the shadow fades away, the woman's face shrivels and cracks. Soon a ghastly mummified face is all that remains. It withers.

The wind carries away the ashes.

PARK

Tree branches eclipse the moon almost completely. Hellboy follows a trail of blood and baby toys.

At the underpass, he catches up with a dark, hunched figure carrying a small baby. It's the Toy Vendor.

HELLBOY

Hey, Overcoat!

The Toy Vendor lifts a manhole cover, ready to plunge down. Hellboy moves closer. Points his gun.

HELLBOY (cont'd)

I'm a really bad shot, but these are really big bullets, so... Hand over the rugrat.

Toy man never turns. His voice is raw, full of warning.

TOY VENDOR

Who... are you... to ssstop me?

HELLBOY

A guardian angel.

In the shadows, the ominous shape shakes gently with asthmatic laughter. Part of the neck is exposed: bone shines through ripped skin.

(CONTINUED)

CONTINUED:

TOY VENDOR

You... are not... an angel... I've killed
them all. Ate their wingsss.

He tosses something to the ground: a mask. *His face.*

HELLBOY

(sigh)

Oh, damn.

The Toy Vendor's real countenance enters the light. Hideous: a flat boney protusion with an hourglass-shape pushes the tiny eyes far apart. Against the matted, parched skin, the pupils shine with madness.

An elongated, equine snout culminates in a mass of long, crooked teeth.

TOY VENDOR

(displaying the baby)

I am an old *thing*, let me eat in peace...

And without further ado, the thing flings the heavy manhole cover as if it were a Frisbee!!

FFFFTT!!! It slices the air and KLANGG!!! embeds itself in the bridge, inches from Hellboy's face.

HELLBOY

Okay.

Hellboy shoots three times. The Toy Vendor falls forward, wind-up frogs scattering on the ground.

As he approaches the corpse, Hellboy fishes out a handful of amulets from his utility belt.

He kneels and scoops up the baby when the corpse TURNS!! BAMMM!!

It backhands him. Hellboy lands in a snowbank, safely holding the baby. His gun slides a few feet away.

The THING rises to its feet and removes the coat, revealing SAMMAEL, the beast from the ice cave. Loose flaps of dried skin hang from yellowing bones.

A ropey neck of rotten sinews connects to a body out of Dali. Two mouldering wings extend from its back.

A rotting Hell warrior...

HELLBOY (cont'd)

Damn. Oh, damn.

(CONTINUED)

CONTINUED: (2)

BAM!!! Sammael's 7-foot tongue lashes out, with yellow sacs of flesh billowing on its sides.

The tongue wraps around Hellboy's right arm, burning and squeezing. Hellboy screams, sinks his stone hand deep into the soft, stringy flesh.

The tongue retracts with an infernal SQUEAL!!

Hellboy leaps to protect the baby.

The tongue shoots out again, this time missing him and wrapping around a heavy wooden telephone pole. Smoke erupts as it burns. The creature yanks at it, tearing it down.

Hellboy takes cover behind an industrial trash bin. A moment of silence.

He examines his arm. It smokes lightly where a patch of raw flesh is exposed. The baby cries. Then,

BAM! The tongue punches through the steel like a ramrod! One, two, three times! A blur of red, Hellboy ducks repeatedly to avoid it.

The tongue goes for the baby. Hellboy throws it up in the air!!! Hellboy goes for the gun.

He takes it, turns, ready to fire!!

TCHLLPT!!! The tongue wraps around the gun's long muzzle. Hellboy shoots repeatedly. Yellow blood sprays into the air.

The baby finishes its upward arc and starts falling.

The tongue loosens as the wounded Beast falls shrieking into the open manhole. Hellboy keeps firing until the gun hammer clicks against an empty chamber.

The gun's muzzle is red hot and smoking.

Hellboy gently catches the baby on the way down. The kid's all right, but crying loudly. Distant police sirens are heard.

Hellboy approaches the manhole and peers in.

SEWER CROSSROADS

Four ways to go. Nothing in sight.

The sound of wet footsteps and a ghastly moan recede into the tunnels.

(CONTINUED)

CONTINUED:

The baby's wails bring Hellboy's attention back to the surface.

THE SEWERS

Garbage-strewn waters flow slowly in deep, dark tunnels of concrete and reinforced steel. Panting, bleeding profusely, Sammael hurries through.

A figure approaches calmly: KROENEN.

SAMMAEL

I did it... Tell the master that the
demon child... hasss ssseen me.

Sammael clings to a wall, then licks the blood oozing from its neck.

KROENEN moves past and activates a portable console. A small LCD screen shows Hellboy as he soothes the baby. Red and blue police lights illuminate the nearby trees.

HELLBOY

lays his raincoat on the ground. Carefully nestles the baby within it.

HELLBOY

(to the baby)

Hang onto your diapers, squirt. Can't
stick around, the Enquirer has the hots
for me.

He moves away. As the cop cars approach, the baby stops crying. Small eyes go vacant and skin dissolves into dust.

CAMERA closes on the mouth one of the wind-up frogs...

...there, a hidden video camera ZOOMS IN on HELLBOY as he disappears behind a row of trees.

ILSA'S VOICE

He's turned into a fine young man.

ROOM 1944, MOSCOW

The video image of Hellboy flickers on one of several monitors.

ILSA

Runs with the wrong crowd, though.

(CONTINUED)

CONTINUED:

GRIGORI

We've caught his attention. The game has begun.

ILSA lovingly rubs suds over Grigori's domed head. A straight razor glints as she shaves her master's scalp.

GRIGORI (cont'd)

The bread crumbs on the road will bring him to me.

His back turned, Grigori takes the *glass* eyes and pushes one of them into his empty socket. He stares sightlessly at Ilsa.

GRIGORI (cont'd)

Then, I will whisper his true name. And teach him where he belongs.

He smiles wolfishly as the eye *shifts* into place. The other socket remains empty.

CUT TO:

INTERVIEW 3

The crammed office of a CONSPIRACY NUT. All frizzy hair and a mind tuned permanently into the Twilight Zone.

CONSPIRACY NUT

Hellboy is, um, a smokescreen, you know? A code name the CIA uses for a covert operation.

(knowing chuckle)

He's an alien. They captured him in '62, when his ship exploded over Nevada. You know what they say? "Eliminate the impossible and you're left with the improbable."

He shows a piece of dry flesh in a shadow-box display.

CONSPIRACY NUT

(cont'd)

This here is his kidney.

(sensing skepticism)

Or the equivalent, you know? They dissected the body. He's been dead for decades. In storage.

CUT TO

BUREAU OF PARANORMAL RESEARCH AND DEFENSE. EMERGENCY ROOM

Hellboy's lying flat on a stainless steel table as Abe tends to his wounds. Broom paces around nervously. Myers takes notes.

ABE

You were burned by some organic acid.

HELLBOY

So much for the Christmas spirit.

Abe wears a "respirator" around his neck. It looks like a mechanized Elizabethan collar. Valves bubble and hiss as he breathes liquid through his gills.

BROOM

You should have used your locator. We would've helped.

HELLBOY

There was no time.

MYERS

This injured woman... How close a look did she get? Of you, I mean.

HELLBOY

(antagonistic)

I talked to her.

There's a reproachful silence.

HELLBOY (cont'd)

She was hurt. She was scared.

ABE

Mmmh... I'm sure she calmed down after seeing you.

BROOM

You... went out to see Liz again.

Hellboy grimaces in pain, then nods. Myers jots a note: "LIZ?? WHO??"

HELLBOY

I had to.

Broom shakes his head, like a defeated father who has tried everything with a spoiled child. Hellboy extends his stone hand, sheepishly.

(CONTINUED)

CONTINUED:

HELLBOY 46.

HELLBOY (cont'd)
I know I've disappointed you, Father...

ABE
(tends to a wound)
This will sting a bit.

Broom pulls up a chair and sits by Hellboy's side. Myers observes them from afar. They whisper back and forth - father and son.

BROOM
(whisper)
She's not part of our life anymore. She
has to be on her own.

A jolt of pain. Hellboy closes his eyes, makes a stone fist.

BROOM (cont'd)
(whisper)
You have to learn, not everyone's around
forever.

ABE
Professor Broom...!

Broom moves gingerly to Abe's side of the table. Abe is probing the depths of the wound.

MYERS
(to Hellboy)
Don't look. Turn around.

HELLBOY
Is it bad?

ABE
The thing - the tongue, how long did was
it latched onto you?

HELLBOY
Um, maybe a second or two, ouch! What are
you -

Abe extracts something from the wound.

BROOM
Don't turn.

ABE
And it was shaped-

(CONTINUED)

CONTINUED: (2)

HELLBOY

- like an octopus' arm. It had suckers,
but they barely -

And he sees it: inside a gashes in his forearm, nestled like a tick, is a translucent egg.

HELLBOY

Aw, Jeez...

Abe plucks it out. Hellboy jumps. Abe puts it alongside another one in a glass container.

ABE

Touched you for two seconds. Laid two eggs. Good score.

HELLBOY

Didn't even buy me a drink.

ABE

The egg attaches to the skin. A parasite, feeding on its host. This thing is a plague waiting to happen. We have to stop it.

Myers observes, repulsed, as inside the egg a small foetal worm squirms.

CUT TO:

EXT. B.P.R.D. BUILDING - SAME

A welding crew is re-installing the broken gate. Their torches sparkle in the night.

BROOM'S OFFICE

Broom places a new set of books on the reading stands in front of the fish tank: "Paradise Lost". He seems distant, worried.

Abe stands there, ready to enter the tank through a PNEUMATIC CHAMBER.

ABE

Something on your mind...?

BROOM

- "Paradise Lost"
(gestures toward the books)
I can't find the fifth copy.

(CONTINUED)

CONTINUED:

Abe approaches the bookshelf, takes a volume out.

ABE
Real estate speculation.

He hands the book to Broom. Broom smiles, arranges the book for reading.

Abe extends his open palm and "feels" the air near the old man's back.

ABE (cont'd)
You're sick.

Broom turns around, gently pushes Abe's hand away.

ABE (cont'd)
Very sick. Have you seen a d-

He sits down on a leather sofa. Abe sits on the Ottoman.

BROOM
I'm dying Abe. I am. Nothing can be done.

ABE
I'm sorry. Does he know?

Broom shakes his head.

BROOM
I don't want him to know.
(pause)
Abe... Agent Myers. The new man... If anything happens to me, I've left instructions for him to eventually replace me. He's still young and inexperienced, but I've studied his files. He qualifies in two very important ways. One: He's human...
(Abe smiles)
...and two: he admires Hellboy.

Abe nods, listening closely.

BROOM (cont'd)
Life gave me a second chance to get a family... I took it. Made myself into a father. An unwanted father for an unwanted child...
(pause)
I have watched him every day. In awe, and a bit in fear. Fear for him...
(beat)
(MORE)

(CONTINUED)

CONTINUED: (2)

BROOM (cont'd)

He's changing, you see. Getting harder
and harder to control. I am afraid of
what will become of him, when I'm gone...

HELLBOY'S ROOM

Hellboy paces about in his room, flexing his injured arm.

BROOM'S VOICE

Truth is... no matter how many years I've
spent by his side, I hardly know anything
about him.

The big hole on the wall has been patched with translucent
plastic. Outside, the welding torches sparkle.

BROOM'S VOICE

(cont'd)

What his true nature might be...

And for a moment, glimpsed in the strobing, burning light,
Hellboy's face seems distant, foreign. A sphinx.

CUT TO:

MYERS' ROOM

The room is a small studio apartment. Near the bed there's a
small monitor system and intercom.

Myers unpacks his suitcase. From a box he pulls out a few, mylar-
bagged copies of a 1950's comic book called "TALES FROM THE
HELLBOY" with lurid covers showing a Jack-Kirbyesque Hellboy - in
U.S. uniform, fighting a monster or two.

He opens a photo album. Alongside family photos, he has carefully
arranged HELLBOY clippings from the tabloid press. Sample
headlines: LONDON HAUNTING, MOTH MAN SIGHTINGS, IS HELLBOY A
MILITARY WEAPON?.

In a snapshot, Myers, age 7, is dressed in red Halloween attire.
A plastic bucket and a glove form a kid's version of the "stone
hand."

He finds a small photograph in an old issue of *The Enquirer*. The
headline: "Arson suspect working for government agency." There's
a photo of a woman, taken with a telephoto lens. The caption
reads: LIZ SHERMAN.

Myers circles the name on his notepad.

DISSOLVE TO:

EXT. BRONX MENTAL HOSPITAL - NIGHT

Snow falls quietly over the building. Inside, a beam of light passes over several windows.

MINIMUM SECURITY WARD

Two ORDERLIES take turns, checking the rooms on both sides of a long corridor. Shining their flashlights inside.

LIZ'S ROOM, MINIMUM SECURITY WARD

The flashlight beam sweeps Liz's room. When it crosses her face, she turns slowly, still asleep.

As the light fades away, the shadows in the room seem to deepen. Grigori's shape emerges from a pitch-black corner. He approaches the bed, extending his right hand.

GRIGORI

I need you... to get him back... So,
Dream... Once again...

Under his skin, flesh moves in inhuman fashion. The missing fingers in his right hand momentarily re-grow, sprouting and tangling muscle and bone.

He gently caresses the scar on her forehead. Her skin and his fingers glow from within.

GRIGORI (cont'd)

Dream of fire.

Liz convulses. A small ripple of heat rises from her forehead.

FLASH BACK TO:

EXT. SMALL TOWN - DAY

Somewhere in the dust bowl, a ragged picnic table is being readied. Grown-ups and kids hang banners and prepare for a celebration.

Watching from a window, LIZ, age 11. Sullen, completely alone. A gold crucifix hanging on her chest. Two BLONDE KIDS giggle and point at her scornfully.

(CONTINUED)

CONTINUED:

Her MOTHER waves to her from outside, signaling for her to come out. Liz shakes her head.

MOTHER sighs and carries a basket of apples into the kitchen.

BLONDE KID

Freak!

Liz turns to see them.

BLONDE KID (cont'd)

(to his friend)

See? She knows her name.

Liz shies away from the window.

BLONDE KID (cont'd)

Stay in there, you freak. We don't want you outside.

Both kids pick up stones from the floor, throw one. It hits the window frame. Another one flies by, missing the girl by a few inches.

Scared, Liz hurries to close the window. A rock hits her full on the face. She falls down. Blood trickles from her forehead. Stains the floor. She panics, starts sobbing.

Another rock sails into the room, but this time, in mid-air, it catches fire and turns to ash.

LIZ

A ripple of heat starts crawling up from her hands. Soon a pale blue flame rings her entire arm.

LIZ

(sobbing)

Not again, please, not again...

Firelight glints off the golden crucifix.

HOUSE KITCHEN

Mother is peeling the apples. Several pie crusts are ready to be baked. A heartbreaking cry reaches her ears.

LIZ

Mommy! Mommy!

Mother runs down the corridor and into...

YOUNG LIZ'S ROOM

The girl is on the floor, crying, her body outlined by dancing flames.

LIZ

(panicked)

Mommy! Help me! I'm burning!

Mother screams, horrified.

LIZ (cont'd)

Help meeee!!!

She then *explodes*. A white-hot supernova of fire ignites from inside her and engulfs the room. Her mother's body burns like flash paper.

OUTSIDE

A shock wave expands, consuming the house, the picnic tables and the people. A ring of fire rushes outward, consuming an entire block.

And in its center: a lonely girl.

Screaming.

FLASH FORWARD TO:

LIZ ROOM, MINIMUM SECURITY WARD

Liz screams, her back arching, her body now in flames. Clothing ignites. Then the walls. The rubber bands on her wrist vaporize.

MINIMUM SECURITY WARD

The glow from Liz's room streams into the corridor.

SECURITY ROOM

In their glass kiosk, two ORDERLIES are listening to the radio and sharing a pizza. A red light flashes repeatedly on a panel.

They silence the radio, grab their batons and get up.

Through the double glass window they see...

(CONTINUED)

CONTINUED:

...A BALL OF FLAME pushing inexorably through the corridor. The inside of the glass booth is absolutely silent, making the vision both terrifying and strangely serene.

ORDERLY

Oh my -

As the glass explodes, the fire ROARS, drowning everything. The orderlies hit the floor, taking cover under a shelf.

EXT. BRONX MENTAL HOSPITAL - NIGHT

The top floor blows up. Flame pours out of every window, showering glass into the calm, snowy streets below.

CUT TO:

FREAK CORRIDOR "A"

Myers pushes the breakfast cart. On it, three dozen fried eggs and a mound of bacon and toast.

The door to Hellboy's den opens. Broom comes out, furious

BROOM

Listen to yourself. You think I can give you everything you want! Well, I can't! My decision should benefit her.

He walks away. Hellboy hurries after him, stopping at the threshold. With his fist he prevents the door from closing.

HELLBOY (cont'd)

This is her home.

BROOM

That's not how she feels. You have to be patient.

HELLBOY

Patient?!

BROOM

Yes, Damn it! Patient!

HELLBOY (cont'd)

Fine! I'll wait!! How many buildings does she have to burn?

HISSS! One of the pneumatic doors closes behind Broom. The conversation is over.

(CONTINUED)

MYERS

Morning.

Hellboy grunts and turns around.

HELLBOY'S DEN

Using a belt sander, Hellboy stands at a mirror and shaves his horns. Sparks fly every time he goes at the round stumps.

A stereo plays Tom Waits' *Burma Shave*.

Myers lays out the breakfast. Looks at the hole in the wall. Outside, a hint of the coming dawn.

MYERS (cont'd)

I like it. You needed a window.

HELLBOY

Done my share of remodeling around this joint.

MYERS

Would you- You mind if I sit? For a moment?

A grunt. Myers sits tentatively, then gets back up.

MYERS

Listen, we started off on the wrong foot yesterday. I wanted-

HELLBOY

It's okay. I'm used to it.

MYERS

You don't understand -

HELLBOY

I keep hearing that.

Myers waits. This is going to be hard. Something catches his attention: A complex wood carving, about 4 feet tall.

MYERS

Oh, wow! Look - That's from the Saint Augustine Sanctuary! You - you fought the werewolves there - the -

HELLBOY

Don't touch.

CONTINUED:

MYERS

Oh - And that -

A framed tabloid. A Hellboy cover photo, eight columns wide.

MYERS (cont'd)

1955... I bought two - from a
collector... They're hard to -

HELLBOY

What do you want, kid?

Myers pauses for a moment, blushing.

MYERS

I wasn't just transferred here like the
other guys. I wanted the assignment.
Worked real hard to get it.

HELLBOY

Sorry, no refunds.

MYERS

When I was a kid, there were so many
stories about you - did you ever read the
comic books?

(no answer)

But everybody thinks you're a myth, like
the alligators in the sewers or Bigfoot.

HELLBOY

Nah, Bigfoot's real. Military compound in
Nebraska. I put him there. Not a bad guy.

MYERS

(smiles)

I - what I want to say is: I always
wanted to meet you. Work with you, that's
all. I wanted to say that... It's an
honor-

HELLBOY

Bullshit...

MYERS

Unfortunately, no. Story of my life,
hundred words or less. Take it or leave
it.

HELLBOY

Fashion advice: Brown doesn't go with
that tie of yours.

(CONTINUED)

CONTINUED: (2)

It takes a moment for Myers to understand the insult. Crushed and angry, he spins on his heel and marches out. Hellboy smiles, silhouetted against the golden rays of sunrise.

CUT TO:

EXT. GEORGE WASHINGTON BRIDGE - DAY

Snow ploughs push their way over the bridge. Traffic crawls along behind them; a GLAZIER'S TRUCK inches along, carrying large mirrors labelled FRAGILE.

INT. MIRROR REPAIR TRUCK - DAY

Agent Clay drives while agent Moss sips from a steaming cup of coffee. Myers holds a coffee, too, while leafing through the printed files.

Clay discreetly gestures for Moss to hold onto his cup. Then he hits the brakes. Someone tumbles in the back of the truck. Myers' coffee sloshes over his files.

HELLBOY'S VOICE

Hey, Clay!!

Clay smirks, Moss giggles. Myers angrily eyes them.

MOSS

(honks the horn)

Sorry boys, heavy traffic.

Myers looks out the window. Directly alongside, A GIRL IN A CAMARO ~~applies~~ make up by looking in one of their big mirrors.

THE TRUCK LAB

The ~~primping~~ Camaro girl is visible. The mirrors are two-way.

HELLBOY

Yeah, we're fine, just watch it.

The back of the truck is fully equipped lab, crammed with hi-tech gear and low-tech talismans.

Abe is there, extracting a tincture from the Sammael eggs. He uses ~~this~~ liquid to trace a line on a PH-sensitive paper sheet.

Hellboy readies some books and amulets while conferring on a phone headset.

(CONTINUED)

CONTINUED:

HELLBOY

He suggests you carry Cornelius Agrippa's
amulet-

ABE

Hot Mama! The Vatican's ears must be
ringing-

HELLBOY (cont'd)

-and one of the- the-
(he struggles for a word)
-little- green- thingies...

The Camaro girl is now retouching her hairdo. Abe observes her
with scientific curiosity. He hands Hellboy a small cylinder
carved in green stone.

ABE

Malachite Malachias?

HELLBOY

(adds it to the belt)

Good team.

Hellboy screws hollow glass heads onto SPECIAL BULLETS. They are
full of a turbid solution.

HELLBOY (cont'd)

(on the phone)

What's in the bullets today, Father?

INT. BROOM'S OFFICE - DAY

BROOM

Silver tip, white oak shavings, alchemic
mercury solution and good ol' holy water.
You see, I've found our boy in a medieval
manuscript. He figures prominently in
most Eastern mythologies... a major find:
Sammael, the desolate one...

He is consulting a stack of ancient volumes on one of his library
table. A page shows two large illuminations of SAMMAEL.

HELLBOY'S VOICE

Won't be lonely for long.

BROOM

You'll probably have to shoot it twice.
Chest center and left. At least that will
slow it down...

HELLBOY

listens attentively, nods, then places his hand over the mouthpiece and addresses Abe.

HELLBOY

It has two hearts. We have to hit 'em both...

(rolls his eyes)

...to "slow him down"... then burn him...

Hellboy grabs his iron horseshoe, "crosses" himself with it and clips it on the belt.

ABE

Mmmh... That's really, really nice.

A CAR full of kids passes them. They gesticulate and make faces at the mirror.

The truck enters a tunnel. Everything goes dark.

HELLBOY

(to Broom)

You still mad?

Abe switches on a UV lamp and uses it to highlight the color spectrum of the tincture on the paper. The invisible line glows red under the black light.

BROOM'S OFFICE

BROOM

Just... take care of yourself. Come back in one chunk. You hear me?

He hangs up and unrolls the parchment even further: there are two more images: HELLBOY, perfectly rendered, centuries before his time...

...and again, THE FALL OF HEAVEN: the image of the Earth on fire and angels falling...

DISSOLVE TO:

EXT. BRONX ZOO, UNDERPASS - DAWN

A crimson dawn. A heavy security barrier surrounds the underpass. Part of it is covered by a large canvas tent. FEDERAL AGENTS line

(CONTINUED)

CONTINUED:

the perimeter. Some of them are perched on the bridge, others erect a barricade along the sides.

The glazier's truck drives through and enters the tent. AGENTS MOORE AND EISNER close the canvas from the inside.

INT. TENT

Agent Clay releases a lever and one of the mirrors drops down like a drawbridge, revealing Abe and Hellboy in full regalia.

Myers removes the manhole cover. Abe and Hellboy look down.

RAW SEWAGE TUNNEL

Moss, Abe and Hellboy move slowly through the ankle-deep waters. Fetid vapor rises from the drains.

Abe holds one of the amulets near the water's surface, like a treasure hunter using a metal detector. He hums a Duke Ellington tune.

Moss, looking a bit lost, consults a map.

ABE

You know, Red? I'm glad we're not human.
This job would be embarrassing.

HELLBOY

Stop aggravating your ulcer.

Abe pauses under a shaft of light that enters from a grate above. He dips his index finger in the water. He closes all three eyelids and concentrates. The water ripples gently. He submerges his hand and the amulet.

UNDERWATER SHOT

Abe's hand rotates, like a radar dish. Picking up all the distorted sound underwater.

ABE

ABE

There's a pulse. But I'm getting a lot of noise. How large did you say this thing was?

HELLBOY

Big enough.

(CONTINUED)

CONTINUED:

Behind them, Moss, Moore and NUCCI turn on the UV lights: nothing.

ABE

Can you hear it? We're not the only creatures dipping in turd turnpike...

Moore is nervous. Shadows move in the distance, amidst tendrils of vapor. A noise: he turns. Nothing.

HELLBOY

Moss, you stay put. Abe, let's go...

ABE

Easy for you to say. It's my hand in the mud pie, and I've felt... things... float by that shall we say? don't exactly fuel my hopes for a better tomorrow-

(wipes the amulet)

We certainly shouldn't be sinking holy relics in here, oh God, something just brushed my leg, what is it?

HELLBOY

You don't wanna know.

ABE

I read an article in Newsweek about how germs and kidney size determine the fate of civilization...

They move off, chatting. Moss checks a map, fires up the radio. Static.

MOSS

(into the radio)

Moving down to level "C".

Static again. He moves under a different grate. Tries again.

INT. ~~TEXT~~ - DAY

MOSS

(on the radio)

Hello, base? Moving down to level "C".

Clay's at the truck radio, smoking a cigarette. Myers sits on a crate nearby, clipping an article from the paper.

CLAY

10-4.

(CONTINUED)

CONTINUED:

He signs off and moves towards Myers. Looks at the clipping:
MYSTERY FOOTSTEPS APPEAR IN PARK.

CLAY (cont'd)

Tabloid freak. The Post loves him. And deep down, he loves the attention.

MYERS

His track record... is remarkable.

MOSS

The hell you mean "remarkable?"

MYERS

Number of cases solved over the years -

Myers cell phone goes off. He answers it.

MYERS

Agent Myers. Yes, Dr. Broom. Moss is with them. Not a problem.

(writes down something)

Who am I picking up?

His jaw drops.

MYERS (cont'd)

Say again?

CUT TO:

EXT. MOSCOW STREETS - NIGHT

A group of protestors marches and waves signs at passing cars. A limousine speeds by, surrounded by a motorcycle escort.

INSIDE THE LIMO

A man in uniform, GENERAL LAPIKOV, pours vodka for Ilsa and Grigori.

GENERAL LAPIKOV

I don't know how long you've been absent, but the city has changed. We are oppressed by circumstance. But we will rise.

Grigori broods, looking out the window.

(CONTINUED)

CONTINUED:

GENERAL LAPIKOV

(cont'd)

I believe this to be a transitional period. A prologue before a great, historic rebirth.

GRIGORI

I believe in rebirth.

INDUSTRIAL AREA

A wasteland of rust and decay. Rotting steel mills line the street like dead industrial behemoths. No one's around but a few lonely sentries.

The limo and caravan stop in front of a large...

WAREHOUSE

Lapikov slides the metal door back and the small group enters.

The warehouse contains a world of bric-a-brac: rows of gigantic marble statues, Old Master paintings, icons, tanks, warheads, missiles, jewels, antique furniture, etc.

GENERAL LAPIKOV

I have accumulated here many objects of great interest. Artistic, strategic, historic. The last decade has been a difficult. I've preserved our pride and our power at all costs.

They stop before a shrouded object, 12 feet tall and 5 feet wide. The General pauses dramatically,

LAPIKOV

Here we have it...

He uncovers his prize possession: a circular, womb-like container in glass and copper. Its ornate style suggests turn-of-the-century craftsmanship, with a frontispiece held by long, ornate silver bolts. Inside floats a massive, charred stone sculpture.

LAPIKOV (cont'd)

Tungaska forest, June 30th, 1908. A huge explosion burned hundreds of square miles of forest. This thing fell from the sky. Twenty tons of stone.

(CONTINUED)

CONTINUED:

GRIGORI

It was the 29th of June, at midnight. And it didn't fall from the sky. It came from beneath our feet. The Romanovs took possession of it immediately. I needed access. Wanted it for ages. Now, it's mine.

GENERAL LAPIKOV

You are aware, of course, there's no way you'll get this out of Russian territory.

But Grigori is in a trance, caressing the glass, fingers tracing circles on the container.

ILSA

He is aware.

Ilsa brings out a chrome box, full of gold.

GENERAL LAPIKOV

It's a pleasure doing business with you. Perhaps you have other interests. Our crusade against America is gaining strength...

Grigori finally speaks. With calculated and serene brutality.

GRIGORI

Russia is long dead. It has no God, no State, no family, no law...

(beat)

This world, or what you've made of it, is a joke. Enjoy the bright metal you've earned. There will be no more negotiations.

(beat)

Only closure.

CUT TO:

INT. BEAM-SUPPORTED TUNNEL - DAY

Moore and NUCCI slowly navigate through a maze of heavy wooden beams supporting the aged structure of the tunnel.

The rest of the group has reached a VAULTED AREA. Part of the vault has collapsed; spikes of rebar point upwards, like spears.

Abe's hand reaches forward, sensing something.

(CONTINUED)

CONTINUED:

ABE

Here.

Abe points at a large metallic door with a security handle, padlock and chain.

Moss checks one of the blueprints.

MOSS

There's an old reservoir here. Hasn't been used since World War Two.

ABE

What we're looking for is on the other side.

Hellboy examines the borders of the steel door.

HELLBOY

It's been welded on the inside.

MOORE

Here's what we should do: go back and make all the necessary requests -

KLANNNG!!! Hellboy's stone hand is already in. Bending the metal door back.

Veins pop on Hellboy's neck and biceps. He slowly and painfully rips the door off its hinges, bringing down chunks of concrete. He throws the door to the side.

NUCCI

Anyway, that's what we would propose, what about you?

Hellboy checks his gun.

HELLBOY

(smiles)

I would advise discretion. Subtlety.

He moves in, they follow.

MAINTENANCE ALCOVE

Not far away... under a wet, archway, a small alcove has been turned into living quarters. A simple bunk, a pile of canned goods, a reading light and a table. Nearby; a toilet, sink and mirror.

(CONTINUED)

CONTINUED:

The pounding metallic ruckus reaches the ears of Kroenen, who, using a mirror, is calmly tending to his LEFT ARM with a sharp scalpel and a chrome stapler. He zips up his leather sleeve and rises, like a spider, to full alertness.

The web is shaking.

He opens a drawer and, from an envelope, extracts two torn pieces of paper.

He strategically places them on the floor.

UNDERGROUND RESERVOIR

Hellboy's hoof ripples his reflection in a puddle.

A large oval room of rusty metal, with three pipes spilling water into an enormous grate on the floor. Grey light filters down, revealing a vapor column rising from below.

The metal floor has been ripped open. Moss uses black light to illuminate an area with deep, parallel gashes - traces of a furious attack. The floor is crisscrossed with bright red markings.

The light above flickers as a colossal RUMBLE shakes the area. Dust and debris rain down.

MOSS

(over the commotion)

The IRT, right above us.

Abe studies the circular grate, senses something, and nods. With superhuman effort, Hellboy raises the heavy lid. Below, there is a vast, sunken chamber. The flashlight cannot fully illuminate what is below.

UNDERWATER

A glimpse of pipes and tubes... and something large, moving.

CUT TO:

UNDERGROUND RESERVOIR

Hellboy traces a cabalistic circle on the floor around the flooded opening. He puts the finishing touches to a few chosen magic glyphs.

(CONTINUED)

CONTINUED:

HELLBOY

I'm done. Nothing will go past
Cagliostro's circle.

ABE

I'm worried about what might be here
already .

He removes his breathing apparatus. Activates the locator on his
utility belt. Hellboy does likewise. BEEEP! They synchronize.

ABE

Remind me why I keep doing this.

HELLBOY

Rotten eggs and the safety of mankind.

Abe slips into the water, ready to submerge.

ABE

Right, right. Both worthy causes.

His transparent nictomembrane lids cover his eyes. He dives.

Above, a tiny camera zooms in.

ROOM 1944, MOSCOW

ILSA

They are in Sammael's lair. They will
find him soon.

Grigori smiles.

GRIGORI

Good.

CUT TO:

SUNKEN CONTROL ROOM

Abe swims down, carrying a small lantern.

Below, he finds an entire control room. 1940's magazines float
by, like paper jellyfish amidst rusty coral reefs of pipes and
ducts.

A ripped mattress and a chair are tangled in rotted cord; an old
calendar waves at him, still attached to the wall by a nail.

HELLBOY

Patiently looks around, chewing on a chocolate bar. Finds a pile of discarded shoes and a dirty set of acrylic dentures.

Moss covers his nose. Finds a rotting carcass. Again, the light above flickers. Suddenly, something moves. Hellboy shines his light into an adjoining, tiled tunnel. Kroenen is standing there, like a deer caught in headlights.

HELLBOY

Hey!

Moss turns in time to see the figure move away. Hellboy tears after it, gun in hand. Moss tries his radio. Static.

MOSS

Shit.

He pulls out his gun and runs after Hellboy.

VAULTED INTERSECTION

Moss arrives at a vaulted intersection of sewer tunnels. A faint trace of Hellboy's flashlight is visible far ahead. His footsteps barely audible.

SUNKEN CONTROL ROOM

Abe reaches the bottom. As his feet touch the ages-old sediment, a haze of silt fogs the water. From the floor he picks up a translucent egg. BINGO!

He places it in a glass canister. A short distance away, another one floats by, and another... He moves towards them, collects them.

Suddenly, something big glides by. Abe turns, swims into an intricate labyrinth of pipes.

SUNKEN FAIR

Peppering the water, like amber fireflies, eggs float everywhere. Abe examines the area.

A rotting arm brushes his face! He moves away, snags on a decomposed corpse. Trying to avoid it, he hits another one. He shines his light...

(CONTINUED)

CONTINUED:

...into a quiet garden of dead bodies. Their backs festooned with clusters of eggs.

Abe turns to find himself FACE TO FACE with Sammael!!

The creature is in much better shape than last time. Its amphibian body is covered in fresh new skin. No exposed bone. The folded wings seem full, vigorous. Claws shine like blue steel.

The tongue shoots out. Abe heads for the lower depths. Sammael follows.

Abe shoves himself into a long, narrow opening.

Sammael can't fit through, but the tongue darts out again and again, trying to get at Abe. Missing him by inches.

Sammael claws at the concrete, trying to reach deeper. Screaming in rage.

CUT TO:

EXT. BRONX MENTAL HOSPITAL - DAY

Part of the building is demolished. Rescue crews are hard at work.

INT. MAXIMUM SECURITY WING - DAY

DOCTOR MARSH

She's been like that all morning. Not a word. Barely moving.

Myers looks at LIZ through a two-way mirror. She sits inside a padded cell, with an unlit cigarette dangling from her lips.

DOCTOR MARSH

Are you sure you want to go in?

Myers loosens his tie and enters.

PADDED CELL

Liz barely acknowledges Myers' presence. He kneels nearby.

MYERS

Miss Sherman?

She doesn't answer.

(CONTINUED)

MYERS (cont'd)

I'm agent Myers, FBI. I've been assigned to the B.P.R.D. The hospital has petitioned for discharge. They don't feel capable of caring for you.

Silence.

MYERS (cont'd)

Now, Dr. Broom briefed me about the situation. Asked me to escort you back to the Bureau. But he also asked me to make it clear that there are no special precautions. No armored transport. No security escort. No choppers flying around us with laser beams. Nothing. If you want to go back... It's going to be you and me and a yellow cab. That's it. He's asking you back, but it's your choice.

Liz turns to him. Exhausted and drained. Vanquished. She turns to the mirror. Both their reflections are there.

LIZ

Where else would I go?

CUT TO:

TUNNELS

Hellboy stops, disoriented. No trace of Kroenen anywhere. He steps through a portal.

MAINTENANCE ALCOVE

Hellboy finds half-eaten food, surgical books and supplies. A few drops of blood near a scalpel.

He suddenly sees Sammael, slumped in a corner. Gasping, he points his gun. Fires twice. The bullets go through the corpse effortlessly. Hellboy approaches... shines his flashlight on it...

Its a chitinous shell, like that of a cicada that has shed its skin.

He places his gun on the desk and kneels down to examine the husk.

(CONTINUED)

CONTINUED:

SAMMAEL

That... isss mine... old me...

In a broken mirror, Hellboy sees the reflection of Sammael, right behind him.

HELLBOY

Uh, hello. You look different.

Sammael, dripping water, shakes it off. Extends and closes its wings, flexes its claws and shakes its head. Like a boxer readying for a fight.

HELLBOY (cont'd)

Don't tell me. It's the hair, right?

Sammael paws at the gun, knocking it away.

HELLBOY (cont'd)

We should try to get along, I mean, we're both handsome devils.

The two of them circle each other, like bull and toreador. Eyes locked, ready to strike. Hellboy displays a couple of amulets. No visible effect.

The Malachite cylinder, however, gets the desired result. Sammael growls and backs up.

HELLBOY (cont'd)

Whadaya know? Kryptonite.

He hold it in one hand, and, before Sammael can open its mouth, Hellboy clamps it shut with his stone mitt.

Thrusts his fingers into the loose skin of its chest and catapults himself and the creature against the far wall, knocking out the toilet. Water sprays everywhere.

Under their weight, the wall crumbles.

They stumble into the shower stall and then, through the mosaic wall and into...

BASEMENT

The creature hits Hellboy again. They tumble. Now Hellboy strikes a damp wall. Brick shatters but don't give.

Hellboy renews the attack. Smashes Sammael, face first against the wall. The tongue snakes savagely against the brick, trying to find Hellboy, who avoids it.

(CONTINUED)

CONTINUED:

The wall gives. They tumble into a...

MODERN BASEMENT - BOILER ROOM

They smash against a flaming iron boiler, crushing massive steel ducts. When Sammael's back hits the hot metal, a few areas on his wing catch fire!!

Hellboy's hand stays in the fire without sustaining any damage. Sammael shrieks.

HELLBOY

Sorry! I'm non-flammable, baby...

Sammael rakes its claws across Hellboy's chest!! Fire and smoke spread through the room.

Somewhere nearby, distant CLASSICAL MUSIC is heard: *Don Giovanni*.

Hellboy raises his gun, ready to fire again. CLACK!! It JAMS!!

HELLBOY (cont'd)

Oh, great.

Sammael jumps on him. Hellboy grabs a rusty steel pipe.

Catches Sammael right in the head: CRACK!!! The fiend lands heavily on the floor. Hellboy tosses the gun away.

HELLBOY (cont'd)

That's better: something with no moving parts.

He charges again.

They crash through a maze of pipes, a thin plaster wall and into...

LOWER STAGE - STORAGE BASEMENT - THEATER

The music comes from directly above. Loud, dramatic.

Hellboy lifts his head up and sees a crude papier-mache DEMON inches away from his face.

He has landed under a theater stage. Scenery lifts, ropes and pulleys are all visible. Colored lights filter through the planks above.

HARLEM THEATRE

An all African-American dress rehearsal of Don Giovanni is in progress. A full orchestra plays.

A FAT PRODUCER observes indifferently next to the OPERA DIRECTOR.

FAT PRODUCER

I don't see much production value in this...

OPERA DIRECTOR

Oh, no, no, wait for the grand finale!

LOWER STAGE - STORAGE BASEMENT - THEATER

Sammael throws its tongue out. Hellboy intercepts it with his stone glove.

HELLBOY

Second date!! No tongue!!

He yanks at it, brutally wrapping it around the massive stone wrist.

Sammael flaps its wings, raising a whirlwind of dust and debris.

HELLBOY

I was gonna cut you some slack 'cause you're a major mythological figure, but-

Hellboy uses the tongue like a rope, swinging the weight of his opponent. It sinks its claws into Hellboy's arm.

SAMMAEL screams, but Hellboy pulls it closer and closer, hitting it square in the face. Breaks one of its wings. They fall on the stage elevator, crushing the papier maché demon.

Sammael sinks its claws into Hellboy's leg, and blood flows. Hellboy lifts himself up by grabbing the sharp, yellow teeth with his normal hand, pulling hard, drawing more blood.

Suddenly, the stage elevator rises and they find themselves on...

THEATER STAGE

The singer reaches the climax of the aria. Suddenly, Hellboy and the creature take center stage, wrapped in heavy clouds of smoke. Panic ensues.

(CONTINUED)

CONTINUED:

Hellboy emits a primal, operatic scream. Pulling harder, he rips the tongue away. Sammael howls in pain. Rams both his arms through the flooring, ripping the boards away. He jumps back down.

Hellboy falls to his knees. Throws the tongue away. It writhes and squirms, like an eyeless, fleshy snake.

Hellboy disappears through the opening that Sammael left. Some extras and a soprano start screaming. A YOUNG MAN snaps some photographs.

The OPERA DIRECTOR turns to see the PRODUCER, mouth agape, rapidly writing a check. Extending it to him.

FAT PRODUCER

Let me know if this is enough.

STORAGE BASEMENT - THEATER

Hellboy tracks Sammael through the basement. There are abundant gobs of yellowish blood. The trail leads into a metal door, and then into a...

CARGO AREA

An old loading platform.

Dusty, unused subway tracks branch out into the distance. Sammael's shadow turns the corner.

SUBWAY TRACKS

Hellboy runs along the tracks. Sees Sammael half-jump, half-fly onto a tiled station platform. He leaps forward.

PLATFORM

Under repair, with sawhorses and blinking lights. Hellboy lands there, turns around.

Standing on a ladder, next to a broken light fixture is THE SUBWAY WORKER from Interview 2. His face is white and his jaw hangs open.

HELLBOY

Where did he go??!

(CONTINUED)

CONTINUED:

The Worker mechanically points to the active tracks on the other side. Hellboy instantly jumps.

Lands on the concrete. Dents it, then takes off.

ACTIVE SUBWAY TUNNEL

Sammael runs down the tunnel, silhouetted by an approaching train.

HELLBOY

Damn.

He hurries, almost catching up until the subway is just a few yards away, HORN BLARING!! LIGHTS BLAZING!!

Then Sammael jumps.

He lands on top of the train, and holds on.

INSIDE THE TRAIN

The PASSENGERS scream as they see the roof of the car being dented by a trail of footsteps.

SAMMAEL

Reaches the last car of the train and jumps, landing safely and running into the dark.

HELLBOY

is about to be hit, head on. He barely has time to open a manhole and dive in.

The train whizzes over him.

By the time Hellboy comes out, Sammael is gone.

HELLBOY (cont'd)

Damn!!!

INT. BEAM-SUPPORTED TUNNEL - DAY

Moore and NUCCI hear the subway above.

AGENT NUCCI

I betcha they don't find jackshit.

(CONTINUED)

CONTINUED:

AGENT MOORE

The Maytag men of the Bureau. That's what we are... Two more years of this and I'll be -

A noise! They turn!

Their flashlights sweep the shadows... Nothing there.

Something moves at their feet: they jump! Shine their flashlights down!

Rats, dozens and dozens of them.

AGENT MOORE (cont'd)

What the-?

AGENT NUCCI

What are they running fr-

A silhouette occludes the light at the end of the tunnel, moving rapidly towards them. Powerful footfalls roar like an approaching locomotive.

They raise their guns and fire. Useless: the thing plows on. They empty their clips; then, trembling, they pause: silence!

Nucci chuckles nervously hand, trembling.

AGENT MOORE

What was th-

BAM!!! The massive beast Sammael uncoils from the shadows and lands on Moore's chest. In less than a second it bites furiously.

Moore's screams are muffled by the creature's moist, fleshy lips wrapping around his face and head.

NUCCI runs as fast as he can, jumping and tumbling through what an obstacle course of beams and uprights.

Sammael drops Moore's quivering body and jumps after NUCCI. His wings flap, raising a mist of murky water.

NUCCI

(on radio)

Moss! Moss! We need some-

The thing maneuvers swiftly and lands on NUCCI's back, breaking his neck.

(CONTINUED)

CONTINUED: (2)

Then, in the darkness, the cracking of bones is heard.

CUT TO:

MAINTENANCE ALCOVE

Hellboy wearily picks up his gun. Wets his face with the water spraying from the broken toilet pipes.

On the floor, he notices the torn pieces of paper, written in Cyrillic characters. His radio crackles to life.

MOSS

(on radio)

NUCCI? NUCCI?

(changes frequency)

Clay, code 30, this is Moss, over...

TUNNELS

Moss is lost. He looks around, trying to get a clue as to his position. He stops under a grate.

MOSS

Code 30, this is Moss, over...

Nothing. Behind him, Kroenen descends like a spider. As he drops through shafts of gray light, he brings forth his customary long blade.

MOSS

Code 30, this is Moss, over...

CLAY'S VOICE

(faint, full of static)

10-4, this is Clay, what is your 20?

Moss turns in time to see Kroenen coming at him. He fires. Kroenen stabs. In an almost synchronous ballet, blade and bullets are exchanged.

Twin rivulets of blood run from Moss' nostrils.

MAINTENANCE ALCOVE

Hellboy hears the explosions, runs to aid Moss.

ABE

Emerges, panting, scared but safe. He puts down a cluster of eggs and jumps out of the water.

TUNNELS

Moss collapses on the floor. Dead.

Kroenen stands there, unfazed by the multiple bullet holes in his throat. He hears Hellboy's steps approaching.

He strategically places the knife on the floor, then lies down. Arranges himself into an appropriate position and plays dead.

Hellboy appears at the end of the tunnel. He quickly checks for a pulse on Moss. No use.

Abe comes running.

CLAY'S VOICE

This is Clay, what is your 20?

HELLBOY

(demolished)

Agent Moss is down. Use my locator, we need an ambulance.

INT. TAXI CAB - DAY

A nondescript ethnic pop song blasts out of the taxi radio. Liz, now dressed in street clothes, pins her hair back.

Myers looks at her. She pulls one, two, three rubber bands onto her wrist. Snaps them. Myers smiles,

MYERS

Miss Sherman?

LIZ

(can't hear him)

What?

MYERS

Miss Sh-

The cab takes a wild turn. Myers knocks on the bulletproof acrylic divider in the cab. The DRIVER opens it. The music's even louder.

(CONTINUED)

CONTINUED:

MYERS (cont'd)

The music!! Turn down the music!!

DRIVER

Not a problem, my friend.

He closes the window again and merely changes the radio station; the music remains at the same volume. Myers gives up.

MYERS

What're those for?

She pulls a rubber band, then lets it snap.

LIZ

These? uh, a little something I learned in therapy. If I get impatient or nervous or I feel I may lose control...

(snaps a rubber band)

This helps me... I want to smoke: one rubber band. I'm impatient: two rubber bands... Going back, today: a three rubber band situation.

She rolls down the window.

LIZ (cont'd)

Still, it feels good to be outside.

She pokes her head out. With the cold morning wind blowing her hair and the sun on her face, she looks beautiful.

Myers turns away and taps his fingers to the beat of the music. And smiles.

INTERVIEW 4

CRYPTO-ZOOLOGIST

He was discovered alive when plumbers working in the basement of St. Trinian's Hospital in Washington broke into a long-forgotten chamber.

Behind him, a sepia silent film flickers. In it, Abe swims in a freak show tank, while a group of turn-of-the-century spectators chews popcorn and cotton candy.

CRYPTO-ZOOLOGIST

(cont'd)

They took his name from this little inscription. See?

(CONTINUED)

Shows a small piece of antique paper.

CRYPTOZOOLOGIST

(reads)

Ichthyo Sapiens, April 14, 1865. The day Lincoln was shot. "Abe" Sapiens. He was sold to the Smithsonian in 1925. We lost track of him during the war.

(smiles proudly)

No one talks about him. It's like Sherlock Holmes instead of Watson. Hellboy makes better copy...

CUT TO:

DISSECTION LAB

Kroenen's leather clothes lie on plastic bags, tagged as forensic evidence.

ABE

The condition is known as surgical addiction. It is a compulsion... In this case... it's been taken to an extreme.

Under a sheet, a cold, naked body lies on a slab. Broom, and Hellboy, all bandaged up, listen attentively.

ABE (cont'd)

The skin was cut and re-grafted onto itself over the years. So many times that parts of it were nothing but scar tissue. The leather garments served as reinforcement.

The gruesome areas of the body that show make them grateful for the sheet covering the rest.

..

ABE (cont'd)

Karl Ruprecht Kroenen, that was his full name. He must have developed a high tolerance for pain. The X-rays reveal several steel needles inserted deep in the pelvic area. Whatever he did to himself, to his face, I cannot even begin to explain. The fact that his lips were removed made speech impossible... Several of his organs were very damaged, diseased. Only a terrible will could keep this man alive through the decades-

(CONTINUED)

CONTINUED:

BAM!! The door opens. Clay is there. He looks like he's been drinking. Looks at Hellboy dead in the eye, marches up to him.

CLAY

You let my partners die.

BROOM

Agent Clay, this is not the moment or-

Clay throws down his ID BADGE and signed papers.

CLAY

I don't work for you, sir, not anymore.

(tuns to Hellboy)

I don't work for you either. So I have something to say. I've been meaning to for the last eight years... I knew you would get someone killed. I'm glad it wasn't me. But whatever you are, you should be in a cage. Not on the streets. Not with any of us.

He spits in Hellboy's face. Hellboy wipes it off.

HELLBOY

I wish I was more gracious, but...

He grabs Clay by the collar. Shakes him like a rag doll.

HELLBOY (cont'd)

You self-righteous, son-of-a-bitch, you think I don't care?!!

RECEPTION AREA

Liz and Myers are signing in, filling in forms at the security desk.

MYERS

I guess they've made changes around here.
If you need-

CRASH!!! Clay lands in the middle of the lobby amidst a shower of glass and aluminum studs. Myers and the SECURITY guard both ready their weapons.

Hellboy steps out behind him. Clay cowers.

LIZ

(to Myers)

Nothing has changed.

(CONTINUED)

CONTINUED:

Hellboy is ecstatic.

HELLBOY

Liz!!

She hurries down a side corridor. Hellboy looks at Myers, smiling.

HELLBOY (cont'd)

My guy! You brought her back!!

Myers holsters his gun and remains stone-faced. Hellboy turns to Broom.

HELLBOY (cont'd)

Thank you.

Broom is furious. He helps Clay up. Several facial cuts are bleeding.

BROOM

(to Hellboy)

You're nothing but a spoiled, overgrown child and I made you that way. I'm sorry...

HELLBOY

I thought you enjoyed that about me.

BROOM (cont'd)

(to Clay)

Let's have a look at that face, Agent Clay.

Hellboy turns back to Myers, who shakes his head and goes after Liz.

HELLBOY

(turns to Abe)

What?! What did I do?! He spit on me!!

ABE

You're fifty-five, brother. Figure it out.

He turns away. Hellboy stands alone in the corridor.

CUT TO:

LIZ' ROOM, B.P.R.D.

(CONTINUED)

CONTINUED: (2)

Liz throws her bags on the bed, goes to a night table, opens a drawer. Taped to the underside: a pack of cigarettes. Puts one, unlit, in her mouth. She looks around. A familiar place. She looks desolate.

MYERS

You ever light them?

LIZ

Not anymore. I'm trying to quit.

MYERS

Anything you need? Extra rubber bands?

For the first time, she smiles.

MYERS (cont'd)

Ah! She can smile.

LIZ

Involuntary reflex, Agent Myers.

MYERS

Liz. Can I call you Liz? It's a pretty name.

LIZ

Jeez, Myers, think of a better line. 60% of the women in this world must be called "Liz".

MYERS

Well, the name "John" rates at about 80%, so, you're impressive by my standards.

LIZ

"John" that's a reliable name.

MYERS

You got me all figured out.

They laugh. Unseen by them, a massive figure watches from outside the room. A large red gentleman, getting redder by the minute. Golden eyes sparking with jealousy. On the soundtrack Tom Waits' *A Sight for Sore Eyes* begins.

HELLBOY'S DEN

A mountain of beer accumulates next to the truck bed sofa. Hellboy drinks and watches Cocteau's *BEAUTY AND THE BEAST*.

CONFERENCE ROOM

Abe slices into the largest specimen of the weird eggs. The operation is magnified on large video screens behind him.

ABE

We collected ten thousand of these things.

Everybody is there, except Hellboy.

ABE (cont'd)

None of the embryos came close to hatching, but the more developed ones have displayed amazing powers of regeneration.

(slices the embryo's leg.)

We'll give it 10 seconds.

Myers gets up and leaves. On the screen, the leg starts to grow back.

HELLBOY'S DEN

On the screen: Jean Marais and Belle fly into the clouds above, embracing forever.

Myers appears in the doorframe.

MYERS

Professor Broom needs everyone in the conference room.

HELLBOY

(without even turning)

In a minute.

The door closes, the film ends. Hellboy throws his beer at the screen, tearing a hole in it.

CONFERENCE ROOM

The image of the blades Kroenen used appears on screen. Broom points out the Ragna-rok symbol.

BROOM

The symbol at the top of these daggers represents Ragna-Rok...

(CONTINUED)

CONTINUED:

HELLBOY walks in, another beer in hand; he slumps in a chair. It creaks under his weight. Something pops.

HELLBOY

Sorry I'm late.

BROOM (cont'd)

...The symbol was used during World War II by a Nazi group...

Hellboy sighs, buries his head in his hands. Liz looks at him, not without some sympathy.

BROOM (cont'd)

...but it predates them. It has its roots in ancient Sumerian and Babylonian mythology. It represents the powers that will raise the Dragon. The Devil, if you will. We believe all we have witnessed may be connected with Ragna-rok. "The beginning of the end of the world." Myers?

Myers gets up and points at a SCREEN. There, the pieces of paper that Hellboy found.

Computer enhancement joins them and fills out a couple of missing areas. The Cyrillic letters are now legible.

MYERS

An invoice, an address: SEBASTIAN PLACKBA #16. That's Moscow.

BROOM

You'll leave in two days. Soon as we get clearance and equipment.

Agent Lime's wristwatch ALARM goes off. He takes his pills.

LIME

You're not coming, sir?

BROOM

I would only slow everyone down. I-
(timid smile)
I'm a bit under the weather.

Exchanges a brief look with Abe.

BROOM (cont'd)

I will be available through the usual channels. Agent Myers will be in charge of this particular mission.

(CONTINUED)

CONTINUED: (2)

HELLBOY
(sarcastic)

Oh, Great...

Astonished, Agent Lime shifts uncomfortably on his chair, murmurs something to the Agents sitting nearby.

BROOM (cont'd)
Any comments?

LIZ
Sir. I would like to stay here, too.

Now, Hellboy starts paying attention.

BROOM
I think the group should stay together
Liz.

HELLBOY
(low)
Yeah.

LIZ
Sir, I am not going. We all know I'm not
in control of my... condition. I can't be
of any use like this.

She gets up, ready to leave.

LIZ (cont'd)
Unless you'd only intended to use me as
someone's... escort.

She leaves.

Myers follows her.

Hellboy watches them both go and crushes the beer can.

CUT TO:

DISSECTION LAB

Kroenen's body lies on the table. Part of his chest is visible.
Slowly, it starts to rise and fall.

Cold, deformed hands take the plastic bag containing his clothes
and rip it open.

Kroenen's hideous cranium is visible for an instant before he
zips his mask up.

(CONTINUED)

CONTINUED:

He takes the sharp Ragna-rok knives and turns one of them over. It reflects a figure standing behind him: *Grigori*.

BROOM'S OFFICE

Abe floats gently in the tank. Curled in a fetal position, earphones on his head. Asleep.

Broom examines the Ragna-rok file, then the photographs of the Kroenen knife, the sewer lair and an 8x10 of the invoice. He pulls out a few old, card-size photos. Finds one of Grigori in German uniform, and one as Rasputin, in an Orthodox priest's black cassock.

He writes "Lot 173" on the book containing the FALL OF HEAVEN illustration.

A MOMENT LATER

He lays out his tarot cards. Three cards are prominent: THE HYEROPHANT, THE MOON and THE DEVIL.

A silhouette is at the door. Kroenen, Blade in hand. He moves inside, silently. The door clicks shut behind him.

Broom's pulse races. Struggling to remain composed, he uses GRIGORI's photograph to bookmark the scrawled page.

BROOM

I've seen the puppet. Where is the puppeteer?

He calmly returns the volume to one of the shelves. He deliberately places it upside down. A voice hisses-

GRIGORI

You've helped me a great deal, Professor Broom.

Broom turns. Out of a the puddle of shadows, Grigori now emerges.

GRIGORI

I must thank you.

BROOM

Sammael, Kroenen, Liz's little relapse and return... All distractions.

(CONTINUED)

CONTINUED:

GRIGORI

(nods)

Nothing more... They will guide him back to me. To the place where he is needed...

BROOM

Sebastian Plackba... Moscow...

GRIGORI

That's the beauty of it... How do I make sure he will go? I will add two new crumbs to the trail...

(Kroenen displays his knives)

Mourning and revenge...

BROOM

It all boils down to this, does it? Either you kill me or I kill you.

GRIGORI

You had your chance.

Broom picks up the remaining cards. The old rosary still on his wrist.

BROOM

I was just about to learn how it all ends. Only one card left unturned. Would you like to see?

He skillfully takes the TAROT cards. Kroenen settles in behind him.

GRIGORI

I know exactly how it ends.

Broom takes the final card and looks at it. His face reflects no emotion whatsoever. Then, without showing it, he shuffles the deck again.

BROOM

So do I.

He closes his eyes.

The knife goes in.

SMASH CUT TO:

INT. B.P.R.D. HALLWAY-NIGHT

Hellboy, on the move, face contorted by pain, pushes through. Agents and Bureau employees are crammed into Broom's office doorway. As he approaches, they let him in.

The office is full with forensics people, taking pictures, picking up evidence, etc.

Broom's fragile body lies slumped in a chair. At his feet, a pool of blood.

Hellboy is devastated.

FORENSICS HEAD

You. Please. Try not to touch a -

Hellboy clears everything and anyone in his path. Hurls the heavy oak desk aside as if it were styrofoam.

HELLBOY

(a roar)

OUT!!!! Get out of here!!! Now!!!!

He slams his fist on the floor, repeatedly, cracking the marble.

His fury forces everyone from the room. For the laggards, he throws a heavy stone column.

Once alone, he kneels by the body. Holding the cold hand. Like a dog with a lost master. Like a child without a home.

Tears burn his scarlet cheeks.

Liz, Myers and Abe respectfully withdraw.

The first rays of sunlight pour through the window. A pattern of light travels along the carpet.

Hellboy remains in the shadows. A vigil.

TOM MANNING'S VOICE

I will call on the Lord, who is worthy to be praised: so shall I be saved from mine enemies...

EXT. GOTHIC CHURCH, MANHATTAN - DUSK

About a hundred mourners gather to see Broom's coffin carried up the steps of a Gothic church. One of the pallbearers: TOM MANNING.

(CONTINUED)

CONTINUED:

TOM MANNING'S VOICE

When the waves of death compassed me, the
floods of ungodly men made me afraid...

Snow falls gently on the polished coffin lid.

CAMERA glides over dozens of black limos and cars and it comes to rest on the now-familiar GLAZIER'S TRUCK, parked discreetly in an alley.

INT. GOTHIC CHURCH, MANHATTAN

TOM MANNING'S VOICE

The sorrows of hell compassed me about;
the snares of death prevented me. In my
distress I called upon the Lord...

Mourners flank the coffin. The church is almost full. Tom Manning is reading the scriptures.

CAMERA searches around and above everyone's head...

TOM MANNING'S VOICE

(cont'd)

...and cried to my God: and He did hear
my voice out of His temple, and my cry
did enter into His ears.

...and, sitting in the shadowed choir balcony, it finds Hellboy and Abe.

Two gargoyles against stained glass.

DISSOLVE TO:

B.R.P.D. ROOFTOP - DAWN

A lonely figure is visible atop the sleek profile of the B.P.R.D. building.

Hellboy, sketched by the blood-red rays of the newborn sun. His face is stubbled and on his forehead, the HORNS are beginning to show. Liz watches him from nearby.

LIZ

I've changed my mind...

She slowly comes towards him.

(CONTINUED)

CONTINUED:

LIZ (cont'd)

I... don't want to stay here alone. The building seems colder now. Bigger, all of a sudden. I'll go to Moscow, if you're still planning to-

Hellboy nods, then clears his throat.

HELLBOY

You know- Liz, I wanted to apologize- to you- I understand now what it is that you don't like about me.

He looks directly at her. Eye to eye. No room left for pretense.

HELLBOY (cont'd)

What I am... makes you feel out of place in the world. Makes you feel that you don't belong out here.

(beat)

And that Myers... well, he makes you feel like you do. So- I wish I could do something about it. I can't. But I won't give up. It's not in my nature.

(looks at her)

I don't ever give up.

(a faint smile)

Lost causes are more beautiful.

BROOM'S OFFICE

Hellboy carefully picks up the bloodied knife, the tarot cards...

...and the rosary. Wraps it around his right wrist.

Abe examines the shelves. He notices the upside-down volume.

ABE

HB...

He takes it down. Opens it. Hellboy holds Grigori's picture, then reads Broom's handwriting.

HELLBOY

"Lot 173"...

He tears out the page.

B.R.P.D. WAREHOUSE

Out of the "Citizen Kane" ending, with hundreds of boxes piled up, forming surreal aisles of wood. Every crate numbered with big, bold stencilled letters.

Abe and Hellboy march along, holding the torn page. They stop in front of a large crate marked "Lot 173".

Hellboy cracks the crate open and hauls out a massive object lodged inside:

HELLBOY's CRIB...

They circle it, locating the "FALL OF HEAVEN" seal. Abe holds the engraved page up: a perfect match.

HELLBOY'S DEN

Hellboy rips all of his Polaroids off the board. Cleans it of memories. Everything ends up in the floor: places, people, moments...

HELLBOY

So, it's all about me...

Using Kroenen's bloodied knife, he pins up a single image.

HELLBOY (cont'd)

And you.

GRIGORI's picture.

CUT TO:

THE NIGHT SKY

A massive CARGO PLANE slices the white eye of a full moon. Three sleek helicopters flanking it.

INT. CARGO PLANE - NIGHT

Everybody's on board. Sleeping. Abe floats placidly in a portable tank, his webbed fingers busy with something.

Hellboy prepares amulets and texts and bullets.

Myers is carrying some water and glasses. He approaches Hellboy but, before he can talk:

(CONTINUED)

CONTINUED:

HELLBOY

Move along, Myers. Move along.

Myers does.

MYERS

Pours water into Liz' glass. Touches her hand. She smiles, but doesn't respond as expected. Barely a moment passes and she gently frees her hand from his.

She fiddles around with one of the rubber bands.

LIZ

I'll be back in a second.

Myers watches her go to Abe's tank, then looks at Hellboy.

HELLBOY

(without even looking up)

Look the other way, Myers.

Myers sits down. Sighs.

PLANE - ABE'S TANK

Abe is floating upside down, solving a RUBIK'S CUBE.

LIZ

Hey...

They talk through an intercom connected to the tank.

ABE

(turns around)

I hate flying and I can't throw up in here...

Liz ~~lays~~ leans her head on the glass.

ABE (cont'd)

What is it now? Red been pushing you around?

LIZ

No. But something's not right. I can feel it.

ABE

Don't get psychic, honey. Psychics are a pain in the ass.

(CONTINUED)

CONTINUED:

LIZ

It's just that- if all of this- If it is Grigori that's behind it all... I'm really afraid for HB. Because no matter how many things have happened, it will be personal. Do you agree?

ABE

You're asking the wrong guy...

(displays the cube)

It's been three decades and I've only solved two sides.

She smiles.

ABE (cont'd)

But if there's trouble... then it's a good thing all of us weirdos are sticking together.

CUT TO:

MOSCOW, SHEREMETYEVO AIRPORT - LANDING ZONE

The immense airplane has stopped. Several dozen boxes of equipment are unloaded by RUSSIAN FREIGHT HANDLERS.

A pallet truck carries a very large crate that reads: LIVE CARGO.

EXT. MOCKBA AVENUE, MOSCOW - NIGHT

A sleek black van and two large open trucks move through semi-deserted streets. They exit the city.

IN A VAN

Myers and Lime struggle with a Moscow map.

LIZ

(into a radio)

Fire Girl to Big Red and Flounder...

Liz, sitting in the back, looks behind them at...

THE TRUCK

Fastened to it, the crate labelled: LIVE CARGO.

Small breathing holes have been drilled in the sides.

INSIDE THE BOX

Abe and Hellboy, sitting on the floor, in the dark.

ABE

I'm *Flounder*, you're *Fire Girl*?? Who came up with the code names?

LIZ'S VOICE

(on radio)

I did. We are leaving the main road so hang on-

They hit a series of bumps. The box rattles and shakes. Hellboy bangs his head, Abe his ass.

HELLBOY

Oh, boy. I miss that mirror truck.

The vehicle lurches to a halt.

ABE

(on the radio)

Flounder here. Is this it??

Motors are turned off. The crate is opened. Liz peeks in.

LIZ

You'd better come out and see.

Hellboy steps out. Takes a moment to adjust his sight to the outside.

HELLBOY

Sebastian Plackba# 16...

A DECREPIT 19TH CENTURY CEMETERY

Broken spiked fences succumb to rust and vines. Hundreds of crypts and tombstones rise amidst wild foliage.

The van and trucks drive off as the group ventures deep into the labyrinthine lanes of the dead. Each of them carries a backpack, a flashlight and a gun.

MAUSOLEUM SECTION

The group uncertainly pauses in an area of Baroque funeral monuments.

(CONTINUED)

CONTINUED:

Hellboy looks around. Endless rows of graves and solemn mausoleums flank every narrow path.

MYERS

We made a mistake.

AGENT LIME

That's it. We're screwed. Let's go back, get a hotel, regroup in the morning.

MYERS

Hellboy?

HELLBOY

We stay.

He moves past them.

HELLBOY (cont'd)

I think I know what to look for.

AGENT LIME

Great. The freaks are running the circus now.

HELLBOY

(he kneels next to a tombstone)

Father said that the dragon - the Ragnarok symbol - predated the Nazis. We have to find a tombstone that has it.

ABE

The most recent date I've spotted is 1898.

HELLBOY

Grigori was around then. Keep looking.

LIME

Yeah, right. Maybe if we come back in the morning with two or three hundred hired hands and get going...

Myers whirls, suddenly fierce.

MYERS

One more word out of you, Agent Lime and you'll regret having the power of speech. I am in charge. I say we stay. And you follow orders, agreed?

Taken aback, Lime nods.

(CONTINUED)

CONTINUED: (2)

MYERS (cont'd)

Now, look around.

Hellboy looks for a small amulet in his belt.

HELLBOY

Wait for me here.

He moves between the tombs and slides off one of the concrete lids.

MYERS

What is he doing?

LIZ

What he does best.

ABE

(smiles)

He's going to ask for directions.

OPEN GRAVE

Hellboy jumps into the open grave. Lands on a rotten, lidless coffin.

In it, a mummified corpse lies in a miserable black suit.

HELLBOY

(whispers)

Suo tempore, momentum transibiet est...

He presses the amulet on the cadaver's chest. For a moment: nothing, and then...

...in a brutal spasm!! It fills and breathes...

THE GROUP

Observes at a distance how Hellboy climbs out, carrying the CORPSE on his back.

With an ear-to-ear grin, he approaches the group.

HELLBOY

A hundred feet further and three rows from the right...

The corpse fidgets on Hellboy's back. Its hand weakly points in one direction.

EFFIMOVICH MAUSOLEUM

Underbrush is ripped away, revealing the RAGNA-ROK symbol.

Myers, using a crowbar, cracks open the ancient steel door. Hellboy, still carrying the desiccated abomination on his back, goes in.

INT. MAUSOLEUM

HELLBOY

What was the earliest date outside?

ABE

1898.

HELLBOY

Now, look for October 9th, 1944...

They all get to work.

LIME

Why do you-

HELLBOY

It's my birthday into your world.

LIZ

Funny. You don't act like a Libra.

MYERS

Here it is!... There's no name.

They move in front of a row of niches.

HELLBOY

Now, Abe, check for a lock.

Abe closes his eyes (all three lids) and, using his palm, he "scans" the surface.

ABE

Yes. There is a lock.

Hellboy smiles.

MYERS

(in awe, whispers to Liz)
He's a genius.

(CONTINUED)

CONTINUED:

LIZ

He's the old H.B. again.

ABE

The cherub on the left. Press its eyes -
its a simple spring mechanism...

Lime tries it. An entire row of niches slide open. Everybody turns on a flashlight, to reveal...

A door, and a musty stairway leading into the depths of the earth. A cold wind moans from below.

The CORPSE hisses eerily. Hellboy puts it down and presses the leather volume on its forehead.

HELLBOY

Vade retro sepulcrarum...

The dried limbs gradually grow limp again. Life has escaped it a second time.

HELLBOY (cont'd)

Live fast, die young, leave a good-looking corpse... Boy, you screwed up.

STAIRCASE

The group descends carefully. The walls are dotted with yellowed skulls.

ABE

Nice. Not exactly Town & Country, but nice.

Lime's flashlight flickers. He shakes it back to life.

They reach the bottom of the staircase: three corridors branch off in different directions.

HELLBOY

Abe, you and Lime take the right, Liz and Myers take the center. We'll use the locators and the radio to play Marco Polo. Anyone sees anything...

ABE

Marco...

HELLBOY

...Polo... I'll take the left. Alone.

(CONTINUED)

CONTINUED:

Abe and Lime start to move.

ABE

Just don't call me Flounder, Liz.

Myers approaches Hellboy.

MYERS

Are you sure about this?

HELLBOY

On a scale of one to ten: six, but it'll do.

(looks at Liz)

She'll take care of you, Myers. She's a tough one.

Liz kisses him on the cheek.

HELLBOY (cont'd)

Another of those and the rookie goes alone.

They move away. Hellboy shines his light down the tunnel on the left.

HELLBOY (cont'd)

It's little things like this that drive me nuts.

He moves in.

TUNNEL "A"

Abe and Lime find a small stone side corridor. Nordic motifs crown the rugged stone pillars and archways. Water runs in tiny streams from above.

Lime is about to step in. Abe stops him. Motions for him to kill his light.

For a moment they wait in absolute darkness. A distant, moving glow can be seen.

They advance cautiously. A few guttural grunts echo in the dark corridor.

They reach a...

HEXAGONAL STONE CHAMBER.

There. In flickering gaslight, Kroenen works on a mummified corpse on a plain wooden table. He wears a blood-stained leather apron and surgical gloves.

Nearby stands a half-built metal Ragna-rok-like lever system. Complex copper tubing interconnects and branches off into ceiling and ground.

Butcher hooks, rope, pulleys and heavy-duty railings... Cabalistic sketches and strange pieces of machinery make this the lab of a modern alchemist.

With a dry, leathery sound, Kroenen removes a yellowing skull from the corpse. He holds it in front of his face for a moment, Hamlet on acid. Then he measures it with a caliper and tosses it onto a small pile of rejects.

Grunting, he goes back to work.

Lime's ALARM wristwatch BEEPS once. He quickly silences it. But it's too late.

Kroenen reacts, raising his knife.

Abe gestures for Lime to be quiet. They both freeze. Lime readies his gun.

Kroenen scans the air, waiting for any movement or noise. Nothing. He takes one of his gas lamps and heads out through a small door.

Abe and Lime wait for a moment, then head into the lab.

The tread the wooden planks of the floor with extreme caution. Each step elicits a soft creak.

Lime moves ahead. Peeks through the little door.

LIME

It's al-

BAM!!! Under Abe's feet, an enormous trapdoor falls open. He drops through, but Lime manages to jump to safety.

Abe grabs a rope as he falls. It spins through a pulley, but a large knot jerks him to a stop. He looks down:

The entire bottom of the pit is covered by sharp wooden lances pointing upwards, just inches from each other.

(CONTINUED)

CONTINUED:

Abe crashes into the side of the pit and struggles upwards, climbing slowly, painfully.

Reaching up, he loses his backpack. It falls and is impaled on two lances.

LIME (cont'd)

Hang on. Let me help you.

But he doesn't finish the sentence. Out of the darkness, like a human blender, comes Kroenen, knives whirling, slicing open Lime's chest, forcing him to fall to his knees. A deep thrust finishes him off.

In the pit, Abe sees blood spilling over the edge.

He closes his complex eyes and his gills start hyperventilating.

He hangs onto the rope, carefully pulling up the loose portion hanging below. He looks up.

Kroenen cautiously edges towards the pit. Not a sound is heard.

SWISH!! A length of rope wraps around his neck and yanks him downward.

Abe pulls the rope again and sees him tumble past. With a horrible scream, Kroenen drops onto the wooden teeth. He wriggles, gurgling and grunting, like a fish caught on a hook.

Abe can't restrain a triumphant laugh.

He starts climbing up, but he slides back.

He tries again, and slides back...

He tries again...

TUNNEL "B"

Liz and Myers advance through a very narrow tunnel.

MYERS

So, that's what he thinks. That's why
he's so - so - Oh, Jesus - but -

(he turns to Liz)

It's not true, is it? That you - ?

Just ahead, a cave-in. Pieces of ceiling, timber, coffins and corpses all form a chaotic barrier. They struggle to squeeze through.

(CONTINUED)

CONTINUED:

LIZ

We're in a tunnel full of corpses and you want to know about that? You think I have nothing else to think about? I just spent more than two years in an institution. Can't you back off? Red, black, horns, tail- you guys are all the same.

A few bones roll by. Wet earth drops onto their shoulders. They draw their arms close to their bodies, pointing their flashlight beams straight down.

MYERS

Well, do you-? umm, love him?

LIZ

I grew up with him, Myers. Two-thirds of my life, he's been there. You think I should be clear on how I feel?

Their lights and voices move off into the darkness.

TUNNEL "C"

Hellboy labors up a steep slope, using rocks and roots for handholds.

He reaches a dead end. He collapses, out of breath.

HELLBOY

Should have chosen door #3...

Something in the mud catches his attention. He gets up and pulls it out: a familiar, husk-like skin.

HELLBOY (cont'd)

Damn.

Sammael has molted again.

Hellboy hears VOICES and sees a light filtering through a crack in the ground. The voices are those of Liz and Myers.

TUNNEL "B"

Liz and Myers reach a wider section of Tunnel "B". They find themselves knee-deep in brown water.

Myers lights Liz's path as she steps onto a large stone.

(CONTINUED)

CONTINUED:

MYERS

Watch it. It's slippery...

She shines her light past him.

LIZ

Oh, my God...

Myers turns. Their lights converge on a complex natural cavern. It is covered with eggs.

SAMMAEL is there, gnawing on a dry arm bone, with the hand still attached. When the light hits its face, its milky pupils constrict. A snarl...

Sammael looks better than ever. But then, others wingless versions of him start coming from adjoining tunnels.

MYERS

Oh... oh... oh, ummm, shit.

TWO MORE Sammaels emerge from the murky waters.

LIZ

(into the radio)

Marco, Marco, Marco... Get your Red Polo over here. Now.

Something pounds the ceiling directly above them. Again and again.

TUNNEL "C"

Hellboy pounds the floor with his rock hand. Furiously.

HELLBOY

WORKING-ON-IT!!

The rocks below him start to yield.

TUNNEL "B"

A rock or two falls from above. Five creatures line up and move in unison towards Liz and Myers.

Myers gets his gun ready. Shoots one in the head three times. The creature shakes off the hits as if pelted with pebbles.

One of them springs.

(CONTINUED)

CONTINUED:

As it flies through the air, the ceiling gives way and Hellboy lands on top of it along with a ton or two of stone.

The creature is crushed. As more rocks splash in the muddy water...

HELLBOY

Sorry. Just couldn't leave you two alone.

Sammael growls. Spreads its wings. Liz sprints to safety.

Hellboy scoops up Myers and lifts him out of harm's way.

HELLBOY (cont'd)

(to Sammael)

What's up? Can't even say hi, you ungrateful, tongueless piece of -

Two of the creatures jump on him. One on his back, one on his leg.

Hellboy manages to deposit Myers near Liz. He screams as the things claw and bite mercilessly. A third one joins in. Muddy water flies everywhere.

Like lions dragging down a zebra. Only this time, the zebra fights back.

Hellboy cracks open the jaws of a Sammael, like Samson and the Lion, like King Kong and the T-rex. Now he punches in the thorax of another one, then a sick, soft crack as he snaps its back!!

Liz watches and shivers. A ripple of heat shimmers over her body.

LIZ

We have to help him... Hit me.

MYERS

What?

Liz is desperate, crying.

LIZ

I have to help him. Do it.

Hellboy crushes, pierces, hits... but he's outnumbered. His chest is shredded. A long wound opens. His torso covered in blood.

He falls to the ground. A fourth creature springs onto his back, biting.

The brown pool stains with streaks of scarlet. Water explodes under the fighting bodies

(CONTINUED)

CONTINUED: (2)

MYERS

I can't, I-

Liz slaps him.

LIZ

I love him. I do love him. Please.

Myers slaps her across the face, once. Hard. The heat ripple builds. The air vibrates around her.

LIZ (cont'd)

Go.

Myers ducks behind a rock as Liz's arms blaze with fire. Sammael turns, like a lion hearing the hunters' gunshots. The other creatures raise their heads. A bloodied Hellboy sees Liz's body shake with a surge of white-hot energy.

HELLBOY
(weak)

Liz...

The water at her feet blows away in a concave bowl-like explosion, as a shockwave of fire expands.

Myers dives for cover. The fire burns the creatures away. The screen FADES TO WHITE and then...

Silence.

A pulse.

A high ringing tone.

A heartbeat.

Myers gets to his feet. The exposed side of his face and arm now lobster red. Tan by Liz.

He stumbles forward.

No water left. Everything is half-buried in a cracked, bone-dry bed of mud.

Myers is deaf as a post, save for his own heartbeat and that Godforsaken high, ringing in his ears.

Liz lies on the ground, on her side. Naked. Hellboy shifts. Coughs. Pushes away the half-cooked remains of two Sammaels. He's alive, but too groggy to even acknowledge it.

(CONTINUED)

CONTINUED: (3)

The other creatures are little more than blackened bones embedded in the cracked mud.

Myers feels for a pulse on Liz' neck. Finds it. He covers her with his overcoat.

Weakly, he turns around.

In the eerie silence of his deafness, he sees Grigori, standing there. And at his side, Ilsa.

Laughing noiselessly.

FADE OUT.

DARKNESS

A voice.

GRIGORI

Wake up, young one. Wake up.

FADE IN:

THE PIT

Hellboy slowly comes to.

He is chained to a massive mechanized yoke. It encompasses both his arms and legs, firmly clamping him in place.

GRIGORI

Look up, child.

For the first time in his life, Hellboy faces GRIGORI. Dressed in the very same ceremonial robes he wore in the prologue.

HELLBOY

That voice - I know -

GRIGORI

This voice was the first lullaby you ever heard. I brought you to this world.

Hellboy takes notice of his surroundings: some kind of pit, deep in a mine-like space.

At its center: Myers, cuffed to a stone pillar. Under his feet: a channel, leading to... the immense sculpted stone altarpiece bought from Lapikov. It's been cleaned and set down horizontally, bolted to the ground by a stainless steel mechanical harness.

(CONTINUED)

CONTINUED:

Liz lies at the feet of Grigori.

GRIGORI (cont'd)

And the Dark Word was made flesh, and dwelt among us. And we beheld his glory, the glory of the only one begotten of the Father, full of power and pain.

(beat)

You, young one, are the voice of strangers... the harbinger of sorrows... the scarlet beast.

HELLBOY

(shakes his head weakly)

Everyone thinks I'm someone else. Happens all the time.

GRIGORI

I am the door of the wolf: by me, if any man enter in, he shall be saved, and shall go in and out, and find sustenance.

HELLBOY

Get over thyself, pal.

Ilsa strikes him in the face. He tenses. Now he's mad. The yoke creaks, but doesn't bend.

GRIGORI

(points at the massive stone)

That is the door. Sent by my brothers. By your True Father, so that you could open it. Because your left hand is the only key! The left hand of the night!

Hellboy silently studies his huge left arm. As if for the first time.

GRIGORI (cont'd)

(triumphant)

What did you think it was made for?

MYERS

Don't do it!! Don't-

Ilsa kicks Myers in the face.

ILSA

The Master is talking!

(CONTINUED)

CONTINUED: (2)

GRIGORI

(to Hellboy)

You will do nothing but follow your nature.

His fingers grow back. He makes a sign over Liz, whispering a chant. Her body arches, a bolt of energy leaving her. Her chest glows, silhouetting organs and ribs. Then she goes limp.

HELLBOY

Noooo! You son-of-a-bitch!!!

He struggles again. The right side of the cuffs snaps. He hits Ilsa with his free hand.

She stumbles backwards. Now he's fighting to free his left hand.

GRIGORI

She's not dead! But her soul is on the other side of that door. If you want her back, you'll have to open it.

Hellboy, panting, struggles for an answer. Can't find one. His head and heart racing at a million miles per hour.

GRIGORI (cont'd)

The door will give way to those who sleep beyond the wall of space and time. Your true father will finally come home, Hellboy. Fulfill your destiny. Sit by his side.

HELLBOY

What will happen to this. To-

GRIGORI

The world...? Oh, destroyed. In a few minutes. But it became corrupt decades ago. Earth doesn't matter for us.

(beat)

It is just a springboard...

(beat)

We are destined to reclaim our throne from before the fall...

(beat)

We will burn God's heaven.

Hellboy stays silent. A long, painful pause.

GRIGORI

On this new world, you're not a guest, You are the host!

(CONTINUED)

CONTINUED: (3)

HELLBOY
(slowly)

For her... I will do it. For her.

Grigori nods to Ilsa. She frees Hellboy. Myers looks at him, confused. Scared.

GRIGORI (cont'd)
Names hold the true nature of things. In this incarnation mine is "Rasputin", the crossroads... I will whisper your true name, summon your true self...

Ilsa takes out a knife, goes to Myers, forces his head up. Grigori moves close to Hellboy.

GRIGORI (cont'd)
Then the key and an offering of blood will cause the door to open.

He whispers in his ear. Hellboy closes his eyes. His stone arm opens, exposing sections never before seen. Two granite rings rotate, producing a powerful NEGATIVE light.

Then an astounding transformation takes place. Hellboy's body ripples, new muscles growing under the skin.

His wounds heal.

He roars as thorns bloom on his shoulders, his back!

Horns elongate and grow, majestically crowning his head.

His eyes glow. He aches and contorts, fingers digging into the ground as bones snap and extend, creating talon-like appendages.

Terrified, Myers watches the transformation.

When he rises, HELLBOY has become an even more grandiose version of himself: ÜBERHELLBOY.

Inebriated with power, the new PRINCE OF HELL looks around, surveying the landscape with supreme arrogance. Out of his mouth, energy and light float out, like condensed breath on a winter's night.

MYERS
No!! This is not who you are!! Listen to me!!

The ÜBERHELLBOY thunders towards him. Slaps him and sneers.

(CONTINUED)

CONTINUED: (4)

ÜBERHELLBOY
(cold, to Ilsa)

He talks again, kill him.

Ilsa presses the knife hard against Myers' throat.

GRIGORI
Go. Open the door. Take your place in the
new kingdom. First, the bolts...

ÜBERHELLBOY stares at the center of the "door". Using his stone hand, he releases the first of three silver bolts. They are long, sharp spears.

A section of the "door" unlocks and slides away. Two central pieces rotate.

THE OTHER SIDE

Again, the infinite space. Again, the OGDRU JAHAD.

The sound of the first bolt, distorted. A slit of light pierces the darkness.

ÜBERHELLBOY

slides the second bolt. Another centerpiece turns and joins the other one.

The ÜBERHELLBOY slides the last bolt. The centerpiece evolves one last time. Its profile perfectly matches the palm of the stone hand.

GRIGORI (cont'd)
Now the lock. Open it!

ON THE OTHER SIDE

OGDRU JAHAD shifts position. The gate has almost opened!

ÜBERHELLBOY

Positions his glowing stone hand at the center.

GRIGORI
Rama, ung, Rama...

(CONTINUED)

CONTINUED:

Myers is horrified. The ÜBERHELLBOY seems absolutely unstoppable. Blind with purpose, executing moves on the stone puzzle as the pieces rumble and shift again and again.

GRIGORI

I am the Omega. I am the end of time. I
am the conqueror.

The ÜBERHELLBOY turns to Myers and smiles. Myers smiles back.

The ÜBERHELLBOY takes the needle-sharp silver lance and hurls it. It pierces Grigori's chest, dropping him to his knees.

ÜBERHELLBOY

Shut up, already!

Ilsa moans, goes for him. He clobbers her full in the face. Jetting blood, she staggers back and down.

With a blood-curdling scream, Hellboy grabs his horns with both hands and brutally snaps them off. Negative light spews from the stumps.

CLICK!!! WHIRR!!! CLACK!!! The door lock re-arranges itself to its old position.

The ÜBERHELLBOY climbs rapidly to the platform. Takes Liz's limp body in his arms.

GRIGORI (cont'd)

(as he steps down, sotto voce)

Why...?

ÜBERHELLBOY

Earth might be worthless. But it's still
the only place to get a burger...

The ÜBERHELLBOY rips off the cuffs binding Myers.

GRIGORI

(a hiss)

Look what you've done, child.

He falls down on his knees again, extracts the lance. Long, fleshy pseudopods spill out of the wound. Tentacled tendrils slash the air!!!

Ilsa wipes her face and starts laughing.

The ÜBERHELLBOY hands Liz over to Myers.

ÜBERHELLBOY

Go. Now.

(CONTINUED)

CONTINUED: (2)

Myers obeys. Rasputin extracts his glass eyes.

GRIGORI

You'll have to learn your place...

More tentacles erupt from his eyes and mouth.

They rip at the human shell, devouring it in an outpouring of flesh that builds like greasy pink foam.

A massive entity now. A Cyclopean crinoid, a tentacled entity the size of a house. It surges towards the ÜBERHELLBOY.

Ilsa looks up at it, in awe.

ILSA

Master...

The thing disdainfully grabs her by an arm and smashes her body against a wall, discarding her like a rag doll.

It goes after the ÜBERHELLBOY.

Each tentacle sprouts a mouth...

...and they all smile.

A tentacle captures the ÜBERHELLBOY and sends him flying away, BAM!! His back hits a wall.

Another one slams him again, crushing and pushing mercilessly. Toying with him.

All seems lost, but...

...the ÜBERHELLBOY charges. Uses another silver lance to vault onto the creature's flank. He quickly climbs up to its eyes.

He digs the lance into one of them.

The creature screams in agony. Tries to shake ÜBERHELLBOY, who hangs on.

Clawing his way upwards, tearing, slicing...

ÜBERHELLBOY

You wanted Hell?! This is it!

Then he slices the flesh open and sinks his glowing left hand inside... deep inside.

A surge of negative light boils inside the thing. It flashes, outlining the insides, then burns.

(CONTINUED)

CONTINUED: (3)

The thing picks up the ÜBERHELLBOY and squeezes hard, Throws him up high.

He lands on the floor with a bone-shattering thud.

A chain reaction inside the creature erupts in a cacophony of explosions as it rises, ready to crush the ÜBERHELLBOY.

Its gigantic shadow covers the fallen demon.

Suddenly, a titanic force quivers and devours it from within. Parts of its body implode and contract, others give way to explosions.

With a deafening bellow, it topples, its massive tentacles missing the ÜBERHELLBOY by a foot or two. He closes his eyes.

When he opens them, the energy is already dissipating. His stone hand contracts to its original form.

The door locks are frozen in place.

He is Hellboy again. All is quiet. Aching, he gets up. His red flesh, purpled with bruises.

His wounds re-open; blood pours out. He spots Myers, at the mouth of a tunnel. Painfully drags himself over.

Liz is on the floor.

Hellboy kneels next to her. Embraces her limp body.

He cradles her head in his huge hand and whispers something in her ear, then waits.

Gradually, her limbs regain mobility. She embraces him.

LIZ

I heard your voice...

He looks at her, rapturous.

LIZ

What - did you say - ?

HELLBOY

I said to them: "If you can hear me down there - Let her go. Or I will open the door and come for her.

(beat)

Then... you'll be sorry..."

(CONTINUED)

CONTINUED: (4)

Myers smiles. Liz looks at Hellboy for the first time as what he is: the man she loves.

HELLBOY (cont'd)

It's up to us now... for the world to end quietly...

Her body is haloed by a gentle, warm fire.

LIZ

Whatever you are. Whatever I am... We belong...

They kiss. Fire haloes them both. Tom Waits' CINNY'S WALTZ fills the air.

AGENT MYERS

Stares off screen, his face is illuminated by a fierce, roaring FIRE.

But he is smiling.

A bittersweet smile.

FINAL CREDITS ROLL -

During these...

BONUS INTERVIEW

An nerdy PHOTOGRAPHY EXPERT and, behind him, two enlarged B&W images.

One of them shows Hellboy between two brownstone buildings. The other features Hellboy escaping the opera stage.

PHOTOGRAPHIC EXPERT

- the head and tail of the figure have been clumsily retouched. As for the famous "between buildings" jump footage. No shadow on the brick wall on the left... See? And, finally, no one does stuff like this in real life. No one.

(beat)

Right?

BUT, WAIT! BEFORE CREDITS END... ABE SAPIENS

finally manages to climbs out of Kroenen spike-laced pit.
Exhausted.

ABE

That's it. I quit.

THE END

Texas, MARCH, 1999.

Suo Tempore.