

INTO THE WOODS

Screenplay by

James Lapine

Music and Lyrics by

Stephen Sondheim

Based on the musical by

Stephen Sondheim and James Lapine

MUSICAL NUMBERS

| | |
|---|--|
| Prologue: Into the Woods (page 1)..... | Baker, Cinderella, Jack, Wife, Stepmother, Florinda, Lucinda, Jack's Mother, LRRH, Witch |
| Cinderella at the Grave (page 21)..... | Cinderella's Mother |
| Hello, Little Girl (page 23)..... | Wolf, LRRH |
| "The cow as white as milk..." (page 26)..... | Baker, Wife |
| I Know Things Now (page 33)..... | LRRH |
| A Very Nice Prince (page 37)..... | Wife, Cinderella |
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| Agony (page 46)..... | Cinderella's Prince, Rapunzel's Prince |
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| On the Steps of the Palace (page 59)..... | Cinderella |
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| Moments in the Woods (page 86)..... | Wife |
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| Last Midnight (page 94)..... | Witch |
| No One Is Alone (page 102)..... | Cinderella, LRRH, Baker, Jack |
| Finale/Children Will Listen (page 108)..... | Baker, Wife, Witch, ALL |

FADE UP

Grey clouds of an early morning sky.

BAKER (V.O.)
Once upon a time, in a far off
kingdom, there lay a small village at
the edge of the woods...

Suddenly, the WELL-WORN BOOT of Cinderella steps into the frame and lands on what we thought was the sky, but in fact is simply its reflection in a puddle of water. A strong CHORD accents the splash and we begin a musical vamp.

EXT. CINDERELLA'S HOUSE - DAYBREAK

CLOSE-UP on CINDERELLA'S dirty hand as it reaches down to gather kindling.

CINDERELLA (O.S.)
I WISH...

BAKER (V.O.)
And in this village...

CLOSE-UP on a bead of sweat as it trickles from her brow, the same hand entering the frame to wipe it.

CINDERELLA (O.S.)
MORE THAN ANYTHING...

BAKER (V.O.)
... lived a young maiden...

ANGLE on CINDERELLA

A pretty (and filthy) young woman, who finishes mopping her brow and trudges towards the back of a large house, the kindling under her arm.

CINDERELLA
MORE THAN LIFE...
MORE THAN JEWELS...

EXT. JACK'S FARMHOUSE - DAY

CLOSE-UP on JACK'S calloused hands as he pulls on a rope.

BAKER (V.O.)
... a care-free young lad...

ANGLE ON JACK

A spaced-out twelve year-old who is trying to pull his bony cow MILKY-WHITE towards his dilapidated cottage.

JACK
I WISH...
MORE THAN LIFE...

INT. BAKER'S COTTAGE - DAY

CLOSE-UP on a ball of dough. The BAKER'S thick hand pounds it.

BAKER (V.O.)
... and a childless baker...

ANGLE ON THE BAKER AND HIS WIFE

Hard-working and honest, he is kneading the dough which she then takes and puts in the oven.

BAKER/BAKER'S WIFE
I WISH...

BAKER (V.O.)
... with his Wife-- "

BAKER
MORE THAN ANYTHING...

WIFE
MORE THAN THE MOON...

BAKER/BAKER'S WIFE
I WISH...

INT. CINDERELLA'S HOUSE - KITCHEN - DAY

CINDERELLA scrubs a huge pot.

CINDERELLA
THE KING IS GIVING A FESTIVAL.

INT. BAKER'S COTTAGE - DAY

The WIFE rolls the dough as the BAKER stokes the hot oven.

BAKER/WIFE
MORE THAN LIFE...

INT. JACK'S FARMHOUSE - DAY

Inside the tiny cottage, the COW stands bewildered as JACK tries to milk her without success.

JACK
(to Milky-White)
I WISH...

INT. CINDERELLA'S HOUSE - KITCHEN - DAY

CINDERELLA
I WISH TO GO TO THE FESTIVAL--

INT. BAKER'S COTTAGE - DAY

BAKER/WIFE
MORE THAN RICHES...

INT. CINDERELLA'S HOUSE - KITCHEN - DAY

CINDERELLA
-- AND THE BALL...

INT. JACK'S FARMHOUSE - DAY

JACK
I WISH MY COW WOULD GIVE US SOME MILK.

INT. BAKER'S COTTAGE - DAY

The WIFE lifts a heavy sack of flour.

WIFE/CINDERELLA
MORE THAN ANYTHING...

The BAKER takes bread from the oven.

BAKER
I WISH WE HAD A CHILD.

INT. JACK'S FARMHOUSE - DAY

Now leaning his shoulder against the cow for more leverage as he squeezes her udders.

JACK
PLEASE, PAL.

INT. BAKER'S COTTAGE - DAY

WIFE
I WANT A CHILD.

INT. JACK'S FARMHOUSE - DAY

JACK
(frustrated)
SQUEEZE, PAL...

INT. CINDERELLA'S HOUSE/JACK'S HOUSE/BAKER'S COTTAGE - DAY

She is now scrubbing the floor in front of a large fireplace.

CINDERELLA
I WISH TO GO TO THE FESTIVAL.

JACK
I WISH YOU'D GIVE US SOME
MILK/ OR EVEN CHEESE...

BAKER/WIFE
I WISH WE MIGHT HAVE A CHILD.

ALL
I WISH...

CINDERELLA'S STEPMOTHER moves towards her threateningly.

INT. CINDERELLA'S HOUSE - KITCHEN - DAY

CINDERELLA'S STEPMOTHER dressed in a robe, her blonde hair rolled in rags, carries herself with an air of disgust; like a medieval Orange County housewife.

STEPMOTHER
YOU WISH TO GO TO THE FESTIVAL?

BAKER (V.O.)
The poor girl's parents had died--

Her two daughters, also blonde, FLORINDA and LUCINDA, appear on the stairwell. They're junior versions of Mom.

STEPMOTHER
YOU, CINDERELLA, THE FESTIVAL?/ YOU
WISH TO GO TO THE FESTIVAL?

FLORINDA and LUCINDA move to join their MOTHER.

| | |
|--|--|
| <p>FLORINDA (overlapping) WHAT, YOU, CINDERELLA? THE FESTIVAL? THE FESTIVAL?</p> | <p>LUCINDA WHAT, YOU WISH TO GO TO THE FESTIVAL?</p> |
|--|--|

STEPMOTHER/STEPSISTERS
THE FESTIVAL?!/ THE KING'S FESTIVAL!??

BAKER (V.O.)
And now she lived with her
stepmother...

STEPMOTHER
THE FESTIVAL?!!!

BAKER (V.O.)
...who had two daughters of her own.

CINDERELLA rises and shyly retreats, but the STEPSISTERS sweep around her menacingly.

FLORINDA
(grabbing her hand)
LOOK AT YOUR NAILS!

LUCINDA
(pulling on her)
LOOK AT YOUR DRESS!

STEPMOTHER
PEOPLE WOULD LAUGH AT YOU!

CINDERELLA
NEVERTHELESS--

STEPMOTHER/STEPSISTERS/CINDERELLA
SHE/YOU/I STILL WANT(S)/ WISH TO GO
THE FESTIVAL--/ AND DANCE BEFORE THE
PRINCE?!

They roar in derision.

BAKER (V.O.)
All three were beautiful of face, but
vile and black of heart.

EXT. JACK'S FARMHOUSE - DAY

JACK'S MOTHER, bedraggled, takes in the laundry.

BAKER (V.O.)
The young lad had no father, and his
mother--

JACK'S MOTHER
I WISH...

BAKER (V.O.)
Well, she was at her wit's end--

JACK'S MOTHER
I WISH MY SON WERE NOT A FOOL./ I WISH
MY HOUSE WAS NOT A MESS./ I WISH THE
COW WAS FULL OF MILK./ I WISH THE
WALLS WERE FULL OF GOLD--/ I WISH A
LOT OF THINGS.

INT. JACK'S FARMHOUSE - DAY - CONTINUOUS

JACK'S MOTHER enters the house and stops dead in her tracks
when she sees the cow.

JACK'S MOTHER
What in heaven's name are you doing
with the cow inside the house?

JACK
I thought if he was nice and warm he
might produce some milk.

JACK'S MOTHER
It's a she! How many times must I tell
you? Only shes can give milk!

INT. BAKER'S COTTAGE - DAY

The BAKER and his WIFE are scurrying about the kitchen.

BAKER (V.O.)
And then there was a hungry little
girl who always wore a red cape...

The BAKER turns to see a small hand rise up and snatch one of
the BUNS off the counter.

BAKER

Hey!

The BAKER swiftly comes around the counter where a small, plump young girl in a red cape, LITTLE RED RIDING HOOD studies the goodies.

LRRH

I WISH./ IT'S NOT FOR ME,/ IT'S FOR MY
GRANNY IN THE WOODS./ A LOAF OF BREAD,
PLEASE,/ TO BRING MY POOR OLD HUNGRY/
GRANNY IN THE WOODS.../ JUST A LOAF OF
BREAD, PLEASE.

INT. CINDERELLA'S HOUSE - KITCHEN - DAY

The STEPSISTERS are still laughing at CINDERELLA. The STEPMOTHER looks around the room and sees a large bowl of lentils. She walks over, picks it up and violently flings the bowl towards CINDERELLA strewing the beans across the room and into the fireplace.

STEMMOTHER

(cheery)

Cinderella, if you can pick up these lentils, and finish your chores in time, then you may go to the ball with us.

(to her DAUGHTERS)

Come along, ladies...

STEMSISTERS

Yes, Mother.

They sweep out of the room giggling.

BACK ON CINDERELLA. She stands forlornly, studying the mess that awaits her. She closes her eyes and begins to gently sway as if going into a trance.

CINDERELLA

COME LITTLE BIRDS,/ DOWN FROM THE
EAVES/ AND THE LEAVES,/ OVER FIELDS,/
OUT OF CASTLES AND PONDS.../ AHHHHH...

INT. JACK'S FARMHOUSE - DAY

JACK is trying to milk the COW as his MOTHER looks on dubiously.

JACK

NO, SQUEEZE, PAL ...

JACK'S MOTHER hears the loud squalling of birds and runs to the window, sticking her head out.

JACK'S MOTHER'S POV

Birds flying *en masse* over their house.

EXT. CINDERELLA'S HOUSE - DAY

We see the BIRDS swarming and flying down the chimney.

INT. CINDERELLA'S HOUSE - KITCHEN - DAY

CINDERELLA opens her eyes to greet the birds that now surround her.

CINDERELLA
 QUICK, LITTLE BIRDS,/ FLICK THROUGH
 THE ASHES./ PICK AND PECK, BUT
 SWIFTLY,/ SIFT THROUGH THE ASHES./
 INTO THE POT...

The BIRDS spread out and begin their task.

EXT. JACK'S FARMHOUSE - DAY

JACK sits atop MILKY-WHITE as if she were a horse, his arm WHIRLING as he releases a sling and sends a STONE hurtling towards a TIN CUP on top of the door frame. There is a loud "CLANG".

JACK
 Bullseye!

JACK'S MOTHER was just exiting the house. The CUP falls down, narrowly missing her.

JACK'S MOTHER
 What are you doing? Stop your
 pretending!

She grabs JACK'S sling and pulls him away from the COW.

JACK'S MOTHER (CONT'D)
 Now listen to me well, son.
 Milky-White must be taken to market.

JACK
 Mother, no-- he's the best cow in the
 world--

JACK'S MOTHER
 Was. She's been dry for weeks. We've
 no food or money and no choice but to
 sell her.

JACK
 But Milky-White is my best friend!

JACK'S MOTHER
 Look at her!
 THERE ARE BUGS ON HER DUGS./ THERE ARE
 FLIES IN HER EYES./ THERE'S A LUMP ON
 HER RUMP/ BIG ENOUGH TO BE A HUMP!

JACK
 But--

JACK'S MOTHER
 WE'VE NO TIME TO SIT AND DITHER/ WHILE
 HER WITHERS WITHER WITH HER--/ AND NO
 ONE KEEPS A COW FOR A FRIEND!
 Sometimes I wonder what's in that head
 of yours.

INT. BAKER'S COTTAGE - DAY

LRRH gives the BAKER a coin as his WIFE looks on adoringly.
 She loves having the little girl here. The Baker, not so
 much.

LRRH
 INTO THE WOODS, IT'S TIME TO GO,/ I
 HATE TO LEAVE, I HAVE TO, THOUGH./
 INTO THE WOODS-- IT'S TIME, AND SO/ I
 MUST BEGIN MY JOURNEY.
 INTO THE WOODS AND THROUGH THE TREES/
 TO WHERE I AM EXPECTED, MA'AM,/ INTO
 THE WOODS TO GRANDMOTHER'S HOUSE...

She shoves the entire bun into her mouth.

LRRH (CONT'D)
 (with her mouth full)
 INTO THE WOODS TO GRANDMOTHER'S
 HOUSE...

WIFE
 You're certain of your way?

As LRRH sings, she begins to help herself to all the buns she
 can lay her hands on.

LRRH
 THE WAY IS CLEAR,/ THE LIGHT IS GOOD,/ I
 I HAVE NO FEAR,/ NOR NO ONE SHOULD./
 THE WOODS ARE JUST TREES,/ THE TREES
 ARE JUST WOOD./
 (to the Wife)
 I SORT OF HATE TO ASK IT,/ BUT DO YOU
 HAVE A BASKET?

The WIFE reaches for a basket, while the BAKER tries to wrest
 away a bun or two from the girl.

BAKER
 I don't suppose you're planning on
 buying any of these?

The WIFE gives the BAKER a look, then hands LRRH a basket.

WIFE
 Now, don't stray and be late!

BAKER
 And you might save some of those
 sweets for Granny.

EXT. THE VILLAGE - DAY - MOMENTS LATER

The BAKER, and his WIFE are in front of their shop, watching as LRRH skips down the lane.

LRRH
(to herself)
INTO THE WOODS AND DOWN THE DELL,/ THE
PATH IS STRAIGHT, I KNOW IT WELL./
INTO THE WOODS, AND WHO CAN TELL/
WHAT'S WAITING ON THE JOURNEY?/ INTO
THE WOODS TO BRING SOME BREAD/ TO
GRANNY WHO IS SICK IN BED./ NEVER CAN
TELL WHAT LIES AHEAD,/ FOR ALL THAT I
KNOW, SHE'S ALREADY DEAD.

Her path takes her through an ancient GRAVEYARD and on towards the forest's edge.

LRRH (CONT'D)
BUT INTO THE WOODS,/ INTO THE WOODS,/ INTO THE WOODS/
TO GRANDMOTHER'S HOUSE/ AND HOME BEFORE DARK!

INT. CINDERELLA'S HOUSE - KITCHEN - DAY

The BIRDS are dropping the last of the lentils into the pot.

LUCINDA (O.S.)
Cinderella!

FLORINDA (O.S.)
Get up here!

CINDERELLA
FLY BIRDS,/ BACK TO THE SKY,/

The BIRDS begin to make their way out through the fireplace and windows as CINDERELLA sings her incantation.

LUCINDA (O.S.)
We are waiting!

CINDERELLA
BACK TO THE EAVES/ AND THE LEAVES/ AND
THE FIELDS/ AND THE--

INT. CINDERELLA'S HOUSE - DRESSING ROOM - DAY

A room of mirrors. LUCINDA and FLORINDA, dressed in their ball gowns, study themselves side by side, reflected over and over. CINDERELLA enters through a mirrored door, breaking the image.

FLORINDA
HURRY UP AND DO MY HAIR, CINDERELLA!

FLORINDA pulls at one of LUCINDA'S bows.

FLORINDA (CONT'D)
ARE YOU REALLY WEARING THAT?

LUCINDA grabs CINDERELLA.

LUCINDA
 (pointing to her
 sleeve)
 HERE, I FOUND A LITTLE TEAR,
 CINDERELLA!

LUCINDA eyes FLORINDA'S hair.

LUCINDA (CONT'D)
 CAN'T YOU HIDE IT WITH A HAT?

CINDERELLA grabs a stool and brings it next to FLORINDA.

CINDERELLA
 YOU LOOK BEAUTIFUL.

She stands on the stool and begins fixing FLORINDA'S hair.

FLORINDA
 I know.

LUCINDA
 She means me.

FLORINDA
 No, she didn't!

The two STEPSISTERS bicker as CINDERELLA brushes and twists their hair into tight curls:

CINDERELLA (V.O.)
 (internal)
 MOTHER SAID BE GOOD,/ FATHER SAID BE
 NICE,/ THAT WAS ALWAYS THEIR ADVICE./
 SO BE NICE, CINDERELLA,/ GOOD,
 CINDERELLA,/ NICE GOOD GOOD NICE--

FLORINDA
 Tighter!

CINDERELLA obliges and becomes more aggressive with the hair styling, her emotions building as she thinks to herself:

CINDERELLA (V.O.)
 WHAT'S THE GOOD OF BEING GOOD/ IF
 EVERYONE IS BLIND/ ALWAYS LEAVING YOU
 BEHIND?/ NEVER MIND, CINDERELLA,/ KIND
 CINDERELLA--/ NICE GOOD NICE KIND GOOD
 NICE--

FLORINDA screams, bringing CINDERELLA back to reality.

FLORINDA
 Ow! Not that tight! Clod!

She reels around and smacks CINDERELLA who stands stunned.
 The STEPSISTERS giggle and snort.

INT. BAKER'S COTTAGE - DAY - LATER

The BAKER and his WIFE are cleaning up after their day's work. There is an unexpected knock at the door. They stare at one another momentarily.

BAKER
Who might that be?

WIFE
(calling out)
We've sold our last loaf of bread!

The BAKER opens the window a crack to see who is at the door.

BAKER
(alarmed)
It's the Witch from next door!

The DOOR pops off its frame and goes flying across the room in a giant puff of smoke. The BAKER and his WIFE scream and cower in a corner.

As the fog clears, we see the WITCH for the first time and she's not a pretty sight. MICE and other vermin drop from beneath her cape and scatter through the cottage.

WIFE
We have no bread.

WITCH
I don't want your bread.

BAKER
Then what is it you wish?

WITCH
It's not what I wish. It's what you wish.

She moves towards the WIFE as the BAKER tries unsuccessfully to protect her. She points her gross finger towards her belly.

WITCH (CONT'D)
Nothing cooking in that belly now, is there? And there will never be...

She looks away.

WITCH (CONT'D)
Unless you do exactly as I say. In three days' time, a Blue Moon will appear. Only then can the curse be undone.

WIFE
What curse?

WITCH
The one I placed on this house!

BAKER
What are you talking about?

WITCH
In the past, when you were no more than a babe, your father brought his young wife and you to this cottage. They were a lovely couple. But not lovely neighbors. You see, your mother was with child and she developed an unusual appetite. She admired my beautiful garden and she told your father that what she wanted, more than anything in the world was--

GREENS, GREENS, AND NOTHING BUT GREENS:/ PARSLEY, PEPPERS, CABBAGES AND CELERY./ ASPARAGUS AND WATERCRESS AND/ FIDDLEFERNS AND LETTUCE--!/ HE SAID, "ALL RIGHT,"/ BUT IT WASN'T, QUITE,/ 'CAUSE I CAUGHT HIM/ IN THE AUTUMN/ IN MY GARDEN ONE NIGHT!

EXT. WITCH'S GARDEN - NIGHT - FLASHBACK

WITCH'S POV

In the moonlight, we see the BAKER'S FATHER, wearing a hunting jacket, scale over the WITCH'S wall and into her garden. From behind a wooden trellis, she WATCHES him as he gathers her greens:

WITCH (V.O.)
HE WAS ROBBING ME,/ RAPING ME,/ ROOTING THROUGH MY RUTABAGA,/ RAIDING MY ARUGULA

INT. BAKER'S COTTAGE - DAY - PRESENT

WITCH
AND/ RIPPING UP THE RAMPION/ (MY CHAMPION!/ MY FAVORITE!)
I SHOULD HAVE LAID A SPELL ON HIM RIGHT THERE--/ I COULD HAVE TURNED HIM INTO STONE/ OR A DOG OR A CHAIR.../ BUT I LET HIM HAVE THE RAMPION/ I'D LOTS TO SPARE.

EXT. WITCH'S GARDEN - NIGHT - FLASHBACK

Again, only seeing the WITCH from behind, she confronts the BAKER'S FATHER as he sheepishly holds the stolen vegetables.

WITCH (V.O.)
IN RETURN, HOWEVER,/ I SAID, "FAIR IS FAIR:/ YOU CAN LET ME HAVE THE BABY/ THAT YOUR WIFE WILL BEAR,

INT. BAKER'S COTTAGE - DAY - PRESENT

WITCH
AND WE'LL CALL IT SQUARE."

BAKER
I had a brother?

WITCH
No. But you had a sister.

BAKER
Where is she?

WITCH
She's mine now and you'll never find her! Small price to pay for what else your father stole from me. It cost me my youth, my beauty. My mother warned me she would punish me with the curse of ugliness if I ever lost them.

WIFE
Lost what?

WITCH
(impatient)
The beans!

BAKER/WIFE
Beans?

WITCH
THE SPECIAL BEANS!

EXT. WITCH'S GARDEN - NIGHT - FLASHBACK

The BAKER'S FATHER steals the WITCH'S beans and pockets them.

WITCH (V.O.)
I LET HIM GO,/ I DIDN'T KNOW/ HE'D
STOLEN MY BEANS!

WITCH'S POV - the BAKER'S FATHER scales his way back over the garden wall.

WITCH (V.O.)
I WAS WATCHING HIM CRAWL/ BACK OVER
THE WALL,/ WHEN BANG! CRASH!/ THE
LIGHTNING FLASH!/
L

Lights suddenly illuminate the BAKER'S FATHER as if it was a flash from the Hiroshima blast. A look of horror crosses his face.

BAKER'S FATHER'S POV

Light illuminates the WITCH as she walks back towards her house. Suddenly her youthful hands morph before our eyes into those of an aged hag. The CAMERA PANS UP to find her withered face.

INT. BAKER'S COTTAGE - DAY - PRESENT

A LIGHTNING FLASH rips through the Baker's cottage.

WITCH
WELL, THAT'S ANOTHER STORY--/ NEVER
MIND./ ANYWAY, AT LAST/ THE BIG DAY
CAME/ AND I MADE MY CLAIM./ "OH, DON'T
TAKE AWAY THE BABY,"/ THEY SHRIEKED
AND SCREECHED,/

INT. BAKER'S COTTAGE - NIGHT - FLASHBACK

We see the WITCH'S gross hands snatch the baby from a cradle.

WITCH (V.O.)
BUT I DID, AND I HID HER/ WHERE SHE'LL
NEVER BE REACHED.

INT. BAKER'S COTTAGE - DAY - PRESENT

WITCH
AND YOUR FATHER CRIED/ AND YOUR MOTHER
DIED,/ WHEN FOR EXTRA MEASURE--/ I
ADMIT IT WAS A PLEASURE--/ I SAID,
"SORRY, I'M STILL NOT MOLLIFIED."/ AND
I LAID A LITTLE SPELL ON THEM--/ YOU
TOO, SON--/ THAT YOUR FAMILY TREE/
WOULD ALWAYS BE/ A BARREN ONE...

The WIFE falls into the BAKER'S arms, weeping.

BAKER
How could you do that to me?

WITCH
And when your mother died, your father
deserted you. Your father was no
father -- so why should you be?

BAKER
(to his WIFE)
I'm so sorry...

WITCH
NOW THERE'S NO MORE FUSS/ AND THERE'S
NO MORE SCENES/ AND MY GARDEN THRIVES -
/ YOU SHOULD SEE MY NECTARINES!/ BUT
I'M TELLING YOU THE SAME/ I TELL KINGS
AND QUEENS:

The WITCH grabs some magical looking beans from a SMALL SATCHEL she carries across her body. She displays them.

WITCH (CONT'D)
 DON'T EVER NEVER EVER/ MESS AROUND
 WITH MY GREENS!/ ESPECIALLY THE BEANS.

EXT. JACK'S FARMHOUSE - DAY

JACK with his cow stands outside with his MOTHER.

JACK
 Why do I have to go to the next
 village?

JACK'S MOTHER
 Because everyone in this village knows
 the cow hasn't given a drop of milk in
 weeks.

JACK
 But that's cheating.

JACK'S MOTHER
 We're starving, Jack. Don't you
 understand that? You're not to take
 less than five pounds for her. Are you
 listening to me?

JACK
 (he's not)
 Yes.

JACK'S MOTHER
 How much are you to ask?

JACK
 No more than five pounds.

She grabs his ear and squeezes it hard.

JACK'S MOTHER
 Less! Than five.

JACK
 ... than five!

She lets go and puts the COW'S leash in his hand and pushes
 him down the road towards the woods.

JACK'S MOTHER
 INTO THE WOODS, THE TIME IS NOW./ WE
 HAVE TO LIVE, I DON'T CARE HOW./ INTO
 THE WOODS TO SELL THE COW,/ YOU MUST
 BEGIN THE JOURNEY./ STRAIGHT THROUGH
 THE WOODS AND DON'T DELAY,/ WE HAVE TO
 FACE/ THE MARKETPLACE./ INTO THE WOODS
 TO JOURNEY'S END--

JACK
 (stops; sadly)
 INTO THE WOODS TO SELL A FRIEND--

INT. BAKER'S COTTAGE - DAY - CONTINUOUS

The WITCH, the BAKER, the BAKER'S WIFE.

WITCH
YOU WISH TO HAVE THE CURSE REVERSED?

The BAKER and his WIFE nod.

WITCH (CONT'D)
I'LL NEED A CERTAIN POTION FIRST.

The WITCH intently turns on them.

WITCH (CONT'D)
GO TO THE WOOD AND BRING ME BACK/ ONE:
THE COW AS WHITE AS MILK,/ TWO: THE
CAPE AS RED AS BLOOD,/ THREE: THE HAIR
AS YELLOW AS CORN,/ FOUR: THE SLIPPER
AS PURE AS GOLD./ BRING ME THESE
BEFORE THE CHIME/ OF MIDNIGHT IN THREE
DAYS' TIME,/ 'TIS THEN THE BLUE MOON
REAPPEARS,/ WHICH COMES BUT ONCE EACH
HUNDRED YEARS./ BRING THEM AND I
GUARANTEE,/ A CHILD AS PERFECT AS
CHILD CAN BE.

(she explodes)

Go to the wood!

The WITCH flings her arms and a hundred-mile wind throws the couple and all of their belongings across the room as she disappears in a cloud of smoke -- or is it flour?

EXT. CINDERELLA'S HOUSE - ENTRY COURTYARD - DAY

An open-air carriage and horses wait in the courtyard. The STEPMOTHER, dressed to the nines, sweeps out of the house and impatiently calls over her shoulder.

STPMOTHER
Ladies. Our carriage awaits!

CINDERELLA darts out of the house holding out the bowl of lentils to her STEPMOTHER.

CINDERELLA
NOW MAY I GO TO THE FESTIVAL?

STPMOTHER
The Festival! DARLING, THOSE NAILS!/
DARLING, THOSE CLOTHES!/
LENTILS ARE ONE THING, BUT/
DARLING, WITH THOSE,/
YOU'D MAKE US THE FOOLS OF THE
FESTIVAL/ AND MORTIFY THE PRINCE!

CINDERELLA
The festival lasts three nights.
Surely you can let me be there for one
of them.

STPMOTHER
The King is trying to find his son a
wife -- not a scullery maid! We must
be gone!

As the STEPMOTHER climbs into the carriage, the STEPSISTERS race by in their fancy attire, whooshing past CINDERELLA excitedly.

As CINDERELLA watches from the doorway, the carriage leaves through the gate.

CINDERELLA

I WISH...

INT. BAKER'S COTTAGE - DAY

The BAKER is trying to clean up the mess when his WIFE races downstairs holding his FATHER'S HUNTING JACKET. She hands it to the BAKER.

WIFE

Here. Take this...

BAKER

I'm not wearing that.

WIFE

Why?

BAKER

It was my father's. You heard what she said. This is all his fault.

The BAKER throws the jacket to the ground.

BAKER (CONT'D)

I want nothing to do with him!

The WIFE sees that BEANS have spilled out of the pocket.

WIFE

Look!

She picks them up.

WIFE (CONT'D)

Beans. The Witch's beans! We'll take them with us.

BAKER

(realizing)

We? Wait a minute! You're not coming. It's not safe out there.

The BAKER puts a hunting knife in his belt.

WIFE

I can help you.

BAKER

No. I can do this on my own.

BAKER
 THE SPELL IS ON MY HOUSE./
 ONLY I CAN LIFT THE SPELL,/ /
 THE SPELL IS ON MY HOUSE.

WIFE
 NO, NO, THE SPELL IS ON OUR
 HOUSE./ WE MUST LIFT THE
 SPELL TOGETHER,/ THE SPELL IS
 ON OUR HOUSE.

BAKER (CONT'D)
 Now tell me. What am I to return with?

WIFE
 You don't remember?!
 THE COW AS WHITE AS MILK,/ THE CAPE AS
 RED AS BLOOD,/ THE HAIR AS YELLOW AS
 CORN,/ THE SLIPPER AS PURE AS GOLD.

BAKER
 (memorizing)
 THE COW AS WHITE AS MILK,/ THE CAPE AS
 RED AS BLOOD,/ THE HAIR AS YELLOW AS
 CORN,/ THE SLIPPER AS PURE AS GOLD...

EXT. CINDERELLA'S HOUSE - ENTRY COURTYARD - DAY

As CINDERELLA approaches the gate, an old GROUNDSKEEPER closes and locks it.

CINDERELLA
 I STILL WISH TO GO TO THE FESTIVAL,/ /
 BUT HOW AM I EVER TO GET TO THE
 FESTIVAL?

EXT. THE VILLAGE/CINDERELLA'S HOUSE - DAY

With the cottage behind him, the BAKER appears dressed for his journey. His WIFE hurries towards him with his satchel and places it around his neck. He proceeds down the cobblestone lane, his WIFE walking next to him.

CINDERELLA looks through the bars, watching the CARRIAGE disappear down the road.

BAKER
 THE COW AS WHITE AS MILK,/ THE CAPE AS
 RED AS BLOOD,/ THE HAIR AS YELLOW AS
 CORN...

WIFE
 (prompting him)
 THE SLIPPER...

CINDERELLA
 I KNOW -- I'LL VISIT MOTHER'S
 GRAVE,/ THE GRAVE AT THE
 WILLOW TREE,/ AND TELL HER I
 JUST WANT TO GO TO THE KING'S
 FESTIVAL...

BAKER (CONT'D)
 THE SLIPPER AS PURE AS
 GOLD.../ THE COW, THE CAPE/
 THE SLIPPER AS PURE AS
 GOLD...

WIFE
 THE HAIR!

EXT. CINDERELLA'S HOUSE/EXT. VILLAGE - DAY - INTERCUT

CINDERELLA has thrown a shawl around herself and is heading out the back of the house. She places a ladder against the stone wall and begins to climb. The BAKER and his WIFE leave the village and begin moving towards the woods.

CINDERELLA/BAKER
 INTO THE WOODS, IT'S TIME TO GO,/ IT
 MAY BE ALL IN VAIN, YOU (I) KNOW./
 INTO THE WOODS-- BUT EVEN SO,/ I HAVE
 TO TAKE THE JOURNEY.

WIFE
 INTO THE WOODS/ THE PATH IS STRAIGHT,/
 YOU KNOW IT WELL,

BAKER
 BUT WHO CAN TELL--?

WIFE
 (giving him a little
 push)
 INTO THE WOODS TO LIFT THE SPELL--

EXT. CINDERELLA'S HOUSE - DAY

CINDERELLA climbs over the wall.

CINDERELLA
 INTO THE WOODS TO VISIT MOTHER--

EXT. DIRT ROAD BY JACK'S FARMHOUSE - DAY

JACK'S MOTHER watches from the distance as JACK leads MILKY-WHITE up the path.

JACK'S MOTHER
 (calling after him)
 INTO THE WOODS TO SELL THE COW--

JACK
 TO GET THE MONEY!--

EXT. CINDERELLA'S HOUSE - OTHER SIDE OF THE WALL - DAY

CINDERELLA drops down from the wall and runs off.

CINDERELLA
 TO GO THE FESTIVAL--

EXT. WOODS - NATURAL ARCHWAY/STREAM - DAY

LRRH enters an archway that frames the entrance into the woods.

LRRH
 INTO THE WOODS TO GRANDMOTHER'S
 HOUSE.../ INTO THE WOODS TO
 GRANDMOTHER'S HOUSE...

INTERCUTTING: THE BAKER entering the same archway; CINDERELLA crossing a stream; and LRRH weaving her way down a gully.

CINDERELLA/BAKER/LRRH
 THE WAY IS CLEAR,/ THE LIGHT IS GOOD./
 I HAVE NO FEAR,/ NOR NO ONE SHOULD./
 THE WOODS ARE JUST TREES,/ THE TREES
 ARE JUST WOOD./ NO NEED TO BE AFRAID
 THERE--

All THREE of them stop with sudden trepidation.

BAKER
 THERE'S SOMETHING IN THE GLADE THERE.

The BAKER walks deeper into the woods.

EXT. DIRT ROAD BY JACK'S FARMHOUSE - DAY

The carriage carrying the STEPFAMILY crosses a small country bridge, then passes JACK'S MOTHER. One of the wheels turns in a puddle and splashes her with mud.

ALL
 INTO THE WOODS WITHOUT DELAY,/ BUT
 CAREFUL NOT TO LOSE THE WAY./ INTO THE
 WOODS, WHO KNOWS WHAT MAY/ BE LURKING
 ON THE JOURNEY?

EXT. WOODS - NATURAL ARCHWAY - DAY

JACK enters the archway into the woods with his COW.

ALL
 INTO THE WOODS TO GET THE THING/
 THAT MAKES IT WORTH THE JOURNEYING.

EXT. WOODS - DAY

VARIOUS ANGLES on each of our CHARACTERS in different woodland surrounds.

STEPS
 INTO THE WOODS
 TO SEE THE KING--

JACK
 TO SELL THE COW--

BAKER
 TO MAKE THE POTION--

QUICK INTERCUTS between the characters:

ALL
 TO SEE--/ TO SELL--/ TO GET--/ TO
 BRING/ TO MAKE--/ TO LIFT--/ TO GO TO
 THE FESTIVAL--!

The CAMERA slowly rises through the trees as the vast forest swallows up our intrepid travellers.

ALL (V.O.)
 INTO THE WOODS!/ INTO THE WOODS!/ INTO
 THE WOODS,/ THEN OUT OF THE WOODS,/ AND HOME BEFORE DARK!

EXT. CINDERELLA'S MOTHER'S GRAVE - DAY

A large willow tree stands tall.

BAKER (V.O.)
 Deep within the woods, Cinderella had planted a branch at the grave of her mother. And she visited there so often, and wept so much, that her tears watered it until it had become a magnificent tree.

CINDERELLA kneels in prayer.

CINDERELLA
 I WISH...

She begins to cry.

MUSIC.

In the reflection, CINDERELLA sees the tree slowly twist and turn taking on the shape of her MOTHER, who looks down upon her.

C'S MOTHER
 What is it that you wish, child?

CINDERELLA looks up to see her MOTHER in the tree.

C'S MOTHER (CONT'D)
 DO YOU KNOW WHAT YOU WISH?/ ARE YOU CERTAIN WHAT YOU WISH/ IS WHAT YOU WANT?/ IF YOU KNOW WHAT YOU WANT,/ THEN MAKE A WISH--/ ASK THE TREE,/ AND YOU SHALL HAVE YOUR WISH.

CINDERELLA closes her eyes and makes her wish.

ANOTHER ANGLE

The wind now blowing the willow tree, its LEAVES begin to rain down on CINDERELLA, turning gold and silver as they swirl around her, transforming her clothes into a beautiful gown.

CINDERELLA looks down to see that she is now wearing a pair of shoes literally made of gold leaf. When she looks back up, the tree has now returned to its former shape.

CINDERELLA
 Thank you, Mother.

She dashes into the woods.

EXT. WOODS - FLOWERED PATH - DAY

LRRH walks along the path.

BAKER (V.O.)
 On her path to Granny's, the little
 girl suddenly found herself in a very
 unusual part of the wood.

WOLF'S POV

Branches and leaves rush by in a blur. Suddenly, the CAMERA stops, and in the distance we see LRRH strolling down a path of exotic flowers as she munches on a treat. We hear HEAVY BREATHING. The CAMERA continues stalking its prey, moving closer towards LRRH through the brush.

ANGLE on LRRH, as she continues walking and eating.

WOLF (O.S.)
 Good day, young lady.

She turns around and what she sees - through a CHILD'S EYES - is a super-slick, good-looking guy. What she doesn't notice is his curiously low hairline, something of a snout, and a tail peeking from his waistcoat.

LRRH
 Good day, Mr. Wolf.

WOLF
 Whither away so hurriedly?

LRRH
 To my Grandmother's.

WOLF
 And what might be in your basket?

LRRH
 It's bread for Grandmother so she'll
 have something good to make her
 strong.

WOLF
 And where might your Grandmother live?

LRRH
 (pointing)
 A quarter of a league further in the
 woods; her house stands inside a great
 oak tree.

She continues on the path.

The WOLF looks after her longingly.

WOLF
 MMMMH.../ UNHH.../ LOOK AT THAT
 FLESH,/ PINK AND PLUMP./ HELLO, LITTLE
 GIRL.../ TENDER AND FRESH,/ NOT ONE
 LUMP./ HELLO, LITTLE GIRL.../ THIS
 ONE'S ESPECIALLY LUSH,/ DELICIOUS...

With inhuman speed, he manages to suddenly be back in front of the girl on the path.

WOLF (CONT'D)
 HELLO, LITTLE GIRL,/ WHAT'S YOUR
 RUSH?/ YOU'RE MISSING ALL THE
 FLOWERS./ THE SUN WON'T SET FOR
 HOURS,/ TAKE YOUR TIME.

LRRH
 MOTHER SAID,/ "STRAIGHT AHEAD,"/ NOT
 TO DELAY/ OR BE MISLED.

She continues moving forward, he slithers around her. This WOLF has some smooth moves.

WOLF
 BUT SLOW, LITTLE GIRL,/ HARK! AND HUSH-
 / THE BIRDS ARE SINGING SWEETLY./
 YOU'LL MISS THE BIRDS COMPLETELY,/
 YOU'RE TRAVELLING SO FLEETLY.

He drops behind again, thinking to himself.

WOLF (CONT'D)
 GRANDMOTHER FIRST,/ THEN MISS
 PLUMP.../ WHAT A DELECTABLE COUPLE./
 UTTER PERFECTION:/ ONE BRITTLE, ONE
 SUPPLE--

Racing ahead and then darting out from a tree.

WOLF (CONT'D)
 ONE MOMENT, MY DEAR--

LRRH
 MOTHER SAID,/ "COME WHAT MAY,/ FOLLOW
 THE PATH/ AND NEVER STRAY."

WOLF
 JUST SO, LITTLE GIRL--/ ANY PATH./
 SO MANY WORTH EXPLORING./ JUST ONE
 WOULD BE SO BORING./ AND LOOK WHAT
 YOU'RE IGNORING...

He ushers LRRH off the path to a lush meadow blanketed with exquisite purple flowers and wild berries.

WOLF (CONT'D)
 (working himself up)
 THINK OF THOSE CRISP,/ AGING BONES,/ THEN SOMETHING FRESH ON THE PALATE./ THINK OF THAT SCRUMPTIOUS CARNALITY/ TWICE IN ONE DAY.../ THERE'S NO POSSIBLE WAY/ TO DESCRIBE WHAT YOU FEEL/ WHEN YOU'RE TALKING TO YOUR MEAL!

The WOLF picks a flower and hands it to LRRH.

WOLF (CONT'D)
 For Granny.

LRRH
 MOTHER SAID/ NOT TO STRAY./ STILL, I SUPPOSE,/ A SMALL DELAY--/ GRANNY MIGHT LIKE/ A FRESH BOUQUET.../ Goodbye, Mr. Wolf.

WOLF
 Goodbye, little girl./ AND HELLO...

The WOLF climbs to the top of a precipice where he is silhouetted by the red hot sun. He lets out a mighty howl.

EXT. WOODS - FLOWERED PATH - DAY - CONTINUOUS

LRRH goes about her business picking flowers further from her path.

ANGLE ON THE BAKER who has been observing LRRH from a distance. Like a bat, the WITCH swings upside down from a tree above the BAKER:

WITCH
 Why are you standing there?! Go get the cape!

BAKER
 You frightened me!

The WITCH swings to the ground.

WITCH
 Get it! Get it! Get it!

BAKER
 How am I supposed to get it?

WITCH
 You go up to the little thing, and you take it.

BAKER
 I can't just take a cloak from a little girl. Why don't you take it!

WITCH
 It's the rules. Why do you think I
 asked you in the first place? I'm not
 allowed to touch any of the objects!

We suddenly hear the lilting sound of a young voice singing
 in the distance. The WITCH, almost intoxicated by her sound,
 swoons with delight. Then:

WITCH (CONT'D)
 (yelling)
 Get me what I need! Get me what I
 need!

She wraps the cape about herself and disappears in such a
 strong blast of wind that it knocks the BAKER to the ground.

BAKER
 This is ridiculous!

ANOTHER ANGLE. LRRH is picking flowers off the path, blithely
 unaware of anything else. The BAKER gets up and hurries over
 to her.

BAKER (CONT'D)
 Hello there little girl.

LRRH
 Hello, Mr. Baker.

BAKER
 Have you saved some of those sweets
 for Granny?

LRRH
 I ate all the sweets and half the loaf
 of bread.

BAKER
 So I see! Now tell me...where did you
 get that beautiful cape?

LRRH
 My Granny made it for me.

BAKER
 Is that right? I would love a red cape
 like that.

LRRH
 (giggling)
 You'd look pretty foolish.

BAKER
 May I take a look at it?

He quickly unties it.

LRRH
 No!

He pulls it off her back, she grabs the other side.

BAKER
I need it badly.

LRRH
Please -- give it back!

They have a tug of war.

The BAKER pulls free and runs off with the cape. LRRH stands there momentarily stunned, then lets out a loud scream.

ANGLE ON THE BAKER. He stops cold, realizing what he's done, then runs back to LRRH and places the cape around her shoulders.

BAKER
I'm sorry. I just wanted to make sure that you really loved this cape. Now off you go to Granny's -- and be careful that no wolf comes your way.

LRRH
I would rather a wolf than you any day.

LRRH stamps on his foot. The BAKER hops on his good foot.

BAKER
(distraught)
This is hopeless. I'll never get that red cape or find a golden cow and a yellow slipper -- or was it a golden slipper and a yellow cow?

WIFE (O.S.)
THE COW AS WHITE AS MILK, / THE CAPE AS
RED AS BLOOD, / THE HAIR AS YELLOW AS
CORN, / THE SLIPPER AS PURE AS--

He stops in his tracks.

BAKER
What are you doing here?

The WIFE steps out from behind a thicket.

WIFE
You forgot your scarf.

BAKER
You shouldn't be here. It's not safe in these woods!

WIFE
I want to help.

She goes to tie the WOOL SCARF around his neck but he pulls away.

BAKER
No! THE SPELL IS ON MY HOUSE--

WIFE
OUR HOUSE--

BAKER ONLY I CAN LIFT THE SPELL,/
THE SPELL IS ON MY HOUSE--!/ THE SPELL IS ON--

WIFE WE MUST LIFT THE SPELL
TOGETHER!/ THE SPELL IS ON--

The two stop cold when they notice JACK and his COW coming down the path towards them.

WIFE (CONT'D)
(murmured)
A cow as white as ...

They look at each other.

BOTH
... milk.

The WIFE pushes the BAKER in JACK'S direction, then follows.

BAKER
Hello there, young lad.

JACK
Hello, sir.

BAKER
What might you be doing with a cow in the middle of the forest?

JACK
I was heading toward market -- but I seem to have lost my way.

WIFE
(coaching BAKER)
What are you planning to do there?

BAKER
And what are you planning to do there?

JACK
Sell my cow, sir. No less than five pounds.

BAKER
Five pounds!
(to WIFE)
Where are we to get five pounds?

The WIFE moves forward to JACK as the BAKER goes through the pockets of his hunting jacket looking for money.

WIFE
She must be generous of milk to fetch
five pounds?

JACK
(Hesitantly)
Yes, ma'am.

WIFE
And if you can't fetch that sum? Then
what are you to do?

JACK
I hadn't thought of that...

BAKER
(To WIFE)
This is all we have...

She inspects his hand, which holds a few coins and the six
magic beans.

WIFE
(loudly, for the
benefit of the boy)
Beans? We mustn't give up our beans!
Well, if you feel we must...

BAKER
Huh?

JACK
Beans in exchange for my cow?

WIFE
Oh, these are no ordinary beans, son.
These beans carry...magic.

JACK
Magic? What kind of magic?

WIFE
(to BAKER)
Tell him!

The BAKER has no idea. He makes something up.

BAKER
Magic that defies description.

JACK
How many beans?

BAKER
Six.

WIFE
Five!
(to JACK)
They're worth a pound each, at least.

JACK
 Could I buy my cow back someday?

BAKER
 (Uneasy)
 Well ...

The WIFE gives him a little poke.

WIFE
 Yes.

BAKER
 ...possibly. Here.

He hands JACK the five beans, carefully dropping them one at a time into the boy's hand. The WIFE quickly takes the SIXTH BEAN and puts it in her pocket.

BAKER (CONT'D)
 Good luck there, young lad.

As the BAKER takes the cow's leash, JACK wraps his arms around the bony animal.

JACK
 One day, I'll buy you back -- Promise!

JACK kisses the cow. The BAKER looks to his WIFE guiltily. Overcome with emotion, JACK runs back into the woods.

BAKER
 Take the cow and go home!

WIFE
 I was just trying to help.

BAKER
 Magic beans! We've no reason to believe they're magic! Are we going to dispel this curse through deceit?

WIFE
 No one would have given him more for this creature. We did him a favor. At least they'll have some food.

BAKER
 Five beans?!

WIFE
 Do we want a child or not?

BAKER
 Of course. But...

WIFE
 We have one chance. Don't you see that? And if we fail...

BAKER
I'm just not sure I'm cut out to be a
father.

WIFE
Why do you say that?

BAKER
Because of my father.

WIFE
You're not him.

BAKER
I don't know...

WIFE
If you can't do this for yourself,
can't you at least do it for me?

BAKER
All right. You take the cow and go
home. I'll find the rest of the
things. On my own.

The BAKER walks away.

EXT. WOODS - DAY

RAPUNZEL'S PRINCE glides through the woods on a white steed. It's difficult to say who is more beautiful, the PRINCE or the HORSE. From the corner of his eye he notices something in the distance. He slows down and circles back, and HEARS the melodious singing of RAPUNZEL. He dismounts and slips through the brush to see:

EXT. WOODS - RAPUNZEL'S TOWER - DAY

R-PRINCE POV

An exquisite tower, surrounded by a thicket of tall rose bushes, with no entryway, just a lone window at its peak. At the bottom of the tower, the WITCH looks upward:

WITCH
Rapunzel. Rapunzel. Let down your hair
to me.

The PRINCE, hiding within the brush.

R'S PRINCE
(savoring the name)
Rapunzel...

At the window, the gorgeous young blonde girl, RAPUNZEL proceeds to lower the longest stretch of hair you've ever seen. The WITCH scales up the tower. (This causes more than a little discomfort for RAPUNZEL.)

BAKER (V.O.)

The old enchantress had given the name Rapunzel to the child she had hidden away and locked in a doorless tower. But little did she know that the girl's lilting voice had caught the attention of a handsome Prince."

R'S PRINCE

Rapunzel...

The PRINCE dashes back to his horse and gallops off.

The WITCH arrives at the window.

WITCH

Don't you look lovely today, my dear.

RAPUNZEL

Thank you, Mother.

WITCH

I brought your favorite. Blackberries, fresh from the garden.

EXT. GRANNY'S HOUSE - DAY

LRRH walks over a rickety bridge that spans a brook. She stops and stares at the cottage which is built into a large OAK TREE.

BAKER (V.O.)

As the little girl approached her Granny's oak tree, she was surprised to see the door standing open.

LRRH

Oh dear, how uneasy I feel. Perhaps it's all the sweets.

INT. GRANNY'S HOUSE - DAY

LRRH makes her way down a curved staircase in the house. She sees the CURTAINS drawn around her GRANNY'S BED and, behind them, the SILHOUETTE of what "looks like" GRANNY.

LRRH

Granny?

WOLF

(In a granny voice)
Come in, my deary.

LRRH moves towards the bed with trepidation and slowly pulls back the curtain. The WOLF is revealed, lying under the covers, dressed in GRANNY'S nightcap and robe.

LRRH
My, Grandmother. You're looking very
strange. What big ears you have!

WOLF
The better to hear you with, my dear.

The handsome WOLF flashes a smile that reveals a set of
gleaming white FANGS.

EXT. GRANNY'S HOUSE - DAY

The BAKER crosses the bridge and heads towards the cottage.
He suddenly hears LRRH scream. Nervously he pulls the knife
from his belt.

BAKER (V.O.)
And with a single bound, the wolf had
devoured the little girl. Well, it
was a full day of eating for both.

INT. GRANNY'S HOUSE - DAY - CONTINUOUS

The BAKER enters and hears a loud SNORE. Brandishing the
knife, he moves towards the bed where he sees the WOLF
DRESSED AS GRANNY, sound asleep, a piece of the red cloth
sticking out of it's mouth.

Squeamishly, he pulls back the sheet to see the WOLF'S
SWOLLEN STOMACH. He raises his knife and as he brings it
slashing down we hear a loud HOWL from the WOLF.

CUT TO BLACK

EXT. GRANNY'S HOUSE - DAY - LATER

FADE UP ON THE BAKER, clearly shaken, leaving the cottage and
walking away.

BAKER
I can't believe I just did that.

LRRH and GRANNY appear at the doorway behind him.

LRRH
(calling)
Wait!

GRANNY
Aren't you going to help us skin that
beast?

BAKER
No thanks!

GRANNY
What kind of hunter are you?

BAKER
I'm a baker.

GRANNY gives him a disdainful look and goes back into the house. LRRH in her cape runs after the BAKER as he approaches the rickety bridge.

LRRH
Wait a minute. I never thanked you.

BAKER
You need to be more careful, young lady.

LRRH
I'm sorry. I should have known better. MOTHER SAID, / "STRAIGHT AHEAD," / NOT TO DELAY / OR BE MISLED. / I SHOULD HAVE HEEDED / HER ADVICE... / BUT HE SEEMED SO NICE. AND HE SHOWED ME THINGS, / MANY BEAUTIFUL THINGS, / THAT I HADN'T THOUGHT TO EXPLORE. / THEY WERE OFF MY PATH, / SO I NEVER HAD DARED. / I HAD BEEN SO CAREFUL / I NEVER HAD CARED. / AND HE MADE ME FEEL EXCITED-- / WELL, EXCITED AND SCARED.

LRRH relives her nightmare.

INT. GRANNY'S HOUSE - DAY - NIGHTMARE

LRRH walks down the staircase towards GRANNY'S bed. She sees the WOLF'S silhouette through the bed curtains.

LRRH (V.O.) (CONT'D)
WHEN HE SAID "COME IN!" / WITH THAT SICKENING GRIN, / HOW COULD I KNOW WHAT WAS IN STORE? / ONCE HIS TEETH WERE BARED, / THOUGH, I REALLY GOT SCARED-- / WELL, EXCITED AND SCARED. /

LRRH grabs hold of the bed curtains and pulls them around herself.

INT. THE WOLF'S BELLY - NIGHTMARE

LRRH falls down a dark cavernous void.

LRRH (V.O.) (CONT'D)
BUT HE DREW ME CLOSE / AND HE SWALLOWED ME DOWN, / DOWN A DARK, SLIMY PATH / WHERE LIE SECRETS THAT I NEVER WANT TO KNOW, /

She lands and sees a blurry form in the distance before realizing it is GRANNY.

LRRH (V.O.) (CONT'D)
AND WHEN EVERYTHING FAMILIAR / SEEMED TO DISAPPEAR FOREVER, / AT THE END OF THE PATH / WAS GRANNY ONCE AGAIN.

GRANNY reaches out her arms blindly until the two are united in a warm embrace.

LRRH (V.O.) (CONT'D)
SO WE LAY IN THE DARK/ TILL YOU CAME
AND SET US FREE,

LRRH POV -- A crack of light widens until it's clear that she is seeing a KNIFE opening the WOLF'S STOMACH that creates the blinding light. The BAKER'S EYE peeks through the slit.

LRRH (V.O.) (CONT'D)
AND YOU BROUGHT US TO THE LIGHT,

LRRH reaches for the BAKER...

EXT. GRANNY'S HOUSE - DAY

...the BAKER takes her hand.

LRRH
AND WE'RE BACK AT THE START.

She continues her story.

LRRH (CONT'D)
AND I KNOW THINGS NOW,/ MANY VALUABLE
THINGS,/ THAT I HADN'T KNOWN BEFORE:/
DO NOT PUT YOUR FAITH/ IN A CAPE AND A
HOOD,

She takes off her cape.

LRRH (CONT'D)
THEY WILL NOT PROTECT YOU/ THE WAY
THAT THEY SHOULD./ AND TAKE EXTRA CARE
WITH STRANGERS--/ EVEN FLOWERS HAVE
THEIR DANGERS./ AND THOUGH SCARY IS
EXCITING,/ NICE IS DIFFERENT THAN
GOOD.
Mr. Baker. You saved our lives. Here.

LRRH hands him the cape.

BAKER
Are you certain?

LRRH
Yes. Maybe Granny will make me another
with the skins of the wolf.

BAKER
Thank you. Thank you!

Impulsively he gives her a kiss on the cheek and as he leaves, the girl wipes it off.

LRRH
Yuck!

She makes her way back to GRANNY'S.

LRRH (CONT'D)
 (to herself)
 NOW, I KNOW:/ DON'T BE SCARED./ GRANNY
 IS RIGHT,/ JUST BE PREPARED./ ISN'T IT
 NICE TO KNOW A LOT?/ AND A LITTLE BIT
 NOT...

EXT. JACK'S FARMHOUSE - TWILIGHT

Having just greeted JACK on his return, his MOTHER stares at the beans he has just handed her.

JACK'S MOTHER
 (Despairing)
 How could you do this? What sort of
 boy would exchange a cow for beans?

JACK
 But they're magic -- the man said --

JACK'S MOTHER
 Get your head out of the clouds!

She angrily THROWS the beans to the ground.

JACK
 Mother -- no!

She turns to grab JACK'S ear, failing to see the electric sparks that flare when the beans strike the ground.

INT. JACK'S FARMHOUSE - TWILIGHT - CONTINUOUS

Dragging him up to the hayloft and pushing him on to his cot.

JACK'S MOTHER
 You and your worthless adventures!
 Will you never learn, Jack?! To bed
 without supper for you!

She storms away. JACK lies on his bed bereft. He sees his sling on the floor and picks it up cradling it as he closes his eyes.

THE CAMERA travels to a hole in the wall and looks below to see five bean stalks already growing and intertwining, quickly reaching skyward.

EXT. KING'S CASTLE - NIGHT

WIDE SHOT. Sitting on a hilltop surrounded by the woods on all sides, a magical and ageless castle sits aglow. A huge FULL MOON hangs in the sky, but there's already the slither of a SHADOW beginning to cross its face.

We hear MUSIC in the background along with the jovial sounds of the ball.

BAKER (V.O.)

The first night of the festival ball brought Cinderella her wish. The Prince danced only with her, 'til he turned and she had slipped away.

Suddenly CINDERELLA in her ball-gown rushes out of a back entrance and onto the terrace disappearing around a corner.

ANOTHER ANGLE - THE STEPS

She descends a long stretch of ancient stone steps that lead to the outside grounds.

ANOTHER ANGLE - CONTINUOUS

She appears running down a garden path below and into the woods. A beat later, CINDERELLA'S PRINCE, dashes out on to a drawbridge where he spots CINDERELLA below. He is tall, dark and impossibly handsome. His STEWARD and other attendants join him.

C'S PRINCE

I must find that girl!

EXT. WOODS - PATHWAY TO THE CASTLE - NIGHT

The BAKER'S WIFE is trying to find her way back to the village, pulling an obstinate MILKY-WHITE on a leash behind her. We see a piece of the castle in the distance.

We TRACK CINDERELLA racing through the brush -- not an easy feat in a ball gown and gold slippers. We hear VOICES in the distance and the NEIGHING OF HORSES. CINDERELLA stumbles on a knoll, loses her footing and rolls over and over to the bottom landing with a spectacular THUD just yards from the WIFE.

WIFE

Are you alright, miss?

CINDERELLA

(startled)

Yes. I just need to catch my breath.

WIFE

What a beautiful gown you're wearing. Were you at the King's Festival?

CINDERELLA, preoccupied, collects herself so she can continue on her way.

CINDERELLA

Yes.

WIFE

Aren't you the lucky one. Why ever are you in the woods at this hour?

We hear the PRINCE'S ENTOURAGE approaching.

STEWARD (O.S.)
This way!

CINDERELLA
Please. Don't let them know I'm here.

She quickly hides herself in the brush. The WIFE turns around and looks to the top of the rise to see C-PRINCE on a black stallion, with his STEWARD and ATTENDANTS in tow. He calls down to the WIFE.

C'S PRINCE
Have you seen a beautiful young woman
in a ball gown pass through?

WIFE
(Breathless as she
bows)
I don't think so, sir.

STEWARD
(pointing)
If I may, my lord, I think I see her
over there.

The ENTOURAGE races off and CINDERELLA reappears and sits, catching her breath.

WIFE
I've never lied to royalty before.
I've never anything to royalty before!

CINDERELLA
Thank you.

WIFE
If a prince were looking for me, I
certainly wouldn't hide.

CINDERELLA
Well, what brings you here -- and with
a cow?

WIFE
Oh, my husband's somewhere in the
woods.
(with pride)
He's undoing a spell.

CINDERELLA
(Impressed)
Oh?

WIFE
Oh, yes. But tell me, the Prince, what
was he like?

CINDERELLA
HE'S A VERY NICE PRINCE.

WIFE
AND?

CINDERELLA
AND--/ IT'S A VERY NICE BALL.

WIFE
AND?

CINDERELLA
AND--/ WHEN I ENTERED, THEY TRUMPETED.

WIFE
AND--?/ THE PRINCE--?

CINDERELLA
OH, THE PRINCE...

WIFE
YES, THE PRINCE!

CINDERELLA
WELL, HE'S TALL.

The WIFE sits down next to CINDERELLA admiring her dress as they chat.

WIFE
IS THAT ALL?/ DID YOU DANCE?/ IS HE
CHARMING?/ THEY SAY THAT HE'S
CHARMING.

CINDERELLA
WE DID NOTHING BUT DANCE.

WIFE
YES--? AND--?

CINDERELLA
AND IT MADE A NICE CHANGE.

WIFE
NO, THE PRINCE!

CINDERELLA
OH, THE PRINCE...

WIFE
YES, THE PRINCE.

CINDERELLA
HE HAS CHARM FOR A PRINCE, I GUESS...

WIFE
GUESS?

CINDERELLA
I DON'T MEET A WIDE RANGE.
AND IT'S ALL VERY STRANGE.

WIFE
But why would you run away?

CINDERELLA
It's not quite what I expected.

WIFE
Princes, castles, gowns...

CINDERELLA
I have no experience with those things.

We hear the far off CHIMES OF MIDNIGHT from the castle.

WIFE
But you will return to the Festival tomorrow eve?

CINDERELLA
Yes... No... I don't know...

WIFE
You don't know? What I wouldn't give to be in your shoes.
(looking to her shoes)
...I mean your slippers.
(Excited)
As pure as gold?

CINDERELLA
I must get home.

CINDERELLA runs off.

WIFE
Wait! I need your shoes!

The WIFE goes after CINDERELLA but then hears a distant COW MOAN. She turns around to discover that MILKY-WHITE has taken off.

WIFE (CONT'D)
Milky-White!

The WITCH appears from nowhere.

WITCH
One midnight gone!

WIFE
Already?!

WITCH
Get that cow!

The WIFE takes off after the cow as the CAMERA RISES above tree level. The BLUE SHADOW has moved a little further across the face of the MOON.

EXT. JACK'S FARMHOUSE - THE NEXT DAY - DAYBREAK

A STRAGGLY ROOSTER crowing, the sun cutting across its path.

INT. JACK'S FARMHOUSE - DAYBREAK - CONTINUOUS

JACK'S MOTHER is woken by the rooster crow to find something ticking her nose.

She opens her eyes, brushing the "something" away -- then sees that it's a huge LEAF pushing in through an open slat in the wall.

EXT. JACK'S FARMHOUSE - DAYBREAK - EXTREME WIDE SHOT

The cottage, now dwarfed by a giant BEANSTALK. JACK'S MOTHER, a tiny figure from this distance, comes running out of the house, takes one look at the giant plant and screams.

EXT. WOODS - TALL TREES - DAY

Various angles of JACK, running feverishly through the woods in search of the BAKER. He carries a huge sack of LARGE-SIZED COINS over his back. He occasionally calls out: "Mr. Baker!"

The BAKER, peacefully asleep is curled up in a large root, clutching the red cape like it was his blankie. Suddenly JACK leaps from atop calling his name and waking him.

JACK
(shouting)
Mr. Baker! Mr. Baker!

BAKER
(half asleep)
What?

JACK
Good fortune! Good fortune, sir! Look
what I have! Five gold pieces.

BAKER
(skeptical)
How would you come by five gold
pieces?!

JACK
THERE ARE GIANTS IN THE SKY!/ THERE
ARE BIG TALL TERRIBLE GIANTS IN THE
SKY!

JACK throws him the bag and begins to scale up the root of the tree.

JACK (CONT'D)
WHEN YOU'RE WAY UP HIGH AND YOU LOOK
BELOW/ AT THE WORLD YOU'VE LEFT AND
THE THINGS YOU KNOW,/ LITTLE MORE THAN
A GLANCE IS ENOUGH TO SHOW/ YOU JUST
HOW SMALL YOU ARE.

(MORE)

JACK (CONT'D)
 WHEN YOU'RE WAY UP HIGH AND YOU'RE ON
 YOUR OWN/ IN A WORLD LIKE NONE THAT
 YOU'VE EVER KNOWN,/ WHERE THE SKY IS
 LEAD AND THE EARTH IS STONE,

EXT. BEANSTALK - DAY - FLASHBACK

JACK is now climbing the BEANSTALK.

JACK (V.O.)
 YOU'RE FREE TO DO/ WHATEVER PLEASES
 YOU,/ EXPLORING THINGS YOU'D NEVER
 DARE/ 'CAUSE YOU DON'T CARE,/ WHEN
 SUDDENLY THERE'S

EXT. WOODS - DAY - PRESENT

JACK is half-way up the tree with the BAKER below.

JACK
 A BIG TALL TERRIBLE GIANT AT THE DOOR.

BAKER
 A giant?

JACK
 A BIG TALL TERRIBLE LADY GIANT
 SWEEPING THE FLOOR./ AND SHE GIVES YOU
 FOOD/ AND SHE GIVES YOU REST,/ AND SHE
 DRAWS YOU CLOSE/ TO HER GIANT BREAST,/

JACK (in the tree).

JACK (CONT'D)
 AND YOU KNOW THINGS NOW THAT YOU NEVER
 KNEW BEFORE,/ NOT TILL THE SKY.

The BAKER listens intently.

JACK (CONT'D)
 ONLY JUST WHEN YOU'VE MADE A FRIEND
 AND ALL,/ AND YOU KNOW SHE'S BIG BUT
 YOU DON'T FEEL SMALL,/ SOMEONE BIGGER
 THAN HER COMES ALONG THE HALL/ TO
 SWALLOW YOU FOR LUNCH.
 AND YOUR HEART IS LEAD AND YOUR
 STOMACH STONE/ AND YOU'RE REALLY
 SCARED BEING ALL ALONE,/ AND IT'S THEN
 THAT YOU MISS ALL THE THINGS YOU'VE
 KNOWN/ AND THE WORLD YOU'VE LEFT AND
 THE LITTLE YOU OWN.

EXT. BEANSTALK - DAY - FLASHBACK

JACK scurries down the BEANSTALK, with the large SACK OF
 COINS over his shoulder, occasionally looking up to see if he
 is being followed.

JACK (V.O.)
 THE FUN IS DONE./ YOU STEAL WHAT YOU
 CAN AND RUN!

(MORE)

JACK (V.O.) (CONT'D)
 AND YOU SCRAMBLE DOWN/ AND YOU LOOK
 BELOW,/ AND THE WORLD YOU KNOW/ BEGINS
 TO GROW:

EXT. WOODS - DAY - PRESENT

JACK looks down to the BAKER.

JACK
 THE ROOF, THE HOUSE, AND YOUR MOTHER
 AT THE DOOR./ THE ROOF, THE HOUSE, AND
 THE WORLD YOU NEVER THOUGHT TO
 EXPLORE./ AND YOU THINK OF ALL OF THE
 THINGS YOU'VE SEEN./ AND YOU WISH THAT
 YOU COULD LIVE IN BETWEEN,/

JACK now scurries down the tree.

JACK (CONT'D)
 AND YOU'RE BACK AGAIN,/ ONLY DIFFERENT
 THAN BEFORE,/ AFTER THE SKY.
 THERE ARE GIANTS IN THE SKY!/ THERE
 ARE BIG TALL TERRIBLE AWESOME SCARY/
 WONDERFUL GIANTS IN THE SKY!

JACK jumps from the tree and lands in front of the BAKER. He up-ends the sack and dumps the five gold coins on the ground.

JACK (CONT'D)
 So, here's your money, sir! Five gold
 pieces. Where is my Milky-White?

BAKER
 (hesitantly)
 Milky-White is back home with my wife.

JACK
 Let's go find them!

JACK grabs the BAKER and excitedly tries to pull him along.

BAKER
 Wait a minute! I'm not sure I want to
 sell.

JACK
 But you said I could buy her back. Do
 you want more money?

BAKER
 No, no, no! It's not that--

JACK
 (ignoring him)
 You keep that. I'll fetch some more.

BAKER
 Wait. I didn't say--

But JACK doesn't wait to listen. Taking the EMPTY SACK, he runs off excitedly.

BAKER (CONT'D)
Hey, come back!

EXT. WOODS - TALL TREES - DAY - CONTINUOUS

The BAKER follows after JACK and collides into his WIFE, dropping his satchel and revealing the red cape. He hides the money sack.

BAKER
What are you doing here?

WIFE
Well...

She doesn't want to tell him she's lost MILKY-WHITE.

WIFE (CONT'D)
I see you've got the red cape!

BAKER
Yes. I've got the cape. Only two items left.

WIFE
(sheepish)
Three.

BAKER
Two. We've the cape and the cow.

WIFE
(faked enthusiasm)
You've the cape...

BAKER
What have you done with the cow?!

WIFE
She ran away. I never reached home.
I've been looking for her all night.

BAKER
(angry)
How could you?

WIFE
She might just as easily have run from you!

BAKER
But she didn't!

WIFE
BUT SHE MIGHT HAVE!

BAKER
BUT SHE DIDN'T!!!

WITCH (O.S.)
WHO CARES!

The WITCH appears in the tree directly above them.

WITCH (CONT'D)
THE COW IS GONE! GET IT BACK! GET IT
BACK!!!

BAKER
We were just going to do that. Here.

He climbs towards her with the cape.

BAKER (CONT'D)
You can have this--

WITCH
DON'T COME NEAR ME WITH THAT, FOOL!! I
can't touch it! By midnight tomorrow
bring me the items or that child you
wish for will never see the light of
day!

With a grand sweep of her cape, the WITCH throws off dirt and muck over the BAKER and the BAKER'S WIFE as she disappears into a cloud of dust.

The BAKER wipes dirt from his mouth.

BAKER
I don't like that woman.

WIFE
I'm sorry I lost the cow.

BAKER
I shouldn't have yelled.
(firmly but kindly)
Go back to the village. I will make
things right. And then we can just go
about our life. No more witches or dim-
witted boys or hungry little girls.

The BAKER'S WIFE starts to speak.

BAKER (CONT'D)
GO!, please -- go.

She goes.

EXT. WOODS - PINE FOREST - DAY

WIDE SHOT. We hear the hoofbeats of horses coming from both directions. Crossing the frame and each other are CINDERELLA'S PRINCE on his BLACK stallion and RAPUNZEL'S PRINCE on his WHITE steed. They pass out of the frame. After a few beats, they return trotting, meeting in the middle.

R'S PRINCE
Good brother. I was wondering where
you'd gone.

C'S PRINCE
I have been looking all night for her.

R'S PRINCE
Her?

C'S PRINCE
The beautiful one I danced the evening
with.

R'S PRINCE
Where did she go?

C'S PRINCE
Disappeared, like the fine morning
mist.

R'S PRINCE
She was lovely?

C'S PRINCE
The loveliest.

They dismount and walk their horses through the forest.

R'S PRINCE
I am not certain of that! I must
confess, I too have found a lovely
maiden. She lives here in the woods.

C'S PRINCE
(Incredulous)
The woods?

In the background we see the WIFE, who has wandered by on her
way back home. She stops to EAVESDROP on the PRINCES.

R'S PRINCE
Yes! In the top of a tall tower that
has no door or stairs.

C'S PRINCE
Where?

R'S PRINCE
Two leagues from here, due east, just
beyond the mossy knoll near the rose
thickets.

C'S PRINCE
And how do you manage a visit?

R'S PRINCE
I stand beneath her tower and say,
"Rapunzel, Rapunzel, let down your
hair to me." And then she lowers the
longest, most beautiful head of hair -
yellow as corn - which I climb.

The WIFE is thrilled by this news, and runs off.

C'S PRINCE
 Rapunzel, Rapunzel! What kind of name
 is that? You jest! I have never heard
 of such a thing.

R'S PRINCE
 I speak the truth! She is as true as
 your maiden. A maiden running from a
 prince? None would run from us.

C'S PRINCE
 Yet one has.

The PRINCES lead their horses to a stream that cascades into
 a magnificent waterfall.

C'S PRINCE (CONT'D)
 DID I ABUSE HER/ OR SHOW HER DISDAIN?/
 WHY DOES SHE RUN FROM ME?/ IF I SHOULD
 LOSE HER,/ HOW SHALL I REGAIN/ THE
 HEART SHE HAS WON FROM ME?
 AGONY--!/ BEYOND POWER OF SPEECH./
 WHEN THE ONE THING YOU WANT/ IS THE
 ONLY THING OUT OF YOUR REACH.

R'S PRINCE
 HIGH IN HER TOWER,/ SHE SITS BY THE
 HOUR,/ MAINTAINING HER HAIR./ BLITHE
 AND BECOMING,/ AND FREQUENTLY HUMMING/
 A LIGHTHEARTED AIR:/ "AH-AH-AH-AH-AH-
 AHAH--"
 AGONY--!/ FAR MORE PAINFUL THAN
 YOURS,/ WHEN YOU KNOW SHE WOULD GO
 WITH YOU,/ IF THERE ONLY WERE DOORS.

BOTH
 AGONY!/ OH THE TORTURE THEY TEACH!

R'S PRINCE
 WHAT'S AS INTRIGUING--

C'S PRINCE
 OR HALF SO FATIGUING--

BOTH
 AS WHAT'S OUT OF REACH?

C-PRINCE studies his reflection in the water.

C'S PRINCE
 AM I NOT SENSITIVE, CLEVER,/ WELL-
 MANNERED, CONSIDERATE,/ PASSIONATE,
 CHARMING,/ AS KIND AS I'M HANDSOME,/ AND
 HEIR TO A THRONE?

R'S PRINCE
 YOU ARE EVERYTHING MAIDENS COULD WISH
 FOR!

C'S PRINCE
 THEN WHY NO--?

R'S PRINCE
DO I KNOW?

C'S PRINCE
THE GIRL MUST BE MAD.

The R-PRINCE scales a hanging vine as if it were RAPUNZEL'S hair.

R'S PRINCE
YOU KNOW NOTHING OF MADNESS/ TILL
YOU'RE CLIMBING HER HAIR/ AND YOU SEE
HER UP THERE/ AS YOU'RE NEARING HER,/
ALL THE WHILE HEARING HER,/ "AH-AH-AH-
AH-AH-AH-AH-AH-AH--"

BOTH
AGONY!

C'S PRINCE
MISERY!

R'S PRINCE
WOE!

BOTH
THOUGH IT'S DIFFERENT FOR EACH.

C'S PRINCE
ALWAYS TEN STEPS BEHIND--

R'S PRINCE
ALWAYS TEN FEET BELOW--

BOTH
AND SHE'S JUST OUT OF REACH./ AGONY/
THAT CAN CUT LIKE A KNIFE!
I MUST HAVE HER TO WIFE.

PULL BACK to reveal the PRINCES side by side on a precipice, overlooking the distant castle.

EXT. RAPUNZEL'S TOWER - NIGHT

The BAKER'S WIFE fights her way through a thicket. Her clothes are now ratty, her face scratched - but she approaches the tower with trepidation.

WIFE
Rapunzel, Rapunzel? Let your hair down
to me.

The window at the top of the tower opens and RAPUNZEL sticks out her head looking downward. The WIFE hides to the side.

RAPUNZEL
(Dubious)
Is that you at this hour, my Prince?

WIFE
(in her best princely
bass voice)

Yes.

RAPUNZEL thinks about it for a moment, then lowers her hair. The WIFE approaches it gingerly.

WIFE (CONT'D)
Excuse me for this.

She takes a fist full of hair and gives it a pull. Nothing. She tries once again, this time with more force eliciting a little yelp from RAPUNZEL. Finally, she holds on to the hair and just starts running away from the tower as fast as she can. We hear RAPUNZEL yell as the WIFE succeeds in pulling some of the hair from her head.

EXT. PATHWAY TO THE CASTLE - NIGHT - CONTINUOUS

Cinderella flees the castle.

BAKER (V.O.)
As the Baker's Wife bolted from the tower, the second night of the festival was thrown into chaos when Cinderella once again ran from the Prince.

While the BAKER'S WIFE continues to run away from Rapunzel's tower, in the distance she sees a flutter of gold moving through the moonlit trees. CINDERELLA? She changes course in pursuit.

SERIES OF SHOTS with MUSIC

CLOSE-UP on CINDERELLA'S SHOES as they make their way through wooded path.

ANGLE ON THE WIFE as she races towards them in pursuit.

The WIFE catches up with CINDERELLA and tackles her to the ground, CINDERELLA'S slipper falling off. They both dive for the slipper, when an approaching noise catches the WIFE'S attention.

C'S PRINCE (O.S.)
Over here!

CLOSE-UP on the shoe as CINDERELLA snatches it from the ground. CINDERELLA rushes off.

The WIFE stares frozen in horror as the PRINCE'S HORSE races towards her. She lets out a scream and the horse stops short, rearing up. The STEWARD'S horse charges off the path into thickets.

C'S PRINCE (CONT'D)
Who is she? Where did she go?

WIFE
(bowing)
I have no idea, sir.

C'S PRINCE
Don't play the fool, woman!

WIFE
I was trying to hold her here for
you...

C'S PRINCE
I can capture my own damsel, thank
you.

WIFE
Yes, of course.

The STEWARD returns, covered in burrs and looking none too
happy.

STEWARD
No sign of her, my liege.

C'S PRINCE
Well, what are you waiting for? See if
you can find her.

The STEWARD rides off. The PRINCE pauses. The ultimate
seducer, he gives the WIFE the once over.

C'S PRINCE (CONT'D)
The woods can be a dangerous place...

She nods to him, out of her depth. He gallops off.

EXT. WOODS - TALL TREES - NIGHT

The BAKER searches for MILKY-WHITE along a large PATHWAY,
disheveled and exhausted.

BAKER
Moo... Moo.....

He HEARS sounds off in the distance.

BAKER'S POV

The STEPFAMILY'S carriage is passing through a large hollowed
opening in the base of a huge tree.

We can hear the STEPSISTERS bickering, their blonde hair
bobbing animatedly.

ANOTHER ANGLE

The BAKER stands in the middle of the pathway, flagging down
the carriage. He pulls an ear of corn from his satchel. As
the carriage slows, he hops on the sideboard.

BAKER (CONT'D)
Please, if you would be so kind, may I
compare this ear of corn with your
hair?

The STEPSISTERS scream.

LUCINDA AND FLORINDA
(overlapping)
Don't touch us! Get away! How dare
you!

STEPMOTHER
Mongrel!
(to the driver)
Carry on!

She pushes the BAKER off the carriage and he somersaults
backwards into the brush.

The CARRIAGE speeds off. Deflated, the BAKER picks himself
off the path and sits on what he thinks is a white rock.
There is a muffled "Moo..." He jumps up realizing he's been
SITTING on the cow.

BAKER
Milky-White!

He hears something and hides behind a BUSH. Then, seeing it
is his WIFE, he steps out.

BAKER (CONT'D)
I thought you were returning home!

The WIFE screams in fright. Then she recognizes him.

WIFE
Oh! It's you! And you've the cow!

She runs to MILKY-WHITE.

BAKER
(braggadocio)
Yes. I've the cow. We've two of the
four.

WIFE
Three.

BAKER
Two.

WIFE
Three!

She shows him the braid of hair around her neck.

WIFE (CONT'D)
Compare this to your corn.

He does and it's a perfect match.

BAKER
Where did you find it?

WIFE
(false modesty)
I pulled it from a maiden in a tower.

BAKER
Three!

WIFE
And I almost had the fourth, but she got away.

BAKER
We've one entire day left. Surely we can locate the slipper by then.

WIFE
We? You mean you're going to let me stay with you?

BAKER
Well...perhaps it will take the two of us to have this child.

WIFE
YOU'VE CHANGED./ YOU'RE DARING./
YOU'RE DIFFERENT IN THE WOODS./ MORE
SURE,/ MORE SHARING./ YOU'RE GETTING
US THROUGH THE WOODS.
IF YOU COULD SEE--/ YOU'RE NOT THE MAN
WHO STARTED,/ AND MUCH MORE OPEN-
HEARTED/ THEN I KNEW/ YOU TO BE.

BAKER
IT TAKES TWO./ I THOUGHT ONE WAS
ENOUGH,/ IT'S NOT TRUE:/ IT TAKES TWO
OF US./ YOU CAME THROUGH/ WHEN THE
JOURNEY WAS ROUGH--/ IT TOOK YOU./ IT
TOOK TWO OF US.
IT TAKES CARE,/ IT TAKES PATIENCE AND
FEAR AND DESPAIR/ TO CHANGE./ THOUGH
YOU SWEAR/ TO CHANGE,/ WHO CAN TELL IF
YOU DO?/ IT TAKES TWO.

He flirts with her. She pulls away, teasing him.

WIFE
YOU'VE CHANGED./ YOU'RE THRIVING./
THERE'S SOMETHING ABOUT THE WOODS./
NOT JUST/ SURVIVING,/ YOU'RE
BLOSSOMING IN THE WOODS.
AT HOME I'D FEAR/ WE'D STAY THE SAME
FOREVER./ AND THEN OUT HERE/ YOU'RE
PASSIONATE, CHARMING, CONSIDERATE,
CLEVER--

BAKER
 IT TAKES ONE/ TO BEGIN, BUT THEN ONCE/
 YOU'VE BEGUN,/ IT TAKES TWO OF YOU./
 IT'S NO FUN,/ BUT WHAT NEEDS TO BE
 DONE/ YOU CAN DO/ WHEN THERE'S TWO OF
 YOU.
 IF I DARE,/ IT'S BECAUSE I'M BECOMING/
 AWARE/ OF US/ AS A PAIR/ OF US,/ EACH
 ACCEPTING A SHARE/ OF WHAT'S THERE.

They move towards each other through the trees playfully.

BOTH
 WE'VE CHANGED./ WE'RE STRANGERS./ I'M
 MEETING YOU IN THE WOODS./ WHO MINDS/
 WHAT DANGERS?/ I KNOW WE'LL GET PAST
 THE WOODS.
 AND ONCE WE'RE PAST,/ LET'S HOPE THE
 CHANGES LAST/ BEYOND WOODS,/ BEYOND
 WITCHES AND SLIPPERS AND HOODS,/ JUST
 THE TWO OF US--/ BEYOND LIES,/ SAFE AT
 HOME WITH OUR BEAUTIFUL PRIZE,/ JUST
 THE FEW OF US.
 IT TAKES TRUST./ IT TAKES JUST/ A BIT
 MORE AND WE'RE DONE./

They sit down next to each other at the top of a small hill
 and slide down to the bottom together.

BOTH (CONT'D)
 WE WANT FOUR,/WE HAD NONE./ WE'VE GOT
 THREE./ WE NEED ONE./ IT TAKES TWO.

They kiss but their moment of romance is interrupted when a
 large GOLDEN EGG rolls down the hill between them. The WIFE
 screams.

JACK (O.S.)
 Stop it! Stop my egg!

The BAKER stops the egg and picks it up. JACK stumbles down
 the hill.

JACK (CONT'D)
 Oh, brilliant! My Milky-White. And
 the owners. And my egg!

BAKER
 Where did you get this?

JACK
 From the Giant's hen!

The BAKER'S WIFE examines the egg.

WIFE
 A golden egg! I've never seen a golden
 egg.

JACK
 And you can have it. Along with the
 five gold pieces.

WIFE
Five gold pieces?

JACK
Now I'm taking my cow.

JACK moves to MILKY-WHITE. The distant CHIMES OF MIDNIGHT begin to ring out from the castle.

BAKER
(overlapping)
Now, I never said I would sell.

JACK
(overlapping)
But you took the five gold pieces.

WIFE
You took five gold pieces?!

BAKER
I didn't take, you gave.

WIFE
Where are the five gold pieces?

JACK
You said I could have my cow!

BAKER
Now I never said you could. I said you might.

WIFE
You would take money before a child?!

BAKER
No, no, no - it's not how it sounds!

JACK
(alarmed)
Milky-White...!

MILKY-WHITE has begun to shake like a dashboard ornament. She moans, then topples over with a loud thud. Alarmed, JACK runs to the cow and lays his head on the animal's chest.

JACK (CONT'D)
(tearful)
Milky-White is dead!

The BAKER looks up and sees that the SHADOW has now moved a third of the way across the MOON. We hear the WITCH scream:

WITCH(O.S.)
TWO MIDNIGHTS GONE!

EXT. RAPUNZEL'S TOWER - DAYBREAK

Hidden by a broken piece of WALL -- someone or something is watching the R-PRINCE climbing out of the window.

BAKER (V.O.)
When dawn broke, the Baker and his Wife had but one day left to reverse the Witch's curse. As for Rapunzel's Prince, he returned yet again to the forbidden tower.

With RAPUNZEL smiling down, the R-PRINCE descends her hair. Once he has reached the bottom, she pulls her hair back in and closes the window.

ANOTHER ANGLE. We discover that it's the WITCH who has been watching. She is not happy.

The PRINCE mounts his horse and rides off towards a low rose thicket -- an easy jump.

With a thrust of her stick, the WITCH makes the thicket shoot up before the PRINCE has time to act. His HORSE stops short and he screams as he is thrown over the horse's head into the thicket.

ANGLE ON THE WITCH. She smiles at her handiwork then turns to stare at the top of the tower vindictively.

INT. RAPUNZEL'S TOWER - DAY

The WITCH threatens RAPUNZEL.

WITCH
WHAT DID I CLEARLY SAY?/ CHILDREN MUST LISTEN.

RAPUNZEL
No, no, please!

WITCH
WHAT WERE YOU NOT TO DO?/ CHILDREN MUST SEE--

RAPUNZEL
No!

WITCH
AND LEARN./ WHY COULD YOU NOT OBEY?/ CHILDREN SHOULD LISTEN./ WHAT HAVE I BEEN TO YOU?/ WHAT WOULD YOU HAVE ME BE,/ HANDSOME LIKE A PRINCE? AH, BUT I AM OLD./ I AM UGLY./ I EMBARRASS YOU.

RAPUNZEL
No!

WITCH
YOU ARE ASHAMED OF ME.

RAPUNZEL
No!

WITCH
YOU ARE ASHAMED./ YOU DON'T UNDERSTAND.

RAPUNZEL

I'm no longer a child. I wish to see the world.

WITCH

DON'T YOU KNOW WHAT'S OUT THERE IN THE WORLD?/ SOMEONE HAS TO SHIELD YOU FROM THE WORLD./ STAY WITH ME.
 PRINCES WAIT THERE IN THE WORLD, IT'S TRUE./ PRINCES, YES, BUT WOLVES AND HUMANS, TOO./ STAY AT HOME./ I AM HOME./ WHO OUT THERE COULD LOVE YOU MORE THAN I?/ WHAT OUT THERE THAT I CANNOT SUPPLY?/ STAY WITH ME.
 STAY WITH ME,/ THE WORLD IS DARK AND WILD./ STAY A CHILD WHILE YOU CAN BE A CHILD./ WITH ME.

WITCH (CONT'D)

I gave you protection and yet you disobeyed me.

RAPUNZEL

No!

WITCH

Your prince will never lay eyes on you again. He will never lay eyes on anything again!

RAPUNZEL

What did you do to him?

WITCH

It doesn't matter because where you're going, no one will ever see you again.

The WITCH lunges at RAPUNZEL with a pair of SHEARS and begins to hack off her hair. The girl lets out a mighty shriek.

EXT. NEAR GRANNY'S HOUSE - ELEPHANT OAKS - DAY

JACK makes his way despondently through the oaks with his GOLDEN EGG.

He comes across what looks like a WOLF, hunched over on the edge of the brush. He stops... then slowly approaches.

JACK

Hey there - nice cape!

The figure twists around, pulling a knife.

LRRH

Stay away from my cape or I'll slash you into a thousand bits!

The figure is revealed to be LRRH, in a wolf-skin cape, picking mushrooms for her granny.

JACK
Whoa! I don't want it.
(beat)
Where did you get it?

LRRH
My Granny made it for me from a wolf that attacked us. And she gave me this beautiful knife for protection.

JACK
Well, look what I have! A golden egg.

He shows her his GOLDEN EGG.

LRRH
(Suspicious)
Where did you get that egg?

JACK
(pointing to the sky)
I stole a hen that lays golden eggs from the kingdom of the Giant.

LRRH
I don't believe you.

JACK
It's true. And you should see the Giant's toy harp. It plays the most beautiful tunes without your even having to touch it.

LRRH
(Smirking)
Of course it does. Why don't you go up to the kingdom right now and bring it back and show me?

JACK
I could.

LRRH
You could not!

JACK
I could!

LRRH
You could not, Mr. Liar!

JACK
I am not a liar! I'll get that harp. You'll see!

He runs off.

EXT. BEANSTALK & JACK'S FARMHOUSE - AFTERNOON

To frantic MUSIC, JACK is making his way down to the bottom of the beanstalk with all the speed he can muster. This is made more difficult by the GOLDEN HARP which he has slung over his shoulder.

BAKER (V.O.)

Jack took the little girl's dare and before he knew it, found himself fleeing from a Giant.

Suddenly, the BEANSTALK shakes mightily, making JACK hold on for dear life. He looks up to discover the Giant climbing down after him; Jack feverishly picks up speed and jumps the last six feet to the ground. He quickly drops the harp and runs to a large axe embedded in the stump of a tree.

JACK swings the AXE striking the BEANSTALK.

EXT. WOODS - PINE FOREST - AFTERNOON

The SWING of the AXE is picked up by the BAKER snapping a branch that's in his way.

The BAKER and his WIFE trudging through the woods.

BAKER

We've only one day left! I don't know where to start.

WIFE

You can start by buying a new cow with the money you took from the boy.

BAKER

Right, where do I buy a cow?

WIFE

You go to the next village, you'll find a cow there.

BAKER

What are you going to do?

WIFE

I'm going to get the slipper.

BAKER

The yellow slipper?

WIFE

The GOLDEN slipper!

BAKER

Yes. The golden slipper, that's what I meant. How are you going to get it?

WIFE
I have met a maiden with golden
slippers these two previous nights.

BAKER
You think you could get one?

WIFE
Yes, I'm sure of it. I'll meet you
back here.

BAKER
Right.
(beat)
Why are we always separating?

WIFE
Because we have to if we're going to
be together...

The BAKER and his WIFE start to go off in opposite directions when there is a TREMENDOUS CRASH with the force of an earthquake. The BAKER and his WIFE are knocked off their feet and tumble into a bank of FERNS. They scramble to their feet and look to one another.

WIFE (CONT'D)
What is happening?

EXT. JACK'S FARMHOUSE - AFTERNOON

The Giant lies still on the ground.

BAKER (V.O.)
The entire kingdom shook when the
beanstalk came crashing down, killing
the Giant...

EXT. KING'S CASTLE - PALACE STEPS - NIGHT

The MOON is now half covered by SHADOW. DROP DOWN to find CINDERELLA running down the steps; commotion ensues as she is followed by the PRINCE and his retinue.

BAKER (V.O.)
...as for Cinderella, she fled from
the Prince... again.

ANOTHER ANGLE. Suddenly, when CINDERELLA is MID-FLIGHT on the steps, she falters, unable to move. She looks down to see that there is TAR on this step and her shoes are stuck.

ANGLE ON THE PRINCE. Smiling as he sees he has finally trapped his prey.

We FREEZE the action as CINDERELLA considers the situation.

CINDERELLA

HE'S A VERY SMART PRINCE,/ HE'S A
 PRINCE WHO PREPARES./ KNOWING THIS
 TIME I'D RUN FROM HIM,/ HE SPREAD
 PITCH ON THE STAIRS./ AND I'M CAUGHT
 UNAWARES./ WELL, IT MEANS THAT HE
 CARES--/ THIS IS MORE THAN JUST
 MALICE./ BETTER STOP AND TAKE STOCK/
 WHILE YOU'RE STANDING HERE STUCK/ ON
 THE STEPS OF THE PALACE.
 ALL RIGHT, WHAT DO YOU WANT?/ HAVE TO
 MAKE A DECISION./ WHY NOT STAY AND BE
 CAUGHT?/ SHOULD I GIVE THAT A
 THOUGHT,/ WHAT WOULD BE HIS RESPONSE?/

She turns around to see the PRINCE, frozen in time and
 staring at her.

CINDERELLA (CONT'D)

BUT THEN WHAT IF HE KNEW/ WHO I AM
 WHEN I KNOW/ THAT I'M NOT WHAT HE
 THINKS/ THAT HE WANTS?
 OR THEN WHAT IF I AM/ WHAT A PRINCE
 WOULD ENVISION?/ BUT THEN HOW CAN YOU
 KNOW/ WHO YOU ARE TILL YOU KNOW/ WHAT
 YOU WANT, WHICH I DON'T?/ SO THEN
 WHICH DO YOU PICK:/ WHERE YOU'RE SAFE,
 OUT OF SIGHT,/ AND YOURSELF, BUT WHERE
 EVERYTHING'S WRONG?/ OR WHERE
 EVERYTHING'S RIGHT/ BUT YOU KNOW THAT
 YOU'LL NEVER BELONG?
 AND WHICHEVER YOU PICK,/ DO IT QUICK,/ 'CAUSE YOU'RE STARTING TO STICK/ TO
 THE STEPS OF THE PALACE.
 IT'S MY FIRST BIG DECISION,/ THE
 CHOICE ISN'T EASY TO MAKE./ TO ARRIVE
 AT A BALL/ IS EXCITING AND ALL--/ ONCE
 YOU'RE THERE, THOUGH, IT'S SCARY. AND
 IT'S FUN TO DECEIVE/ WHEN YOU KNOW YOU
 CAN LEAVE,/ BUT YOU HAVE TO BE WARY.
 THERE'S A LOT THAT'S AT STAKE,/ BUT
 I'VE STALLED LONG ENOUGH,/ 'CAUSE I'M
 STILL STANDING STUCK/ IN THE STUFF ON
 THESE STEPS...
 BETTER RUN ALONG HOME/ AND AVOID THE
 COLLISION./ THOUGH AT HOME THEY DON'T
 CARE,/ I'LL BE BETTER OFF THERE/ WHERE
 THERE'S NOTHING TO CHOOSE,/ SO THERE'S
 NOTHING TO LOSE./ SO I'LL PRY UP MY
 SHOES.

CINDERELLA lifts her feet out of the shoes and moves to a
 step with no tar. She pulls one shoe from the tar, and as she
 goes to pry the second shoe, she stops.

CINDERELLA (CONT'D)

WAIT, THOUGH, THINKING IT THROUGH,/ THINGS DON'T HAVE TO COLLIDE--/ I KNOW
 WHAT MY DECISION IS:/ WHICH IS NOT TO
 DECIDE./ I'LL JUST LEAVE HIM A CLUE:/
 FOR EXAMPLE, A SHOE./ AND THEN SEE
 WHAT HE'LL DO.

(MORE)

CINDERELLA (CONT'D)
 NOW IT'S HE AND NOT YOU/ WHO'LL BE
 STUCK WITH A SHOE,/ IN A STEW,/ IN THE
 GOO,/ AND I'VE LEARNED SOMETHING,
 TOO,/ SOMETHING I NEVER KNEW,/ ON THE
 STEPS OF THE PALACE!

Coming out of the freeze, she quickly leaves one shoe and slips on the other, then dashes off out of sight.

The PRINCE picks up the golden shoe from the tar and holds it up triumphantly. He addresses his STEWARD and RETINUE.

C'S PRINCE
 The ball is over. Send everyone home.

STEWARD
 And the Princess?

C'S PRINCE
 She won't get far with one shoe.

EXT. WOODS - PATHWAY TO THE CASTLE - NIGHT

CLOSE-UP on CINDERELLA'S FEET, awkwardly running with one shoe on, one shoe off.

ANOTHER ANGLE. She hears someone close on her trail and looks back to see the wide-eyed WIFE in pursuit.

CINDERELLA
 Don't come any closer to me!

WIFE
 Please, stop! Just hear me out!

CINDERELLA
 You have attacked me once before.

WIFE
 I didn't attack you. I attacked your shoe. I need it. I have a magic bean in exchange for it.

Breathless, CINDERELLA stops. Stands defensively. The WIFE pulls out the bean from her pocket and hands it to her.

CINDERELLA
 Magic bean? Nonsense!

CINDERELLA tosses it over her shoulder, but they don't see the SPARKS it sets off when it hits the ground and sinks into the earth.

She starts to leave.

WIFE
 Wait, please. I haven't much time!
 (desperate)
 I need that shoe to have a child.

CINDERELLA
That makes no sense!

WIFE
Does it make sense that you're running
from a prince?

The STEWARD approaches on HORSEBACK.

STEWARD (O.S.)
Stop! You there, stop!

CINDERELLA
I must go!

WIFE
(starts to take off a
shoe)
Take my shoes. You'll run faster.

CINDERELLA
Here--

CINDERELLA hands the WIFE her GOLDEN SLIPPER.

WIFE
Thank you! Thank you!

CINDERELLA dashes off.

ON THE WIFE AND STEWARD.

STEWARD
(suspicious)
Stop! What is that you have in your
hand?

The WIFE hides the slipper behind her back. The STEWARD
dismounts.

WIFE
It's mine.

STEWARD
(gets off horse)
Lying will cost you your life!

The STEWARD snatches the shoe. The WIFE pushes the Steward
and grabs the slipper back.

WIFE
(desperate)
I don't care if this costs me my
life...

STEWARD
You will pay for this!

The C-PRINCE rides in (with the other SLIPPER), followed by his RETINUE. The STEWARD takes the opportunity to pull the slipper from the WIFE'S hand as she curtsies.

STEWARD (CONT'D)
Sire! I have succeeded in obtaining
the other slipper.

He holds it up. The WIFE steps forward.

WIFE
Please give me the slipper, kind
Prince, and all will come to a happy
end.

STEWARD
(overlapping)
Step back, peon!

C'S PRINCE
Do as she says, Steward. We only need
one.

STEWARD
Oh...

He hands the slipper back to the WIFE. The STEWARD gets onto his horse.

WIFE
(to C'S PRINCE)
Thank you. Thank you!

C'S PRINCE
(to STEWARD)
We must search immediately for the
maiden who fits this slipper.

STEWARD
(surprised)
Tonight?

C'S PRINCE
This very night!

The PRINCE, STEWARD and RETINUE ride off, leaving the WIFE alone. She looks up to the moon and hurries off.

We follow the WIFE'S feet as she scurries past the beginnings of a BEANSTALK CURLING UPWARDS from the ground.

BAKER (V.O.)
And in her haste, the Baker's Wife
took no notice of a second beanstalk
climbing skyward.

EXT. VILLAGE - NIGHT - CONTINUOUS

TRUMPETS sound. The C-PRINCE, the STEWARD and the RETINUE ride through the town, as VILLAGERS open their windows and rush out of their houses.

STEWARD

Let it be known that his Royal Highness the Crown Prince will be visiting every house in this village tonight.

INT. CINDERELLA'S HOUSE - KITCHEN - NIGHT - CONTINUOUS

CINDERELLA has only just got back. Grubby again, and wearing her old clothes, she bundles her beautiful dress into a chest.

STEWARD (O.S.)

All young maidens are hereby commanded to remain in their home until they are visited by the Royal Guard.

CINDERELLA goes to the window and looks out.

EXT. CINDERELLA'S HOUSE - NIGHT - CONTINUOUS

CINDERELLA'S POV: The C-PRINCE and the royal RETINUE arrive in the entry courtyard.

BACK ON CINDERELLA. She smiles to herself.

INT. CINDERELLA'S HOUSE - KITCHEN - NIGHT

The entire STEPFAMILY has assembled, in various stages of undress. LUCINDA stands and watches as the STEPMOTHER tries to force FLORINDA'S large foot into the tiny slipper.

BAKER (V.O.)

As the Prince anxiously waited, the Stepmother took matters -- and Florinda's foot -- into her own hands.

FLORINDA

CAREFUL, MY TOE--!

STEPMOTHER

DARLING, I KNOW--

FLORINDA

WHAT'LL WE DO?

STEPMOTHER

IT'LL HAVE TO GO./ BUT WHEN YOU'RE HIS BRIDE,/ YOU CAN SIT OR RIDE./ YOU'LL NEVER NEED TO WALK!

The STEPMOTHER takes a handkerchief and stuffs it into the girl's mouth and then pulls a large kitchen knife from her pocket and raises it over her foot--

EXT. CINDERELLA'S HOUSE - ENTRY COURTYARD - NIGHT

Standing lanterns have been set up outside the house, bathing the area in light.

The STEPFAMILY watches as the STEWARD helps FLORINDA up on to the back of the Prince's horse. In pain, she grits her teeth in a frozen smile.

BAKER (V.O.)
 Minus one toe, Florinda mounted the
 Prince's horse, unaware of the blood
 dripping from the slipper.

As the STEWARD steps back, he notices a tiny speck of blood on his white glove. He looks up to the PRINCE to show him his hand. The PRINCE looks back to FLORINDA who shrugs sheepishly.

INT. CINDERELLA'S HOUSE - KITCHEN - NIGHT

This time the STEPMOTHER tries to force LUCINDA'S foot into the slipper. FLORINDA looks on with a smirk.

BAKER (V.O.)
 Lucinda was next.

LUCINDA
 WHY WON'T IT FIT?

STEPMOTHER
 DARLING, BE STILL./ CUT OFF A BIT/
 OF THE HEEL AND IT WILL./
 (she pulls out knife)
 AND WHEN YOU'RE HIS WIFE/ YOU'LL HAVE
 SUCH A LIFE,/ YOU'LL NEVER NEED TO
 WALK!

QUICK SHOTS:

FLORINDA'S hand over LUCINDA'S mouth.

The KNIFE raised up by the mother.

LUCINDA'S eyes in fear as we hear a muffled scream and the "WOOSH" of a knife--

EXT. CINDERELLA'S HOUSE - ENTRY COURTYARD - NIGHT

The PRINCE and STEWARD wait impatiently in the torchlight.

BAKER (V.O.)
 Minus a heel, Lucinda did her best to
 swallow the pain.

At last, LUCINDA appears, masking her pain with a smile, and limps towards the PRINCE. She is followed by her MOTHER and SISTER.

STEPMOTHER
It's a perfect fit, Your Highness!

LUCINDA winks at the PRINCE flirtatiously, then promptly faints to the ground with a thud. The shoe falls from her foot. The PRINCE nods to the STEWARD who walks over and gingerly picks up the bloody slipper.

C'S PRINCE
Have you no other daughters?

STEPMOTHER
Only a little stunted kitchen wench,
which her late father left behind but
she cannot present herself. She is too
dirty.

Out of the shadows, CINDERELLA appears.

The STEWARD hands the slipper to the Prince, who kneels down in front of CINDERELLA and easily slips it on her foot.

C'S PRINCE
I would recognize these beautiful eyes
anywhere. This is the true bride!

The PRINCE sweeps CINDERELLA off her feet and leads her to his horse. The two of them ride off.

FLORINDA and LUCINDA watch, not at all happy. Then they hear a CAWING (the sound of birds) overhead. They look up, alarmed.

BIRD'S POV. Far below, FLORINDA and LUCINDA cower together, dreading what is to come as the CAMERA rushes towards them.

BAKER (V.O.)
As punishment for their cruelty,
Cinderella's birds swooped down upon
the Stepsisters... and blinded them.

The BIRDS enter the picture frame, more and more, their CAWING rising to a crescendo until their flapping wings are all we see.

EXT. MARSHLAND - NIGHT - CONTINUOUS

RAPUNZEL is alone in a mossy bower on an isolated island in the middle of swamp waters filled with POISONOUS SNAKES. She hums a sad refrain.

BAKER (V.O.)
As for Rapunzel, the Witch had
banished her to a swamp in the darkest
depths of the forest.

ANOTHER ANGLE. The R-PRINCE with a ragged scarf wrapped around his now blinded eyes, sits slumped over on his horse as the animal navigates its way through the marshy expanse. The R-PRINCE lifts his head as he hears RAPUNZEL'S singing.

Could it be? The horse, seemingly knowing the way, follows the sound as the R-PRINCE calls her name.

R'S PRINCE
Rapunzel? Rapunzel?

ANGLE ON RAPUNZEL

She looks up and cries with delight when she sees her PRINCE across the water.

RAPUNZEL
My darling!

She jumps into the swamp, fearlessly ignoring the SNAKES, until she reaches *terra firma* and her man.

R-PRINCE falls from his horse onto the ground.

R'S PRINCE
Rapunzel? Is it you?

RAPUNZEL reaches him and rips off his scarf. She kneels to cradle his face, weeping.

RAPUNZEL
How could she do this to you?

EXTREME CLOSE-UP: RAPUNZEL'S TEAR falls into the R-PRINCE'S blind eye.

The PRINCE'S vision is restored.

R'S PRINCE
(astonished)
Rapunzel!

RAPUNZEL
What?

R'S PRINCE
I can see you!

The two of them embrace. At the same time, we hear MOOING.

EXT. WOODS - TALL TREES - NIGHT

The BAKER is pulling a very obstinate WHITE COW through the woods. He looks up at the MOON which is almost completely covered in SHADOW.

BAKER
(to the COW)
Come on! We don't have any time...

Then the WIFE rushes in from another direction, carrying the SLIPPER.

WIFE
I've found you!
(sees the cow)
You've got the cow!

BAKER
You've got the slipper!

WIFE
We've all four!

They hug with delight but are quickly startled by the WITCH who appears in the hollow of a tree.

WITCH
I see a cow. I see a slipper.

BAKER
And the cape as red as blood.

WIFE
And the hair as yellow as corn.

BAKER
We've done it!

WIFE
We've got them all.

But suddenly the WITCH is suspicious.

WITCH
Wait a minute!
(beat)
That cow doesn't look as white as milk to me.

WIFE
Of course she is.

A desperate glance at the BAKER. He couldn't have screwed this up -- could he?

WIFE (CONT'D)
She has to be!

The WITCH walks over and smacks the animal. Flour puffs off its back.

WITCH
This cow has been covered with flour!

WIFE
(To the BAKER)
What? You didn't get a real white cow?

The BAKER turns to the WITCH.

BAKER
We had a cow as white as milk.
Honestly we did.

WITCH
Then where is she?

WIFE
She's dead.

BAKER
And we thought you'd prefer a live
cow.

WITCH
Of course I'd prefer a live cow! So
show me the dead cow and I'll bring
her back to life!

EXT. WOODS - COW'S GRAVE - NIGHT

JACK'S MOTHER is madly hurrying through the woods, searching for JACK. She hears HARP MUSIC -- and that carries her to JACK, sitting with his harp next to the mound where MILKY-WHITE has been covered with LEAVES.

JACK'S MOTHER
Jack! There you are! I've been worried
sick about you! There's a dead giant
in our backyard!

JACK
There is?

JACK'S MOTHER
You know there is. You could have been
crushed!

JACK
But Mother, look. The most beautiful
harp.

JACK'S MOTHER
(conflicted)
You've stolen too much.

She cuffs the back of his head... then hugs him.

JACK'S MOTHER (CONT'D)
You could have been killed coming down
that plant.

The WITCH, the BAKER and the WIFE hurry towards the leafy mound.

WIFE
We're running out of time!

BAKER
It's here...

JACK
What's happening?

BAKER
She's going to bring Milky-White back
to life.

JACK
(amazed)
She can do that?

BAKER
She's a witch! She can do anything!

JACK
Wow!

WITCH
Stand back!

They quickly move away, and the WITCH invokes some unintelligible incantation, and with the wave of her cape, the DEAD COW comes back to life, shaking off the leaves.

JACK races over to her.

JACK
Milky-White. You're back! I missed you
so much!

The BAKER looks up at the MOON...only a slither left, the rest covered by SHADOW.

BAKER
It's almost midnight!

WITCH
Quiet! Feed the objects to the cow.

WIFE
What?

WITCH
You heard me! Feed them to the cow!

The WIFE and BAKER walk towards the COW and begin feeding it a portion of the ingredients. Not an easy chew for the animal.

The WITCH hands them a silver chalice.

WITCH (CONT'D)
Fill this!

JACK
I'll do it. She'll only milk for me.

JACK begins milking the cow, the others watching intently, but alas, nothing is coming out.

JACK (CONT'D)
Squeeze, pal! You can do it.

He tries harder to no avail. The WITCH goes over and looks into the goblet. Nothing.

WITCH
Wrong ingredients. Forget about a child!

WIFE
Wait! We followed your instructions. One, the cow is as white as milk. Correct?

WITCH
Yes.

WIFE
And two, the cape was certainly as red as blood.

WITCH
Yes.

WIFE
And three, the slipper--

WITCH
Yes.

BAKER
And four, I compared the hair with this ear of corn.

WIFE
I pulled it from a maiden in a tower and--

WITCH
You what?! What were you doing there?

WIFE
Well, nothing. I happened to be passing by--

WITCH
I touched that hair! I told you! I cannot have touched the ingredients!

BAKER/WIFE
(Moaning)
Nooooo...

JACK
The corn! The corn!

BAKER
What?

JACK grabs the ear of corn out of the BAKER'S hand.

JACK
You can use the silky hair of the corn--

WITCH
Yes! Pull it from the ear and feed it
to the cow. Quickly!

The BAKER grabs the ear of corn from JACK, pulls the hair
from the corn and feeds it to the cow.

JACK begins milking the cow again. We hear the distant CHIMES
OF MIDNIGHT begin.

Light pours from above bathing them in a growing haze of BLUE
LIGHT as the SHADOW finally eclipses the MOON. The COW lets
out a BLOODCURDLING MOAN.

WIFE
It's working!

JACK
She's milking!

The WITCH grabs the chalice.

WITCH
At last!

The WITCH drinks the potion. She begins to shake. Blue smoke
begins to pour from her and swirl about as if she is trapped
inside a cloud. The WIFE lets out a shriek..

The BAKER looks at his WIFE, her belly begins to grow to nine-
months-full of pregnancy.

BAKER
That was quick!

The cloud that has surrounded the WITCH now engulfs the area
until a brisk wind blows it away, revealing a beautiful woman
standing in the BLUE LIGHT of the FULL MOON. The WITCH has
been restored to her former self, and she likes what she
sees.

The final CHIME OF MIDNIGHT is joined by every other BELL IN
THE KINGDOM -- a joyous cacophony as we:

CUT TO:

EXT. ROAD TO KING'S CASTLE/KING'S CASTLE - A NEW DAY

GOLDEN ROSE PETALS fill the air, swirling across the screen.

PULLING BACK we see that the petals are being thrown by
CHEERING SUBJECTS who toss more into the air as they clamor
to catch a glimpse of CINDERELLA and her PRINCE on their
wedding day.

MUSIC. CINDERELLA'S carriage resplendent in gold drawn by
black stallions passes. She sits demurely smiling as her
PRINCE plays to the PASSERS-BY. This comes easily to him.

BAKER (V.O.)

And it came to pass, all that seemed wrong was now right. The Witch succeeded in reversing her mother's curse. Cinderella finally stopped running from her Prince.

CINDERELLA'S POV on the crowd.

She sees JACK and his MOTHER waving; JACK'S MOTHER is overdressed in brand new clothes including a ridiculous "fascinator" hat.

BAKER (V.O.)

Jack was reunited with his beloved cow and his mother could now dress in the best a golden egg could buy.

Cinderella now sees the BAKER and his WIFE standing amongst the crowd, the WIFE holding their new BABY BOY.

BAKER (V.O.)

And the Baker and his Wife were proud parents of a strapping baby boy.

The WIFE shows her the BABY.

WIFE

(calling to her)
Thanks for the slipper.

The carriage arrives at the entrance to the castle. As the PRINCE and CINDERELLA step from their carriage they are met by cheers.

The STEPFAMILY awaits the married couple. The beaming STEPMOTHER with her DAUGHTERS who are now wearing dark glasses, holding canes and looking rather glum.

RAPUNZEL stands with her PRINCE.

The CROWD ROARS as CINDERELLA and her PRINCE wave.

The STEWARD takes up a large speaking trumpet and the CROWD quiets.

STEWARD

Let us cheer the newlyweds as they embark on their happy bliss today, and ever after--

BAKER (V.O.)

And so with the kingdom filled with joy, those who deserved to were destined to live happily ever...

Suddenly the earth SHAKES with a mighty force, tossing CINDERELLA and her PRINCE (mid-kiss), along with their ATTENDANTS and the entire CROWD to the ground. A piece of the CASTLE comes CRASHING DOWN. Chaos ensues.

JACK'S MOTHER stands up and looks around. No sign of JACK.

JACK'S MOTHER
Jack? Jack...?

ANGLE ON BAKER and his WIFE.

BAKER
(stunned)
Are you alright?

WIFE
I think so.

BAKER
And the baby?

WIFE
Yes, he's fine.

There is another AFTERSHOCK.

ANGLE ON RAPUNZEL. She is spooked by the commotion and runs off through the crowd and disappears.

STEWARD
(speaking into the
horn)
Attention! Attention! Let there be no
panic. NO PANIC! The Royal Prince
wishes to address his loyal subjects.
Attention!

The R-PRINCE searches the crowd for RAPUNZEL. Those who haven't fled, quiet and gather around. The C-PRINCE takes the horn.

C'S PRINCE
There's no need for worry. It was an
earthquake in a far-off quadrant of
our kingdom. Nothing to fear at all.
As many of you know, we had another
little shaker just days ago. I will
personally investigate the
disturbance. Now everyone, back to
your villages, and on with your lives!

EXT. KINGDOM - DAY

A dense mist settles across the kingdom. In the distance a beanstalk stretches up to the sky. C'S PRINCE and his RETINUE gallop away from the destroyed castle into the woods.

BAKER (V.O.)

But as they made their way back into the woods, their familiar paths were nowhere to be found and their lives were about to take an unexpected turn.

EXT. WOODS - FLOWERED PATH - DAY

The BAKER and his WIFE are walking down a path -- or the remnants of a path.

WIFE

What's happened? Everything's so different.

They discover LRRH sitting on her suitcase in what was once a lush area, now trampled and broken.

BAKER

Hello, little one. Are you alright? What are you doing here? With a suitcase?

LRRH

I'm moving in with Granny. Our whole village collapsed. I couldn't find my mother anywhere. And now I can't find my Granny's cottage.

BAKER

What do you mean?

LRRH

I went down the dell, and I didn't recognize anything. There was no path.
(getting worked up)
Where's the stream? Where's the bridge? Where's Granny?

WIFE

Calm down.

BAKER

We can help you find Granny's without the path.

WIFE

Yes.

The WIFE is exhausted. She hands the BABY to the BAKER.

WIFE (CONT'D)

Please take him for a few moments.

The BAKER is clearly uncomfortable holding the BABY. They continue walking. The BABY begins to cry.

BAKER

Why does he always cry when I hold him?

WIFE
 You needn't hold him as if he was so fragile.

The BABY wails. The BAKER hands the bundle back.

BAKER
 He doesn't want me. He wants his mother!

WIFE
 I can't take care of him all of the time.

BAKER
 I'll take care of him -- when he's older...

They hear COMMOTION in the distance.

WIFE
 Who might that be?

BAKER
 It's the Steward and the royal family.

EXT. WOODS - TALL TREES - DAY - CONTINUOUS

Through a thick haze, the BAKER sees the STEWARD, the STEPFAMILY and a few SERVANTS carrying trunks and tending to the blind, hobbling STEPSISTERS.

The BAKER makes his way to them with his WIFE and LRRH in tow.

BAKER
 What brings you into the woods?

STEWARD
 The castle has been destroyed.

WIFE
 No!

STEPMOTHER
 The kingdom is under attack.

BAKER
 What is the Royal family going to do?

STEWARD
 I have no idea! I don't make policy. I just carry it out.

WIFE
 (to the Baker)
 I think it best we get back to the village. We'll take the girl with us.

She holds out a hand for LRRH.

WIFE (CONT'D)
You come with us.

LRRH takes her hand.

But then the ground begins to shake. A frightening and increasingly loud crunching noise. They fight for their footing.

The STEPFAMILY drop their belongings and rush to each other. The BAKER puts his arm around his WIFE.

Everyone's faces fill with terror as a huge shadow engulfs them.

WIFE (CONT'D)
It's a giant!

BAKER
A giant woman!

Through the trees we see the furious face of a female GIANT. We never see her in her entirety -- but the volume of her voice matches her size.

GIANT
Where is the lad who killed my husband?

STEWARD
There is no lad here!

BAKER
We haven't seen him.

The WITCH, who has slipped in behind the group, comes forward startling everyone and moves directly to the GIANT.

WITCH
We'll get him for you right away.
Don't move!

LRRH races past the WITCH and brandishes her knife.

LRRH
It was you who destroyed our house - not an earthquake.

GIANT
And who destroyed my house? I want him!

A great bellow that makes the trees shake.

The WITCH moves towards the STEPSISTERS.

WITCH
Would you like a blind girl instead?

FLORINDA and LUCINDA scream. The STEPMOTHER takes them in her embrace.

 STEMOTHER
How dare you? She wants the boy!

And then JACK'S MOTHER arrives. Innocently, she asks the worst question possible.

 JACK'S MOTHER
Jack! Has anyone seen my Jack? He ran
off again and I've been...

Everyone stares at her. JACK'S MOTHER does a slow take looking up and discovering the GIANT.

 STEWARD
 (meaning the GIANT)
She's looking for him too.

 GIANT
Give him to me!

The GIANT suddenly reaches down. They all quickly duck out of the way.

JACK'S MOTHER runs forward to confront the GIANT.

 JACK'S MOTHER
Jack is just a lad! We had no food to
eat so he sold his beloved cow in
exchange for magic beans.

 GIANT
The boy - I want the boy!

 JACK'S MOTHER
You leave my boy alone!

 GIANT
You're making me very angry!

The GIANT stomps her foot in anger.

 GIANT (CONT'D)
I'm waiting!

They all lose their balance. The STEWARD uses his staff to hold JACK'S MOTHER back, trying to silence her.

 STEWARD
Don't make her angry, woman, or you'll
get us all killed!

But JACK'S MOTHER is in full flow, facing up to the GIANT.

JACK'S MOTHER
 (losing control)
 Flouncing through our kingdom with
 your great big clodhoppers,
 destroying everything in your path.

STEWARD
 Stop!

BAKER
 Don't upset the Giant!

JACK'S MOTHER
 You big bully! I'll hide my son and
 you'll never find him. You'll never,
 ever...

STEWARD
 Get back woman!

The STEWARD forcefully pulls JACK'S MOTHER behind him. She trips and falls.

STEWARD (CONT'D)
 (to the GIANT)
 The boy is hiding in the steeple
 tower. You can find him there.

STEPMOTHER
 Yes, that's true.

FLORINDA LUCINDA
 Yes. The steeple tower. We saw him there!

GIANT
 If he is not, I will return tonight
 and find you! All of you!

The GIANT takes off, the power of her footsteps forcing everyone to hold on to one another for safety.

The BAKER'S WIFE sees JACK'S MOTHER, who is still lying on the ground. She goes to her.

WIFE
 Look! What have you done to her?

STEWARD
 I didn't mean to hurt her. I was just
 thinking of the greater good.

The BAKER steps forward, taking charge.

BAKER
 Listen everyone. If we're going to get
 through this we have to stick
 together.

STEPMOTHER

(sincere)

Some people are cut out to battle giants, and others are not. I don't have the constitution. And as long as I can be of no help, I'm going to hide.

(to her retinue)

Let's go!

(she turns back)

Everything will work out fine in the end.

WITCH

Not always.

The STEPFAMILY leaves.

WITCH (CONT'D)

I don't know where they think they're going. The giant's already destroyed the entire village. Only thing left of my garden are these beans.

LRRH

What are we going to do now?

WITCH

We have no choice. Find the boy and give her what she wants.

LRRH

But if we do, she'll kill Jack.

WITCH

And if we don't she'll kill half the kingdom!

She rushes back into the woods.

JACK'S MOTHER stirs and sits up.

JACK'S MOTHER

Promise me you won't let them get Jack. Promise!

BAKER

Okay, I promise.

EXT. WOODS - RAPUNZEL'S TOWER - DAY

We follow the WITCH as she makes her way in search of RAPUNZEL. She comes to their tower, now fallen. Sitting upon a pile of rubble, a bereft RAPUNZEL clutches her cape as she cries.

WITCH

Rapunzel! You're safe! Thank goodness.

RAPUNZEL

Who are you?

WITCH

Surely you remember?

(pleased)

Of course you don't recognize me!

RAPUNZEL

(stunned)

Mother?

WITCH

This is who I truly am, my dear. Now you don't have to be embarrassed by me. You must come with me. There's a Giant in the land.

She moves towards RAPUNZEL -- but suddenly the R-PRINCE rides up on his white steed. He jumps off and rushes to RAPUNZEL.

R'S PRINCE

My darling. Are you all right? Why did you run off?

RAPUNZEL

I was afraid.

R-PRINCE

You never have to be afraid. Now come with me.

WITCH

She's not going with you!

(To RAPUNZEL)

You will come with me.

RAPUNZEL pulls away and turns on the WITCH.

RAPUNZEL

I will not come with you!

WITCH

Then you leave me no choice.

The WITCH pulls RAPUNZEL behind her and tries to cast a spell on R'S PRINCE. Nothing. She tries again. Still nothing.

The PRINCE takes notice of the Witch.

R'S PRINCE

You! The one who blinded me.

RAPUNZEL

(accusing)

And locked me in a tower.

WITCH
(sweetly)
To protect you.

RAPUNZEL
...and then banished me to an island --
in the middle of a swamp!

WITCH
I was just trying to be a good mother!

R'S PRINCE
(urging her)
Rapunzel...

RAPUNZEL takes one look at her MOTHER then moves to the PRINCE.

WITCH
Rapunzel, no! You will never be safe
with him.

RAPUNZEL
Take me away from here.

R-PRINCE pulls RAPUNZEL up onto his horse.

WITCH
No! Rapunzel!

RAPUNZEL
Don't you understand? I never want to
see you again. Ever!

ANGLE ON THE WITCH watching RAPUNZEL ride into the woods.

WITCH
(to herself)
NO MATTER WHAT YOU SAY, / CHILDREN
WON'T LISTEN. / NO MATTER WHAT YOU
KNOW, / CHILDREN REFUSE / TO LEARN.
GUIDE THEM ALONG THE WAY, / STILL THEY
DON'T LISTEN. / CHILDREN CAN ONLY GROW /
FROM SOMETHING YOU LOVE / TO SOMETHING
YOU LOSE...

EXT. WOODS - TALL TREES - DUSK

At first, we just see TREES.

BAKER (O.S.)
Jack!

BAKER'S WIFE (O.S.)
Jack!

LRRH (O.S.)
Jack!

Then the BAKER, the BAKER'S WIFE and LRRH appear, still
looking for JACK. They come to a halt.

BAKER
We're never going to find him.

WIFE
We should fan out. It'll increase our chances.

BAKER
No. You can't be on your own.

WIFE
I'll be all right.

BAKER
What if we get lost?

WIFE
We'll count our steps from right here.

LRRH
I'll go, too.

WIFE
No. You stay with the baby.

The WIFE hands LRRH the baby and sits her down.

BAKER
(pulling her aside)
You would leave our son with her?

WIFE
Yes. He's asleep. He'll be safe with the girl.

LRRH
(assuming maturity)
I am very capable of caring for the baby.

WIFE
See?

BAKER
But what if the Giant comes back...

WIFE
What if, what if! Five hundred paces.
Go!

The WIFE turns and starts walking.

WIFE (CONT'D)
One, two...

The BAKER stops her. He unties his SCARF.

BAKER
Wait! Take this. It might be cold.

The BAKER wraps his scarf around her neck and looks at her, reluctant to let her go alone.

The WIFE turns away and begins to count her steps as she walks off. The BAKER goes off in the opposite direction.

WIFE/BAKER
(overlapping)
One...two...three...four...

EXT. WOODS - ROOT HOLLOW - DUSK

The PRINCE is watering his horse in a GIANT footprint. The WIFE enters counting.

WIFE
One eighty-one...one eighty-two... one
eighty-three... one eighty-four...
(looks up; startled;
(bows)
Hello, Your Royal Highness.

C'S PRINCE
Hello.

WIFE
You must be here to slay the Giant.

C'S PRINCE
The Giant?

WIFE
Yes. Surely you've heard there is a
giant in our midst.
(beat)
Not an earthquake...

C'S PRINCE
Of course. A giant.

WIFE
Yes, it's a lady giant. Unusual, huh?

C'S PRINCE
I should think. And why are you alone
in the woods?

WIFE
I came with my husband. We were ...
well you see ... it's a long story.

C'S PRINCE
He would let you roam alone in the
woods?

WIFE
No, actually it was my choice.

C'S PRINCE
How brave.

WIFE
Brave?

C'S PRINCE
Yes./ ANYTHING CAN HAPPEN IN THE
WOODS./ MAY I KISS YOU?/ ANY MOMENT WE
COULD BE CRUSHED.

WIFE
Uh--

C'S PRINCE
DON'T FEEL RUSHED.

He kisses her. She succumbs for a moment, then pulls away.

WIFE
THIS IS RIDICULOUS,/ WHAT AM I DOING
HERE?/ I'M IN THE WRONG STORY.

He goes in for another kiss and she pulls away once more.

WIFE (CONT'D)
Wait one moment, please! We can't do
this! You have a Princess!

C'S PRINCE
Well, yes, I do.

WIFE
And I have a...baker.

C'S PRINCE
Of course, you're right. How foolish./
FOOLISHNESS CAN HAPPEN IN THE WOODS./
ONCE AGAIN, PLEASE--/ LET YOUR
HESITATIONS BE HUSHED.
ANY MOMENT, BIG OR SMALL,/ IS A
MOMENT, AFTER ALL./ SEIZE THE MOMENT,
SKIES MAY FALL/ ANY MOMENT.

He kisses her again.

WIFE
(stepping back)
But this is not right!

C'S PRINCE
RIGHT AND WRONG DON'T MATTER IN THE
WOODS,/ ONLY FEELINGS./ LET US MEET
THE MOMENT UNBLUSHED./ LIFE IS OFTEN
SO UNPLEASANT--/ YOU MUST KNOW THAT,
AS A PEASANT--/ BEST TO TAKE THE
MOMENT PRESENT/ AS A PRESENT FOR THE
MOMENT.

As the PRINCE takes her into his arms, we PAN UP to see
CINDERELLA'S BIRDS in the branches looking down at them.

EXT. WOODS - C-MOTHER'S GRAVE - DUSK

We TRACK with the BAKER before he comes upon CINDERELLA crying at what's left of her MOTHER'S GRAVESTONE and tree.

BAKER
 Four eighty two... four eighty
 three...
 (beat)
 Excuse me, ma'am. Have you seen a
 boy...
 (notices she is
 crying)
 I'm sorry, may I be of some service?

She looks to the BAKER and immediately turns her head for fear she will be recognized.

CINDERELLA
 The tree has fallen. Mother's grave,
 destroyed.

BAKER
 (confused)
 Oh. I'm sorry.

CINDERELLA
 I shouldn't complain. I'm sure others
 have suffered worse after the
 earthquake.

BAKER
 Earthquake? It's no earthquake --
 there's a giant terrorizing the
 kingdom!

CINDERELLA
 Well, I'm sure the Prince will see to
 it that the Giant is rid from our
 land.

BAKER
 Hah, the Prince? No doubt he's off
 somewhere seducing some young maiden.

CINDERELLA
 (She turns to him)
 What?

BAKER
 You look just like the Princess -- but
 dirty. Oh no, you are the Princess!

He drops to his knees and bows.

CINDERELLA
 Please. Please... Get up! I'm not a
 princess here.

BAKER
 I'm sorry. I didn't recognize you.

CINDERELLA
 I had to disguise myself. I'm not
 permitted to leave the palace
 unescorted.

CINDERELLA looks away towards the wreckage of her mother's
 grave.

BAKER
 If you'd like you can come with me.
 You will be safe in our company.

CINDERELLA thinks for a moment, then nods.

CINDERELLA
 Thank you.

BAKER
 This way.

EXT. WOODS - ROOT HOLLOW - DUSK

The C-PRINCE is wrapped in an embrace with the WIFE. He
 suddenly breaks away.

C'S PRINCE
 I must leave you.

She looks at him confused. He walks over to his horse and
 mounts it.

C'S PRINCE (CONT'D)
 Now I must go off to slay a giant. I
 shall not forget you. How brave you
 are to be alone in the woods. And how
 alive you've made me feel.

And just like that, he rides off leaving a cloud of dust in
 his wake.

WIFE
 What was that?/ WAS THAT ME?/ WAS THAT
 HIM?/ DID A PRINCE REALLY KISS ME?/
 AND KISS ME?/ AND KISS ME?/ AND DID I
 KISS HIM BACK?
 WAS IT WRONG?/ AM I MAD?/ IS THAT
 ALL?/ DOES HE MISS ME?/ WAS HE
 SUDDENLY/ GETTING BORED WITH ME?
 WAKE UP! STOP DREAMING./ STOP PRANCING
 ABOUT THE WOODS./ IT'S NOT BESEEMING./
 WHAT IS IT ABOUT THE WOODS?
 BACK TO LIFE, BACK TO SENSE,/ BACK TO
 CHILD, BACK TO HUSBAND,/ NO ONE LIVES
 IN THE WOODS./ THERE ARE VOWS, THERE
 ARE TIES,/ THERE ARE NEEDS, THERE ARE
 STANDARDS,/ THERE ARE SHOULDN'TS AND
 SHOULD.

(she stops for a
 moment)

(MORE)

WIFE (CONT'D)
 WHY NOT BOTH INSTEAD?/ THERE'S THE
 ANSWER, IF YOU'RE CLEVER:/ HAVE A
 CHILD FOR WARMTH/ AND A BAKER FOR
 BREAD,/ AND A PRINCE FOR WHATEVER--/
 NEVER!/ IT'S THESE WOODS.

She begins retracing her steps.

WIFE (CONT'D)
 (she continues)
 FACE THE FACTS, FIND THE BOY,/ JOIN
 THE GROUP, STOP THE GIANT,/ JUST GET
 OUT OF THESE WOODS./ WAS THAT HIM? YES
 IT WAS./ WAS THAT ME? NO, IT WASN'T,/
 JUST A TRICK OF THE WOODS.
 JUST A MOMENT,/ ONE PECULIAR PASSING
 MOMENT...
 MUST IT ALL BE EITHER LESS OR MORE,/
 EITHER PLAIN OR GRAND?/ IS IT ALWAYS
 "OR"?/ IS IT NEVER "AND"?/ THAT'S WHAT
 WOODS ARE FOR:/ FOR THOSE MOMENTS IN
 THE WOODS.

She stops to catch her breath and make sure she's on the right path.

WIFE (CONT'D)
 OH, IF LIFE WERE MADE OF MOMENTS,/
 EVEN NOW AND THEN A BAD ONE--!/ BUT IF
 LIFE WERE ONLY MOMENTS,/ THEN YOU'D
 NEVER KNOW YOU HAD ONE.
 (on the move again)
 FIRST A WITCH, THEN A CHILD,/ THEN A
 PRINCE, THEN A MOMENT--/ WHO CAN LIVE
 IN THE WOODS?/ AND TO GET WHAT YOU
 WISH,/ ONLY JUST FOR A MOMENT--/ THESE
 ARE DANGEROUS WOODS...
 LET THE MOMENT GO./ DON'T FORGET IT
 FOR A MOMENT, THOUGH./

The WIFE looks in the direction of where the C-PRINCE exited.

WIFE (CONT'D)
 JUST REMEMBERING YOU'VE HAD AN "AND,"/
 WHEN YOU'RE BACK TO "OR"/

She looks down to the BAKER'S scarf and pulls it from her waist.

WIFE (CONT'D)
 MAKES THE "OR" MEAN MORE/ THAN IT DID
 BEFORE./ NOW I UNDERSTAND--/ AND IT'S
 TIME TO LEAVE THE WOODS!

With newfound determination to return to her husband, she ties the scarf around her neck and begins to trace her steps back:

WIFE (CONT'D)
 One eighty-four... one eighty-three...
 one eighty-two...

She stops. An ominous expression crosses her face. We begin to hear the pounding steps of the GIANT moving closer. The WIFE scrambles up a steep incline trying to find a way to get out of the GIANT'S path. She makes it to the top, but realizes there is no way down on the other side.

As the GIANT'S footsteps near, the WIFE is engulfed in darkness. Trees begin to fall around her and as the earth shakes, she loses her balance and falls backwards with a scream.

EXT. WOODS - TALL TREES - NIGHT

The BAKER is pacing back and forth. CINDERELLA is tending to the BABY. LRRH sits staring sadly into space.

BAKER
She should be back by now.

LRRH
She wouldn't get lost.

CINDERELLA
I'm sure she'll return.

BAKER
No, I must go and look for her--

They hear a commotion. It's the WITCH, who has JACK by the scruff of the neck.

WITCH
Look who I found!

JACK
You're hurting me!

The WITCH continues pulling the boy along.

BAKER
Let go of him!

WITCH
I'll let go of him when I give him to the Giant.

JACK
Make her stop!

LRRH
Leave him alone!

LRRH goes to try and pull JACK away from the WITCH. A tussle ensues, and the BAKER notices that JACK has dropped something. He goes over and picks up his SCARF.

BAKER
(at the top of his
lungs)
Stop! I said stop!

They do. The BAKER moves to JACK.

BAKER (CONT'D)
Where did you find this?

The WITCH releases JACK.

JACK
I'm sorry, sir...

BAKER
It's my wife's!

JACK
I'm sorry. I came upon her. She was at
the bottom of a cliff...

BAKER
What are you saying?

JACK can't say the words.

CINDERELLA
How awful...

BAKER
No. No...!

As the truth sinks in.

BAKER (CONT'D)
This is my fault. I let her wander off
alone. I should have made her stay
with me.

WITCH
(impatient)
Remorse will get you nowhere.

BAKER
(angry)
My wife is dead!

WITCH
Wake up! When you're dead, you're
dead.
(goes after JACK)
Now it's time to get this boy to the
Giant before we're all--

CINDERELLA and LRRH block her way.

CINDERELLA
Keep away from him.

LRRH
No!

WITCH

This is no time to be soft-hearted!
He's going to the Giant and I'm taking
him.

The BAKER grabs hold of JACK.

BAKER

Yes! He's the one to blame! It's
because of you there's a giant in our
midst and my wife is dead!

JACK

BUT IT ISN'T MY FAULT,/ I WAS GIVEN
THOSE BEANS!/ YOU PERSUADED ME TO
TRADE AWAY/ MY COW FOR BEANS!/ AND
WITHOUT THOSE BEANS/ THERE'D HAVE BEEN
NO STALK/ TO GET UP TO THE GIANTS/ IN
THE FIRST PLACE!

This becomes one big game of "tag", the group reconstituting
itself as they gang up on whomever they think is the guilty
party.

BAKER

WAIT A MINUTE--/ MAGIC BEANS/ FOR A
COW SO OLD/ THAT YOU HAD TO TELL/ A
LIE TO SELL/ IT, WHICH YOU TOLD!/ WERE
THEY WORTHLESS BEANS?/ WERE THEY
OVERSOLD?/ OH, AND TELL US WHO/
PERSUADED YOU/ TO STEAL THAT GOLD!

LRRH

(to JACK)

SEE, IT'S YOUR FAULT.

JACK

NO!

BAKER

YES, IT'S YOUR FAULT.

JACK

NO!

LRRH

YES, IT IS!

JACK

IT'S NOT!

BAKER

IT'S TRUE.

JACK

WAIT A MINUTE, THOUGH--/ I ONLY
STOLE THE GOLD/ TO GET MY COW BACK/
FROM YOU!

They turn on the BAKER.

LRRH
SO IT'S YOUR FAULT!

JACK
YES!

BAKER
NO, IT ISN'T!/ I'D HAVE KEPT THOSE
BEANS,/ BUT OUR HOUSE WAS CURSED./ SHE
MADE US GET A COW/ TO GET THE CURSE
REVERSED!

They march over to the WITCH who stands firm.

WITCH
IT'S HIS FATHER'S FAULT/ THAT THE
CURSE GOT PLACED/ AND THE PLACE GOT
CURSED/ IN THE FIRST PLACE!

LRRH
OH./ THEN IT'S HIS FAULT!

WITCH
SO.

CINDERELLA
IT WAS HIS FAULT.

JACK
NO.

BAKER
YES, IT IS,/ IT'S HIS.

CINDERELLA
I GUESS...

JACK
(to CINDERELLA)
WAIT A MINUTE, THOUGH--/ I CHOPPED
DOWN THE BEANSTALK,/ RIGHT? THAT'S
CLEAR./ BUT WITHOUT ANY BEANSTALK,/
THEN WHAT'S QUEER/ IS HOW DID THE
SECOND GIANT GET DOWN HERE/ IN THE
FIRST PLACE?/ SECOND PLACE...

CINDERELLA
YES!

LRRH
HOW?

BAKER
HMM...

JACK
WELL,/ WHO HAD THE OTHER BEAN?

BAKER
THE OTHER BEAN?

CINDERELLA
THE OTHER BEAN?

JACK
YOU POCKETED THE OTHER BEAN.

BAKER
I DIDN'T!/ YES, I DID.

LRRH
SO IT'S YOUR FAULT--!

BAKER
NO, IT ISN'T/ 'CAUSE I GAVE IT TO MY WIFE!

LRRH
SO IT'S HER FAULT--!

BAKER
NO, IT ISN'T!

CINDERELLA
THEN WHOSE IS IT?

BAKER
(to CINDERELLA)
WAIT A MINUTE!/ SHE EXCHANGED THAT BEAN/ TO OBTAIN YOUR SHOE,/ SO THE ONE WHO KNOWS WHAT HAPPENED/ TO THE BEAN IS YOU!

Moving on CINDERELLA.

CINDERELLA
YOU MEAN THAT OLD BEAN/ THAT YOUR WIFE --? OH, DEAR--/ BUT I NEVER KNEW,/ AND SO I THREW--/ WELL, DON'T LOOK HERE!

LRRH
SO IT'S YOUR FAULT!

CINDERELLA
BUT--

JACK
SEE, IT'S HER FAULT--!

CINDERELLA
BUT--

JACK
AND IT ISN'T MINE AT ALL!

BAKER
(to CINDERELLA)
BUT WHAT?

CINDERELLA
 (to JACK)
 WELL, IF YOU HADN'T GONE/ BACK UP
 AGAIN--

JACK
 WE WERE NEEDY--

CINDERELLA
 YOU WERE GREEDY!/ DID YOU NEED THAT
 HEN?

JACK
 BUT I GOT IT FOR MY MOTHER--!

LRRH
 SO IT'S HER FAULT THEN!

CINDERELLA
 YES, AND WHAT ABOUT THE HARP/ IN THE
 THIRD PLACE?

BAKER
 THE HARP--YES!

They turn on LRRH.

JACK
 SHE WENT AND DARED ME TO!

LRRH
 I DARED YOU TO?

JACK
 YOU DARED ME TO!/ SHE SAID THAT I WAS
 SCARED--

LRRH
 ME?

JACK
 --TO./ SHE DARED ME!

LRRH
 NO, I DIDN'T!

BAKER/CINDERELLA/JACK
 SO IT'S YOUR FAULT!

LRRH
 WAIT A MINUTE--!

Every man for himself because there's enough blame to go
 around.

CINDERELLA
 (to LRRH)
 IF YOU HADN'T DARED HIM TO--

BAKER
 (to JACK)
 AND YOU HAD LEFT THE HARP
 ALONE,/ /
 WE WOULDN'T BE IN TROUBLE/ IN
 THE FIRST PLACE!

LRRH (CONT'D)
 (to CINDERELLA)
 WELL, IF YOU HADN'T THROWN
 AWAY THE BEAN/ IN THE FIRST
 PLACE--!/ IT WAS YOUR FAULT!

CINDERELLA
 (points to the WITCH)
 WELL, IF SHE HADN'T RAISED
 THEM IN THE FIRST PLACE--!

JACK
 YES, IF YOU HADN'T RAISED THEM IN THE
 FIRST PLACE--!

They turn to the WITCH who has her back to them.

LRRH/BAKER
 RIGHT! IT'S YOU WHO RAISED
 THE BEANS IN THE FIRST PLACE--
 !

CINDERELLA
 YOU RAISED THE BEANS IN THE
 FIRST PLACE!

JACK (CONT'D)
 IT'S YOUR FAULT!

CINDERELLA/JACK/LRRH/BAKER
 (charging the WITCH)
 YOU'RE RESPONSIBLE!/ YOU'RE THE ONE TO
 BLAME!/ IT'S YOUR FAULT!

The WITCH turns on them. She is holding the BAKER'S BABY in her arms.

WITCH
 Shhhhhhh!
 IT'S THE LAST MIDNIGHT./ IT'S THE LAST
 WISH./ IT'S THE LAST MIDNIGHT,/ SOON
 IT WILL BE BOOM--/ SQUISH!
 TOLD A LITTLE LIE,/ STOLE A LITTLE
 GOLD,/ BROKE A LITTLE VOW,/ DID YOU?
 HAD TO GET YOUR PRINCE,/ HAD TO GET
 YOUR COW,/ HAD TO GET YOUR WISH,/ /
 DOESN'T MATTER HOW--/ ANYWAY IT
 DOESN'T MATTER NOW.

She thrusts the BABY into the BAKER'S arms.

WITCH (CONT'D)
 IT'S THE LAST MIDNIGHT,/ IT'S THE BOOM
 --/ SPLAT!/ NOTHING BUT A VAST
 MIDNIGHT,/ EVERYBODY SMASHED FLAT!
 NOTHING WE CAN DO--/ NOT EXACTLY
 TRUE:/ WE CAN ALWAYS GIVE HER THE BOY.

She lunges for JACK, but LRRH and CINDERELLA put themselves in her path.

WITCH (CONT'D)
 NO?/ NO, OF COURSE WHAT REALLY MATTERS
 IS THE BLAME,/ SOMEONE YOU CAN BLAME./
 FINE, IF THAT'S THE THING YOU ENJOY,/
 PLACING THE BLAME,/ IF THAT'S THE
 AIM,/ GIVE ME THE BLAME--/ JUST GIVE
 ME THE BOY.

LRRH/CINDERELLA

NO!

WITCH
 No?/ YOU'RE SO NICE./ YOU'RE NOT
 GOOD,/ YOU'RE NOT BAD,/ YOU'RE JUST
 NICE./ I'M NOT GOOD,/ I'M NOT NICE,/ I'M
 JUST RIGHT./ I'M THE WITCH./
 YOU'RE THE WORLD.
 I'M THE HITCH,/ I'M WHAT NO ONE
 BELIEVES,/ I'M THE WITCH./ YOU'RE ALL
 LIARS AND THIEVES,/ LIKE HIS FATHER,/ LIKE
 HIS SON WILL BE, TOO--/ OH, WHY
 BOTHER?/ YOU'LL JUST DO WHAT YOU DO.
 (ominous)
 IT'S THE LAST MIDNIGHT,/ SO GOODBYE,
 ALL./ COMING AT YOU FAST, MIDNIGHT--/
 SOON YOU'LL SEE THE SKY FALL.

She pulls out some BEANS from her satchel and THROWS them to the ground where they flash upon impact. She knows that losing the beans will be her end. The OTHERS scramble to pick them up.

WITCH (CONT'D)
 HERE, YOU WANT A BEAN?/ HAVE ANOTHER
 BEAN./ BEANS WERE MADE FOR MAKING YOU
 RICH!/ PLANT THEM AND THEY SOAR--/
 HERE, YOU WANT SOME MORE?/ LISTEN TO
 THE ROAR:/ GIANTS BY THE SCORE--!/ OH
 WELL, YOU CAN BLAME ANOTHER WITCH.
 IT'S THE LAST MIDNIGHT,/ IT'S THE LAST
 VERSE./ NOW, BEFORE IT'S PAST
 MIDNIGHT,/ I'M LEAVING YOU MY LAST
 CURSE:/ I'M LEAVING YOU ALONE./ YOU
 CAN TEND THE GARDEN, IT'S YOURS./
 SEPARATE AND ALONE,/ EVERYBODY DOWN ON
 ALL FOURS.

ALL RIGHT, MOTHER, WHEN?/ LOST THE
 BEANS AGAIN!/ PUNISH ME THE WAY YOU
 DID THEN!/ GIVE ME CLAWS AND A HUNCH,/
 JUST AWAY FROM THIS BUNCH/ AND THE
 GLOOM/ AND THE DOOM/ AND THE BOOM/

The ground swells beneath her lifting her upwards. Then suddenly, the earth deflates into a sinkhole that sucks the WITCH to its core, swallowing her up as she lets out her final cry.

WITCH (CONT'D)

CRUUUUNCH!

The four back up and scatter for safety as a lava-like substance oozes from where the Witch disappeared, creating a large TAR PIT. As the smoke lifts, the four come together, shaken. The BAKER holds the BABY.

JACK
 Maybe I shouldn't have stolen from the Giant...

LRRH
 Maybe I shouldn't have strayed from the path...

CINDERELLA
 Maybe I shouldn't have attended the Ball...

BAKER
 (Bitter)
 Yes. Maybe you shouldn't have...

He hands CINDERELLA the BABY and turns to leave.

JACK
 Where are you going?

BAKER
 Away from here.

LRRH
 But you said we had to find our way out of this together.

BAKER
 It doesn't matter whether we're together or apart.

JACK
 We need your help.

BAKER
 You don't understand. My wife was the one who helped. I depended on her for everything.

CINDERELLA
 You would leave your child?

BAKER
 (despondent)
 He'll be happier in the arms of a Princess...

He begins to walk off.

CINDERELLA
 But wait...

EXT. WOODS - DENSE VERDURE - NIGHT

The BAKER walks aimlessly through the woods alone.

BAKER'S FATHER (O.S.)
Son.

BAKER
What are you doing here?

The BAKER turns. His FATHER -- the father he remembers as a child -- follows close behind. He wears the identical hunting jacket.

BAKER (CONT'D)
I don't want to talk to you. It's because of you all of this happened. Go away!

BAKER'S FATHER
I'm sorry. I did a foolish thing.

BAKER
Why would you do that? Why did you take the Witch's beans?

BAKER'S FATHER
They were there and I wanted them. I didn't think. I was being careless --

BAKER
-- Selfish.

BAKER'S FATHER
Yes --

BAKER
You stole them and you were caught, and then you did what you do. You just ran away.

BAKER'S FATHER
When your mother died, I was... I hated myself and I ran from my guilt and my shame...

BAKER
... and your son.

BAKER'S FATHER
Yes, and my son. And I'm sorry for that.

BAKER
If you're looking for forgiveness, you're not going to get it.

BAKER'S FATHER
I never expected...

BAKER
Then what do you want?

BAKER'S FATHER
Aren't you making the same mistake?

The BAKER says nothing.

BAKER'S FATHER (CONT'D)
Aren't you running away?
(the Baker looks
away)
Be better than me, son. Do better...

The BAKER turns to look at his FATHER, but he is gone. Was he ever there?

The BAKER walks angrily along an overgrown path through the woods. He slows, sits down on a tree stump and breaks down, his wife's scarf in his hands.

Slowly he calms himself.

EXT. WOODS - TALL TREES - NIGHT

JACK and LRRH are making a plan. CINDERELLA has the BABY.

JACK
If there were just some way we could surprise the Giant.

LRRH
She's too tall to surprise.

They look up as a newly determined BAKER returns.

CINDERELLA
I knew you wouldn't give up.

JACK
He wouldn't leave his baby.

LRRH
It looked like he was going to.

BAKER
Give me my son.

The BAKER takes the BABY. The baby begins to cry.

BAKER (CONT'D)
(pulling the baby
close to comfort
him)
Hey, hey.

LRRH
What are we going to do now?

BAKER
We need to rid this kingdom of the Giant -- together.

(MORE)

BAKER (CONT'D)
 She'll be back soon; here's the plan.
 We're going to feed Jack to the Giant.

| | | |
|-------|--|------------|
| JACK | | CINDERELLA |
| What? | | No! |

 BAKER (CONT'D)
 We're going to use you as bait to lure
 the Giant towards the tar pit.

Suddenly a swarm of BIRDS appears overhead.

 CINDERELLA
 The birds can help!
 (to birds)
 Oh good friends we need your help more
 than ever.
 (BIRDS chirp)
 What of the prince?

She looks to the BAKER awkwardly. Then resolute...

 CINDERELLA (CONT'D)
 That doesn't matter now! What's
 important is that we find a way to
 defeat the Giant.
 (BIRDS chirp)
 Oh yes, thank you birds.

The BIRDS fly off. The others look at her with amazement.

 LRRH
 You can talk to birds?

 CINDERELLA
 The birds will do their part.

 BAKER
 Okay, we don't have much time.

 JACK
 I'm excited.

 BAKER
 Here's what we're going to do...

The BAKER leads them away from the tar pit.

EXT. WOODS - TALL TREES - NIGHT - CONTINUOUS

CINDERELLA settles the baby.

 CINDERELLA
 Your father's being very brave. We're
 going to be very brave too.

The C-PRINCE is passing a nearby path on horseback. He stops
 when he sees CINDERELLA.

C'S PRINCE
(calling over)
Are you alright, miss?

CINDERELLA
(hiding her face)
The Giant went in that direction.

He rides closer.

C'S PRINCE
My darling!
(dismounts)
I did not recognize you. What are you
doing here? And with a child? You must
go back to the castle at once. There's
a giant on the loose.

CINDERELLA
I'm well aware of that.

He comes and puts his arm around her, but she pulls away.

C'S PRINCE
My love. What is it?

CINDERELLA
Maybe I'm not your only love.

C'S PRINCE
(beat)
I love you. Truly I do.

CINDERELLA
If you love me, why did you stray?

C'S PRINCE
I thought if you were mine, that I
would never wish for more.

CINDERELLA
If this is how you behave as a prince,
what kind of king will you be?

C'S PRINCE
I was raised to be charming, not
sincere.

CINDERELLA
I think you should go.

C'S PRINCE
I'm not going to leave you.

CINDERELLA
Consider that I've been lost. A victim
of the Giant.

C'S PRINCE
Is that what you really wish?

CINDERELLA
 My father's house was a nightmare.
 Your house was a dream. Now I want
 something in-between.

She takes off her wedding ring and gives it back to him. He stands there for a moment, then mounts his horse.

C'S PRINCE
 I shall always love the maiden who ran
 away.

CINDERELLA
 And I the faraway prince.

The PRINCE rides off.

CUT TO:

EXT. WOODS - TALL TREES - NIGHT - CONTINUOUS

ANGLE ON A TREE BY THE TAR PIT

The BAKER is scaling his way up the tall tree. JACK follows him, each carrying slings and stones. A branch gives way under JACK but he is able to keep his balance.

BAKER
 Careful, there. Not so fast.

JACK
 You needn't worry -- this is easier
 than a beanstalk.

ANGLE ON CINDERELLA. She's sitting on a tree stump, rocking the baby. LRRH returns.

LRRH
 They're in the tree -- over there. We
 made slings out of my cape.

LRRH sits next to CINDERELLA.

LRRH (CONT'D)
 I wanted to climb too.

CINDERELLA
 I'm glad you're here to help me.

LRRH turns her head away.

CINDERELLA (CONT'D)
 What's wrong?

LRRH
 I think my mother and my Granny would
 be upset with me.

CINDERELLA
 Why?

LRRH
They said always to make them proud
and here I am about to kill somebody.

CINDERELLA
Not somebody. A giant who's done a lot
of harm.

LRRH
But a giant's a person. Aren't we to
show forgiveness?

CINDERELLA
MOTHER CANNOT GUIDE YOU./ NOW YOU'RE
ON YOUR OWN./ ONLY ME BESIDE YOU./
STILL, YOU'RE NOT ALONE./ NO ONE IS
ALONE, TRULY./ NO ONE IS ALONE.

LRRH
I WISH...

CINDERELLA
I know.

ANGLE ON TREE

The BAKER and JACK position themselves on a limb within the
tree.

JACK
Wait until my mother hears I've slain
the Giant.

BAKER
Jack, there's something you have to
know. Your mother...

JACK
What?

BAKER
She didn't make it.

JACK
Was she killed by the Giant?

BAKER
No. It wasn't like that. She was
fighting with the Giant, trying to
protect you, and she was pushed by the
Steward -- and -- she fell.

JACK
The Steward will pay for this.

BAKER
No, Jack --

JACK
After we slay the Giant, I will slay
him.

BAKER
You'll do nothing of the kind.

JACK
What he done was wrong. He should be
punished.

BAKER
It's not as easy as that.

CUT BACK AND FORTH.

CINDERELLA
(to LRRH)
MOTHER ISN'T HERE NOW.

BAKER
(to Jack;
conciliatory)
WRONG THINGS, RIGHT THINGS...

CINDERELLA
WHO KNOWS WHAT SHE'D SAY?

BAKER
WHO CAN SAY WHAT'S TRUE?

CINDERELLA
NOTHING'S QUITE SO CLEAR NOW.

BAKER
DO THINGS, FIGHT THINGS...

CINDERELLA
FEEL YOU'VE LOST YOUR WAY?

BAKER
YOU DECIDE,/ BUT YOU ARE NOT ALONE.

CINDERELLA
YOU ARE NOT ALONE,/ BELIEVE ME./ NO
ONE IS ALONE.

BAKER
NO ONE IS ALONE,/ BELIEVE ME.

CINDERELLA
TRULY...

CINDERELLA/BAKER
PEOPLE MAKE MISTAKES.

BAKER
FATHERS,

CINDERELLA
MOTHERS,

CINDERELLA/BAKER
PEOPLE MAKE MISTAKES,/ HOLDING TO
THEIR OWN,/ THINKING THEY'RE ALONE.

CINDERELLA
HONOR THEIR MISTAKES.

BAKER
FIGHT FOR THEIR MISTAKES--

CINDERELLA
EVERYBODY MAKES--

CINDERELLA/BAKER
--ONE ANOTHER'S/ TERRIBLE MISTAKES.
WITCHES CAN BE RIGHT,/ GIANTS CAN BE
GOOD./ YOU DECIDE WHAT'S RIGHT,/ YOU
DECIDE WHAT'S GOOD.

CINDERELLA
JUST REMEMBER:

BAKER
JUST REMEMBER:

CINDERELLA/BAKER
SOMEONE IS ON YOUR SIDE.

LRRH/JACK
OUR SIDE.

CINDERELLA/BAKER
OUR SIDE./ SOMEONE ELSE IS NOT./ WHILE
WE'RE SEEING OUR SIDE--

LRRH/JACK
OUR SIDE--

CINDERELLA/BAKER
OUR SIDE--

ALL FOUR
MAYBE WE FORGOT:/ THEY ARE NOT ALONE./
NO ONE IS ALONE.
SOMEONE IS ON YOUR SIDE--/ NO ONE IS
ALONE--

They're interrupted by the ominous sounds of the approaching
GIANT.

LRRH
Here she comes!

ANGLE ON JACK AND THE BAKER.

BAKER
Go, Jack! Be careful.

ANGLE ON THE GIANT'S FEET

Destroying everything in its path.

ANGLE ON JACK, as he scurries up higher in the tree.

WIDE SHOT

The GIANT approaches LRRH and CINDERELLA.

GIANT
Where is the boy?

LRRH
We have him.

GIANT
Where?

LRRH
(points)
He's hiding in that tree!

JACK pops up and reveals himself at the top of the tree.

JACK
Here I am!

The GIANT begins to move aggressively towards JACK.

JACK and the BAKER load their slings.

BAKER
(calling up to JACK)
Ready?

JACK
Ready!

ANGLE on the GIANT'S feet, trampling everything in her path. Suddenly, she steps into the expanse of the tar pit, which slowly stops her in her tracks. She fights to free herself as she begins to sink.

SERIES OF SHOTS

-- The BIRDS fly from the trees.

-- BAKER'S POV through the tree branches as the BIRDS swarm around the head of the GIANT.

-- CINDERELLA and LRRH watch and hear the GIANT'S screams.

CINDERELLA
Good birds!

LRRH
She doesn't look happy.

-- the BAKER and JACK use their slings to fire stones at the GIANT.

-- JACK shimmies to the end of a high limb for better aim.

-- The GIANT reaches blindly towards JACK.

LRRH (CONT'D)
Look out Jack!

-- The GIANT seizes hold of the branch where JACK is standing which knocks JACK off. JACK catches himself on the way down, grabbing the branch, and hangs on for dear life. Using one hand, JACK whirls his sling and delivers a knock-out blow to the GIANT'S forehead.

-- The GIANT reacts and begins to sway.

BAKER'S POV of the GIANT'S eye as she fall towards him.

The GIANT'S hand grabs some tree branches, as she fights for her balance. We hear the crackling branches as the GIANT FALLS pulling the tree down with her, snapping it in a final deafening THUD.

EXT. WOODS - TALL TREES - NIGHT - CONTINUOUS

CINDERELLA and LRRH run around the gigantic, exposed roots.

CINDERELLA
Where are they?

LRRH
Jack? Mr. Baker?

CINDERELLA
Jack?

JACK
Over here!

LRRH
Jack!

LRRH (CONT'D)
(To LRRH)
Will you take him.

LRRH takes the BABY as CINDERELLA helps JACK out of the tree roots.

CINDERELLA
Oh, be careful, are you alright?

JACK
Where is he?

CINDERELLA
He's not with you?

LRRH
Mr. Baker?

All three feverishly look for him.

BAKER

Jack, Jack!

JACK

Help me. Help me!

BAKER

Jack, I'm here.

CINDERELLA helps JACK lift the tree branch as the BAKER, breathless, crawls out from beneath its grasp. He is scratched up, but relieved. CINDERELLA takes the BABY from LRRH.

CINDERELLA

Let me take him.

BAKER

(To Jack then LRRH)

Are you okay? Are you alright? We did it! We did it! Come here.

They embrace the BAKER. There's a moment of realization of what just happened as they look up at the roots of the fallen tree.

BAKER (CONT'D)

Now we can all return home.

JACK

What home? I have no one to take care of me.

LRRH

(to the BAKER)

And we have nowhere to go, so we'll move in with you.

BAKER

Well --

He hesitates then:

BAKER (CONT'D)

-- of course you can come home with me.

JACK

(to CINDERELLA)

And you can come, too.

BAKER

If you want to.

CINDERELLA

I'll gladly help you with your house. There are times when I actually enjoy cleaning.

The BABY begins to whimper. The BAKER walks towards CINDERELLA and his SON.

BAKER
Here -- give him to me.

The BAKER walks away from the group, trying to settle his SON. He wraps his SCARF around the BABY.

BAKER (CONT'D)
(to the BABY)
Hey, hey, hey, come on now. Hey,
please, come on, come on, it's okay. I
know you miss your mother.

The BAKER sits on a fallen tree trunk.

BAKER (CONT'D)
I miss her too.

The BABY cries.

BAKER (CONT'D)
Sssh!

The BABY still cries.

BAKER (CONT'D)
MAYBE I JUST WASN'T MEANT TO HAVE
CHILDREN--

The BAKER hears his WIFE'S voice. We see her over his shoulder.

WIFE
DON'T SAY THAT!/ OF COURSE YOU WERE
MEANT TO HAVE CHILDREN.

BAKER
BUT HOW CAN I GO ABOUT BEING A FATHER/
WHEN I HAD NO FATHER TO SHOW ME?

WIFE
JUST CALM THE CHILD.

BAKER
YES, CALM THE CHILD.

WIFE
LOOK, TELL HIM THE STORY/ OF HOW IT
ALL HAPPENED./ BE FATHER AND MOTHER,/ /
YOU'LL KNOW WHAT TO DO.

BAKER
ALONE...

WIFE
 SOMETIMES PEOPLE LEAVE YOU/ HALFWAY
 THROUGH THE WOOD./ DO NOT LET IT
 GRIEVE YOU,/ NO ONE LEAVES FOR GOOD./
 YOU ARE NOT ALONE./ NO ONE IS ALONE.
 HOLD HIM TO THE LIGHT NOW./ LET HIM
 SEE THE GLOW./ THINGS WILL BE ALL
 RIGHT NOW./ TELL HIM WHAT YOU KNOW...

BAKER
 Shhhh.

As the Baker holds his son close, the baby begins to calm down for the first time in his father's arms and his WIFE disappears.

The BAKER tells the story to his son -- THE SAME STORY AS WE HEARD AT THE BEGINNING.

| | |
|--|---|
| <p>BAKER (CONT'D) Once upon a time...in a far off kingdom...there lay a small village at the edge of the woods... And in this village lived a young maiden...a carefree young lad...and a childless baker...with his wife.</p> | <p>WITCH (V.O.) CAREFUL THE THINGS YOU SAY,/ CHILDREN WILL LISTEN./ CAREFUL THE THINGS YOU DO,/ CHILDREN WILL SEE./ AND LEARN.</p> |
|--|---|

LRRH, JACK, and CINDERELLA join the BAKER.

| | |
|--|---|
| <p>BAKER And one day, the baker and his wife were in their shop when a witch burst in, blowing the door off its hinges...</p> | <p>WITCH (V.O.) GUIDE THEM ALONG THE WAY,/ CHILDREN WILL GLISTEN./ CHILDREN WILL LOOK TO YOU/ FOR WHICH WAY TO TURN,/ TO LEARN WHAT TO BE.</p> |
|--|---|

WITCH (V.O.)
 CAREFUL BEFORE YOU SAY,/ "LISTEN TO
 ME."/ CHILDREN WILL LISTEN.

The light of the new dawn streams down on them, framing the newly formed family. As the BAKER continues to tell the story the CAMERA SLOWLY PULLS UP overhead to reveal the vast woods, now changed by the Giant's path.

The CAMERA then carries us back beyond the woods and to the Village where we see the destruction that has visited it.

WITCH & ALL (V.O.)
 CAREFUL THE WISH YOU MAKE,/ WISHES ARE
 CHILDREN./ CAREFUL THE PATH THEY TAKE--
 / WISHES COME TRUE,/ NOT FREE.
 CAREFUL THE SPELL YOU CAST,/ NOT JUST
 ON CHILDREN./ SOMETIMES THE SPELL MAY
 LAST/ PAST WHAT YOU CAN SEE/ AND TURN
 AGAINST YOU...

The CAMERA finally pans up from the Village to the sky and we are returned to where we began: the grey clouds of an early morning sky.

WITCH (V.O.)
CAREFUL THE TALE YOU TELL./ THAT IS
THE SPELL./ CHILDREN WILL LISTEN...

FADE TO BLACK

THE END