

JACK THE GIANT KILLER

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FADE IN ON A MAP. Hand-drawn on ancient parchment, depicting a foreboding landscape of dense woods and jagged mountainside. Printed in bold letters is a name: "GANTUA."

JACK (V.O.)

There's the story you know. And then there's the real story.

PUSH IN on a section marked "*Whispering Mountains*" as the map MORPHS INTO A GRITTY REALITY into which we now freefall, racing down into the GNARLED, MOUNTAINOUS TERRAIN, plunging into a CREVICE in the rock itself as we enter the dark of

A MINE. Hurling through its dim passages, we hear agonized GROANS reverberating louder and louder, now mingling with the sound of HAMMERS SMASHING ROCK, and then -

We abruptly HALT; we've arrived at something... a length of CHAIN binding the filthy ankles of a young SLAVE. Widen to reveal he's one of THOUSANDS down here; many have died, their rotting corpses still chained to the living.

JACK (V.O.)

It began ages ago. When men were slaves.

The young Slave eyes the hammer in his hand, considering escape -- when a BOOMING echoes through the mines. The Slave freezes, lifts his eyes higher...higher...higher -

JACK (V.O.)

And Giants ruled the world.

- as TWO GIANTS march past. It's much too dark and our POV too low to make out more than two massive shapes on legs. One of them laughs: an awful sound, like dumping gravel.

The young Slave waits until they pass... Braces himself... then SLAMS his hammer down, cracking his chains in two.

JACK (V.O.)

Then one fought back. And others...

Some slaves hesitate; others see a chance, start to hack at their chains. O.S. we hear the Giants hurrying back, alerted by the commotion. The slaves look to each other: ready to die for freedom, brandishing hammers as weapons.

SLAVES' POV: a bend in the tunnel ahead from which they hear the pounding of the Giants returning...the massive figures only glimpsed before their huge shadows black out all light.

In the blackness we hear violent screams as Slaves and Giants collide, their clash rapidly escalating into the SOUNDS OF LARGE-SCALE BATTLE, armies and horses and the

CONTINUED:

steely clash of weapons...

JACK (V.O.)
... until it was war.

EXT. BATTLEFIELD (GREAT PLAINS) - DUSK

A MACE THE SIZE OF A WRECKING BALL smashes down, leaving a 10-foot crater. A PLATOON OF WARRIORS on horseback scatter. Thunder roars. Lightning flares. Rain comes down in sheets. Giant shapes storm the battlefield, concealed by thick mist.

In the distance, beyond the Plains, a KINGDOM is visible, surrounded by a high, heavily-fortified wall.

JACK (V.O.)
As generations passed, a kingdom of men
was founded. Cloister.

EXT. KINGDOM OF CLOISTER - CASTLE

From the royal CASTLE, heavy gates BANG open -

JACK (V.O.)
And an army of its best warriors were
trained to defend it... The Guardians.

QUICK IMAGES OF THE GUARDIANS ENTERING BATTLE

Their rough, rugged armor and in-your-face fighting style are a far cry from your typical knights or samurai. These are hardened, brutal, bad-ass warriors.

JACK (V.O.)
They were the elites, sworn to defend the
Kingdom at any cost.

In addition to swords and arrows, they carry stranger weaponry. Long harpoons with jagged teeth. Tree-sized leg shackles strapped to horse backs. Some Guardians ride special saddles that allow them to stand upright on horses for height. CLOSE ON ONE SUCH GUARDIAN as he approaches, swinging his heavy sword through the air --

EXT. A WHEAT FIELD - DAY

THWACK! of a SCYTHE lopping off the top of a wheat stalk.

JACK (O.S.)
Yah!

The scythe is wielded by JACK FORREST (early 20s), who's been relaying this history to PETER, a 10 year old boy; both wear the ragged, threadbare clothes of peasant farmers.

CONTINUED:

Jack spins and now plunges the scythe into a TALL SCARECROW with a "Hwaah!" He swings again, lost in his air battle.

PETER

Um, Jack?

JACK

Sorry, where was I? Right, the Guardians. See, the trouble was, no matter how brave the Guardians were, the Giants always had an advantage: their size.

Jack continues whacking through huge stalks of wheat, Peter at his heels, dragging a tumbril of hay.

JACK

It was becoming clear the Guardians couldn't hold back the Giants forever.

EXT. BASE OF THE WHISPERING MOUNTAINS - DUSK

On the edge of the Great Plains and Cloister's farmlands looms a massive mountain face of near-impossible steepness, a straight vertical vanishing into the clouds themselves.

JACK (V.O.)

There was talk of taking the battle up to Gantua itself. But that meant ascending the Whispering Mountains. And no one who'd ever tried lived to tell the tale.

EXT. CLOISTER - FARMLANDS - DAY

Farmers and their families peer anxiously toward the unseen Plains and the ominous smoke of battle.

JACK (V.O.)

People were giving up hope.

ANGLE ON ONE FARMER working his small plot. Only he's paused, staring intently at something on the ground: A LONG LINE OF ANTS carrying a stalk of grain on their backs.

JACK (V.O.)

Until one man, a farmer, realized there was one advantage we men had that Giants didn't. Our numbers.

The Farmer looks up quickly, inspired by his epiphany.

JACK (V.O.)

That farmer's name was Jack Forrest.
(beat; solemnly proud)
My father.

EXT. CLOISTER - FARMLANDS - EVENING

The farmer (JACK SR.) goes from door to door, explaining himself to his fellow farmers, millers, blacksmiths, etc.

JACK (V.O.)

He tried to join the Guardians, but was turned away, told that a farmer was no match for a Giant. So he went from farm to farm to rally others to battle.

He is met only with rejection. Jack Sr. looks discouraged.

JACK (V.O.)

But they were all too frightened.

EXT. JACK SR.'S FARMHOUSE - DAWN

Nervous but driven, Jack Sr. bids his pregnant WIFE goodbye.

JACK (V.O.)

But he didn't give up. Instead he decided he would do what no man had ever done...

EXT. WHISPERING MOUNTAINS - BASE - MORNING

Jack Sr. proceeds to climb with only a pick and bare hands. Peering up, he takes in the terrifying, massive sheerness of the mountain. Straight as a skyscraper. It seems impossible.

JACK (V.O.)

He would climb the Whispering Mountains all the way to Gantua, the land of the Giants, to learn what he could.

INT. JACK SR.'S FARMHOUSE - NIGHT

His wife holds a NEWBORN, peering fearfully out a window.

JACK (V.O.)

Autumn turned to winter, winter to spring. But he never returned.

Her mother (Jack Jr.'s GRANDMOTHER) looks on with sympathy.

JACK (V.O.)

Everyone assumed he died in the attempt, like so many others.

EXT. JACK SR.'S FARMHOUSE - DAY

A one-year-old Jack Jr. is waddling in the garden beside his mother. Sadness in her eyes - when she abruptly halts, her

CONTINUED:

hand squeezing her boy's so tight he begins to cry... Jack Sr. is coming up the road! His beard is long, clothes in tatters. She rushes to him, sobbing with joy. He takes her in his arms. Scoops up the son he's just met.

JACK (V.O.)

Only he'd done it! He'd been to Gantua and back. Not only that -

EXT. JACK SR.'S FARMHOUSE - EVENING

Jack Sr. addressing a gathering of his neighboring farmers.

JACK (V.O.)

He'd overheard their war counsel's plan to launch a sneak offensive, one that could destroy Cloister once and for all.

EXT. KINGDOM OF CLOISTER - ARMORY GATES - LATE DAY

Thousands of PEASANTS AND FARMERS are now noisily petitioning the GUARDIAN COMMANDERS, who look reluctant.

JACK (V.O.)

Inspired by my father's bravery, others found their courage and rallied to join the Guardian effort -

PETER (V.O.)

Wait -

BACK TO JACK AND PETER IN THE WHEAT FIELD

PETER

(confused)

I always heard it was the Guardians who convinced the farmers to fight?

Jack shakes his head, frustrated.

JACK

You said you wanted the real story.

Wide on Jack and Peter leaving the field to enter a PETRIFIED FOREST as Jack continues:

JACK

At first the Guardians were too proud to accept any help...

EXT. CLOISTER - ARMORY - EVENING

GUARDIANS distributing weapons to peasants and farmers.

CONTINUED:

JACK (V.O.)
 ... but my father finally convinced them
 it was Cloister's only chance.

EXT. BATTLEFIELD - EARLY MORNING

The Guardians race onto the battlefield in proud formation,
 strapped in their armor, every weapon at the ready.

JACK (V.O.)
 When the Giants arrived, the Guardian
 front met them head on, surprising them.

EXT. BATTLEFIELD (GREAT PLAINS) - DAY

A valley lined on either side by dense stretches of forest.

JACK (V.O.)
 Still the Giants continued their assault,
 advancing on Cloister's walls.

O.S. we hear nearing sounds of the violent battle below.

JACK (V.O.)
 But just when victory seemed theirs...

From the forest THOUSANDS OF ARMED FARMERS AND PEASANTS
 EMERGE with a ROAR, flooding the valley in a massive ambush!
 QUICK FLASHES OF BATTLE VIOLENCE, abstract but brutal.

JACK (V.O.)
 The Giants tasted true fear for the first
 time. They wanted to retreat, but were
 kept in battle by Agnon, their General.

CLOSE ON JACK SR. IN THE MIDST OF BATTLE

His face and makeshift armor splattered with blood, he scans
 the plains. Sees the looming shape of General Agnon in the
 distance, wildly gesturing for his horde to fight on.

JACK (V.O.)
 Spying Agnon isolated, my father seized
 his chance.

BACK TO JACK AND PETER IN THE PETRIFIED FOREST

Paused by the edge of a GLIMMERING LAKE, half-frozen over.

JACK
 No one saw what happened... Only when it
 was over, both Agnon and my father lay
 dead, each killed by the other.

CONTINUED:

He pauses. Stares hard at his reflection in the icy surface.

JACK

The Gantuan army retreated for good, and Cloister has known peace ever since.

(harder)

Lucky for them too. Because if Giants ever showed their faces here again...

Jack defiantly grips his scythe as if it were a spear.

PETER

(a beat; carefully)

I always thought it was Cynrick who killed General Agnon?

JACK

I told you, no one saw what happened.

PETER

Well then - how do you know?

JACK

A miller who knew my father, fought by his side until the last moment...

INT. JACK SR.'S FARMHOUSE

A MILLER (40s) sits by a hearth fire, explaining something to a very young Jack Jr., his mother and his grandmother. His mother looks physically ill from heartbreak.

JACK (V.O.)

He told me everything.

The Miller then carefully hands young Jack a SCROLL of parchment. Jack unrolls it, astounded by what we realize is a MAP OF GANTUA his father drew (the one we opened on).

BACK TO JACK AND PETER

Peter wants to believe, but isn't sure. He's about to ask Jack about another inconsistency - when Jack sniffs the air.

JACK

It's going to storm soon.

PETER

How can you tell?

JACK

I can smell it. And see how the leaves bend at the stem? We'd better head home.

CONTINUED:

PETER

(re: the lake)

Think we can cross yet?

Jack taps the ice twice with his heel, then shakes his head.

EXT. PETRIFIED FOREST/ GREAT PLAINS - DUSK

Jack and Peter emerging in a grassy valley we recognize as the battlefield from Jack's story. Now overgrown in peace.

PETER

Jack? If Cynrick didn't kill the General, how come everyone says he did?

JACK

Cynrick was one of those Guardians who was meant for greatness. It made for a better story.

They've arrived at a vantage point from which THE KINGDOM WALLS OF CLOISTER PROPER are visible below.

JACK

That's just how it is sometimes. A story gets told, only the person doing the telling keeps the parts he likes and alters the parts he doesn't. The next person he tells does the same, and so on. Some things stick, others change, but finally a legend takes hold.

PETER

But your father...he went to Gantua-

JACK

He was still just a lowly farmer. People forget. Or choose not to remember.

PETER

What about the miller? The one who had your father's map? He must remember!

JACK

Maybe. Only he left Cloister a long time ago to seek his fortune. After the war, a lot of men did.

(beat)

I guess once you've tasted adventure, it's hard to sit and watch wheat grow.

Jack peers off toward the horizon, clearly restless himself. Peter looks up at Jack, tugs on Jack's ragged sleeve.

CONTINUED:

PETER

I believe you, Jack.

Jack returns a sad but grateful smile, musses Peter's hair.

JACK

Come on. That storm's getting closer.

They continue on their way as rain drops start to fall.

CUT TO:

EXT. KINGDOM OF CLOISTER - BRAHMWELL'S CASTLE - EVENING

A RAGING STORM, rain hammering Cloister's stone walls, soaking ARMED GUARDS stationed along watchtowers.

IN THE CASTLE COURTYARD BELOW

we find elaborate canopied tents being dismantled and moved indoors by teams of SERVANTS sloshing through mud.

INT. BRAHMWELL'S CASTLE - GRAND HALL - NIGHT

The hall has been hastily decorated for a wedding. Hundreds of GUESTS (primarily local and visiting GENTRY as well as the King's GUARDIANS) are filing in from the rain. It's all a bit chaotic and muddy.

We find RODERICK - a Guardian commander - chivalrously assisting a pair of ELDERLY NOBLEWOMEN to their seats. He's ruggedly handsome and very likeable. The women make a fuss.

ELDERLY WOMAN 1

You must be the lucky bridegroom. We heard Claria is marrying the most handsome man in Cloister.

RODERICK

(chuckles)

She is. Only that would be Elmont.

Roderick points out ELMONT across the hall; he's around Roderick's age, also a Guardian, handsome but in a more polished way. The old biddies give the groom the once-over, then shrug, more impressed by Roderick.

ELDERLY WOMAN 2

Good. We'll have you all to ourselves this evening.

RODERICK

Then I suppose I am lucky after all.

CONTINUED:

Charmed, the two old ladies giggle like schoolgirls.

Across the room, KING BRAHMWELL has been observing Roderick, a smile on his face tinged with regret. Seeing Roderick bid the ladies goodbye, Brahmwell goes to intercept him.

BRAHMWELL

Roderick, may I have a word?

RODERICK

Of course, your majesty.

BRAHMWELL

(taking him aside)

I want you to know, this wasn't an easy decision for me. It came down to the matter of bloodlines. Elmont's family is one of the oldest in the Kingdom -

RODERICK

(awkward)

Sir, no explanation is necessary.

BRAHMWELL

Yes it is. You command my forces with unflinching loyalty. And as for Claria, well, I know you've been friends since childhood -

RODERICK

- and I wish her only happiness. I mean it. Elmont will make a fine husband, and a worthy successor to your throne.

(assuring)

You made the right choice, sire.

Touched, Brahmwell nods, admiring Roderick all the more.

BRAHMWELL

You're a good man, Roderick. And good things come to good men. Mark my words.

ELMONT (O.S.)

Roderick! Don't you clean up nicely!

Roderick turns to find Elmont approaching. The two young men embrace warmly, fellow Guardians and old friends.

RODERICK

Elmont! Congratulations.

Brahmwell takes the moment to study each man, hoping he's indeed made the right choice.

INT. CASTLE TOWER - CLARIA'S CHAMBERS - SHORT TIME LATER

Less "princess" than you'd imagine; more like a library, walls lined with books. We meet PRINCESS CLARIA with her arms outstretched, visibly in discomfort as she's fitted into an overly-fussy wedding gown by two HANDMAIDS.

Hearing a cough, Claria shifts her gaze to find Brahmwell standing in the doorway, admiring her. He nods to the maids.

BRAHMWELL

Excuse us, please.

The maids bow and quickly exit. Brahmwell enters, smiling.

BRAHMWELL (CONT'D)

I can still see your mother strapped into that same awful gown the night we wed. It's not too uncomfortable, I hope?

Claria rallies a tense smile for her father's sake.

CLARIA

Only when I breathe.

Brahmwell chuckles, lovingly kisses the top of her head.

BRAHMWELL

I'm afraid some things we just have to endure.

CLARIA

(her smile fades)

So I'm told.

Brahmwell tenses, picking up on her meaning.

BRAHMWELL

Claria...I thought we put an end to this nonsense.

CLARIA

This "nonsense" happens to be my life.

BRAHMWELL

I don't understand! What is it about Elmont you object to?

Claria looks overwhelmed - where to start?

CLARIA

His hands, for one thing. I know it sounds ridiculous-

CONTINUED:

BRAHMWELL

What don't you like about his hands??

CLARIA

That's just it, I don't know! All I know is when I look at them, I can't imagine ever truly wanting to hold them - not tonight, not in a year, not in twenty years.

BRAHMWELL

This is lunacy. Elmont's a remarkable man-

CLARIA

Elmont is a stranger to me!

BRAHMWELL

But you've known him all your life!

CLARIA

Exactly my point!

BRAHMWELL

Why must it always be this way with you, Claria? From the time you could read, it's been one debate after another, always scrutinizing, always questioning -

CLARIA

And you've always heard me out, even when we disagreed.

(sincerely)

Father, I know you think I'm just being difficult because - well, because I am. But I'm begging you with all my soul: please don't make me marry tonight.

He's struck by her plaintive tone. Then it occurs to him:

BRAHMWELL

What if I had chosen Roderick?

CLARIA

Roderick? Father, this is about me-

BRAHMWELL

Another Guardian then?

CLARIA

Why must it be a Guardian? Why can't I have a say in who I wed? Or when?

CONTINUED:

BRAHMWELL

Why must it be a -- there are traditions!
Rules as old as the Kingdom itself!

CLARIA

You could alter them! You have the right!

BRAHMWELL

That's it. I've heard enough-

CLARIA

PLEASE father!
(beat; softer)
...I don't want this.

Tense silence. Brahmwell clearly feels conflicted...but forces himself to remain unmoved.

BRAHMWELL

I'm sorry, Claria. You have an obligation to your kingdom.

CLARIA

And none to myself?

He holds her stare. Claria finally nods. Defeated.

CLARIA

I understand.

BRAHMWELL

In time you'll feel differently, you'll see.

Brahmwell hesitates, wishing his daughter were happier.

BRAHMWELL

I'll be back for you shortly.

He quietly shuts the door behind him, leaving Claria alone.

EXT. CLOISTER - CASTLE WALLS - CONTINUOUS

Rain still pelting as we see Claria through her window. There's something not right about our POV - as if we're spying on her... predatory... she seems vulnerable...

TILT DOWN to the muddy grounds below to find two LOW-RANKING GUARDIANS patrolling. The storm is really raging.

ONE OF THE SENTRIES is wiping rain and mud from his eyes when he's jolted by a BOOM! and then a flash of LIGHTNING. Puzzled, he turns and calls over the rain to the other:

CONTINUED:

SENTRY

I thought it's always lightning first,
then thunder -

- only his fellow Sentry is gone? Just a solitary BOOT stuck
in the mud where the guy was standing a moment ago.

Frowning, the first Sentry scans the rain-swept dark, when
another BOOM! rocks the mud beneath him. The lone Sentry
spins to the source of the sound as another lightning FLASH
silhouettes something huge looming over him. The panicked
Sentry grabs for his sword when CRACK! He's whacked by
something massive --

SMASH CUT TO:

INT. JACK'S FARMHOUSE - NIGHT

Rain hammers the thatched roof as Jack and his GRANDMOTHER
eat a meager supper. Their poverty is apparent.

GRANDMOTHER

We're nearly out of seed.

Jack barely nods as he eats, his thoughts far away.

GRANDMOTHER

I've been thinking we ought to sell the
horse. We can make do without her.

Jack doesn't reply. Then, abruptly:

JACK

What was he like at my age?
(off her confusion)
My father.

GRANDMOTHER

What does that have to do with this?

JACK

Nothing. I was just asking.

GRANDMOTHER

(reluctant)

He was a hard worker. Loved your mother
dearly, and she loved him. I swear she
died of a broken heart.

JACK

How did he learn to fight so well?

CONTINUED:

GRANDMOTHER

I wouldn't know.

She quickly rises and clears the plates.

JACK

But he slayed Agnon. He must've been-

GRANDMOTHER

What does it matter, Jack? That was long ago! Giants aren't a threat anymore. Starvation is.

Jack holds his tongue, grappling with his frustration.

JACK

I'll sell the horse tomorrow.

GRANDMOTHER

(feels bad; gentler)

You want to know about your father? He had a true feel for the land. Just like you - when your head's not in the clouds.

She pats his arm affectionately and exits.

SAME - MOMENTS LATER

Alone, Jack unfolds the parchment map his father had made - the one given to him by the miller when he was a young boy.

OVER JACK'S SHOULDER we see the map is so weathered by time and Jack's handling it that we can barely make out lines anymore. Just a faintest impression of what was once drawn.

But it's still enough to transfix Jack. Still capable of instilling a sense of possibility, however fading.

INT. BRAHMWELL'S CASTLE - GRAND HALL - NIGHT

The guests are seated, the ceremony about to start. We find Brahmwell beside Elmont. Brahmwell sighs. It's time.

BRAHMWELL

Well, I'd better go get her.

Brahmwell starts to go when Elmont touches his sleeve.

ELMONT

Your majesty... Thank you for this honor.

Brahmwell smiles with a hint of tension; glancing at Elmont's HAND on his sleeve, he recalls Claria's comment.

INT. BRAHMWELL'S CASTLE - CLARIA'S CHAMBERS

Wedding gown removed and laid out on the bed, we find Claria now in a simple dress, standing at an open window, rain wetting the curtains. Grappling with whether or not to flee.

She decides. Quickly pads to the door. Locks the bolt.

INT. BRAHMWELL'S CASTLE - CORRIDOR

Brahmwell going to fetch Claria. Braced for more arguing.

INT. CLARIA'S CHAMBERS

Claria again at the window, peering at the 2-story drop. It won't be an easy climb, but she's determined. She grips the pane, about to step out - when she pauses, noticing that the grounds directly below are empty. No sentry is on duty?

Puzzled by this stroke of luck, Claria squints through the rain, scanning the muddy grounds when CRACK! a burst of lightning illuminates the crushed body of one of the sentries dangling from the branches of a nearby tree.

Claria gasps, shrinking from the window -- when she hears something outside: like a faint THUD coming from the other side of the wall. There it is again, barely audible: THUD.

Claria freezes, listening intently, but it's silent again, just the sound of the pouring rain...CRASH! The wall smashes in like it was just hit by a wrecking ball -

INT. CASTLE - STAIRWELL

Brahmwell hears the crash. Alarmed, he races up the steps -

INT. CASTLE - GRAND HALL

Roderick and Elmont are equally alarmed by the sound. Roderick quickly looks to his Guardian footsoldiers -

RODERICK

To your posts! Everyone!

They're already on it, swords out, making for the exits.

INT. CASTLE - OUTSIDE CLARIA'S CHAMBERS

Brahmwell arrives at Claria's door, tugs the handle but it won't budge (locked from inside). He bangs on it.

BRAHMWELL

Claria?! Claria, answer me!

CONTINUED:

No reply. O.S. urgent footfall precedes the arrival of two Guardians (CRAWE and KEEL).

BRAHMWELL

Get this door down!

Crawe - burly, scraggly beard, big gut - slams his bulk into the door. It cracks but doesn't give. Keel joins him on the next hit...the two finally smash the door off its hinges -

INT. CLARIA'S CHAMBERS

They burst in, followed by Brahmwell...to find a HUGE HOLE in the wall. No sign of Claria anywhere. Panicked, Brahmwell rushes to the hole, rain slashing his face as he searches -

CRAWE (O.S.)

There - what's that?

Crawe is at Brahmwell's side, pointing to something in the mud below. Brahmwell goes pale.

EXT. BRAHMWELL'S CASTLE - NIGHT

Guardians comb the grounds, horses are mounted as Guardian search parties urgently set out. As they pass under Claria's window, we now see what it is that so stunned Brahmwell and Crawe: in the mud, a pair of gigantic footprints.

CUT TO:

EXT. KINGDOM OF CLOISTER - PUBLIC MARKET - EARLY MORNING

The open-air market is bustling. We find Jack and his old horse weaving through the crowd of peasants and farmers. Jack slows as he eyes a large, bronze statue in the center of the square: it depicts a Guardian posed heroically, sword drawn. Engraved on its pedestal: "CYNRICK. SLAYER OF AGNON, DEFENDER OF CLOISTER."

Jack pauses, frowning at the inscription - when he's bumped by a passing DAIRY FARMER lugging his own cart.

JACK

How'd you like a workhorse to pull that cart for you, sir? She's a fine-

The Dairy Farmer just shakes his head. Jack sighs, grips his old horse's reins and drags her onward through the market.

JACK

Horse for sale! Strong horse for sale!

CONTINUED:

BUTCHER (O.S.)

Jack! What're you asking?

Jack turns to a BUTCHER, animal carcasses lining his stall.

JACK

A fair price. She's a good workhorse.

BUTCHER

She's half in the grave. Tell you what, I'll give you four pennies for her. I can use some spare soup bones.

Repulsed, Jack is about to decline when a FARMER interrupts:

FARMER

Did you hear? The Princess was stolen!

BUTCHER

Stolen?! How do you mean?

FARMER

By giants, that's how!

The market erupts. CLOSE ON JACK: stunned by the news.

JACK

Giants? Are you sure?

But the farmer's reply is lost to the mounting commotion...

INT. BRAHMWELL'S CASTLE - CORRIDOR - DAY

Elmont and Roderick marching tensely, trailed by their men.

ELMONT

But how did they get in? No giant's ever breached the Kingdom walls before. The Great Plains buffer us, their approach would've been seen.

RODERICK

It's torturing me as well. Particularly as those Sentry were under my command.

ELMONT

We're all to blame. We've been far too trusting.

They pass an ornate tapestry depicting the geographic layout of the region: on the far left, the castle and village tucked behind its walls, then the Great Plains and the farmlands, and finally the massive Whispering Mountains.

INT. BRAHMWELL'S CASTLE - WAR ROOM - DAY

Thick tension pervades as the top GUARDIANS confer with Brahmwell. The King is still in a state of shock, having to cope with this crisis as a ruler and a father.

BRAHMWELL

I can't fathom it. It's been an uneasy peace, but still, it's lasted twenty years. What reason could Gantua have for such a sudden act of aggression?

A hard-nosed Guardian (SHARPE) pipes in bitterly:

SHARPE

Beasts have no reason, your majesty.

CRAWE

Savages and swine, every one of them.

RODERICK

That'll do, Crawe.

CRAWE

What? This might be the boldest trick they've pulled, but it wouldn't be the first. We've all heard the stories. Slaughtered cattle, missing children -

Just then the doors BANG OPEN and a GUARDIAN CAPTAIN enters, a grey FALCON on his arm, a SCROLL tied to its talon.

CAPTAIN

Sire, Gantua has sent its reply.

Brahmwell looks to Elmont to read it. The room dead silent as Elmont unties the scroll from the falcon's talon. He reads, then quickly turns to Brahmwell, incredulous:

ELMONT

They deny it...?

(reads)

"King Magnus of Gantua regrets the tragedy that has befallen Cloister, but rejects any accusations directed at Himself or his subjects."

The room erupts, no one can believe the audacity. Only Roderick keeps his head, awaiting Brahmwell's reaction.

BRAHMWELL

Enough. It's not your rage I need. It's counsel.

CONTINUED:

Elmont starts to speak when-

BRAHMWELL

Roderick, how do you suggest we respond?

Elmont awkwardly keeps quiet. Roderick looks uneasy.

RODERICK

It's not my daughter who was taken, Sire.

BRAHMWELL

It's your princess.

Roderick weighs his answer deeply. Then:

RODERICK

If I may... I think a peace of twenty years, fragile as it's been, shouldn't be broken in haste -

Crawe and others start to object; Roderick raises his voice:

RODERICK

- regardless of how rashly Magnus has acted. I think we should reply to Gantua, demanding the Princess's return in two days' time. Force King Magnus to consider his actions. And, if he remains unrepentant, well... then it's war.

All eyes on Brahmwell as he grapples with this. Finally:

BRAHMWELL

Two days. No more.

EXT. CASTLE - ARMORY - DAY

Roderick and his men are marching out, orders being shouted by Captains as preparations are made in the event of war.

JACK (O.S.)

Roderick... Roderick!

We find Jack waiting out here. Roderick notices him, reluctantly allows Jack to catch up. Other Guardians recognize Jack, heckle him from behind:

SHARPE

Well if it isn't "Jack the Giant Killer."

KEEL

Hey, show some respect. I heard he once took on six scarecrows at once!

CONTINUED:

Mocking laughter. Jack scowls but ignores them.

JACK
(to Roderick)
I want to become a Guardian.

Crawe snorts derisively. Jack spins on Crawe, defiant.

JACK
I fight as well as any man here.

Crawe eagerly steps forward, all beard and bulk.

CRAWE
Care to prove it, farm boy?

Jack stays in Crawe's face, standing his ground -

RODERICK
(breaks it up)
Listen - Jack, is it? I've told you time
and again, the answer is no.

JACK
This is different. I heard about Princess
Claria. If you're going to war, you'll
need all the help you can get.

RODERICK
If we do, we'll ask for it.

JACK
No you won't. Cynrick was about to turn
away a thousand farmers before my father
convinced him not to.

KEEL
(smirks)
You mean the same father who climbed all
the way to Gantua?

JACK
That's right. His name was Jack Forrest,
and he helped save this kingdom.

GROTT, the oldest of the Guardians, chimes in.

GROTT
Forrest, eh? I think I knew your father.
Good man... but full of more shit than a
wheelbarrow.

The others erupt in laughter as Jack lunges at Grott -

CONTINUED:

when Roderick again breaks in:

RODERICK

Stop it now! All of you... Look Jack, I commend your courage, and appreciate your offer. But this is a job for warriors, not farmers.

Roderick and his men move on, leaving Jack behind, dejected.

EXT. OUTSIDE THE CASTLE WALLS - MOMENTS LATER

Jack is untying his horse where he left it. Looks miserable. He tugs the reins and leads his horse back the way he came - as we switch to SOMEONE'S POV....watching him...

EXT. CLOISTER - MARKET - LATE DAY

Stalls closing for the evening as Jack and his horse trudge homeward. Jack slows as he nears the butcher's, actually considering for a moment taking the Butcher up on his offer -

OLD MAN (O.S.)

What's her name?

Jack turns to find an OLD MAN a few feet away, approaching the horse, his weathered face partly obscured by a hood.

JACK

She doesn't have one. She's a workhorse.

OLD MAN

Oh no, she's a champion. Aren't you girl?

Jack knows she's anything but. Figures the Old Man's senile.

JACK

Whatever you say, mister.

The strange Old Man is mesmerized by the animal. Curious, Jack watches as he gingerly strokes the old mare.

OLD MAN

I've been following you.

(off Jack's look)

Saw you here earlier, trying to sell her. See, when I was a boy, I dreamed of owning a mare just like this one... I wonder if you'd accept what little I can pay, plus the promise of a good home.

JACK

You mean you actually want her?

CONTINUED:

OLD MAN

Some dreams never die, I guess.

Jack studies the Old Man, empathizing with that sentiment. He then unhooks the reins, hands them to the Old Man.

JACK

Here. You can have her. She's on her last legs anyhow.

The Old Man is visibly touched.

OLD MAN

Such kindness. But I insist on paying something...

The Old Man hunts through his dusty, ragged pockets.

JACK

It's not necessary. Really.

OLD MAN

Oh, but it is, it is... Here.

Old Man finds what he's looking for: a small ceramic jar.

OLD MAN

Please accept this small gift in return.

Jack takes the jar. It's badly chipped, old and ugly.

JACK

It's - very nice. Thank you.

OLD MAN

Young man, it's not the jar that's of value. It's what's inside.

Curious, Jack lifts the jar's lid - to find it's filled with ordinary dirt. Jack is now positive the Old Man is senile.

OLD MAN

I've held on to it many years, waiting to give it to just the right person.

JACK

And that's me?

The Old Man nods, his mouth crooking in an enigmatic smile.

JACK

Well - thank you. It looks like very nice dirt.

CONTINUED:

OLD MAN

Oh, but it's not just dirt. It's magic.

JACK

I see. Magic. Even better.

(walking off)

Well, bye now.

OLD MAN

It's travelled far, it has. Very far.
From the peaks of the Whispering
Mountains themselves.

JACK

(frowns; quickly looks up)

What?

He finds the Old Man already walking away with the horse.

BUTCHER

Hey, Forrest! Finally found a taker for
that horse, eh?

Jack turns to see the Butcher poking out from his stall.
Jack nods absently, then turns back to the Old Man, now even
further away. Jack considers going after him...then lets it
go. After all, he's obviously just senile.

INT. JACK'S FARMHOUSE - EVENING

Jack's Grandmother can't believe it.

GRANDMOTHER

You sold her for dirt?

JACK

I didn't sell her. The dirt was a gift.

GRANDMOTHER

I see. How generous of him.

JACK

He said it was magic. Maybe to him it is.

GRANDMOTHER

Please, Jack, I can't listen to more.
We needed money. Dirt we have.

JACK

I guess I just wanted someone to have
their dream taken seriously.

She studies him, worried where he's going with this...

CONTINUED:

JACK

I tried joining the Guardians today.
(quickly)
Don't worry, they wouldn't take me

Jack's Grandmother blanches, speechless.

JACK

You heard about Princess Claria -

GRANDMOTHER

What does that have to do with you?
You're a farmer, Jack, not a Guardian!

JACK

Why can't I be both?

GRANDMOTHER

Why would you want to? What is it they
have you crave so badly??

JACK

Respect!

(raw)

Don't you see? If my father had been a
Guardian, he'd be remembered as a hero.
His story would be taken seriously.

GRANDMOTHER

Did you ever stop to think his 'story'
isn't taken seriously because it's just
that? A story?

No sooner does she blurt this out than she regrets it, as
she sees the shock to Jack's system she's just levelled.

JACK

So...you don't believe it either?

GRANDMOTHER

I - I don't know what I believe.

Jack pushes back from the table, storms for the door.

GRANDMOTHER

Jack -

- but Jack's already gone.

EXT. WHEAT FIELD - EVENING

Jack racing through the field, hacking with his scythe at
stalks, unleashing all his conflicting emotions...

CONTINUED:

He lops off stalk after stalk - until he finally comes up against a tall scarecrow. Jack glares up at it, about to plunge his scythe into its gut -- when he stops, instead SLAMS the scythe blade into the ground.

He storms off, leaving it there. He's done killing 'giants.'

INT. JACK'S FARMHOUSE - NIGHT

Jack quietly enters, his outburst exhausted. It's dark, his Grandmother's already gone to bed. He's about to do the same - when he spots the Old Man's jar on the table. Jack lifts the lid, regards the plain-looking dirt. Shakes his head.

JACK

Magic dirt... sure.

He closes the lid, takes the jar and starts for the door - when he stumbles on a chair leg. The jar hits the floor with a dull clank, its dirt spilled out.

JACK

Perfect.

Annoyed, Jack bends, starts to scoop the dirt back into the jar - when he pauses, feeling something between his fingers. He peers down to find a bean: creamy in color and flecked with dirt, about an inch in size. He glances around, sure enough finds two more beans just like it.

Jack studies the three beans in the moonlight, mildly intrigued -- then dispels his curiosity and drops them back in the jar with the dirt. He then opens the front door, through which we watch him step out into the night, walk to the fields... and toss the jar's "magic dirt."

He then returns inside, dropping the empty jar in a corner.

EXT. KINGDOM OF CLOISTER - DAWN

We follow the first rays of morning in an aerial over the kingdom: the CASTLE and its surrounding VILLAGE enclosed within its imposing walls... beyond it the once-battlefields of the GREAT PLAINS and the adjacent the FARMLANDS, nestled at the impossibly steep base of the Whispering Mountains.

INT. JACK'S FARMHOUSE - JACK'S ROOM - DAWN

Jack rises with the sun, wipes sleep from his eyes.

INT. JACK'S FARMHOUSE - KITCHEN - DAWN

Jack passes his Grandmother preparing their meager

CONTINUED:

breakfast. She looks up, concern in her eyes, still feeling bad about last night.

GRANDMOTHER

There's corn porridge, if you want.

Jack just nods passively. All the fight in him gone.

EXT. JACK'S FARMHOUSE - DAWN

Jack walks out in the yard, going about his morning chores -- when he suddenly halts, and his eyes go wide...

JACK'S POV: a BEANSTALK sprouts up from the ground where he'd tossed the "magic dirt" last night. It's almost 2 FEET in height, and already bearing two plump pods.

Jack approaches the stalk, crouches down to it, amazed.

JACK

How'd you grow so much in one night?

And then Jack notices a second beanstalk a few feet away, just as big as the first. Jack chuckles at the sight.

JACK

Wow... GRAM, COME OUT HERE, WILL YOU?
(glances around him)

Wait, there were three beans... GRAM!
COME, YOU'VE GOT TO SEE -

- and then suddenly a RUMBLING beneath his feet startles him. Jack backs up, eyes wide and glued to the ground -

- where the tiny tip of the third STALK is peeking from the ground... clearly the epicenter of something major happening below: what we suspect is a massive root system burrowing outward, cracking FAULT LINES in all directions that are tearing up everything in their path! CORNSTALKS shatter by the hundreds. SCARECROWS smashed to bits. FENCE POSTS are flung in the air. A HEN HOUSE is reduced to splinters...

And then Jack is suddenly punched back by the STEM at his feet as it abruptly blasts out of the ground: it's gigantic, easily 30 feet in diameter, twisting and winding higher and higher, bending with its massive weight as it tilts toward the Whispering Mountains and begins to climb up its rocky face, still spiraling higher and higher and higher...

ON JACK: sprawled on the ground, staring in total shock. Behind him we see his stunned grandmother padding out of the house, gaping at the stalk in equal astonishment...

SMASH CUT TO:

EXT. BASE OF THE WHISPERING MOUNTAINS - SHORT TIME LATER

AERIAL: the massive stalk has run up the entire mountain face, vanishing into the clouds. We travel down the stalk, into the fields, and finally back to its starting point -

EXT. JACK'S FARMHOUSE

- where a tremendous crowd of villagers and farmers have gathered. Lots of commotion. No one can believe their eyes.

A pounding of hooves heralds the arrival of Brahmwell and his senior Guardians. The crowd reluctantly parts.

INT. JACK'S FARMHOUSE - MOMENTS LATER

Brahmwell and the Guardians are grilling Jack across his small table. The empty jar sits between them. Jack's grandmother stands behind him for moral support.

BRAHMWELL

And the Old Man told you this soil came from Gantua.

JACK

Yes, sire, from the peaks of the Whispering Mountains. I just figured he was crazy, especially when he said it was magic. But now, well what I think he meant was something happens when Gantuan beans are planted in our dirt... You can see it in the way the stalk grew. Like it was climbing its way back home.

RODERICK

How did he come to have this jar?

JACK

I don't know. Like I said, I thought he was crazy.

CRAWE

Or a traitor. What if it's a trap, set by the Giants? For all we know they're climbing down that stalk as we speak.

ELMONT

Crawe has a point, your majesty. It might be best to cut it down now.

Roderick looks unsure.

CONTINUED:

KEEL

Of course, there is another option.

EXT. JACK'S FARMHOUSE - FIELD - MOMENTS LATER

The same group now arriving at the base of the stalk. Brahmwell examines it, as strong and as solid as a tree.

KEEL

Our best men climb the stalk to the summit. If it's a trap, then we meet the Giants head on. If not, we send a signal to men on the ground to destroy the stalk before the Giants discover it. From the summit, we infiltrate Gantua, find the Princess and bring her home. Questions?

CRAWE

Just one. What good is going up... if we can't get back down?

Grott rolls his eyes. Sharpe seems equally dubious.

RODERICK

Crawe has a point. Without a route down, there's no chance such a rescue would-

JACK

I can get you down. There's an eastern ridge, hidden, but accessible by river.

All heads turn to Jack. He's holding something in his hand: his father's map. He carefully unfolds it for them to see. As he does, he notices young Peter standing among the crowd of farmers. The boy beams at Jack, bursting with admiration.

CRAWE

(belches his skepticism)

What's that supposed to be?

JACK

It's a map of Gantua. Drawn by my father.

RODERICK

(to Brahmwell, reluctantly)

He claims his father once climbed to Gantua.

JACK

I know it looks like a mess of faded lines and marks. That's only because I've studied it every night since I was a boy. I swear, I have it all up here.

CONTINUED:

Brahmwell considers Jack carefully, clearly on the fence, but impressed by Jack's earnestness.

BRAHMWELL

(dead serious)

You'd stake your life on this knowledge?

Jack is about to answer -

GRANDMOTHER

Jack.

Jack glances back, sees the fear in his Grandmother's face as she shakes her head, eyes pleading with him. He hesitates, but knows this opportunity only comes once.

JACK

I would, your majesty.

Brahmwell considers this, then regards the stalk intently.

BRAHMWELL

This thing may be a blessing or a curse.

But I owe it to my daughter to find out.

(turns)

Roderick! Assemble your best men... And find armor for Master Forrest here.

Jack can't believe this is actually happening. He steals a look at an equally amazed Peter...then glances back at his Grandmother, to find her back to him as she returns to the house, devastated by what Jack's done.

EXT. BASE OF THE WHISPERING MOUNTAIN - DAY

SHOTS OF WEAPONS strapped to armor. Blades tucked into sheaths. Supplies slung over iron-clad backs. Widen to:

RODERICK AND 8 OTHER GUARDIANS standing at the site where the stalk meets the mountain and snakes upward. Expressions range, uneasy to displeased, but none dares defy their King.

All of Cloister is of course here to see them off. We find a distressed Elmont on horseback beside King Brahmwell.

ELMONT

Sire, if there's an effort to rescue Claria shouldn't I be the one to lead it?

BRAHMWELL

Your responsibilities are here now, Elmont.

CONTINUED:

Elmont is about to protest - but sees it's futile. He rides over to Roderick. Roderick senses Elmont's frustration.

ELMONT

Bring her back to us.

Roderick offers a comforting nod - then turns, searching the crowd. He frowns, shouts out to Keel:

RODERICK

Where's Forrest?

EXT. JACK'S FARMHOUSE - DAY

Jack stands at the edge of his field (the stalk in b.g.), about to depart. He looks back at his farmhouse. No sign of his Grandmother. She's not going to see him off.

Jack feels terrible, but knows he has to leave -

GRANDMOTHER (O.S.)

Jack -

Surprised, Jack turns to find her coming around the house, carrying something wrapped in burlap. When she reaches him, she unwraps it to reveal AN OLD SWORD. It's crudely forged (most likely from melted-down pitchforks), nothing fancy about its hilt - but Jack is awed nevertheless.

JACK

Was this...?

Grandmother nods, trying not to weep more than she must. Jack gratefully embraces her, almost moved to tears himself.

EXT. BASE OF THE WHISPERING MOUNTAINS - MOMENTS LATER

GRAPPLING HOOKS now hang from the stalk's hide as the first of the Guardians begin to climb.

Below we find Jack donning the Guardian armor provided him. Peter stands proudly beside him, beaming.

PETER

You look just like them now.

Jack tries to smile, but clearly feeling tense.

RODERICK (O.S.)

Forrest! Let's go.

Jack nods, takes a steadying breath - then tucks his father's sword into his sheath and heads for the stalk.

EXT. THE BEANSTALK - 200 FEET UP - DAY

The team of ten starting the climb. The massive stalk mostly runs flush against the sheer vertical face of the mountain; one can see how the mountain would be near-impossible to scale otherwise. Most of the Guardians we recognize: Crawe, Keel and Grott among them. Roderick leads the way.

Then there's Jack, already sweating, straining to keep up. He takes a last look at Cloister far below, finds the wheat field dotted with the scarecrow "giants" he battled. Sees the scythe he slammed down in anger just last night, still poking from the ground by a scarecrow's feet.

CLOSE ON JACK'S FACE. The anxious realization in his eyes: no more pretending now.

EXT. BEANSTALK/ MOUNTAIN - LATE DAY

Now some 2,000 feet above ground. The enormous stalk twists and turns its way up the vertical mountainside. The men look exhausted. Fortunately they've reached a level stretch, and picks and rope are less necessary.

Still, Jack looks the most winded, almost bleary-eyed as he forces himself to focus on his climbing.

CRAWE

Well, you got what you wanted, farm boy.

Jack glances back to see Crawe flash him a cold grin.

CRAWE

Having fun yet?

Crawe spits a wad of phlegm for emphasis. Jack just ignores him - but now Grott gets in on the action.

GROTT

Seems convenient if you ask me. For years now he's been wanting to join us, then he just happens to have some map.

JACK

Think what you want. The map is- Whoa!

Jack's foot slips and he starts to fall! He reaches for a stem but only gets air, falling backwards, panicked eyes glimpses the two thousand foot drop -

- when he's grabbed by the collar just in time. He turns to find it's Roderick who saved him. Jack exhales relief.

CONTINUED:

RODERICK

Watch your footing.

(glares at Crawe and Grott)

And ignore the distractions.

They continue on. Once Roderick's out of earshot:

CRAWE

You won't last long. Once a farm boy,
always a farm boy.

EXT. MOUNTAIN - EVENING

The group has dismounted the stalk and set up camp in a shallow crevice of the mountainside. A fire burns, meat is roasted, the Guardians feasting hungrily.

Steel clanks as Keel and Crawe duel playfully. Crawe fights with one hand and gnaws at a leg of mutton with the other. Still, his wrestler's bulk is an advantage. The others cheer, enjoying the fun. Even Roderick is amused.

Only Jack sits alone, away from the group. By the faint glow of fire light, Jack unfolds his map, squinting down at it, mentally tracing the faded paths only he can decipher.

On his face we can read his thoughts: it better be real.

KEEL (O.S.)

I yield! I yield!

Gruff laughter from the others.

CRAWE

All right, who's next? Logan? Verne?

SHARPE

Hey, Crawe...

Sharpe gives a nod in Jack's direction. Crawe smirks.

CRAWE

Forrest!

Jack snaps out of his thoughts, glances up to find Crawe brashly gesturing at him with his mutton leg.

CRAWE

On your feet, farm boy! You think you're
a warrior, let's see what your made of.

The others snicker, sure Jack won't dare take the challenge.

CONTINUED:

JACK

All right.

Jack gets to his feet. The others quiet down, surprised.

CRAWE

(relishing this)

Someone lend him a sword.

JACK

No need.

Jack draws his father's old sword, feeling its heft as he awkwardly raises it into position. Crowe snorts.

CRAWE

What, you make that yourself?

JACK

My father did.

CRAWE

Aww, now I'm touched. Tell you what, I'll try not to leave it in too many pieces.

And on that Crowe charges and swings his sword... CLANK! as Jack deflects it. Crowe looks surprised by the strength of Jack's sword - and the chink it left in Crowe's own blade.

The others see this and chuckle. Crowe scowls, again charges with a punishing swing - which Jack again manages to block. Jack then spins (like he practiced on scarecrows) and swings around, his blade nicking the scraggy end hairs from Crowe's bushy beard! The others crack up laughing. Crowe glowers.

CRAWE

Don't get too sure of yourself, farm boy. I'm no scarecrow.

JACK

At least not from the neck down.

Another burst of laughter, the group now starting to heckle Crowe. Even Roderick smiles, amused. Of course Crowe is fuming now, defiantly resuming his stance -

- and with a ROAR he swings even harder at Jack. CLANK! CLANK! CLANK! Blades clash, back and forth, the dueling growing more intense by the second...Jack is getting nervous as Crowe's rage comes more unbridled with every blow.

The cheering dies down. Keel and Grott exchange concerned looks. CLANK! CLANK! CLANK! Jack's blade is holding up, but

CONTINUED:

Jack isn't doing so well; Craue is relentless, pressing him back with each blow, Jack barely able to defend himself when

CLANK! Craue finally knocks Jack's sword from his hands. Jack gapes as he sees Craue's blade soaring at his throat --

- when a second blade blocks it. Craue turns to find Roderick glaring fiercely at him. Craue lowers his sword, humiliated by his own actions.

CRAWE

I was just teaching him a lesson.

RODERICK

He's my charge. If he needs instruction, I'll dispense it. Understood?

Craue nods and skulks off, avoiding the other's stares. Keel picks up Jack's sword, hands it to Jack with a new respect.

EXT. MOUNTAIN/ BEANSTALK - DAY

The expedition back on the stalk, so high now that they're in the thick of clouds. The surrounding mist makes the already surreal sight of 10 men climbing a massive beanstalk up a mountainside all the more strange.

Roderick leads; Jack in the middle of the pack between Grott and Keel. Slippery ice crystals coat the stalk, making the ascent even more perilous. Jack's breathing is labored, and visible in the frigid air.

GROTT

Jack... Take deeper breaths.... The air's thin up here... Good news is it means we're getting closer.

KEEL

We hope. What do you think, Roderick?

Roderick glances back to answer - when he notices Jack has stopped in his tracks, sees the expression on Jack's face.

RODERICK

Jack?

Jack is focused on something, SNIFFING the air. His eyes scan the clouds, notices they're darker overhead.

JACK

There's a storm coming.

COLE

How do you know?

CONTINUED:

JACK

Trust me. We should find shelter.

CRAWE

There isn't time to wait out a storm!
This ice is already slowing us down.

Jack looks to Roderick, dead serious. Roderick is torn.

RODERICK

Crawe's right. We need to keep moving. If
a storm hits, then we can-

BOOM! a crash of thunder startles them. The sky darkens,
wind whipping up in their faces as they press ahead.

The ice makes maneuvering more difficult. Still they press
on. Jack looks at the nearest stalk leaves, the way the bend
- the way the ice coats their leaves. He peers up at the
dark fog they're climbing into, even more worried.

JACK

(over the wind)

RODERICK, THIS IS A MISTAKE!

GROTT

WE'RE GUARDIANS, FORREST! IT'LL TAKE MORE
THAN SOME RAIN TO STOP US!

JACK

(peering up, wide-eyed)

IT'S NOT GOING TO RAIN!

Roderick glances down at Jack, confused by what he means -

- when the charcoal skies suddenly open up in a massive HAILSTORM. Hailstones the size of rocks pelt their armor. The sound is terrifying, as is the prospect of maintaining their grip while trying to protect themselves. They're forced to stop where they are, protecting their heads with shields as they're pummeled by chunks of solid ice.

The storm is only getting fiercer. Darker. Louder. The hail shows no sign of letting up, and it's getting even harder to see or hear. Keel scans the mountainside from beneath his shield. Sees a small crevice some 20 yards above.

KEEL

UP THERE! WE CAN TAKE COVER!

Roderick sees where he's pointed, nods his consent. The men scramble up the slippery, ice-coated stalk, all the while taking hit after hit from shards of pounding hailstones.

CONTINUED:

They stab at the stalk with daggers, pulling themselves up into the maelstrom. We glimpse the first of the Guardians getting to the safety of the crevice, Roderick still hanging onto the stalk, helping them over to the mountain... and then we lose sight of them in the fog.

ON GROTT as he reaches for a icy stem for support, about to grab it - when a jagged hailstone nails him in the eye -

Grott falls, his body hurtling right down on top of Cole who only just looks up when SMACK! Cole is knocked off as well -

- their two screaming bodies free-falling, SLAMMING against the mountain rock and plummeting into the chasm below, disappearing into the fog.

Jack cringes, frozen in panic-

RODERICK (O.S.)
(faintly under the storm)

Jack!

Jack looks up, but can barely see, blinded by the dark fog, shielding himself as best he can from the hailstones. He starts to scramble upwards - only he loses his footing, his grip follows as -

Jack slides down the ice-slick beanstalk like an out-of-control bobsled. His arms flail for anything to grip -

- finally snag a stray branch. His body swings loose, legs kicking over the void. The frozen branch bends. Really bends. Just about to snap -

- when a hand shoots out from above and snatches Jack's wrist. Jack squints up into the storm, sees it's -

CRAWE
HANG ON TO ME!

Jack does as Crowe reels him in. Back on the stalk, Jack gasps, manages to get his bearings. He's badly shaken.

CRAWE
(over the maelstrom)
IT'S OKAY. STAY NEAR, I'LL GUIDE US UP.

Jack does, and together they scale their way back up.

INT. MOUNTAIN CREVICE - MOMENTS LATER

Jack and Crowe arrive at the makeshift shelter in the rockface and take cover from the raging storm.

CONTINUED:

JACK

Thank you, Crawe.

Crawe gives a 'don't mention it' nod to Jack, and a hearty smack on the back. Their tension now replaced by a bond.

Jack turns, sees the solemn, haggard faces of the other Guardians. Mournful. Jack looks around, now realizes:

JACK

Where's Roderick?

Keel shakes his head solemnly.

CRAWE

No...

KEEL

He was helping us in. I figured he was right behind. I heard him call, turned... and he was gone.

Jack looks more stricken than anyone. He lowers his head, the only sound the relentless pounding of hailstones as we

FADE TO BLACK.

INT. MOUNTAIN CREVICE - DAWN

Jack's eyes flutter open as he awakens. He can hear nearby Guardians suiting up. He squints into the sunlight flooding in. The storm is finally over.

CRAWE (O.S.)

What do you say, Jack?

Jack finds Crawe and Keel poised at the lip of the crevice.

CRAWE

Ready to see Gantua?

Confused, Jack steps to the edge of the crevice, peers up... to find the clouds have parted. Amazingly enough, about 200 yards above we see where the mountain reaches its summit.

JACK

We made it?

Crawe and Keel nod back at him, grinning proudly.

EXT. BEANSTALK/ MOUNTAIN - MOMENTS LATER

The group (now reduced to seven including Jack) are making

CONTINUED:

the last part of the ascent. Jack calls up to Keel.

JACK

Are they really as horrible looking as they say?

KEEL

Giants? Sure. I mean I've never actually seen one myself, but -

CRAWE

I have. Of course I was only a boy, but I remember them all too well...

Crawe pauses to scratch his beard. Finds a lice, flicks it.

CRAWE

Filthy creatures.

Jack can't help but grin to himself.

MOMENTS LATER

They've reached the summit. Each climbing carefully off the stalk to a rock formation. Crawe is de facto leader now.

CRAWE

All right, Sharpe. When you're ready.

Sharpe nods, takes out a long bow and a specially-treated ARROW. He strikes the flint head against a rock and it instantly ignites. Thick black smoke starts to plume...

Sharpe sets the flaming arrow in the bow, aims toward the sky and THWAP! launches it.

EXT. KINGDOM OF CLOISTER - MOMENTS LATER

A TOWER GUARD sees the black smoke streaking across the sky.

EXT. FARMLANDS

Axes chop as a PLATOON led by Elmont feverishly hack away at the beanstalk's mammoth base. A crowd of farmers watches, tension on their faces.

INT. JACK'S FARMHOUSE

Jack's Grandmother stands at her window, watching the same from a distance, worry etched in her face.

EXT. FARMLANDS

The beanstalk stem groans. Branches tremble. The stalk

CONTINUED:

starting to topple, its shadow darkening the farmlands.

Everyone watching with held breath as the stalk continues to topple, its shadow growing as it falls...falls...falls...and CRASHES with the weight of a freight train. For a moment it lies there. And then it starts to slide -

INT. PETRIFIED FOREST

- as its top has smashed through the frozen surface of the lake into which it now slides. Like a slain sea serpent, the stalk slowly slithers into the icy water's depths.

EXT. FARMLANDS

The farmers and the Guardian all watching the stalk slide away toward the forest, until its out of sight...

INT. PETRIFIED FOREST - LAKE

... and the mighty beanstalk finally disappears under the lake's surface. Like it was never here.

INT. BRAHMWELL'S CASTLE - TOWER

Brahmwel stands at a window, having observed it all from up here. He peers out at the Whispering Mountain, grave tension in his face, hoping to God this works.

EXT. WHISPERING MOUNTAINS - PEAK - DAY

The seven survivors of the journey are spread out, climbing down an array of jagged rocks into a dense thicket of unforgiving woods that engulfs the mountain's peak.

DEEPER IN THE WOODS

The group spread out, each man about 20 yards from the next. The crunch of feet over plants and rocks the only noise.

KEEL

If you ask me, it doesn't look much different than Cloister. Only uglier.

Crawe scans the seemingly endless woods as they tread on.

CRAWE

Question is, which way's Gantua?

ON JACK

wondering the same as he walks blindly, face in his map.

CONTINUED:

JACK

The castle's at the heart of the village,
sort of like ours... Anyone see a stream?

Jack glances around. No sign of any stream. He again buries his face in the map, not looking where he's walking.

JACK

If we're on the west, and we want to be
going south, it seems like we'd need to-

CRUNCH. Jack quickly looks up. Scans the woods anxiously. Doing so he now realizes he's strayed from the group.

JACK

Crawe?... Keel?

Another CRUNCH. Jack spins toward the sound. It seems to have come from behind a pair of large trees. Holding his breath, Jack silently reaches for his sword, inches closer -

- when a WILD BOAR bursts out from behind the trees,
SCREECHING as it races past a startled Jack!

Jack catches his breath, warily slides his sword back in its scabbard. He then returns his attention to his map -

CRUNCH. Jack freezes, seeing a shadow now draping over his map. Heart pounding, he turns to see...

A PAIR OF LEGS AS THICK AS TREE TRUNKS. So muscular as to look deformed, the contours hairy and misshapen. Jack is about to look up at the face of this creature -

- when he sees A MACE the size of a boulder swinging down on him! No time to avoid the huge spikes protruding from the ball crashing down on him; it looks like he's a dead man -

- when the points of the spikes just miss either side of Jack's head, pinning him to the ground with less than an inch of breathing room between his face and the curved iron ball from which the spikes protrude. Terrified, Jack struggles to slip loose when the mace's spiked ball is abruptly ripped from the ground by the Giant who swung it.

Jack squints into the light, eyes adjusting to the glare as he (and we) now see a Giant in its entirety, looming directly over us...

It is, at first glance, truly monstrous. Gnarled with tumorous bulges, every muscle gruesomely taut - an enormous, distorted relative of the human race.

CONTINUED:

Flat on his back, Jack gapes up at the Giant in terror.

JACK

Please.... don't...

Jack all the while reaching for his sword. The Giant sees this and grins, looking almost amused by the gesture -

- then raises his mace handle once more and swings its ball and chain right down on Jack, determined not to miss this time -- only Jack rolls out of the way, the mace slamming into the forest floor.

WHIP TO JACK making a desperate run for it! Dodging trees, not knowing where he's going...

The Giant lets out an irritated GRUNT as he yanks his mace free once more, and goes after Jack, swinging the mace wildly, SMASHING down trees as he tears a swath through the woods behind Jack.

JACK'S POV: glancing over his shoulder, sees the looming Giant gaining on him, smashing trees out of its way...

GIANT'S POV: Jack so small below, racing through the woods like a rabbit, quick but scrambling...

The Giant is rapidly gaining on Jack... Jack scrambles up a hillside, suddenly sees Keel in the distance -

JACK

KEEL! RUN!

Keel quickly turns, sees Jack running toward him - and the Giant's head cresting over the hillside.

Keel is momentarily frozen, amazed by the sight of an actual Giant -

Jack running frantically toward Keel - when Jack slips and face-plants into the ground. He looks up in terror -

JACK'S POV: the Giant about to arrive above him -

GIANT'S POV: Jack flat on the ground, his for the killing -

The Giant smirks, savors his death blow -- then suddenly cringes and lets out a brutal HOWL like a foghorn? Whip down to his feet to find Crawe has driven a spearhead straight through the Giant's right calf.

CRAWE

Next time show us a warmer welcome!

CONTINUED:

Crawe twists the spear furiously into the tendon, twisting it for maximum damage. The Giant roars in pain, swings at Crawe but misses.

Keel meanwhile has been joined by the other Guardians, alerted by the ruckus, taking positions around the Giant.

The Giant attacks, swinging his mace with violent abandon, smashing every tree in sight.

Another Guardian (VERNE) sneaks up behind him, feeding what looks like a circular saw blade into a bow-like contraption -

- when the Giant spins on him. Verne tries to get the shot off in time - but the Giant SMASHES down his mace, its massive spikes puncturing the Guardian's armor and pinning his limp body to a tree.

Jack is horrified, unsure what good his sword will do.

KEEL
THERE'S MORE COMING!

Sure enough we can make out TWO MORE GIANTS in the distant, smashing their way through the woods.

The original Giant is after Crawe now, gaining on him -

- when Sharpe hurls an oversize HARPOON through the air, and it pierces the thick flesh of the Giant's throat.

Gurgling blood, the Giant tries to rip the harpoon free, but the weapon's jagged teeth are sunk deep like fish hooks. Meanwhile Sharpe and Keel hold fast to a vine cord dangling from the harpoon's tail end, racing around the Giant and wrapping the cord around his throat...

KEEL
(demanding)
Where's the princess?

The Giant just groans. He drops his mace, grasping at air...

SHARPE
Tell us or die!

The Giant still struggling, arms flailing -

JACK
LOOK OUT!

Keel turns, sees the Giant has snapped a heavy branch from a tree he was flailing for, about to bring it down on Keel -

CONTINUED:

- when Keel jerks the cord, crushing the Giant's windpipe. The Giant stumbles, falls back and winds up **IMPALING HIMSELF** on one of the jagged tree stumps he'd created with his mace.

The ground is now trembling violently as the other two Giants are almost here, crashing through the last of the trees that separate them from the Guardians.

GIANT (O.S.)
(booming, gravelly bass)
Who's there?!

Sharpe turns, readies another huge harpoon to throw -- when a **BOULDER** soars in from nowhere and kills him on impact.

Jack stands no more than a few feet away, shocked by the sight - only to see another boulder soaring at himself -

- Jack dives out of the way, only in doing so tumbles down the opposite hillside. He reaches out and manages to grab a stray root.

Hanging here, Jack struggles to get up, but his feet just kick at loose dirt. He peers down fearfully - it's a long way down this hill, into what God only knows.

UP ABOVE

The remaining Guardians battling the two Giants, both as menacing-looking as the first. One swings a 10 foot, iron-plated club; the other wields a machete the size of a canoe.

One of the Guardians launches a circular saw blade and lops off one of the Giant's ears. This only enrages him more, and a **WHACK** of his club crushes the Guardian into the ground.

ON THE HILL SLOPE

Jack is still dangling from the root he grabbed. Scared.

CRAWE (O.S.)
Jack -

Jack looks up, relieved to find Crowe above him, panting and clutching a sword, arms stained to the elbow in blood.

As Crowe reaches for Jack, he hears a **GUARDIAN SCREAM** O.S.. Crowe grimaces, knows the situation is bleak. He looks down at Jack, clinging to the root...and Crowe makes a decision:

CRAWE
Find the princess!

CONTINUED:

JACK

What?

CRAWE

You have the map! You know the way!

Before Jack can react, Crowe swings his sword down and cuts the root, sending Jack tumbling down the steep hillside.

JACK'S POV: the world a somersaulting blur as he tumbles ass over elbow through the seemingly endless underbrush...

EXT. BOTTOM OF THE HILL

Jack unable to slow himself, banging down, down, down until - WHAP! he slams into the base of a tree trunk. Jack gasps violently, sucking in air. He rises in pain, manages to get to his feet and peer back up the steep hill.

JACK

Crowe!!

No response. He's utterly alone down here. Jack scans his new surroundings fearfully, on high-alert for any danger.

No sign of any giants. Just more brush. Only Jack sees something that catches his eye. He starts forward, pushing aside branches to get a better look...eyes now widening in "holy shit" amazement...

JACK'S POV: parting the brush with his sword, Jack can see the valley outskirts of what is clearly a village in the distance: Gantua.

Jack is at once awed and scared as hell. He manages to take a much needed breath, and repeats Crowe's orders:

JACK

...find the princess.

Jack gathers his gear and his courage, and sets off.

CUT TO:

MOO... A HERD OF COWS are being led over streets paved with massive stones. Tilt up to find they're being herded by a GIANT, and we're immediately struck by the size difference - the cows come no higher than their herder's knees. WIDEN...

EXT. GANTUA - VILLAGE - DAY

...to find ourselves in the center of the village, tossed into the world of the Giants. The novelty of the first few

CONTINUED:

Giants we witnessed is dulled by the sight of giants everywhere, going about their lives. They conduct themselves gruffly, speak brusquely, their movements all charged with the potential for destruction.

They are all huge and deformed to varying degrees, some more hideous than others. But it is a society all the same, only constructed at four times the size. We hear snatches of arguing, fighting, and the occasional gruff laughter.

We take it all in... then pause on a WATER WELL on the side of the road. It's here, behind this well, that we find Jack.

Like a Hobbit among towering Orcs, Jack is small enough to move unnoticed as he darts forward, moving stealthily, keeping his back to the walls, staying undetected -

- when a DOOR bangs open right in front of him! One step closer and Jack would have been crushed. An OLD GIANT gripping a huge mug of ale tumbles out, and looks down right at Jack.

Jack gapes back like a deer in headlights. The Giant blinks, wondering if Jack is some drunk hallucination - when another DRUNK GIANT tumbles out, shoving the Older out of the way.

DRUNK GIANT

Move it!

The Old Giant stumbles, then quickly turns back to where Jack was standing... only Jack is no longer there. The Old Giant looks all around him, no sign of Jack anywhere.

He shrugs it off to his ale, of which he sloshes back the dregs before stumbling off. Only once he's gone does Jack step out from the slim space the open door's handle left between door and wall.

Jack peers around, contemplating his next move - as in the street a GIANT BUTCHER has stopped his meat wagon to talk with another Giant. A GIANT SERVANT passing by leans over the meat wagon, poking around curiously at the stacks of hairy, gutted BOAR CARCASSES piled inside. The Butcher catches him and immediately knocks the Servant back.

GIANT BUTCHER

Keep 'em off, you. These meats are for the King.

"The king?" Jack's head darts up at this. Cut to:

THE GIANT BUTCHER

as he lifts the handles of his wagon and continues on his

CONTINUED:

way... unaware that Jack hangs underneath, clutching the axle of two rumbling wheels as the meat wagon moves out of the village, toward the dark, forbidding hills above -

- in which we soon can discern KING MAGNUS' CASTLE.

Carved right from the mountain itself, the massive castle is an extraordinary feat of construction: Gaudi-esque spires chiseled directly from mountainous rock, walls of polished stone ending in roughly-carved towers. In its awesomeness, however, there is something cold and ominous about it, as if the Sun doesn't dare shine on it.

INT. KING MAGNUS' CASTLE - THRONE ROOM

A colossal stone throne sits empty as we find the King's SENATE in the midst of a meeting [all of them huge and gnarled to varying degrees]. SENATOR RAND reads aloud:

RAND

"...therefore, if my daughter is not returned in two days' time, I will interpret her abduction as a bid for war, and Cloister will meet you on the field of battle." This from Brahmwell.

The Giant Senate erupts in confused murmurs; enough bass in their voices to fry a sub-woofer.

Senator DAGON pounds the floor for silence; he's the most level-headed of the group.

DAGON

I don't understand it. This is insanity.

VOLLGOR (O.S.)

This is typical!

Senator VOLLGOR, older and more militant.

VOLLGOR

First they blame us when their wells dry up. Then they blame us when their livestock die. Now they blame us when their daughters disappear.

RAND

Either Brahmwell's gone mad, or he's concocted this lie to break our peace.

VOLLGOR

Well I say if he's spoiling for a war, let's oblige his "majesty."

CONTINUED:

DAGON

Thankfully, it's not on your authority
such decisions are made.

(to the others)

We need Magnus here. We need our King.

The others echo this sentiment, noise rising - and silenced
by a POUNDING on the floor.

FALLON (O.S.)

That - I'm afraid - is impossible.

All eyes turn to GENERAL FALLON: battle-scarred and
hardened, he is a cold and imposing presence. Beside him
stand his two personal guards, BOBBITT and CLANK, enormous
even for Giants. A fierceness in their eyes.

DAGON

General Fallon, you don't think this
crisis warrants retrieving King Magnus?

FALLON

You know as well as I, this is a sacred
week for my brother. For twenty years he
has spent the anniversary of his son's
death in isolation. You want me to drag
him from his mourning, to talk of war?

RAND

General, were the situation any less
dire, obviously we would never-

FALLON

You have my assurance, I am keeping King
Magnus well informed of all that
transpires. If he chooses to re-join us,
so be it. Until then: I am his voice.

A tense silence. No one dares question him.

INT. MAGNUS' CASTLE - STORAGE PANTRY - DAY

Cold and dank. A GIANT SERVANT inspects the pile of BOAR
CARCASSES that have just been off-loaded. Satisfied with the
lot, he goes off to sharpen his carving knife.

From beneath one of the carcasses we see Jack creep out,
wiping off gore, eyes peeled for any sign of the Servant. He
spies what looks like an exit, makes a run for it.

INT. MAGNUS' CASTLE - LOWER CORRIDOR

Dimly lit and fittingly oversized, the corridor runs in a

CONTINUED:

jagged pattern with the contour of the castle. Jack makes his way quickly but quietly, sword drawn. He pauses briefly to take in a portrait of KING MAGNUS: grey-bearded with a regal bearing, hard eyes beneath a stern brow.

Jack does a sweep of each room he passes, hoping for any sign of Claria -- when he hears the sound of a GIANT SENTRY coming toward him. Jack quickly ducks into

A SIDE GALLERY

concealing himself behind a massive harp with the face of a singing woman carved in its mahogany crown. Hiding with held breath, Jack takes in the other treasures, including a display of beautifully carved, decorative gold eggs.

Only once the Giants' footsteps have receded does Jack poke his head out from behind the harp. He starts to move on -- when his foot knocks something buried under the rug.

Intrigued, Jack lifts the rug and finds a HATCH big enough to accommodate a giant. Jack tries the hatch's handle, but it's too heavy. He wants to pry it open, but how?

CLOSE ON THE "SINGING" HARP

The carved woman's open mouth creeps Jack out, as if she's trying to call for help as Jack hastily hacks loose one of the steel harp strings --

MOMENTS LATER

We find Jack threading the harp string in the hatch's crease like floss around a tooth. Then, holding both ends of the string, Jack tugs with all his strength --

-- and the hatch slowly creaks open, revealing a flight of stone steps below.

INT. MAGNUS' CASTLE - LOWER DEPTHS

Jack descends warily. It's damp and cold down here, clearly a part of the castle that's been abandoned. Cobwebs and mold coat the blackened walls. Jack squints into the darkness as he turns a corner, finds himself in

A NARROWER CORRIDOR, with even more twists and turns than the one above -- and even darker. Jack hesitates, visibly freaked out by how creepy it is down here. He glances back at the steps he just descended, considering turning back --

-- when he hears something around the corner, like a shuffle of feet. Too faint to be Giant steps. Jack cautiously inches forward to get a look around the bend... only to find the

CONTINUED:

distant figure of a LONE MAN some 50 yards ahead. The man is on high alert, stealthily looking this way and that, tense expression illuminated by a torch he's carrying -

It's Roderick! Jack can't believe his eyes, overjoyed and relieved. Jack opens his mouth to call out to him -- when a Giant shadow appears in the torchlight immediately behind Roderick. Panicked, Jack wants to alert Roderick, but knows doing so will only get them both killed -

TIGHT ON RODERICK as he freezes, sensing the presence of the Giant creeping up on him. He spins around to see

GENERAL FALLON, his gruesome features only more sinister in the shadowy torchlight.

FALLON

(low, menacing)

I'll ask again. What are you doing here?

RODERICK

I already told you.

Jack is baffled: Roderick doesn't seem scared?

FALLON

(dubious)

A Gantuan beanstalk.

RODERICK

I half-suspected it was your doing.

FALLON

Well it wasn't. Your presence here could compromise our entire arrangement.

Jack silently inches closer, incredulous.

RODERICK

You think I wanted to come? I had no choice. I'm just lucky I slipped away.

FALLON

How many others were with you?

RODERICK

Nine. Well, ten including the fool peasant who planted the cursed seed.

Fallon considers the situation. It occurs to him:

FALLON

Maybe it's not such a curse after all. Don't you see? You return to Cloister,

CONTINUED:

FALLON (CONT'D)

confirm the Princess is indeed being held captive and that your fellow Guardians were slaughtered. Brahmwell will be blind with rage; any doubts will vanish. He'll rush into battle with no hesitation -

RODERICK

- never once looking back.

(grins)

Yes, I see your point, General.

They start to walk off. Jack tries to keep up undetected.

RODERICK

What about Magnus? Does he suspect?

FALLON

Leave Magnus to me.

RODERICK

(beat; cautiously)

And Claria? Is she -?

FALLON

Not to worry. I spared her, as you asked.

RODERICK

I appreciate that.

FALLON

You should. If it was up to me, she'd be dead by now.

ON JACK, so astonished by what he's hearing - he unwittingly allows the tip of his scabbard to SCRAPE the stone wall.

RODERICK

What was that?

Jack freezes, holding his breath.

FALLON

Some vermin, most likely. This part of the castle is crawling with them.

Roderick isn't so sure. He turns and starts toward Jack, the halo of torchlight inching closer to where Jack stands frozen... closer... just about to illuminate Jack -

- when a heavy door BANGS open from the opposite direction. Roderick turns back to see Bobbitt and Clank joining Fallon.

BOBBITT

You sent for us, General?

CONTINUED:

CLANK

I thought we were to guard the Princess--

Clank then sees Roderick and his jaw drops: a man, in Gantua? Bobbitt too is shocked, huge fists clenching on instinct as he takes an aggressive stance -

FALLON

(tersely intervenes)

This is Roderick, a Guardian of Cloister.
I'll explain later.

The massive pair back down like dutiful rotweillers.

FALLON

In the meantime, he came with others.

(darkly)

Find them.

The henchmen are confused, but trust Fallon. They hurry off.

RODERICK

I'll stay until we're sure they're dead.

FALLON

A handful of men, in Gantua?

(scoffs)

They won't make it to nightfall.

The pair then walk off. Jack shuts his eyes, doesn't dare risk making another sound until they're gone.

SMASH TO:

JACK RACING DOWN THESE SAME CORRIDORS

Frantically searching for any hint of where Claria is.

JACK

(desperate, to himself)

...they said they were just guarding
her... got to be down here somewh--

Jack halts - sees a hairline sliver of amber light ahead. He approaches warily, careful to be as quiet as he can.

A HEAVY DOOR has been left open just a crack. Jack nears, has a hunch. He tugs the door open just enough to slip through it, and into

A STONE SPIRAL STAIRWELL

A 3-foot candle in a candelabra the sole light source.

CONTINUED:

Jack slips the candle from its holder, uses it as a torch. There's a pervasive eeriness to this place as he climbs down the curving flight of treacherously steep stone steps.

He passes large, rusty weapons dangling from cruel-looking hooks along the wall, collecting dust. The last of these weapons makes his skin crawl: a long pole that ends in an open steel clamp like a bear trap on one end. Jack recognizes it, but it's the first he's seen in person.

JACK
(breathless)
A "man-catcher"...

Jack forces himself to look away -- and sees roughly scrawled on the opposite wall in what looks a lot like dried blood:

FEE FEI FO FUM
SMELL THE BLOOD
OF CLOISTER'S SONS

Jack is chilled, struggling to muster enough courage to continue downward -- when he hears a strange sound echoing from below. Is it just a draft? Or could it be the sound of breathing?

JACK
(calls down, warily)
...Hello?

Nothing. Jack forces himself to descend the last steps, his eyes widening as his torch light finally finds a massive cavern that is most clearly

AN ABANDONED DUNGEON

Truly enormous even by giant standards, more cave than room; black, jagged rock walls glisten with dampness. But it's the "floor" that truly astonishes: comprised of a series of at least a hundred RECESSED PITS carved roughly 6 ft. wide and 50 ft. deep. Some of the holes are sealed off by iron bars (like a medieval version of Vietnamese POW cages ala Deer Hunter).

Again, that sound: breathing. Scared, shallow.

JACK
Hello?...Princess Claria?

Silence. And then he hears, echoing from underground:

CLARIA (O.S.)
Who's there?

CONTINUED:

Jack hurries to the floor, traversing the paths between the pits, searching the depths of each hole as he calls out:

JACK

My name is Jack Forrest... I was sent here by your father, King Brahmwell...

Jack desperately trying to find which of the holes she's in - when he nearly passes one with a blur of color at its bottom. He whips back, bends to his knees and shines his candle light through the iron bars that seal off the pit...

...where, 50 feet below, we find Princess Claria. Her dress is dirty and she's a little banged up - but otherwise okay. And to Jack's eyes, clearly more beautiful than he could ever have anticipated. He is, for the moment, speechless.

CLARIA

(calls up)

Are you all right?

JACK

What? Oh -yes, yes of course. Are you?

CLARIA

(a scared smile)

I've been better, actually.

JACK

Don't worry. I'm going to get you out.

CLARIA

How?

Jack pauses - good question. Where to start...

CLARIA

If you have a sword, you might use it to pry the lock.

Jack looks at the lock on the grate. It could work.

JACK

Right.

Jack draws his sword, jams it into the lock, twists at it forcefully -- when he hears a sound under the noise his sword is making: footsteps from above. Jack needs to hide.

JACK

(whispers into hole)

Someone's coming. Wait here.

CONTINUED:

CLARIA

Where else would I go?

JACK

Good point.

Jack then ducks out of sight.

HOLD ON CLARIA, bracing herself as she hears the sound of whoever's entered DESCENDING the steps. CROSSING the pathway between the pits. Finally HALTING above her pit.

She squints up at the grate; she can't make out who it is... But we can. It's Roderick. He lingers at the edge of the pit, just close enough to glimpse her. There's something sadistic in the way he stands here, listening to her breathe. Savoring his power over her.

CLARIA

What do you want?... Answer me!

RODERICK (O.S.)

That's hardly the way to address the man to whom you owe your life.

CLARIA

...Roderick?

Only now does Roderick lean close enough to be seen by her. Even 50 feet below, she can sense a change in him. A malice.

INSERT - ANOTHER PIT

Its grate only half-closed, we find Jack hanging onto the underside of the bars by his fingers, dangling over his own 50 ft drop. He can hear their voices, muted and echoing:

CLARIA (O.S.)

You... you had a hand in this?

BACK TO RODERICK/ CLARIA

RODERICK

Things might have been different. But your father sealed his fate the moment he chose Elmont as his successor.

CLARIA

Roderick, what have you done??

RODERICK

General Fallon and I have an agreement. I deliver Brahmwell's army to the Plains of

CONTINUED:

RODERICK (CONT'D)
battle... while he sneaks Gantua's behind
the walls of Cloister.

CLARIA
That's impossible! There's no way they
could approach the kingdom undetected!

RODERICK
No? He got to you, didn't he?

INSERT JACK IN HIS PIT

awed by this revelation. And then he notices the bizarre,
gross-looking INSECT-CREATURE (like a gelatinous millipede
with a scorpion's pincers) crawling up his leg. It's all
Jack can do not to make noise as he shakes it off.

CLARIA (O.S.)
And you would do this? Betray Cloister?

TIGHT ON RODERICK, a sudden flash of rage in his eyes.

RODERICK
It was Cloister that betrayed ME!

The "ME" echoes across the cavernous dungeon.

RODERICK
Besides, Fallon would have seized control
eventually. He has a vision for his
people. A will to dominate many more
kingdoms than ours.

CLARIA
General Fallon doesn't even rule his own
kingdom. His brother does.

RODERICK
Not for long. Once the Giant hordes taste
war again, they'll be hungry for more.
Which Fallon will provide.

CLARIA
And what did he promise you? A place at
his side, like a lapdog?

RODERICK
Hardly. I'll be installed as Cloister's
lone sovereign, to rule as I see fit.
Answerable only to Fallon.

(beat)
And of course, he promised me you.

CONTINUED:

CLARIA

So that's how my life was spared? That I might be your bride.

We can see it in Roderick's eyes - a twisted notion that Claria will actually agree to this.

CLARIA

I'd rather give myself to the worms.

RODERICK

Well. I could easily grant that wish.

Roderick starts to depart.

RODERICK

You know, years ago when this dungeon was in use, the Gantuans used to dispose of their human captives by simply dropping a large boulder into a hole, crushing the prisoner to death. Rumor has it some of the giants used to season their bread with the pulverized bones.

REACTION SHOTS OF JACK AND CLARIA in their respective pits: both visibly chilled.

RODERICK (O.S.)

I'll allow you some time to further consider my proposal.

Jack hangs still, listens until he's sure Roderick's gone.

CUT TO:

JACK FRANTICALLY WORKING ON THE LOCK WITH HIS SWORD.

Down below, Claria still looks shell-shocked, trying to process all she's learned.

JACK

Almost got it... There!

The lock breaks open. Claria looks relieved. Jack proud of himself as he retrieves a length of rope he'd used in the stalk climb, unspools it.

He then proceeds to pull off the iron grate -

JACK

I'm going to lower some rope. Hold tight and I'll --

CONTINUED:

A RUMBLING cuts him off.

Alarmed, Jack sees the dirt and stone sides of the hole are starting to crumble and cave - the hole was booby-trapped -

CLARIA

The grate! It must have been rigged!

JACK

(fumbling for the rope)

Wait, wait -

CLARIA

Will you stop saying that!

Jack tosses the rope down and she grabs on. He immediately starts pulling her up as more and more debris rains down on her in larger pieces...

Claria climbing the rope even as she's being pulled... A chunk of rock just barely misses her head! The rumbling only getting worse -

Jack tugging with all his might, swinging her out of the way of the crumbling earth as best he can. The cave-in is only getting worse, the walls crumbling like an avalanche, but Claria's almost at the top - all Jack has to do is reach in to grab her wrist...

He leans all the way into the pit to reach for her -- but in doing so his father's MAP that he'd tucked into his jacket SLIPS OUT!

Jack gapes breathlessly as the map falls way down into the pit - and is quickly buried by the piling debris.

CLARIA

(flailing for him)

Jack!

Devastated, Jack has to let the map go and return his attention to Claria, who's about to be buried alive...

...when Jack lunges and grabs her, pulling her out bodily a split-second before the cave-in would have buried her.

CLARIA

That was close... Thank you.

Jack just nods absently, staring at the debris-clogged hole.

Any pride he might have felt in saving Claria is clouded by the devastating loss of his father's map.

EXT. KING MAGNUS' CASTLE - DAY

We find the giant henchman Bobbitt patrolling the perimeter battlements, massive brow furrowed, eyes sweeping the mountainside -

- when sure enough he spies something down below: Keel, standing at the base of the battlement. He's obviously managed to survive the previous attack, but looks haggard and alone as he searches for a way into the castle.

ON BOBBITT as he sneers hungrily.

BACK TO KEEL: tense as hell, eyes darting, sword drawn -

- unaware of Bobbitt creeping up behind him. Bobbitt savors the moment - a low, eager rumble in his throat. Keel hears it, spins and gapes up at the leering Giant. His fear is tinged with exhaustion, Keel knows he's a goner.

Bobbitt doesn't even bother with a weapon; it'll be more fun to kill him bare-handed. He clenches his fist into a sledgehammer, about to strike - when he notices a slight grin on the Keel's lips? Bobbitt frowns when -

CRAWE (O.S.)

aaaaaaaaAAAAAHHHH!!!

Bobbitt doesn't even have time to react as Crowe bounds out of nowhere, a thick jousting SPEAR in one hand and a sword in the other as he LEAPS onto Keel's back and launches off like it was a pommel horse, STABBING the long spearhead straight into Bobbitt's chest! Then, using the spear handle to swing-vault himself even higher, Crowe arcs his sword high over his head, SLICING the Giant's throat ear-to-ear.

All this in a matter of seconds. Bobbitt's eyes glaze as the life drains out, and he collapses to the ground, dead.

Crowe hits the dirt, can't help but exchange a grin with Keel: now that's how you kill a giant.

A third Guardian (LOGAN), the last of the survivors, emerges from behind a rock outcropping, gestures to Crowe and Keel.

LOGAN

I think I found a way in. It's just beyond that-

A VIOLENT ROAR suddenly booms across the mountain.

All three look up to find Clank atop the far battlement, having just discovered the sight of Bobbitt dead below.

CONTINUED:

Crawe quickly turns, hunting for a way to escape -- when five more GIANT TROOPS start to pile out of the castle from all sides, going after the three Guardians.

CRAWE

Scatter! It's our only chance!

Logan bounds over the jagged mountainside, making his retreat toward the distance woods -

- when a huge metal clamp falls over him - he's been snagged by a "man-catcher," its pole-handle wielded by a giant. The weapon's jaws crush Logan's abdomen as he's lifted high in the air, mercifully losing consciousness as the giant smashes his body against the ground to finish the job.

Keel is also on the run, managing to fire off one of his circular saw blades - nails a giant right between the eyes.

Crawe launches a harpoon into the neck of another Giant. As the giant struggles to pry its teeth from his flesh, Crawe hangs on to the vine, seizing the moment not to strangle him but to swing himself onto the castle wall. He grabs on to the edge of a stone, starts to climb up to the battlements.

BACK TO KEEL. He's eyeing a crack in the castle's firmament, thinking he can just fit through and evade the man-catcher being wielded by the Giant bounding after him...

Keel reaches the crack, disappears in it just as the Giant stuffs the trap end of the man-catcher into the crack after him - and from inside the crack we hear KEEL SCREAM.

The Giant smirks as he pulls his man-catcher back out of the crack to find Keel writhing helplessly in its jaws.

The Giant sizes him up curiously, likely he's never seen a human in person before. He pinches Keel's arm, intrigued by its small size - and then rips it right off his torso.

ON TOP OF THE BATTLEMENT

Crawe hears Keel's agonized screams. He flinches, devastated by the loss - knowing he's the only Guardian left.

He peers around the length of the battlement - he's alone up here, although surely not for long. He races down its catwalk, arriving at the far side of the castle now, perched above a steep slope of mountain. He looks down at the vertiginous drop, knows he better not fall -

VOICE (O.S.)

Crawe!

CONTINUED:

Crawe abruptly spins to find Roderick crouched up here on the battlement. Crawe's stunned, almost tearful with relief.

CRAWE

Roderick! How did you--?

RODERICK

I'll explain later. Quickly. This way.

Crawe hurries to join Roderick, following him along the battlement's precarious ledge.

RODERICK

Who else is with you?

CRAWE

(shakes his head gravely)

I'm the last of us.

Roderick wraps a consoling arm around Crawe.

RODERICK

You've always been like a brother to me, Crawe. You know that.

Crawe nods, moved. Then, as Crawe turns -- Roderick brutally jams his dagger into Crawe's back. Crawe gasps in shock and pain. Roderick holds him close.

RODERICK

Forgive me, brother.

With that, Roderick withdraws the blade, sending Crawe tumbling over the edge of the battlement -

- his hefty body tumbling down the mountain slope and finally disappearing into a RAVINE, where it sinks like a stone.

Roderick stares after it, a cold, emptiness behind his eyes where a soul should be.

INT. KING MAGNUS'S CASTLE - THRONE ROOM - LATE DAY

CRASH! Fallon drops the armored bodies of Keel and Logan - as well as the battered corpses of Sharpe, Verne and two other dead Guardians recovered from the outskirts - onto the center of the stone floor. A gruesome display.

FALLON (O.S.)

I'm afraid the message is all too clear.

The Senators stare aghast as Fallon addresses the room.

CONTINUED:

FALLON

If we do not meet Cloister in battle,
they will bring the battle to us.

RAND

There must be another tact we can-

FALLON

(points at the dead bodies)

They were assassins, Senator. Sent here
to murder my brother, your King.

Uneasy murmurs ensue. The evidence impossible to ignore.

FALLON

I'm off to confer with Magnus now. Should
he choose war, he will need your support.
How will you respond?

Silence. Rand opens his mouth, about to protest -

- when Vullgor pounds his club on the table in approval of
war. Soon, another follows... and another... until the
punishing sound of pounding clubs fill the room.

INT. MAGNUS' CASTLE - CORRIDOR OUTSIDE THRONE ROOM

Fallon is exiting when he's approached by a worried Clank.
Clank whispers something to Fallon, who frowns anxiously --

INT. MAGNUS' CASTLE - DUNGEON - MOMENTS LATER

Fallon and Clank are standing above the pit in which Claria
was being held, now filled to capacity with dirt and rock
from the cave-in. Roderick stands a few feet away, furious.

RODERICK

You swore to me she'd be spared. Our pact
is meaningless if I can't take you at
your word.

FALLON

Careful, Guardian. I may be large, but
don't overestimate my capacity for
insult. This wasn't our doing. The pits
are triggered to prevent escape.

RODERICK

Escape?

FALLON

We searched the rubble and found no sign
of the Princess. Only this.

CONTINUED:

Fallon hands Roderick Jack's faded, tattered map, now looking even worse than it did. Roderick blanches.

FALLON

(menacing)

Maybe it's your word that shouldn't be trusted. You assured me all your fellow interlopers were dead.

RODERICK

They were - I mean they are. All but one. I just assumed he'd be the first to die.

FALLON

Your assumptions are proving hazardous.

RODERICK

Don't worry, I'll help you find them. And given what's transpired, you're at liberty to kill them both.

FALLON

(icily)

How big of you.

Fallon shoots Clank a look to move out. Clank does, glaring at Roderick, who finds himself feeling more vulnerable than he anticipated.

EXT. MAGNUS' CASTLE - OUTLYING WOODS - LATE DAY

The sun hangs low over Gantua as we find Jack and Claria escaping into the woods on the far side of the castle.

Catching their breath in a dense thicket, Jack plucks a large leaf from a branch, and uses a stick to scrawl on it.

CLARIA

What are you doing?

JACK

Redrawing a map my father once made of the area. I had most of it memorized...

(looks around)

If I'm right, there's a river near here that runs directly to the Eastern Ridge.

CLARIA

The Eastern Ridge?

CONTINUED:

JACK

According to my father it's the way back to Cloister. It's only reachable by a river, which should be right around here.

Claria follows, trudging through the thick brush.

CLARIA

Was your father a Guardian too?

JACK

Too?

CLARIA

You are a Guardian, aren't you? I just assumed...

Jack hesitates; then:

JACK

Sure. Yes, of course I am. A Guardian.

She looks slightly disappointed, but Jack doesn't catch it.

CLARIA

I figured as much. Though I'll admit, you're not like most Guardians I've met.

JACK

(uneasy)

Why not?

CLARIA

I don't know. It's just, well there's a way Guardians carry themselves. A certain swagger of entitlement - or just plain arrogance, really.

(off his reaction)

Sorry. I have an unfortunate habit of speaking my mind.

JACK

No, I'm just surprised to-

CLARIA

(cutting him off)

But take Roderick for example. Set aside his assumption that marrying him is somehow preferable to death. When you think of what he's done - betraying King and kingdom - only a Guardian could possess such a noxious combination of

CONTINUED:

CLARIA (CONT'D)
self-interest, barbarity, and unbridled
audacity.

JACK
Do you always talk like that?

CLARIA
Like what?

JACK
Like a book?

CLARIA
(mildly offended)
I take it you find eloquence in a
Princess un-lady-like.

JACK
Huh? Oh, no - actually, I meant it as a
compliment. Honestly.

CLARIA
(awkward)
You did? Oh. Well - thank you.

JACK
Though I do think you're being a little
unfair. I mean, you make Guardians sound
as bad as Giants.

CLARIA
Who's to say they're not?

JACK
(laughs)
Come on.

CLARIA
Do you know many giants?

JACK
You mean other than the ones who tried to
kill me today?

CLARIA
Only because you trespassed.

JACK
On my way to rescue you!

CLARIA
From Fallon and Roderick. The rest of
Gantua has no idea I'm here. To them
you're nothing but a hostile intruder.

CONTINUED:

JACK

You can't be serious. We're talking about Giants! Bloodthirsty, savage beasts -

CLARIA

Once again I'd ask how you know this to be true? From some war stories passed down by blowhards bent on making themselves appear as heroic as possible?

She's touched a nerve. Jack looks genuinely annoyed.

JACK

They're Giants. Our sworn enemies.

CLARIA

I see. Well that explains everything. I stand corrected... You're just like every other Guardian I've met.

They march on in silence, each exasperated by the other.

EXT. DEEPER IN THE WOODS - SHORT TIME LATER

The sun lower in the sky. Jack and Claria trudging on, still not speaking. Jack consults the leaf on which he'd scrawled, looking far less confident they're going the right way.

CLARIA

You have no idea where we are, do you.

JACK

The river should be here.

CLARIA

Perhaps they moved it?

Jack shoots her an irritated glare.

CLARIA

Is it possible the fault lies with your father's map?

JACK

It's not the map, okay? I'm sure I'm just remembering it wrong. And you're not making matters any easier by-- Wait.

Jack is staring at a MARSHY SPOT at his feet. He prods it.

CLARIA

What is it?

CONTINUED:

But Jack is already racing up a slope, kicking dirt as he climbs closer to the rising sound of RUSHING WATER...

... from a RIVER now visible below! Jack beams, as relieved to find it as he is to have his faith in the map restored.

JACK

You see? What did I tell you!

He turns to Claria arriving at the hilltop beside him. Seeing how ecstatic Jack is, Claria can't help but smile.

CLARIA

Congratulations. Now what?

JACK

Now what? I'll tell you now what...

Jack hurries toward the river, gathering vines as he does.

JACK

I make us a raft and we sail straight down to the Eastern Ridge. We'll be in Cloister by morning!

He's already rolling logs and binding them with vines.

Claria watches from afar, still smiling despite herself.

EXT. ANOTHER PATCH OF MOUNTAINSIDE - LATE DAY

Along a steep slope overrun with dense trees, a fat, black WOOD RAT noses hungrily along the forest floor. The rat SNIFFS something buried in a mound of dead leaves. It crawls up, claws at the leaves to reveal a closed human eyelid. The rat bares its sharp teeth, about to feast on the corpse -

- when the eye blinks open and a meaty hand shoots out from beneath the leaves, swatting the rat into oblivion as Crowe sits up in the leaf pile, sputtering back to consciousness, every inch of him hurting like hell.

Dazed, he now recalls where he is and why. Quickly struggles to get to his feet -- when he hears HOOVES approaching. He freezes, ducking into the leaf cover as he peers out to see

Roderick on horseback, General Fallon and Clank marching beside him, gazes fixed cruel and purposeful.

Crowe holds his breath...remaining utterly still as they pass along a ridge directly above him.

EXT. THE MOUNTAIN RIVER - LATE DAY

As a luminous dusk settles over the mountain, we find Jack and Claria standing on the raft Jack built, riding the current at a decent clip, Jack steering with a long branch.

CLARIA

I have to say, I'm impressed. How did you know the river would be over that hill?

JACK

Just one of those things you learn growing up on-- well, growing up. My grandmother says my father had a feel for the land. I guess I got it from him.
(admits)
He wasn't a Guardian. Just a farmer.

CLARIA

I take it he's passed on?

JACK

Killed in the war by General Agnon.

CLARIA

I'm sorry. I suppose that has something to do with your attitude towards giants.

JACK

(studies her a beat)
You really aren't scared of them?

CLARIA

Of course I'm scared of them. Both sides have good reason to fear the other. But do I believe they have the same capacity for good and evil that we do? Yes.

Jack considers this, intrigued even if he doesn't agree.

CLARIA

Anyway, I didn't mean to be so hard on you before. I have a tendency to get argumentative. Particularly under duress.

JACK

It's fine. Really.

CLARIA

Well if I offended you, I apologize.

JACK

You? Apologize to me?

CONTINUED:

She nods. Jack feels bad about deceiving her...

JACK
Princess, there's something I should tell you. When I said I was a Guardian-

CLARIA
Please. It's Claria.

JACK
Claria then. I-- Whoa!

A stone in the water causes the raft to lilt, and Claria to stumble - about to fall off when Jack grabs her hand and tugs her in. She catches her breath, pressed up against him. She stares at Jack's hand as he gently releases hers.

JACK
You all right?

CLARIA
Yes, I was just...noticing your hands.

JACK
My hands?

CLARIA
Yes. They're - nice.

Embarrassed, she averts her eyes, only to find Jack's.

CLARIA
I'm sorry. I don't know where my head is.

JACK
You've been through a lot. I'm sure you're anxious to get back to your father.

(carefully)
And to Elmont, of course.

Claria hesitates - then briefly nods, even as her eyes remain fixed on Jack's. A palpable spark between them.

CLARIA
Before, you were going to tell me something...?

JACK
It's...not important.

A loaded silence, each lost in the other, an unmistakable chemistry between them -

CONTINUED:

- when Claria's brow furrows.

CLARIA

Jack? Are we slowing down?

Jack looks concerned, noticing the water has become more tranquil as their raft drifts around a bend...

... to reveal that the landscape actually plateaus here... and the "river" Jack was so sure would lead them to the Eastern Ridge has, in fact, abruptly dead-ended in a pool of utterly still water. Their raft is barely moving.

CLARIA

Maybe we've reached the Eastern Ridge?

JACK

I don't know...

He squints into the fading light at a DARK, MENACING FOREST that surrounds all sides of the pool in which they're now floating aimlessly.

CLARIA

Should we get out?

Jack looks back at the water that's dropped them here.

JACK

I don't think we have much choice.

EXT. WOODED OUTSKIRTS - DUSK

Roderick, Fallon and Clank arrive at the spot where Jack and Claria entered the "river." Clank picks up shorn bits of vine Jack left behind as Fallon notes sled-marks in the shoreline left by Jack's raft.

RODERICK

At least we know we're on the right path.

Fallon allows a slight grin, which Crank quickly mimics.

FALLON

We know more than that. There's only one way this water leads: to The Darklands.

RODERICK

The "Darklands?"

FALLON

Let's just say you can now report the Princess's death in earnest.

CONTINUED:

FALLON (CONT'D)
 (peering downstream)
 They'll never make it out alive.

EXT. "THE DARKLANDS" - NIGHT

Jack and Claria are passing through an unnervingly dark stretch of forest, keeping close as they carefully climb over rocks, squinting in the blackness.

Jack's foot snags something and he stumbles.

CLARIA
 Jack!

JACK
 I'm all right. Just caught my foot on something -

He peers down to see what - and finds he's stepped into the eyehole of a Giant's skull. Creeped, he quickly pries his foot free and looks to Claria, equally unnerved. Jack draws his sword as they continue onward.

DEEPER INTO THE DARKLANDS

Jack and Claria now descending toward a clearing. In the distance, something is visible - a pair of tiny red lights?

CLARIA
 What is that?

JACK
 I can't tell. It's too dark.

And then another pair of red lights blink to life - these are closer, and on their right. They emit an eerie glow.

CLARIA
 Jack...?

Jack wields his sword protectively as yet more red dots appear, some to their left now, more behind them.

And then a jarring HOWL breaks the stillness -- as one-by-one, ravenous TIMBER WOLVES emerge from the forest. Eyes blazing bright red. Fangs dripping.

A dozen more glowing red lights appear. Two dozen. Too many to count now. Hundreds of them. A sea of fiery eyes carpeting the entire stretch of forest, as far as the eye can see.

This is no mere wolf pack. They are literally everywhere.

CONTINUED:

JACK
(whispers)

Run.

Claria hesitates. Feet rooted to the ground, when a rising chorus of growls and snarls fills the air...

JACK

RUN!

The timber wolves pounce as Jack and Claria bolt from the clearing, racing as fast as they can, the furious barks and howls of the wolves echoing through the darkness.

Thousands of pounding paws. Jaws snapping, spraying drool. Closing in on Jack and Claria from all sides...

Jack sees this, knows there's no way they can escape. Eyeing the nearest tree, Jack launches himself up, pulling Claria behind him -

SNAP! as a wolf tears a piece of Claria's dress. Jack swipes at the wolf with his sword, brushing it back as he and Claria scramble up through the branches.

They climb higher and higher, entering

A CANOPY OF TREES

Jack leads the way as they gingerly climb from branch to branch, the wolves below howling furiously, carpeting the entire forest floor beneath them.

Jack crawls ahead, testing each branch to make it can hold them -- CRACK! a branch snaps, Jack about to fall, only this time it's Claria who grabs him, helping him regain his grip.

They exchange a brief, terrified smile, then continue climbing across the branches from tree to tree, arrive at

A DECAYING, LOPSIDED TREE

As Jack and Claria carefully step onto the decaying tree's brittle branches, they stop on seeing -

No more branches. No more trees. Instead a GAPING GORGE stretches out before them. A perilous drop into a seemingly bottomless void. Jack and Claria look to each other, neither knowing what to do when -

The dead tree buckles. Shakes. Jack and Claria hold on as the daring band of wolves slowly move up the dead tree's

CONTINUED:

tilted trunk, making their snarling ascent toward Jack and Claria. The ALPHA WOLF suddenly darts up the bark -

CLARIA

Jack!

Slash! Jack swipes at the wolf with his sword, knocking the snarling animal off the tree and down to the forest floor. Whoosh! another slain wolf tumbles beside the first. Still, Jack can't fend them all off for long.

As the wolves climb higher, the dead tree shakes and groans... lurching even further out over the gorge. The more weight the wolves put on the tree, the further it bends. Jack scans the gorge's opposite rim. Might as well be miles away. Then -

JACK

We have to move higher.

CLARIA

Higher??

Jack continues to scramble up, Claria right behind him. Below, the wolves bite and tear at the air, whipped into a howling, barking frenzy.

Jack and Claria continue to climb higher and higher, toward the thinner, narrow branches -

-the pursuing wolves continue to climb, forcing the buckling tree to creak and groan. Moving higher and higher, until -

JACK

Hold on tight!

Jack and Claria wrap themselves around the tree's rotted trunk when -

SNAP! The weight of Jack, Claria and the advancing wolves are too much for the dead tree to bear. With a thunderous crack, the tree's trunk splits, sending the enormous tree toppling over the gorge... its top CRASHING to the far side.

WHAM! Jack and Claria clinging for dear life as the impact knocks the startled wolves off the tree and into the abyss. Howling and barking, the wolves vanish into the darkness.

Wasting no time, Jack and Claria leap onto the far side of the gorge... as more wolves now boldly tear across the newly-created crossing...

Using all their strength, Jack and Claria desperately push at the top of the trunk, finally managing to nudge it over

CONTINUED:

the edge seconds before the pursuing wolves arrive - sending the tree and the snarling wolves plummeting into the void.

Jack and Claria stand at the edge of the gorge, gasping for air, amazed to have escaped with their lives.

EXT. A DESCENT FROM THE GORGE RIM - MOMENTS LATER

Jack and Claria hurrying away. Claria looks at once frazzled and exhilarated.

CLARIA

We did it. We actually did it! You were great... I was great! We were great!

Only now does she notices Jack how troubled Jack looks.

CLARIA

Jack?...What's wrong?

Jack gestures to the wilderness beyond them.

JACK

We're lost, for starters.

CLARIA

So? We're alive!

JACK

No thanks to me.

(shakes his head)

Don't you get it? I almost got you killed! And all because of this...

He takes out the leaf on which he'd scrawled, throws it to the ground. Claria stays silent, feeling for him.

JACK

I was so desperate to believe in it. In him. No matter what anyone said, I was sure I knew the real story. But maybe I'm the one who was wrong. Maybe he was just like that map of his: a fake.

(a beat; looks to Claria)

And the truth is, I'm no better.

CLARIA

Jack, don't say that-

JACK

I'm not a Guardian, Claria. I'm just a poor farmer. Nothing more.

Claria is at a loss for words, not sure how she feels.

CONTINUED:

JACK

I didn't mean to lie to you. I guess I just wanted you to see me that way. To see myself that way... I'm sorry.

He walks ahead, head hung low. Claria lags, staring after him as she processes all he's said. Then abruptly:

CLARIA

Stop.

Jack just keeps walking.

CLARIA

I said stop.

Jack does, glances back as she marches right up to him.

CLARIA

I don't appreciate being deceived. Nor the implication that I would have somehow treated you differently had I known your true station. I consider it an insult, and an affront to my character, and demand, as your Princess, that you make sufficient reparations.

JACK

I -- I will, but I'm not sure how you-

She suddenly plants a brief but firm kiss on Jack's lips.

CLARIA

That's how.

She abruptly turns and walks on ahead, leaving Jack reeling.

CLOSE ON CLARIA: almost as shocked as Jack is by what she just did.

EXT. MOUNTAIN PASS - NIGHT

Wide on the night sky over the Whispering Mountain as snow flurries begin to fall.

Below we find Jack and Claria still trekking, braced against the cold. They walk in somewhat awkward silence, each lost in thought, most likely about the other.

Claria sees something up ahead -

CLARIA

Jack, over there...

CONTINUED:

He looks off to where she's pointing. Sees it too.

JACK

It looks like some sort of burial ground?

EXT. GIANT BURIAL GROUND - NIGHT

Jack and Claria move through rows of huge, looming headstones dusted by the flurries.

And then Jack abruptly stops in his tracks. His eyes are narrowed on something up ahead.

CLARIA

Jack?

But Jack is too transfixed by what he sees, pacing toward what we now make out to be a statue of a fierce-looking Giant, posed in armor. Beneath it is inscribed "**GENERAL AGNON. SON OF MAGNUS. HERO OF GANTUA.**" Beyond the statue stand doors to the long dead General's CRYPT.

Jack remains before the statue, peering into the stone face of this figure who loomed so large in Jack's imagination.

CLARIA

(quietly)

You said he killed your father?

JACK

(conflicted)

So I thought. Most likely my father never even set eyes on him.

INT. GENERAL AGNON'S CRYPT

Jack and Claria poke their heads into what proves to be a fairly massive crypt, built out of marble. First thing they notice is a pyre in the far corner, still smouldering.

JACK

(realizing, tense)

Someone's been in here.

CLARIA

Jack?

JACK

We should go-

CLARIA

Jack. Look...

CONTINUED:

He follows her gaze to the marble walls on which a detailed relief has been carved: a series of panels illustrating the life and achievements of General Agnon. The first panels depict the Giant boy tutored at the knee of his father, King Magnus.

But it's the last of the panels that caught Claria's attention - and that now mesmerize Jack as he steps closer and closer, staring in amazement...

They depict General Agnon battling against a lone man who is undeniably Jack's father. Even carved in marble, his resemblance to the figure in Jack's story - and to Jack himself - is unmistakable.

CLARIA

Is that -?

Jack nods, wholly overcome with a flood of emotion.

JACK

It really was true... It was all true...

An awed trace of a smile on Jack's face - starts to fade.

JACK'S POV: EXTREME CLOSE ON THE LAST RELIEF PANEL

The expression carved on his father's face is so full of hatred and rage it is almost a caricature of evil.

CLARIA

What's wrong?

JACK

Look at his face. It's the same way we depict them.

Claria nods, recognizing that Jack is experiencing an epiphany here -- when they hear a THUD from outside: a Giant's FOOTSTEPS.

WHIP TO THE CRYPT'S STONE DOOR as it creaks open, and a Giant enters (his back to us), carrying in his arms a bundle of wood to add to the pyre; arriving at his face as he turns, we recognize it is none other than KING MAGNUS.

REVERSE TO MAGNUS'S POV: the crypt seemingly empty now.

Magnus takes only a few steps when he halts, sensing he's not alone. He scans the crypt's dark corners warily.

MAGNUS

Who's here?

CONTINUED:

INSERT JACK AND CLARIA

Hiding in the darkness behind a decorative stone urn.

JACK
(whispers)
Whatever happens, don't move.

CLARIA
Why? What are you doing?

JACK
I won't let him find us both.

BACK TO MAGNUS

Sure there's someone in here with him, he abruptly booms:

MAGNUS
Show yourself!

Magnus's voice practically shakes the crypt walls. A beat - and then from the shadow Jack steps out, his sword in drawn but held at his side.

Magnus stares down at Jack a beat - completely incredulous.

MAGNUS
A man...? In Gantua?

Jack peers up at the grey, imposing King.

JACK
You're King Magnus, aren't you.
(a beat; tense)
My name is Jack Forrest.

Hearing the name, Magnus frowns in confusion - then quickly turns to the walls, noting the resemblance between Jack and the figure on the marble relief.

MAGNUS
You're - his son?

Jack nods, nervous as hell. Magnus stares piercingly at him.

MAGNUS
I see.

Jack instinctively grips his sword hilt, expecting Magnus to lunge at any moment. But instead Magnus exhales, sorrowful.

CONTINUED:

MAGNUS

I suppose it's fitting. 20 years to the day, your father and my son met in battle, and so met their ends. Now here you are, come to slay me.

Confused by Magnus' attitude, Jack is unsure how to respond -

JACK

No. No, I -

CLARIA (O.S.)

He came to save me, your majesty.

Claria steps out from the shadows.

CLARIA

I was held prisoner by General Fallon.

Magnus stares, takes a moment to piece it together, stunned:

MAGNUS

You're Claria. Brahmwell's child...
I don't understand. My brother swore to me he had no hand in your abduction?

CLARIA

He lied, your majesty. As did my father's most valued Guardian, who betrayed his own people for a chance to rule them.

MAGNUS

(realizes)

So they intend to start a war.

CLARIA

You have to stop them.

Magnus looks deeply worried.

MAGNUS

You make it sound simple. For ages, mankind has feared giants because of their size, and giants fear men because of their numbers. It was only a matter of time before our fragile truce was broken.

JACK

It doesn't have to be.

Magnus looks uncertain, about to reply -- when outside a Giant is heard approaching. Magnus knows immediately who it is.

CONTINUED:

MAGNUS

My brother. Quickly, hide yourselves -

The door opens and Fallon enters, Jack and Claria ducking out of sight just in time. Fallon looks suspicious.

FALLON

I heard voices.

Magnus stares hard at his brother, seeing him in a new light. His tone is cold and flat:

MAGNUS

Prayers of mourning. Nothing more.

FALLON

I see. Well I regret that I must again intrude upon this sacred time - but the hour is at hand, my brother.

In his arms we see Fallon has brought with him a regal-looking BATTLE HELMET and CAPE. He extends it to Magnus.

FALLON

Men have been found - here in Gantua. It's only a matter of time before more arrive. We must defend ourselves.

MAGNUS

And we will.

Magnus then pushes aside the battle helmet and cape, to Fallon's surprise.

MAGNUS

But under no circumstances will we attack first. Is that understood?

Fallon glares, trying to mask his shock and contempt.

FALLON

Brother, I fear grief has weakened your resolve.

MAGNUS

(accusatory)

And I fear a lust for power has poisoned yours.

FALLON

I serve Gantua, not myself. Even if it means having to place kingdom over King.

CONTINUED:

MAGNUS

What exactly are you saying, Fallon?

FALLON

Our people thirst for battle. Cloister will pay for their insolence. And so will all the other Kingdoms of Men.

MAGNUS

You dare undermine my rule?!

Enraged at his hubris, Magnus charges at Fallon -- and is knocked to the ground by Clank, who has snuck in behind him.

INSERT JACK AND CLARIA: watching from the shadows but helpless to interfere -

BACK TO MAGNUS ON THE CRYPT FLOOR as Fallon grabs a smouldering log from the pyre and presses it to Magnus's back to keep him down, sizzling his flesh.

FALLON

Rest, brother. I can manage from here.

Clank opens the crypt door for Fallon, who exits. Magnus struggles to his feet as he hears the crypt door slam - then the sound of it being sealed by a massive tombstone.

Magnus SLAMS his bulk against the door, but it's no use. He's trapped in here. He turns to find Jack and Claria stepping out from the shadows, equally distressed at being trapped here as well.

EXT. GANTUA - CASTLE WALLS - NIGHT

As the snow flurries continue to fall, we see HUNDREDS OF GIANT SOLDIERS amassed below the walls, ready for battle.

ON A BALCONY ABOVE, a figure steps out onto the battlement. We recognize it's Fallon - but dressed in Magnus's cape and distinctive battle helmet (which obscures his entire face, except his chin) he's easily mistaken for King Magnus by the crowd below, who instantly erupt in ROARS.

"MAGNUS" (FALLON)

FOR TWENTY YEARS WE'VE ENDURED THEIR
INSULTS. LIVED IN RETREAT AND DISGRACE.
NOW THE TIME HAS COME FOR CLOISTER - AND
SOON ALL MANKIND - TO RECOGNIZE THE TRUE
ORDER OF THIS WORLD. WE ARE BIGGER. WE
ARE STRONGER. WE ARE GIANTS!

(a throaty roar)

GANTUANS! TO WAR!

CONTINUED:

Whipped to a frenzy, the Giant army explodes with battle cries, weapons raised, torches burning, thirsty for blood.

EXT. GIANT BURIAL GROUND - NIGHT

A thicker blanket of snow now drapes the statue of Agnon and his crypt. We hear a muted THUD. Silence. Then another THUD.

INT. CRYPT

King Magnus is slamming his bulk against the stone that seals the crypt. WHAM! it budes only another inch.

CLARIA

We have to get back to Cloister.
Roderick's surely on his way there now.

MAGNUS

Roderick?

CLARIA

The traitor I spoke of. His role is to lead Cloister's army out into the Great Plains - and in doing so, leave the kingdom walls undefended.

MAGNUS

But the Great Plains are the only way for our troops to approach Cloister?

JACK

Apparently there's another route.

MAGNUS

If there is, I don't know it. After I lost my son, I wanted nothing to do with the stewardship of our armies. That I entrusted to my brother.

Magnus shakes his head, then with a surge of outrage, again SLAMS his bulk against the stone. Despite his age, he's even stronger than he looks. The massive stone is wrested another 3-4 inches. His shoulders bloodied and bruised, Magnus again hurls his bulk into the stone. Again it budes some more.

MAGNUS

Try now.

Jack and Claria approach the sliver of an opening Magnus has managed. Not nearly big enough for a giant to fit through -

- but enough for Jack and Claria. The pair look back at King Magnus, reluctant to abandon him in here.

CONTINUED:

MAGNUS

Follow the lay of the mountain. You'll find the Eastern Ridge before long.

Jack is about to do so - then remembers the wall relief. He humbly approaches Magnus.

JACK

I'm sorry about your son.

MAGNUS

And your father.

Jack nods gratefully. A deep respect for the giant King.

MAGNUS

Now go. Before time runs out on us all.

EXT. BURIAL GROUND - NIGHT

Jack and Claria emerge from the crypt. Jack searching the darkness for which way to proceed.

CLARIA

You look worried?

JACK

I am. Even if we find the Eastern Ridge, there's no telling how long it'll take us to climb down.

He starts forward, guides Claria past one of the headstones -
- when a DAGGER TIP is suddenly pressed to Jack's throat.

VOICE (O.S.)

Unhand her, or I bury this dagger to the hilt.

Jack freezes, terrified - and then recognizes the voice:

JACK

Crawe?

CRAWE

Jack??

Crawe lowers his dagger, gasping in relief, emotional.

CRAWE

I thought you were Roderick!

He grabs Jack in his husky arms, embraces him like a bear.

CONTINUED:

CRAWE

Roderick, he -

JACK

I know.

They exchange a look, both stung by Roderick's betrayal.

CRAWE

Princess, forgive me for scaring you.

CLARIA

(smiles, recovering)

That's all right. Crawl, is it?

Crawl nods. Jack notes how banged-up Crawl looks.

JACK

What happened to you?

CRAWE

I'll tell you later. Right now we've got to worry about them.

Crawl points to what at first glance looks like a trail of fireflies in the distance - but quickly reveal themselves to be the torches of Fallon's army on the march.

JACK

(worried)

They're heading this way?

CRAWE

Of course they are. It's the way down.

(grins)

I followed our friend Roderick. Fallon showed him how to do it.

JACK

Do what?

EXT. A CREVICE IN THE MOUNTAIN

We recognize it as the same one we plunged into at the start of our film. Crawl proceeds first, a burning branch in his hand illuminating the entrance to a mine, now abandoned to time, its mouth roughly boarded up.

Crawl approaches the boards (cracked tree trunks, nailed together by spikes). He fishes around, finally seizes one.

CRAWE

Stand back now.

CONTINUED:

Jack and Claria step back, confused - when Crawe pulls down on one of the boards and reveals it to be a lever of sorts, the seemingly rough-shod boards are in fact all one piece - like a gate that now creaks open, revealing

An immense, very dark TUNNEL just beyond. Jack and Claria look on in astonishment.

CRAWE

The old mines - hollowed out and linked together. A near 20 years in the making, on General Fallon's secret orders.

JACK

You mean like a tunnel?

CRAWE

Give you one guess where it leads.

Jack looks to Claria with renewed hope. She beams nervously back at him as they start into the mouth of the tunnel.

Crawe catches the look, surprised by the intimacy of it - then follows after them into the tunnel.

EXT. KINGDOM OF CLOISTER - DAWN

Hard frost coats the farmlands as the snow from the mountains now arrives in Cloister. Drifts whip across the Great Plains, find the rooftops of the village behind the kingdom walls, and the parapets of Brahmwell's castle.

INT. JACK'S FARMHOUSE - DAWN

Jack's grandmother is feeding a dying fire when she notices something in the window. She pads over to the frosty pane, blanching in fear at the sight of Roderick in the distance, returning alone, crossing the farmlands in the direction of the kingdom, his armor stained with grime and blood.

INT. BRAHMWELL'S CASTLE - WAR ROOM - EARLY MORNING

Overcome with grief, Brahmwell holds a piece of Claria's torn dress while Roderick delivers his account to Brahmwell, Elmont, and the King's council... all equally stricken.

RODERICK

By the time I found her, it was too late. As for the men I brought, all were slaughtered without mercy. I only just managed to escape, after witnessing Magnus order his armies to battle. No doubt they're on their way.

CONTINUED:

RODERICK (CONT'D)

(lowers his head)

I'm sorry, my King. I failed you.

Brahmwell offers no reply. A shell of himself.

ELMONT

(brimming with rage)

Gantua will pay, and pay dearly.

BRAHMWELL

No. No payment will ever make this right.

ON RODERICK: privately tenses, worried Brahmwell might be too distraught to call for war -

BRAHMWELL

But they'll suffer just the same...

Roderick. Gather every last Guardian and assemble them on the Plains of battle.

A hint of relief in Roderick's cold eyes as he nods.

INT. SECRET TUNNEL

The black, cavernous tunnel twists downward within the belly of the Whispering Mountains. A truly mammoth sight.

Crawe, Claria and Jack each carry a burning branch for visibility. Claria suddenly stumbles in the dark. Jack quickly turns, anxious:

CLARIA

Sorry. I just stumbled on a -
(squints down, disgusted)
- dead rat.

JACK

Are you all right?

CLARIA

(smiles)

After what we've been through?

Jack smiles back, and they continue forward.

ON CRAWE, looking more perturbed. He "accidentally" knocks his burning branch against the wall, cracking off the burning end.

CRAWE

Damn it... Jack, help me light this, will you? I've got some flint with me.

Jack goes to Crawe to help him re-light the branch.

CONTINUED:

CRAWE
(whispers)
Have you lost your mind?!

JACK
What are you-

CRAWE
You're a farmer, Jack! She's royalty!

JACK
(evasive)
So?

CRAWE
So I've got eyes. As does her father -
and her intended, or did you forget about
Elmont?

JACK
I'm not sure she wants to marry him,
Crawe.

CRAWE
Of course not. Why would she, when she
could live in poverty and exile with you?

Jack avoids Crawe's eyes, his bubble bursting.

CRAWE
Listen, Jack. I don't like many people.
Hardly any, in fact. But I like you.
That's why I'm telling you, whatever's
gone on between you two - leave it on the
mountain. For your sake and hers.

Jack doesn't reply, grappling with this. Crawe ignites his
flint, about to set it to his branch when -

The ground starts to quake. Stones spill.

CRAWE
(to Jack and Claria)
Hide!

Jack and Claria both turn to see -

THE ENTIRE GANTUAN ARMY APPROACHING. As they come nearer -

HUNDREDS UPON HUNDREDS OF ARMOR-CLAD GIANTS march down
through the mountain's hollow passage, Fallon in the lead. A
sea of CLUBS, MACES and TORCHES. Steel clanks. Feet thunder.

CONTINUED:

Just a few feet away from the train of giants we spy

A DIM ALCOVE

in which Jack, Claria and Craze hide as the endless procession of Giants trample past.

EXT. BRAHMWELL'S CASTLE - EARLY MORNING

Snow falling from grey skies, a bitter wind sweeping across Cloister as GUARDS stand at attention in the towers, eyes trained on the distant Whispering Mountains. From below we hear the iron CREEEAAK of

THE KINGDOM WALL GATES being raised. The neighs and hooves of horses precede the tremendous clamor of THE GUARDIAN ARMY as they tear through the gates.

Strapped in their rugged armor, various Giant-killing weaponry across their horses' backs, they shout battle cries above the din as they spill out toward the Great Plains, King Brahmwell in the lead... Roderick by his side, his fierce look a mask for how pleased he is inside.

INT. SECRET TUNNEL - EARLY MORNING

Jack, Claria and Craze look exhausted as they near the first slits of daylight up ahead. As they approach, they note the remnants of what was a hasty but massive excavation, only just completed as evidenced by piles of dirt and rubble. They crawl over the debris, heading up and emerging in

INT. CLOISTER ARMORY

Now emptied of people and armaments. Just a bare hall with a massive pit in what was once its floor. Craze hurries to the far doors, throws them open in panic -

CRAZE

No...

EXT. ARMORY/ REAR PERIMETER OF BRAHMWELL'S CASTLE

- to reveal the swath of destruction the Giant invaders have just left in their wake. BODIES OF SENTRIES stationed by the castle entrance are strewn amid mounds of debris and trampled earth. Their abandoned horses roam freely; one still carries the lower half of a Sentry in its saddle.

CLARIA

(terrified)

We need to find my father.

CONTINUED:

Crawe grabs a nearby steed, hoists himself on. Jack and Claria do the same.

EXT. CLOISTER - KINGDOM WALLS

The SENTRIES manning the towers hear the unmistakable RUMBLE of the Gantuans, but can't for the life of them locate where it's coming from. They scan the snowy horizon in growing alarm when -

SENTRY

(shouts out, panicked)

There!

The others turn to see he's turned around - not pointing to the mountains, but in the opposite direction, behind them: inside the walls. One grabs for his horn to sound the alarm when WHAM! he's smashed from his tower by a flying boulder -

- as below the GIANT ARMY swarms into view from behind both sides of Brahmwell's castle, Fallon in front, still concealed in Magnus's battle helmet, bellowing commands, nearly inaudible beneath the roars of his followers.

The panicked Sentries along the watchtowers ready their weapons even as they realize there's no way in hell their limited numbers will survive the onslaught. One of the Sentries fires flaming arrows into the coming army, manages to catch a few Giants on fire -

- before a mace swings in and takes him and the tower in which he stood of the picture.

One after another the outnumbered Sentries are slaughtered: crushed in the jaws of man-catchers; swatted in the air by tree-sized clubs; lopped in half by 20 foot machetes.

EXT. CLOISTER - VILLAGE/ MARKET

The rumble of the invading Giants sounds like an arriving train; crowds of CIVILIANS board up their homes and shops -

- as Giants flood the streets, levelling all in their wake. Smashing fists through walls...tossing livestock through rooftops...stomping stalls... like a tidal wave of violence, smashing and crushing and tearing with such abandon you'd think this pint-sized kingdom was built for their amusement.

EXT. FARMLANDS

Overrun with Giants tromping through the snow. Barns are shattered. Burning. Some families are fleeing. Most are taking cover in storm cellars and stables.

CONTINUED:

We find young Peter standing before his family's farm, bravely wielding a pitchfork taller than himself, ready to defend his family from a PAIR OF GIANTS now approaching.

Only as their shadows loom over his small body do we see the boy's nerves getting the better of him, fear in his eyes as he realizes his pitchfork isn't going to do him any good -

- when he's grabbed by his FATHER, dragged across their yard and pulled into their cellar, his father slamming the hatch above them just before a Giant's club comes smashing down -

INT. CELLAR

- splintering the hatch's wood, but thankfully not enough to penetrate. Peter gasps, looks around to find at least 30 OF HIS NEIGHBORS - men, women and children - all gathered here below, all equally terrified.

EXT. GREAT PLAINS

The snow still blowing, obscuring visibility as Brahmwell's army waits in full battle formation, a growing uncertainty palpable through the ranks, when -

A SHRILL HORN sounds out from somewhere in the distance. Brahmwell turns to Roderick and Elmont, thunderstruck.

BRAHMWELL

That came from the farmlands.

RODERICK

Impossible. Our sentries would have-

ELMONT

Look!

Far on the horizon, thick plumes of black smoke are rising from the kingdom. A moment of silent shock, then an eruption of mass-confusion among the ranks -

Realizing the implications, Brahmwell quickly draws his sword and tears back in the direction of the Kingdom. As his legions of Guardians hastily follow, Roderick can barely suppress a smile.

EXT. CLOISTER - OUTSIDE THE WALLS

Jack, Claria and Crowe racing on horseback, headed for the Great Plains -

- when Jack sees something that jolts him. He pulls on his reins, stopping to see

CONTINUED:

THE FARMLANDS

The Giants have left it in ruins. Snow silently covers miles of fractured wood and rubble. It looks like a tornado hit.

Shell-shocked, Jack can't help detour. Needs to see for himself. Crowe feels for him, but -

CRAWE

Jack - there isn't time!

Only Jack doesn't seem to hear him, too overwhelmed by the devastation around him. He barely recognizes the place.

CLARIA

(to Crowe)

Find my father. Tell him what's happened.

Crowe is about to protest -

CLARIA

Go. We'll be right behind you, I swear.

Crowe takes a last sympathetic look at Jack, then with a "Yaa" rides on ahead.

Claria turns back to Jack to find he's dismounted before what was once his family's farm - now a pile of wreckage.

Jack's face is etched with pain as he wades through debris.

Claria jumps off her horse, hurries to his side. She sees the name "FORREST" carved on a shattered post.

CLARIA

Jack...I'm so sorry.

JACK

(looking around, shattered)

I don't see her. My grandmother.

He keeps hunting through the mess, finds no sign of her -

PETER (O.S.)

Jack! You're alive!

Jack turns to find an astonished Peter racing to him across the snowy, battered landscape. The boy practically slams into Jack as he embraces him - and then his small jaw drops when he recognizes who Jack has with him.

PETER

You're -- you're her...

CONTINUED:

Claria nods, smiling at the astonished, scrappy-looking boy.

PETER

You did it, Jack. You really did it!

JACK

Peter, my grandmother... I don't see her.

PETER

Lucky thing too. Come on!

INT. ROOT CELLAR

Peter opens the hatch of his family's cellar to reveal the many farmers and their families. Jack descends, searching the faces - when his Grandmother steps out from behind some people, her sad eyes widening on seeing Jack.

Jack rushes to her and hugs her tight, tears of relief in both their eyes. Claria looks on, moved.

GRANDMOTHER

It's you... it's really you. I thought for sure you'd...

She can't say more for crying.

JACK

It's all right... This is Princess Claria. Claria, my grandmother.

CLARIA

I'm honored to meet you.

Speechless, Grandma simply takes Claria's young hand in her old one, and squeezes it.

JACK

We need to go. But I'll be back soon. I promise.

Grandmother looks scared - and yet Jack's tone and bearing instill a new confidence in him. She nods bravely.

EXT. GREAT PLAINS/ KINGDOM OUTSKIRTS

Brahmwell, Roderick and the entire Guardian army are hastily returning to Cloister to save their sacked Kingdom, the towers of Cloister's stone walls now just visible beyond the crest of a hill up ahead -

- when the RUMBLING is heard.

CONTINUED:

Horses bray, come to a nervous halt. Guardians eye each other anxiously as the sound of the approaching Giant army gets louder...closer...

ON BRAHMWELL, fear rising behind his fierce eyes...

...as the GIANT ARMY now appears at the top of the hill, instantly obscuring the Kingdom behind them.

Trapped in an uphill assault, Brahmwell and his troops quickly scramble into battle formation. Their looks make clear their awareness of the Giants' downhill advantage.

The Giants too form a front; their massive shapes loom even larger from the Guardian's disadvantaged position below.

From some 200 yards out, Brahmwell can just make out "Magnus" (actually Fallon) in the center of his ranks, savoring this stillness before the impending destruction.

Snow continues to sweep across the frozen land. Tension on the frozen faces of every Guardian warrior. Bloodlust on the gnarled faces of the Gantuan invaders.

Brahmwell raises his sword, knows this uphill battle will be brutal, bloody, and most likely lost. Yet he's prepared to die with his men to take his Kingdom back...

He turns to Roderick, about to issue a command - however Roderick is staring off with a look of astonishment -

CRAWE (O.S.)

WAIT! WAIT!!!

Brahmwell turns. Far above, Fallon turns as well -

- as the distant figure of Crawe comes galloping across the snow-swept plains.

Brahmwell quickly turns to Roderick for an explanation - but Roderick has managed to slip back behind the ranks.

Crawe gallops right up to Brahmwell, gasping for breath...

INSERT FALLON 200 YARDS AWAY: observing warily from behind as Brahmwell confers with a wildly gesticulating Crawe.

BACK TO BRAHMWELL: stunned by what Crawe's just relayed.

BRAHMWELL

So she's still alive? Where is she?

Crawe is about to reply when -

CONTINUED:

ELMONT (O.S.)

Sire!

Brahmwell turns, sees Elmont pointing in the direction from which Craze just appeared... to find a stallion emerging from the blinding snowstorm, galloping toward them, two figures on its back: Jack and Claria!

BRAHMWELL

Claria!

Jack rides up before the King. Claria jumps down and embraces her father. Brahmwell looks gratefully at Jack.

BRAHMWELL

Young man, I am in your debt. I was led to believe I'd never see her again.

CLARIA

You were led to think a lot of things, father. Roderick betrayed you-

BRAHMWELL

I know. Craze's just informed me.

Elmont is scouring the ranks. No sign of Roderick anywhere.

ELMONT

He's gone, sire.

Elmont's eyes then meet Claria's. He bows to her, grateful for her return. She musters a tense smile. Brahmwell clocks this, sees how non-existent their bond is -

- but there's a more pressing issue at hand: the looming Giant army, who begin to beat their weapons on the ground - BOOM...BOOM...BOOM - eager for the bloodshed to start...

CRAWE

(worried)

Fallon has them at a boil.

INSERT: CLOSE ON FALLON beneath his brother's battle helmet; only his mouth is visible, curled into a hungry grin...which suddenly flattens to a wary grimace -

- as through the snowy mists he can make out movement below from the woods that run along both sides of Cloister's army... more men arriving in the valley below.

Only as we get a better look at them through the storm, we realize these aren't additional Guardians, but HUNDREDS OF FARMERS, armed only with the crudest of weapons.

CONTINUED:

BACK TO BRAHMWELL as he, Crowe, and all the other Guardians are equally stunned by this sudden arrival of this ragtag army of farmers, bravely joining the ranks of the Guardians.

CRAWE

(grins in amazement)

Jack... you didn't...

Brahmwell is still taking in the sight of his forces nearly doubled by the addition of hundreds of humbly dressed, hard-nosed men, standing side by side with his elite Guardians.

BRAHMWELL

What's this?

JACK

Men, your majesty. Farmers, peasants - all of them citizens of Cloister. Ready to die if it means defending their homes.

Claria beams proudly at Jack, following in his father's footsteps. Profoundly moved, Brahmwell pauses, mulls his options.

BRAHMWELL

Perhaps that won't be necessary.

CUT TO:

KING BRAHMWELL ALONE

riding out from behind Cloister's front line.

Hooves crunch across frozen ground as Brahmwell makes his way up the icy hill to where the Giants are lined up. He approaches, finally stopping right before General Fallon.

Fallon peers down suspiciously from behind his brother's helmet's eyeholes, trying to discern Brahmwell's angle here...

...as the unarmed Brahmwell lowers his head to Fallon, supplicating himself - to the murmured astonishment of the rest of the Giant army.

BRAHMWELL

(under his breath, for
Fallon's ears only)

General, I know it's you. I know what you've done.

Fallon glares silently from behind the helmet's eyeholes.

CONTINUED:

BRAHMWELL

(still under his breath)

This has gone far enough. You see our ranks, you're greatly outnumbered. Leave now, and spare us both the bloodshed.

INSERT JACK AND CLARIA BELOW: watching anxiously.

BACK TO FALLON AND BRAHMWELL

Fallon remains silent, his exposed lips betraying nothing.

Brahmwell tenses, awaiting his response.

Then, slowly, Fallon raises his huge hands...and solemnly removes Magnus' battle helmet. A stunned murmur ripples through the Giants as they discover Fallon, not Magnus, has led them to war. None seem sure how to react.

Brahmwell stares up at Fallon, hopeful that this admission has brought this madness near its end -

- when with a sudden, brutal KICK, Fallon sends Brahmwell tumbling back down the icy hillside. A truly shocking sight. Absolute, stunned silence on both sides. Then -

FALLON

ATTACK!!

The Giants hesitate for an instant...but all it takes is one Giant to charge forward and reignite their fervor, and instantly the great mass of Giants joins him, erupting in earth-shaking roars as they flood down the hill -

- and now everything is happening at once: Craue darts out to retrieve Brahmwell's body as Claria gasps in horror; Jack swept up in the chaos of the enraged Cloister army as they storm toward the Giants plowing down the hillside, weapons swinging, voices shouting, eyes blazing...

The two armies advance on each other - many more men than Giants, but the Giants' size is felt even more as they barrel down on the front line of the Guardian ranks as

THE TWO ARMIES COLLIDE. *[Note: the idea here is to pay off those jarring, abstract flashes from our opening sequence with a real-time, full-scale vision of man vs. Giant war.]*

Flaming arrows fly en masse. Giant clubs swing with abandon.

Huge maces take out three or four men with a single swipe of their spiked wrecking balls.

CONTINUED:

Guardians ride in their specially-designed saddles that hoist them waist-high with the Giants, some of whom they spear through the gut, others they harpoon in the neck. The moment any Giant hits the ground, five men are on him, hacking away mercilessly.

Giants wield their man-catchers, snagging bodies and crushing them. Hurling men through the snowy skies.

Farmers bury sickles in the calves of Giants, hurl pitchforks like javelins. Guardians on horses ride alongside Giants, tree-trunk sized shackles strapped to the horses' backs slamming into the Giants' legs, shackling them at the knees. As the Giants topple, a second wave of Guardians gallop past with spears to finish them off.

A Giant stumbles across the field, his massive body on fire [an insane sight, like an ambulatory Burning Man]. Screaming in death, he still manages to storm a line of Guardians and farmers, transforming it into an inferno of bodies.

The body count rises on both sides. A Giant is about to pummel a pair of farmers with his spiked mace - when one of the Guardian's circular saw blade throwing stars buries itself between the Giant's eyes. A Guardian on horseback charges at a Giant - when a second Giant punts both horse and Guardian clear across the field.

Steel clashing. Spears and harpoons sailing. Maces and machetes swinging. Blood of men and Giants staining the snow a garish red. And more and more dying every minute...

ANGLE ON CRAWE as he delivers Brahmwell to Jack and Claria.

CRAWE

Get him to safety!

Brahmwell's eyes blink open - he's alive, but badly injured.

BRAHMWELL

...Claria...

CLARIA

Shh. I'm here, father.

CRAWE

(to Jack)

Go!

Jack is reluctant to abandon the battle, but knows he must. He carefully helps Brahmwell onto the horse with Claria, then mounts a second one, about to lead them away - when he takes a last look at Crowe charging back into the fray.

CONTINUED:

JACK'S POV: the entire battle-scape, a raging sea of violence and hate, pain and death. Nothing remotely romantic about it. Purely destructive.

On Jack's face we see how devastated he is by the sight of all this. Any illusions about the romance of war shattered. He takes in the whole brutal scene - and then his eyes lock on something in the distance... and an idea occurs to him.

He suddenly turns to Claria.

JACK
Can you make it alone?

CLARIA
I - I think so.

JACK
Do it.

CLARIA
(scared for him)
Jack -

She reaches for his hand. Holds it in hers a powerful beat. Their eyes lock wordlessly, everything they feel for each other communicated in a look.

And then, painful as it is, Claria lets go of his hand.

CLARIA
Be careful.

Jack nods, then tugs on his reins and rides off after Crowe.

EXT. BATTLEFIELD

The battle still raging full-throttle. Despite Cloister's numbers, it seems the Giants are gaining the upper hand.

Wind whips sheets of snow across the bodies of Guardians and farmers strewn everywhere as we find Crowe in the midst of the melee, standing on the throat of a badly wounded Giant, about to finish him off with a sword to the gullet -

JACK
Crowe!

Crowe turns to find Jack racing over to him.

CRAWE
Damn it, I thought I told you to-

CONTINUED:

JACK

I have a plan.

Crawe looks skeptical, eyeing the chaotic battlefield.

JACK

You have to trust me. Please.

Crawe considers the wounded Giant at his mercy - opts to let him live as he joins Jack...

SMASH CUT TO:

BATTLEFIELD - MOMENTS LATER

Jack and Crawe are racing on horseback through the remaining squadrons of Guardians and men.

JACK

Just follow my lead!

Many of the Guardians look reluctant -

CRAWE

Do as he says or I'll kill you myself!

ANGLE ON FALLON

Perched at the top of the hill. He's clearly been enjoying the bloody spectacle below...

...as has Roderick, whom we find at his side. Only now do they notice -

FALLON

What's this?

REVERSE ANGLE ON THE BATTLEFIELD BELOW...and what appears to be a mass retreat on the part of Cloister's forces. They're abandoning the Great Plains in droves, retreating toward the woods on the outskirts.

RODERICK

I'd call it victory.

Fallon doesn't seem so sure. And he doesn't like it.

RODERICK

They're clearly retreating -

FALLON

Only if we let them. Lieutenant!

CONTINUED:

A GIANT LIEUTENANT rushes to Fallon's side.

FALLON

Marshall our forces. No one rests.
We're going to hunt them down.

EXT. FARMLANDS

Claria and a badly wounded Brahmwell arrive on the edge of the farmlands. They halt by a knoll.

CLARIA

There's shelter just ahead.

Brahmwell climbs down, visibly in agony and out of breath.

BRAHMWELL

Claria...I want you to know...when you were gone...I spoke with Elmont...

CLARIA

(tenses)

Father, we can discuss it another-

BRAHMWELL

I told him...if my daughter returned to me...it would be her choice who and when she married.

Claria can't believe her ears. Brahmwell manages a weak smile through his pain. Tears in her eyes, she hugs him as he peers regretfully at his kingdom's demolished farmlands.

BRAHMWELL

If there's one thing I've learned of late...it's that our old ways aren't necessarily the best ways.

EXT. GREAT PLAINS

The sea of Cloister's army in retreat, Jack and Crowe at the forefront, racing across the snow-swept plains. Crowe squints over his shoulder; he can make out the shapes of the Giant army coming after them through the storm.

CRAWE

They're coming!!

Jack pushes his horse harder, racing up ahead to lead them as the army of Guardians and farmers follow anxiously...

...as already the Giants huge legs are covering an astounding amount of ground, steadily closing the gap.

CONTINUED:

ON JACK squinting through the snowstorm, eyes fixed ahead on
THE PETRIFIED FOREST

Hooves thundering as Cloister's forces roar through the dense forest of petrified trees.

Trees and branches whip past at break-neck speed as Jack maneuvers his horse through the clutter tangle of crystallized branches. Crowe, Elmont and the others follow, dodging the onslaught of forest hazards, as behind them -

SMASH! The Gantuans barrel into the petrified forest like bulls in a china shop, shattering trees with their clubs as they close in on the rearmost Guardians and farmers.

ON JACK as the forest whips past, eyes narrowed ahead on a patch of forest that is even thicker and denser -

JACK
(shouts back)
Hold on! We're almost there!

Jack snaps the reins as he vanishes into the woods.

ON CRAWE, looking very worried, hoping like hell Jack knows what he's doing as he disappears into the maze of trees after Jack, the others following suit...

CRAWE'S POV: a near-impenetrable tangle of heavy branches rip at his armor as he tears through this stretch, and suddenly emerges in

A CLEARING

Wide open, the ground a flat expanse of freshly fallen snow, marred only by the hoofprints left by Jack's horse. Crowe follows those footprints to Jack, waiting for him at what is for all intents and purposes a

A DEAD END formed by icy walls of rock formations as far as the eye can see. Crowe gapes, panicked as the rest of his forces pile into the clearing - all with equally alarmed reactions.

CRAWE
(panicked)
We're trapped! Jack -

JACK
Just stand alongside me and hold your ground! Everyone!

CONTINUED:

Elmont isn't sure about this, but orders the others:

ELMONT

You heard him!

The others quickly follow, fanning out on either side of Jack, weapons raised. Mustering every reserve of courage, they stand here, braced for

THE GIANT ARMY

as the Gantuans now smash their way into the clearing, effectively sealing it off like a tomb.

The Giants pause in the middle of the clearing, savoring the sight of their trapped prey, their panting breaths visible in the frozen air.

The battered men of Cloister remain steadfast. Defeated, but determined to die with honor. A tense beat as the wall of Giants parts, and Fallon and Roderick step forward.

Crawe glares at Roderick; unable to control himself, he's about to charge forward - when Jack restrains him. Elmont looks at Roderick in disgust. Roderick smiles without a trace of remorse.

FALLON

Gantuans, look them over. If there are any you wish to kill, do so now. The rest will join the others in slavery.

RODERICK

(thrown)

Slavery? But you said Cloister would be mine to rule?

FALLON

Cloister will be burned to the ground. I intend to restore my people to their rightful place... and your people to yours.

Roderick backs away from Fallon, realizing he's been betrayed.

RODERICK

But - but we had an agreement...

FALLON

Rest easy, Roderick. You don't think I would reward your loyalty with slavery, do you?

CONTINUED:

A glimmer of hope in Roderick's eyes -

FALLON
(to his Lieutenants)
Kill him.

Roderick goes white as a pair of Giant Lieutenants start for him, each with a massive machete out... Jack hesitates; despite everything, Jack is thinking about trying to help him when -

CRACK.

Roderick hears it first. The Giant Lieutenants pause as the strange cracking sound grows louder. Sharper. Nearer. Then -

Whoosh! A GIANT LIEUTENANT disappears under the snow. A GIANT FOOT SOLDIER follows. The crack widening as suddenly the entire Giant army is swallowed into the snow as we realize that the snow-covered ground was, in fact, the frozen lake (from the opening sequence)!

JACK
Get back!!

With no time to lose, Jack, Craze and the others hastily retreat to the exposed shoreline as -

Fallon, Roderick and the rest of the unsuspecting Giant army plummet through the cracked ice into the icy waters below.

SHORELINE

The Guardians and farmers holler and cheer as the struggling Giants thrash frantically, desperately flailing for anything to grab hold of.

Craze proudly wraps his arm Jack... only Jack is watching the thrashing Giants, terror on their disfigured faces.

And for a moment, time seems to slow, as what should feel like a victory instead feels like cruelty.

ON JACK as he realizes what he must do -

JACK
SAVE THEM!

The men look at Jack, incredulous. Jack's eyes meet Craze's.

CRAZE
It's a mistake, Jack. They'll never change.

CONTINUED:

JACK

But we can.

Knowing there isn't time to argue, Jack bolts across the shoreline alone. Finding the tallest tree, Jack draws his father's sword and starts to hack at it, chopping harder, harder, harder until the tree topples and falls.

Wasting no time, Jack starts to roll the tree toward the water, but it's too heavy. Jack's straining with all his might as the cries of the drowning Giants echo in his ears -

- and then he feels the presence of Craue beside him.

Jack smiles gratefully as Craue helps him shove the tree into the water... while behind them their fellow Guardians and farmers rush to help out, cutting down more trees and doing the same.

The Giants start to grab on to the trees, using them to pull themselves to safety... teams of men even helping them onto the shore. An unprecedented sight that, in the midst of his own efforts, Jack steals a brief moment to appreciate.

EXT. SHORELINE - MOMENTS LATER

The army of Giants lie wet and chilled on the shore. Beaten and frozen, but alive.

Roderick dazedly finds his footing -- when A DOZEN GUARDIANS point their swords at his throat. Craue approaches. The two lock eyes. A tense beat...then, disgusted, Craue walks away.

The armies of men and Giants at a stand-off. Uncertainty fills the air. Fallon steps forward, approaches Jack. There's something changed in the Fallon's expression. A look akin to shame, even possibly remorse.

FALLON

That was a noble thing you did.

(beat)

Allow me to show my appreciation.

Fallon's face instantly tightens as he fiercely draws back his mace -

CRAWE

Nooo!!

- about to crush Jack where he stands when-

A GIANT VOICE (O.S.)

ENOUGH!

CONTINUED:

A giant hand snags Fallon's arm mid-swing. Fallon spins to find it's King Magnus! The King looks weary from his escape from the crypt and descent from the mountain, but determined to reclaim his authority, eyes burning with purpose.

MAGNUS

Yield, Fallon. The battle is theirs.

Fallon breaks free of his brother's grip. He turns to his soldiers for support - only to find the Giants averting their eyes, their fervor turned to shame and disgust. Even his Lieutenants seem reluctant.

For the first time, Fallon looks shaken. He finally exhales, lowers his head in defeat -- then snags Magnus's arm and hurls the Giant King over his shoulder. CRASH! The earth shudders as Magnus slams onto the icy ground.

Fallon swings his mace down on his brother's skull -- only Magnus dodges it and the huge spikes stick in the frozen ground. As Fallon struggles to dislodge it -

Magnus slams his fist into Fallon's back, sending Fallon crashing into a petrified tree. It cracks on impact, ice and rigid branches raining down. Fallon turns, bleeding and boiling.

Giant soldiers watch anxiously, torn between the two leaders.

MAGNUS

Brother...I'm begging you.

FALLON

No, brother...but you will be.

With that, Fallon charges. The two Giants collide again.

The engrossed men watch them battle in amazement when -

CRASH! A STARTLED GUARDIAN is torn off his horse as Roderick seizes the opportunity to escape, leaping into the saddle and tearing off.

Before anyone realizes what's happened, Jack is diving into the saddle of the nearest horse and bolting after him.

EXT. PETRIFIED FOREST

Jack in pursuit of Roderick, barely able to keep up as Roderick's horse weaves in and out of trees...

ON RODERICK, racing wildly, the trees thinning up ahead.

CONTINUED:

He keeps his head down as he races his horse along what looks to be a trail, finally emerging from the woods.

Roderick glances back. He seems to have lost Jack. He then looks forward, and a slight grin surfaces on his lips as he discovers he's arrived in

THE WHEAT FIELD

The one dotted with scarecrows, where Jack spent so many hours practicing his giant-slaying.

Rows and rows of wheat stalks provide easy cover as Roderick gallops ahead, vanishing in their midst...

...as Jack finally emerges from the forest. Jack scans the wheat fields. No sign of Roderick. Only the scarecrows.

Not about to let Roderick get away, Jack tears ahead into

THE STALKS

Jack hunting for Roderick. He knows these fields like the back of his hand, expertly racing through row after row...

INSERT RODERICK: his horse's hooves pounding as he tears through the stalks, sure of his getaway -

- when Jack's horse suddenly leaps out from a wall of stalks, Jack lunging off his horse and tackling Roderick off of his, both hitting the ground as their horses bolt away.

Jack grabs for his sword when Roderick smashes his head into Jack's, knocking him back.

Roderick's sword is already out. He swings down at Jack - only Jack's sword deflects it just in time.

Jack springs to his feet. The two of them facing off.

Roderick smirks, then charges at Jack. Steel clashes as -

EXT. PETRIFIED FOREST - CLEARING

- Magnus and Fallon battle. Men and Giants still watching in awe as the earth trembles with each blow.

Wham! Crash! Fallon strikes. Magnus swipes. Fallon tumbles, finds his mace and swings wildly at Magnus. Magnus backing off. Fallon lunges in, swinging for Magnus' head - when Magnus grabs a stray club and smashes it in Fallon's chest.

Fallon crashes to the ground, wincing in agony. Seeing his chance, Magnus hurls Fallon's weapon away, then furiously

CONTINUED:

raises his club over Fallon's body, prepared to end this once and for all.

Gasping, Fallon's bloodied mouth twists into a grin.

FALLON

You'd kill your own brother, Magnus?
There's hope for you yet.

Magnus is about to deliver the killing blow... then with a defiant roar slams the club down an inch from Fallon's head, cracking the club in two. Grim silence.

MAGNUS

You're no brother of mine.

Bloody and battered, Magnus turns and walks away, leaving Fallon disgraced. Robbed of his death, Fallon grimaces. And then his eyes turn to the shard of shattered club Magnus left behind.

As Magnus limps away, the heads of his subjects bow in deference to their true king -

- when Fallon appears behind Magnus, club raised. Fallon furiously brings the club down on Magnus with all the strength he has left -

Magnus spins around, side-stepping the blow, and-

Fallon freezes, stunned. He looks down to see the other half of the broken club sticking from his chest. Magnus slowly releases his grip on the jagged wood.

Fallon stumbles backwards. Magnus catches his brother, helps him to the ground, flooded with emotion. Dying, the hatred dims in Fallon's eyes as he fades.

FALLON

...Our people were meant for greatness.

MAGNUS

And they will have it.

Fallon takes his last breath. Magnus looks to the remaining Giants...as one by one they lower their weapons.

EXT. WHEAT FIELD

Clang! Sparks fly as Roderick and Jack's swords clash. Jack is good, but Roderick is clearly better. He has Jack on the defensive, pressing him back through the stalks, hacking at him with cruel pleasure.

CONTINUED:

RODERICK

Not as easy as fighting scarecrows, is it Jack?

Jack tries to hold his own, but Roderick only redoubles his attack, smashing at Jack's sword harder and harder.

Jack takes a wild swing - and manages to slash Roderick's arm. Roderick winces, drops his guard -

- only to trick Jack into doing the same. Roderick instantly lashes out with his sword, knocking Jack's sword to the ground. Jack reaches for it, but Roderick kicks it aside, moving in on Jack.

Jack backs away, pressing through the stalks, Roderick inching closer. Roderick takes another swing at him -

- and Jack dives to the ground to dodge the blade. Jack crawls back, trying to get away - only to bump up against the base of a scarecrow. He looks up in fear -

- as Roderick stands over him, sword raised.

RODERICK

I suppose I should follow your lead. Show you the same mercy you showed the Giants.

(beat)

Sorry.

He lifts his sword higher, about to lop off Jack's head -

JACK

Don't be.

Roderick looks confused - when he sees Jack's hand wrapped around something poking out of the ground by the base of the scarecrow: it's the scythe Jack had slammed down in frustration the night he was last here, when he unwittingly planted the beanstalk.

Roderick quickly swings for the kill, sword flashing as it comes down - but Jack's scythe blade finds Roderick first.

Jack unflinches his eyes to find Roderick lying dead a few feet away, beneath the apathetic stare of the scarecrow.

O.S. the sound of an approaching horse. Jack glances up to find Craue rushing over, on his way to help Jack -

- astonished to find that no help was necessary. He looks down at Roderick's body, then turns to Jack.

CONTINUED:

CRAWE

A scythe?

(cracks a smile)

Once a farm boy, always a farm boy.

Jack barely manages a weary smile as Crowe helps him up.

EXT. PETRIFIED FOREST/ GREAT PLAINS

From the edge of the forest, the Giant army returns to the Great Plains of battle, Magnus in the lead.

Soon Cloister's army emerges as well. Among both sides there is a palpable somberness, but mingled with a sense of gratitude that more destruction was averted.

In the distance a pair of riders on horseback approach: King Brahmwell and Princess Claria.

Brahmwell is somewhat recovered, though still battered. He rides up to Magnus, and the two confer. We're not privy to their words, however, as we are witnessing this from

JACK'S POV from where he and Crowe return to the Plains from the opposite side. Jack's focus shifts from Brahmwell and Magnus... to Claria, alone on her horse, anxiously searching the faces of the Cloister troops for any sign of Jack.

And then, glancing away, her eyes find Jack's from across the Plains. Her face flushes with immense relief. Jack smiles back at her.

At Jack's side, Crowe reissues a reluctant warning:

CRAWE

Jack...

JACK

(sadly)

I know.

ON BRAHMWELL AND MAGNUS ACROSS THE FIELD

BRAHMWELL

We'll help you tend to your wounded, and provide you with whatever you need for your journey home.

JACK (O.S.)

Your highness...

Both Brahmwell and Magnus turn. But it's Magnus who Jack was addressing as he approaches lugging Magnus's battle helmet.

CONTINUED:

JACK
I believe this is yours.

MAGNUS
(takes the helmet)
Thank you, Jack Forrest. Should you find yourself in Gantua again, I assure you, you'll be greeted as a friend.

Magnus turns to Claria, whom we find only a few feet away.

MAGNUS
Both of you.

CLARIA
Thank you, sire.

Magnus nods to Brahmwell, then goes to assist his troops...
...leaving Jack standing alone before Brahmwell and Claria.

BRAHMWELL
Again, Jack, my most sincere gratitude for rescuing my daughter.

JACK
It was my privilege.
(looks meaningfully at Claria)
Truly.

Jack holds her gaze. But as much as it pains him, he knows he has to stifle his feelings. Their road ends here.

JACK
Well, I'd better go. My grandmother-

BRAHMWELL
Claria speaks very highly of you.

JACK
(thrown)
Oh. Well - that's very kind of her.

BRAHMWELL
You've no doubt noticed my daughter is nothing if not highly opinionated.

JACK
I -- well, yes, you could say that-

CONTINUED:

BRAHMWELL

And her opinions are, more often than not, well-informed. Would you agree?

JACK

I guess-

BRAHMWELL

Then you can imagine my intrigue when she suggested to me that you might make a fine King one day.

Jack is struck speechless.

BRAHMWELL

Of course you can be sure I'll need to form my own opinion. But I say this to let you know, should you wish to court my daughter, you have my blessing.

JACK

Court your-...?
(incredulous, to Claria)
Really?

CLARIA

(nods, beaming)
Truly.

Jack approaches Claria, helps her down from her horse, gazing adoringly into her eyes as he takes her hand in his -
- and they kiss.

INSERT CRAWE AT HIS DISTANCE: cringing for Jack - and then amazed that Brahmwell isn't killing them both.

BACK TO JACK AND CLARIA

Still kissing, we MATCH CUT TO:

EXT. KINGDOM OF CLOISTER - COURTYARD - DAY

Their lips parting to reveal Jack is dressed handsomely, Claria strapped into that awful wedding gown as their marriage ceremony is completed...

...to the cheers of a HUGE CROWD composed of all walks of Cloister life. Jack's Grandmother is seated near King Brahmwell, her eyes brimming with tears of joy.

On her other side sits Crawe, who's trying not to get choked up himself.

CONTINUED:

As Jack and Claria walk through the assembled, accepting congratulations, we see a look of confusion on Jack's face as he notices someone in the crowd.

JACK
(to Claria)
I'll be right back.

Jack hurries through the jubilant crowd, catches up to

THE OLD MAN who'd given him the jar. He's leaving, and would have disappeared into the masses had Jack not recognized his humble, hooded cloak.

JACK
Wait!

The Old Man turns, his face only partially visible, lips curled in a curious smile.

JACK
Who are you?

The Old Man hesitates, then removes his hood to reveal his full face. It takes Jack a moment to recognize him -

INSERT: THE MILLER FROM JACK'S STORY handing a young Jack his father's map of Gantua.

The Old Man is the Miller, only bearded and aged 20 years.

JACK
You...you knew my father. He left you the map to give to me...

OLD MAN
(admits)
I was instructed to give you the jar as well. But I was selfish. I held on to it, thinking it might be worth something. Only no one ever believed me when I told them where it came from.

Jack smiles, understanding all too well.

OLD MAN
I'm grateful I had the chance to make things right.

JACK
Not as grateful as I am.

CONTINUED:

CLARIA (O.S.)

Jack?

Jack turns, knows he must rejoin his bride. He turns back to the Old Man, but he's already vanished in the crowd.

Jack hurries to Claria's side. He takes her hand as they're celebrated by all of Cloister, thousands of flower petals showering them like confetti...as the sounds of celebration slowly fade in our ears, and over it we hear:

PETER (V.O.)

There's the story you know... And then there's the real story.

EXT. WHEAT FIELD - LATE DAY

We find Peter walking with a somewhat younger FARM BOY, much the same way Jack used to walk with him.

FARM BOY

What do you mean, the real story?

PETER

It's like this. A story gets told, right? Only the person doing the telling keeps the parts he likes and swaps the parts he doesn't. Some things stick, others change, but finally a legend takes hold. Get it?

FARM BOY

I guess.

PETER

Anyway, it all began ages ago. When men were slaves, and Giants ruled the world...

DISSOLVE TO:

SAME

But now the younger Farm Boy is relating the story to another boy (FARM BOY 2). We start to crane away...

FARM BOY

...and so Jack's grandmother sent him to sell their old horse -- no wait, it was a cow. Yes, definitely a cow...

DISSOLVE TO:

SAME

Still craning away from the wheat field as now we find FARM GIRL 1 repeating the story to FARM GIRL 2, their young voices fading in our ears as we crane even higher...

FARM GIRL 1

...But the Old Man said "These are magic beans." Well when Jack got home, his grandmother was so upset, she tossed them right out into the garden...

DISSOLVE TO:

SAME

FARM BOY 3 re-telling the tale to FARM GIRL 3, only their voices are almost inaudible as we continue to crane away; we can just barely discern snippets ("And the harp cried out for help!") and of course a boy's throaty "Fee-fi-fo-fum" as we continue our ascent over Cloister and the adjacent Whispering Mountains, the setting sun painting the world in gorgeous amber hues, rendering it all just slightly larger than life as we

FADE OUT.

The End