

MOUSE GUARD

Screenplay by
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Based on the books by
David Petersen

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A VOICE - ancient, and wise.

CELANAWAWE (V.O.)
Here now, I'll tell you a tale, of
heroes and villains great and small.

EXT. WINTER FOREST - DAY

We're soaring over snow-covered treetops, a vast winter woodland that seems to go on forever. Breathtaking in its natural beauty. A world totally untouched by man.

CELANAWAWE (V.O.)
Since ancient times, mice have
struggled to live safely, preyed upon
by beasts larger, stronger, and more
savage. And so the Guard was formed.

LOWER NOW - the treetops rushing beneath us as we approach a
GREAT OAK TREE that towers over the rest of the forest.

CELANAWAWE (V.O.) (cont'd)
A force of brave and noble volunteers
bound by a sacred oath, they serve as
rangers, pathfinders, defenders of
those too small to defend themselves.
Ever watchful against threats to our
territories. Guardians of peace,
prosperity, and justice.

LOWER STILL - beneath the treetops now, moving through the
trees, as something disturbs the tranquility of the forest.
A SOUND, deep and ominous.

The sound of WAR DRUMS. Growing louder as we draw closer.

CELANAWAWE (V.O.) (cont'd)
And when the peace is shattered by
aggressors from beyond our borders,
they must also become soldiers. For
the Guard is all that stands between
mousekind and extinction. So it was
in the great Winter War of 1151...

INT. FERNDAL - CITY GATES - CONTINUOUS

Within the hollow of that great oak tree exists an entire
MOUSE CITY. Inside its gates, A FORCE OF GUARDSMICE, swords
and shields at the ready, prepare to face whatever is about
to come through those gates as they SHUDDER from the violent
impacts of a BATTERING RAM. Close to giving way as the angry
BEATING OF WAR DRUMS continues outside.

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Behind them, CIVILIANS rush through the avenues and plazas of Ferndale, clutching their belongings, their children. In a desperate rush to escape the city before it falls.

INT. FERNDALE - BLACKSMITH'S SHOP - CONTINUOUS

The muffled sounds of chaos outside. The elder blacksmith ALLEN sharpens a broadsword on a grindstone as MIDNIGHT - his fur as black as his name suggests, wearing the armor and livery of a MOUSE GUARD CAPTAIN - looks on gravely.

MIDNIGHT

Allen, you must leave. They've already breached the outer walls. That gate will not hold for much longer.

ALLEN

All the more reason to stay. You're going to need every sword arm.

Allen continues sharpening his sword. Midnight grabs his arm.

MIDNIGHT

Have you seen what's out there? This city will fall! I am bound to stay, but you are no longer a Guard, your responsibility is to your family.

ALLEN

Lieam's already on a caravan out of here. I made sure of that. He-

The door is flung open to REVEAL LIEAM, a young mouse (14 in human terms), small for his age. Allen's eyes flare with alarm at the sight of his son. Rushes to him.

ALLEN (cont'd)

Why are you still here? I told you-

LIEAM

I don't want to run. I want to stay and help the Guard. Like you.

Midnight smiles at him admiringly, a paw on his shoulder.

MIDNIGHT

Lieam, you have your father's courage. But you are too young.

(to Allen)

And you, my friend, are too old.

MORE CRIES OF PANIC O.S. AS THE GATES SHUDDER AGAIN, the roar of the army outside growing louder. Not much time.

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MIDNIGHT (cont'd)

Go, now, both of you! While you still have time.

Alen looks at Lieam. A different equation now, with his son here, in immediate danger. He CURSES, grabs up his newly-sharpened sword, and hurries Lieam toward the door.

INT. FERNDAL - CONTINUOUS

Alen joins the throng of evacuating civilians, pushing through the panicked throng, ushering Lieam along.

At the CITY GATES, the phalanx of Guardsmice gird themselves, but there's an "Alamo" feeling, the sense that this will be a futile stand. They watch as the gates weaken, buckling with each thundering impact of the battering ram--

--and finally CRASH OPEN, a flurry of snow blown inward by the howling wind. For a moment, just an ominous silence, nothing visible beyond the freezing fog outside--

--and then AN ARMY OF WEASELS CHARGES IN, coming out of the ghostly fog. Heavily armored and each more than twice the size of any mouse. Swords raised, bellowing a SHRILL WAR CRY. HUNDREDS STRONG, VASTLY OUTNUMBERING THE GUARD.

The first wave hits the Guardsmice's shield wall, pushing them back through sheer force of numbers. SWORDS CLASH AS THE BATTLE IS JOINED. As the fighting rages, Alen leads Lieam away, pushing through the panicked crowd. A COMMOTION behind them - they look back to see THE GUARD'S FRONT LINE COLLAPSING. Overwhelmed by the surging weasel army, now flooding into the city unopposed. Alen hurries Lieam away.

ALLEN

Caravans this way, come on!

CRIES OF TERROR UP AHEAD. Mice scattering as a band of WEASEL MARAUDERS cut off their escape.

ALLEN (cont'd)

Wait here, stay out of sight!

Alen rushes to help. HE SLAYS ONE WEASEL, AND ANOTHER - THEN A WEASEL BERSERKER BRANDISHING A CLAYMORE CHARGES AT HIM. A SINGLE BLOW SHATTERS ALLEN'S BROADSWORD. He staggers, dazed.

ON LIEAM - watching in helpless horror as ALLEN IS STRUCK DOWN, A FATAL BLOW! As his body falls to the ground:

LIEAM

No!

(CONTINUED)

CONTINUED:

HE RUSHES HEADLONG AT THE WEASELS, nothing but blind rage. The weasels see him coming, snarl. This is the end, surely.

But just before they clash, A MASKED MOUSE APPEARS FROM NOWHERE, leaping into the fray, wielding an ICONIC BLACK BATTLE-AXE, etched with ancient runes. USING IT TO FIGHT OFF THE WEASELS WITH JAW-DROPPING HEROISM AND SKILL.

As Lieam watches in amazement, TIME SEEMS TO SLOW, the daylight shafting through Ferndale's shattered walls casting the masked figure in DRAMATIC SILHOUETTE, cape billowing in the wind as he swings his gleaming black axe. Almost mythic.

The hero glances back at Lieam. Lieam doesn't see his face, hidden behind that hero mask, just the glimmer of his eyes.

MASKED HERO

Run, boy! Run!

Lieam scurries away, re-joining the tide of evacuees. One last look back at Alen's lifeless body before it's swallowed up by the crowd.

INT. FERNDALE - AVENUES - CONTINUOUS

Lieam tries to keep up, but he's small and tired. Soon he's left behind by the crowd, alone. He looks around, unsure where to go. Then SOMETHING GRABS HIM, whips him around--

A PAIR OF GUARDSMICE look down on him. Fresh from battle, armor scuffed and dented. One a male armed with a STAFF. KENZIE. The other female, a pair of SHORTSWORDS. SADIE.

KENZIE

Where is your family?

Lieam's still in shock, confused and frightened. Sadie touches him by the shoulder, warmer than the gruff Kenzie.

SADIE

It's all right. I'm Sadie, this is Kenzie. Don't worry, you're safe.

KENZIE

Saxon, come on!

ANOTHER GUARDSMOUSE rushes in, pumped up, exhilarated. Brandishing a LONGSWORD. Tough as nails, a scrapper. One of his ears is notched, a scar from some prior battle. SAXON.

SAXON

Finally got that last bugger. Ha, ye shoulda seen it! I- who's this?

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CONTINUED:

SADIE
Civilian, we're getting him out.

SAXON
I'm not done fighting yet!

The sounds of the RAMPANT WEASEL ARMY CLOSING IN can be heard all around us, everywhere.

KENZIE
Yes you are! Come on!

Sadie takes Lieam by the arm, Kenzie joining them as she rushes him away. Saxon looks back, still spoiling for a fight, then reluctantly follows after them.

EXT. FERNDALE - DAY

The great oak tree in the distance, NOW TOTALLY ABLAZE. A stream of MOUSE CIVILIANS exits from a BURROW set into a hillside, the exit point from a maze of tunnels leading from the city. Amid a flurry of snow, GUARDSMICE help desperate civilians onto a convoy of waiting CARAVANS. Refugees now. Huddled in blankets against the biting cold.

Lieam is in shock, numb, packed in with other mice aboard an overloaded caravan. Looking back at Ferndale as his home burns. As the Guardsmice watch the caravans trundle away, Sadie can barely contain her sorrow and anger. Kenzie puts his arm around her to comfort her - a chemistry between them that tells us they are more than just comrades.

SADIE
We were supposed to protect them.

KENZIE
We did, we got them out alive. We've done all we can here. We should go.

SAXON
Go where?

KENZIE
Back to Lockhaven. We'll be needed.
This war has only just begun.

EXT. FOREST - DAY/NIGHT

SERIES OF TRAVELING SHOTS - Saxon, Kenzie, Sadie bracing against the winter cold as they cross a variety of difficult terrain. They hack their way through OVERGROWTH. Help each other scale a FALLEN TREE. Wade through a WAIST-DEEP STREAM.

EXT. FOREST ROAD - DUSK

The waning light of day shafts through the snow-laden trees. Our three Guardsmice walk wearily along the road. Saxon's spirits brighten when he sees what's up ahead.

SAXON

Now there's a sight for sore eyes.

Just ahead of them, the forest opens up to reveal:

LOCKHAVEN. A SPRAWLING CASTLE-KEEP CARVED INTO THE BASE OF A GIANT ROCK and covered in a layer of creeping ivy. Protected by high walls and snow-covered ramparts. Breathtaking.

The two GUARDSMICE posted at the giant main gate see Kenzie, Sadie, and Saxon coming along the road. As they approach:

LOCKHAVEN GUARD

Is it as bad as we've heard?

Kenzie just nods grimly. The guards sadden, then stiffen with resolve.

LOCKHAVEN GUARD #2

It's war, then.

SAXON

Plenty of time for war in the morning. I've not slept in a bed all week, open up so I can get some kip.

LOCKHAVEN GUARD

New orders from the Matriarch, no unidentified visitors.

KENZIE

Unidentified? You well know who each of us are, now open this gate!

LOCKHAVEN GUARD

What about that one?

He points behind them. Kenzie, Saxon, Sadie turn... to see LIEAM standing in the road a little ways behind them, looking wretched. All three stare at him in disbelief.

SAXON

Ye've got to be kidding me.

SADIE

Is that the boy from Ferndale?

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CONTINUED:

KENZIE

We put you on a caravan. What happened?

LIEAM

I don't want to go to a refugee camp.
I want to fight. I come to enlist.

SAXON

Yer still a pup. Tell ye what, come see us when yer old enough.

KENZIE

Lockhaven is no place for a child.
That road leads to Shaleburrow, half a day's walk. They will take you in.

SAXON

Best of luck to ye, lad.

The three Guardsmice head toward the gate as it BEGINS TO RISE WITH THE GRINDING OF HEAVY GEARS. Sadie glances back at Lieam, one last look at him before they duck inside.

EXT. LOCKHAVEN - RAMPARTS - NIGHT

A THUNDERSTORM. Kenzie, Saxon, Sadie look down from the battlements. LIEAM IS STILL THERE, now sat cross-legged, shivering in the rain. Stoic, determined, like the young Grasshopper waiting outside the Shaolin temple in KUNG FU.

SAXON

Ye ever see the likes of this?

SADIE

He'll catch his death. If you two aren't going to do anything, I will.

EXT. LOCKHAVEN - MAIN GATE - NIGHT

The gate grinds open. Sadie emerges, carrying a blanket. She throws it around Lieam, helps him to his feet, ushers him back toward the gate. The NIGHT GUARDS move to block them.

SADIE

Answer to the Matriarch later, or to me now. Make your choice.

Her fiery glare tells the guards that she is no mood to be messed with. They exchange a look... then move aside.

EXT. LOCKHAVEN - BARRACKS/HALLWAY - NIGHT

Stone walls, torchlight. Sadie tends to Lieam, feeding him soup and helping him get dry. Kenzie and Saxon watch from the hallway as she finishes up, joins them outside.

SADIE

His father was a retired Guard, killed at Ferndale. Mother died when he was an infant. He just keeps saying the same thing, wants to join the Guard and fight.

KENZIE

I don't like it. They can be a dangerous breed, those with nothing left to lose. I've seen it before, seen it get good Guardsmen killed.

SADIE

He's just a boy.

SAXON

He followed us halfway across the territories, some rough country. His old man was a Guard, could be he has the makings. Truth be told, I see a fair bit of meself in him.

KENZIE

Maybe that's what worries me.

Sadie stifles a chuckle. Saxon is unamused.

SAXON

Ach, mock all ye like. I'll make a Guard out of him, wait and see.

Saxon enters the barrack, approaches Lieam, who sits quietly, gazing at the floor.

SAXON (cont'd)

What's yer name, lad?

LIEAM

Lieam.

SAXON

Well, Lieam, if ye wish to be a Guard, understand it's no small thing. Ye commit all, or not at all.

Lieam looks up, a glimmer of hope in his eyes.

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SAXON (cont'd)
First answer me this. Why?

LIEAM
What happened to Ferndale should
never happen again. I want to be a
Guard so that I can protect the
helpless and the innocent.

SAXON
And what makes ye the mouse for so
great a task?

LIEAM
I'm not special. But I'm willing and
I'm able. The Guard oath says that's
all that is required to serve.

BEAT as Saxon takes this in. Then stands, offers his paw.

SAXON
Good enough for me.

EXT. LOCKHAVEN - DAWN

Far less snow on the trees and the ground as it begins to
thaw, the harsh winter giving way to the onset of spring.

INT. LOCKHAVEN - GWENDOLYN'S TOWER - DAWN

A great room atop Lockhaven's tallest spire, stained glass
windows, bookshelves, a spiral staircase leading down.
Lockhaven's "Oval Office".

GWENDOLYN, Matriarch of the Guard, gazes out an open window
at Lockhaven's grounds and forest beyond. Deep in thought.

GWENDOLYN
No commendation can do justice to the
bravery you and your Guardsmice
exhibited at Ferndale, Captain.

In her every word and action she exudes a quiet grace, but
there's an iron fist inside that velvet glove. She turns
away from the window - before her stands MIDNIGHT, still
bearing some of the scars of the battle at Ferndale.

MIDNIGHT
I wish only that we could have done
more, Matriarch. So many lost.

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CONTINUED:

GWENDOLYN

If there is any good to be found in all of this, the city's loss has brought all of mousekind together in common cause. Each day brings new volunteers from every town. The weasels think they can bully us, cow us into submission because we are small. Well, we will show them that it matters not what you fight, but what you fight for.

She takes a PARCHMENT from the desk, hands it to Midnight.

MIDNIGHT

What is this?

GWENDOLYN

Your new command. An infantry company chosen from among Lockhaven's finest. Take them to the front and lead them to victory.

Her eyes drift up, above her desk, to the PIKE AXE mounted on the wall there. Her weapon from her own time as a Guard.

GWENDOLYN (cont'd)

Were I any younger, I would be leading them myself.

Midnight swells with pride - and granite-hard resolve.

MIDNIGHT

You honor me, Matriarch. I will repay you tenfold - on the battlefield.

EXT. LOCKHAVEN - COURTYARD - DAWN

Kenzie stands alone in the empty courtyard. Anxious, waiting for something. Breath clouding in the early morning cold.

A GUARD INFANTRY COMPANY emerges from within Lockhaven, led by Midnight, flying MOUSE GUARD BANNERS. The outer gate grinding open as the company marches toward it, moving out, headed into the forest. Off to war. Heads high, resolute.

Kenzie rushes over, searching for someone. Finds her.

KENZIE

Sadie! Sadie, wait.

She stops, her comrades continuing to depart. A sigh.

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CONTINUED:

SADIE

We agreed this would be easier
without a goodbye.

KENZIE

I don't want to say goodbye. It's not
too late. I can speak to Gwendolyn.

SADIE

Each of us goes where our duty takes
us. These are the sacrifices we chose
to make when we became Guardsmice.

She places her paw affectionately on Kenzie's cheek.

SADIE (cont'd)

Together again soon.

Kenzie smiles, bittersweet. The thought gives him comfort.
They step apart, self-conscious, as Midnight approaches.

MIDNIGHT

Fear not, Captain, your beloved is in
good hands. I'll take care of her.

They clasp arms, a handshake between soldiers. Sadie gives
both of them a pointed look, feeling a little patronized.

SADIE

I will take care of myself. And I'll
return to you. I swear.

She takes his paw in hers, a tender moment.

Midnight clears his throat, beckons her to re-join the
company. She moves away, not letting go of Kenzie until the
last possible moment. He watches, tears welling up, as she
departs with the rest of her troop. Only when she's out of
sight, the gate closing behind her, does he turn away and
head grimly back inside.

EXT. LOCKHAVEN - COURTYARD - DAY

Now in the full bloom of SPRING. The courtyard buzzes with
activity. Saxon leads a TRAINING SESSION, putting NEW GUARD
RECRUITS through the basics of swordplay. He moves among
them, stopping to correct flaws in posture and form.

SAXON

Keep yer guard up, that's it. Again!

As we take in the trainees, we expect to see Lieam among
them - but he's not there.

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CONTINUED:

He's across the courtyard, watching the combat training enviously as he labors alongside other WORKERS to haul a HEAVY BARRICADE into position. LOCKHAVEN IS BEING FORTIFIED. Kenzie supervises, barking orders.

KENZIE

I want these barricades in position
before nightfall! Move your arses!

LATER - SUNDOWN

Lieam sits on a bench, watching the training session come to an end. As the recruits disperse, he rushes to catch up with Saxon. Following along behind him, badgering:

LIEAM

I've swept up, dug ditches, done
everything asked of me for weeks.
When do I train to be a Guard?

SAXON

Yer younger than the rest. For ye,
training begins with learning the
value of patience, and an honest
day's graft. Or was that lost on ye?

LIEAM

Every day, our armies are out there
fighting. I want to be with them,
doing something that matters.

Saxon looks at the courtyard's newly-erected barricades.

SAXON

The way this war's been going, lad,
fortifying Lockhaven may come to
matter a great deal.

LIEAM

If it comes to that, I want to do my
part. I'm ready, I swear. Teach me.

Saxon stops, looks at Lieam. A fire in the young mouse's eyes that won't be denied. Saxon pensive. *Maybe he is ready.*

EXT. LOCKHAVEN - TRAINING QUADRANGLE - NIGHT

MOONLIGHT shafts through the open roof onto a cloistered square. Saxon and Lieam spar with wooden swords. Lieam fights fiercely. Headstrong, undisciplined. Saxon easily parries, then dodges, letting the force of Lieam's own wild swing send him tumbling off-balance into the dirt.

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CONTINUED:

SAXON

Terrible! All piss and vinegar! If ye wanna be a common brawler, halfblade, plenty of taverns I can recommend!

Lieam gets back up, lifts his sword. Frustrated but unbowed.

LIEAM

Again.

SAXON

Enough for today. Get some rest, I'll see ye back here tomorrow.

Saxon heads off. But Lieam is clearly not done. He paces, still amped up. Sees the straw-filled TARGET DUMMIES across the quadrangle. Weasel-sized, marked for archery practice. He steps up to one, jabbing and striking at it with his sword. Practicing by himself. Slowly at first--

--BUT EACH STRIKE GAINS IN SPEED AND INTENSITY AS THE PENT-UP ANGER DEEP WITHIN HIM BUBBLES TO THE SURFACE.

INT. LOCKHAVEN - KENZIE'S QUARTERS - NIGHT

Kenzie sits on his bunk, opening an ENVELOPE. Unfolds a HAND-WRITTEN LETTER. Something else enclosed with it. A LITHOGRAPH of Sadie posing proudly with her infantry company near the front lines. Kenzie smiles, bittersweet. Begins to read the letter when he hears a COMMOTION outside.

INT. LOCKHAVEN - TRAINING QUADRANGLE - NIGHT

Kenzie approaches, watches from the cloisters as Lieam DEMOLISHES THE TARGET DUMMY IN A FIT OF UNBRIDLED RAGE. Blow after savage blow. No technique, just pure fury. Finally he staggers back, exhausted, out of breath. The dummy all but destroyed, its straw innards spilled across the floor.

With a look of grave concern, Kenzie retreats into shadow.

EXT. BATTLEFIELD - DAY

THE THICK OF BATTLE. The clash of sword and shield, Sadie's infantry company engaged in A FURIOUS SKIRMISH AGAINST A SIMILARLY SIZED FORCE OF WEASELS. MOUSE BRAVEHEART.

At the center of the chaotic melee we find SADIE, battling valiantly away, a true warrior. And MIDNIGHT, a whirlwind of fury, felling one weasel after another. Until he is STRUCK BY AN ARROW. Sadie sees him fall, rushes to him.

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CONTINUED:

SADIE
Commander...

It's a MORTAL WOUND, to the heart. His life ebbing away.

SADIE (cont'd)
We have to get you out of here.

MIDNIGHT
No. Leave me. Fight! And win...

HE SLIPS AWAY IN HER ARMS. With a FULL-THROATED WAR CRY, SADIE THROWS HERSELF BACK INTO THE BATTLE, leaving Midnight among the dead and wounded littering the battlefield.

INT. LOCKHAVEN - GWENDOLYN'S TOWER - DAY

Gwendolyn stands at a map table with Kenzie, examining a TACTICAL SCHEMATIC illustrating Lockhaven's defenses.

KENZIE
We've completed the fortification of the outer walls, placed additional defenses in the courtyard and on the battlements. Everything that can be done has been done.

GWENDOLYN
Very good. Thank you, Captain.

Gwendolyn is attentive but weary. The burdens of wartime leadership clearly hang heavy on her.

KENZIE
Matriarch, are you quite all right?

Gwendolyn smiles, trying to make light of it.

GWENDOLYN
The first casualty of war is sleep.

KENZIE
Are matters truly so dire as they seem?

Gwendolyn gestures to another map, showing all of the mouse territories. FLAGS AND FIGURINES indicate the disposition of the mouse and weasel armies, scattered across the map.

GWENDOLYN
Most of the borderlands are lost. We fight now for what remains.
(MORE)

(CONTINUED)

CONTINUED:

GWENDOLYN (cont'd)

Our forces fight bravely, but still
it may not be enough.

KENZIE

If it helps to know, morale remains
strong. Sadie writes to me from the
front, she always speaks of her
company's fighting spirit.

(off her look)

What is it?

GWENDOLYN

Commander Midnight was killed in
battle yesterday.

KENZIE

(a look of horror)

Sadie...

GWENDOLYN

Alive. The battle was a stalemate,
both sides forced to withdraw.

KENZIE

Send Saxon and I to the front,
somewhere we can do some good.

GWENDOLYN

You two are my best and most trusted.
I need you both here, leading our
defenses, should the worst happen. I
will not allow Lockhaven to fall. In
any case, our best hope now may not
lie on the battlefield. I've begun
negotiations to sue for peace.

KENZIE

(unthinkable)

Surrender?

GWENDOLYN

No. Never that. Armistice. A mutual
end to hostilities.

KENZIE

The weasels would agree to that?

GWENDOLYN

I have my spies inside the empire,
and I have learned why they started
this war. It was not because they
sought to destroy us. It was because
they were starving.

(MORE)

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GWENDOLYN (cont'd)

Three blighted harvests in as many years left them desperate, yet still too proud to ask for our help. The emperor's more excitable advisers convinced him that war was his best option. Well, now they have learned what that war will cost them, that we will fight to the very last. That eventually, both sides will only destroy one another.

(beat; reflective)

War is madness.

She shuffles some papers on her desk.

GWENDOLYN (cont'd)

Our own harvests have been plentiful, more than enough to offer them food assistance. Enough, I hope, to bring about peace. Before it is too late.

Gwendolyn turns to the window. A heavy sigh, the weight of the world on her shoulders. Kenzie can sense it.

KENZIE

Matriarch.

He bows and exits, leaving Gwendolyn to her thoughts.

INT. LOCKHAVEN - LIBRARY - DAY

Endless shelves of ancient tomes. A WIZENED LIBRARIAN looks on skeptically as Lieam sits at a table, poring over AN OLD LEATHER-BOUND BOOK. He turns the page, fascinated by an ILLUSTRATION OF A HEROIC MASKED MOUSE WIELDING A BLACK BATTLE-AXE. Very much like the mysterious hero who saved Lieam at Ferndale. Lieam gazes at it in wonder and awe.

EXT. LOCKHAVEN - TRAINING QUADRANGLE - DAY

Summer now giving way to early FALL. As Lieam and Saxon spar back and forth, CHERRY BLOSSOMS flutter down from the tree overlooking the open roof. Beautiful, almost dreamlike.

Lieam is no longer a boy. Fighting with a REAL SWORD now. In this past year he's grown, if not in size then in strength and confidence and skill. He and Saxon more evenly matched.

SAXON

Better. Better!

But Saxon can still win any time he wants. HE GOES HARD AT LIEAM, forcing him back until he stumbles and falls.

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SAXON (cont'd)
Ye'd be better still if ye spent more
time training and less with yer head
in them books. What is it yer always
reading, anyway?

Lieam gets back up, comes at him again, Saxon defending.

LIEAM
The Legends of the Black Axe. I'm
going to be just like him one day.

SAXON
That's all he is, lad, a legend.

LIEAM
He's not. He's real. I've seen him.
At Ferndale, he saved my life.

SAXON
Whatever ye saw, it was no Black Axe.
Those fairy tales have been around
longer than Lockhaven. Use yer nut!

As if to drive the point home, SAXON LANDS A BLOW ATOP
LIEAM'S HEAD WITH THE POMMEL OF HIS SWORD, sending him
staggering back, off-balance. Saxon moves in for the "kill".

But Lieam was just waiting for his moment. HE POUNCES BACK
AT SAXON, TAKING HIS LEGS OUT FROM UNDER HIM. For the first
time IT'S SAXON ON HIS BACK WITH LIEAM OVER HIM, VICTORIOUS.

SAXON (cont'd)
Much better.

Lieam offers Saxon his paw, hauls him back to his feet.

LIEAM
Again?

SAXON
Nah. I think yer ready. Now ye-

He's interrupted by the CLAMORING OF BELLS outside.

EXT. LOCKHAVEN - COURTYARD - DAY

Guardsmice and the CIVILIAN TRADESMICE who live and work
here fill the square, embracing each other, celebrating. A
VINTNER pours wine for everyone. Saxon and Lieam emerge just
as Kenzie does. Saxon grabs the vintner by the arm.

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CONTINUED:

SAXON
What's happened?

LOCKHAVEN VINTNER
Gwendolyn struck a peace with the
Weasel Empire. The war is over!

A BEAT as this sinks in for Saxon.

SAXON
Well I'd say that warrants a drink!

He grabs a bottle of wine from the vintner, pulls the cork with his teeth. Takes a drink, then grins at Kenzie.

SAXON (cont'd)
Ye'd best have yerself a bath, mate!
Yer woman's coming home!

He claps Kenzie heartily on the back. As it now sinks in for Kenzie, he becomes overwhelmed with joy and relief. HE FLINGS HIS ARMS AROUND SAXON, gives him a huge, joyous hug.

SAXON (cont'd)
All right, all right. Save some of it
for her!

Amid all the celebration, ONLY LIEAM SEEMS ODDLY DOWNBEAT, unsure of how to process this news. As the revelry continues all around him, he turns and walks away.

EXT. FOREST - DAY

Now deep into FALL. The forest carpeted with a thick blanket of leaves. A MERCHANT makes his way along a trail, pulling a WAGON loaded with grain. It's hard work, a heavy load.

THREE MONTHS LATER

Tired, the merchant stops in the shade of a tree. Removes his straw hat, wipes the sweat from his brow. Arches his aching back. He grabs a piece of grain from his wagon - to him, the size of a corn cob - and takes a bite.

He sits at the base of the tree for a nap, hat down over his face. But as he begins to doze, an OMINOUS SHADOW falls over him. The shape of SOMETHING BIG moving toward him.

The merchant rouses groggily, lifting his straw hat. His eyes flicker open - then GO WIDE WITH SUDDEN TERROR as he sees what looms over him. The last thing he ever sees.

INT. LOCKHAVEN - HALLWAY - DAY

MOUSE GUARD OFFICERS head toward Lockhaven's COUNCIL CHAMBER, assembling for a meeting. Kenzie moves among them until he finds Sadie. Smiles at her as they walk together.

SADIE

What?

KENZIE

Seeing you again each day still makes me smile.

And as they walk, she finds herself smiling as well.

INT. LOCKHAVEN - COUNCIL CHAMBER - DAY

An illustrious chamber with a ROUND TABLE at its center. TAPESTRIES depicting Lockhaven's rich history, past Heroes of the Guard, former Matriarchs, adorn the stone walls. THE MOUSE GUARD COUNCIL (Kenzie, Saxon, Sadie among them) sits around the table, along with Gwendolyn - and an AMBASSADOR from the Weasel Empire. He towers over the mice, and his presence seems to make some uncomfortable.

GWENDOLYN

If the food shipments are to continue, the remaining border territories you still occupy must be returned to us without further delay.

WEASEL AMBASSADOR

Rest assured, Matriarch, as we speak the last of our forces are moving out from Pebblebrook and Ferndale.

SAXON

Aye, what's left of it.

He says it quietly as an aside to Kenzie, but Gwendolyn's ear twitches. She heard it. Shoots him a withering look.

GWENDOLYN

I would remind those still adjusting to this new relationship that the ambassador is here as an emissary of goodwill and he is to be treated with the appropriate respect.

WEASEL AMBASSADOR

Please, think nothing of it. New beginnings are never easy, and our new friendship will take time.

(MORE)

(CONTINUED)

CONTINUED:

WEASEL AMBASSADOR (cont'd)

And now I must return to Darkheather,
to relay these tidings to his
eminence. Good day to you all.
Matriarch.

The ambassador rises, gives a bow to Gwendolyn, then sweeps
out of the room. The tension finally lifts.

SAXON

Ye trust him?

GWENDOLYN

I have little choice. But yes, I
believe that after a long and bloody
war that brought us both close to
extinction they have no more appetite
for further conflict than we do.

CELIA

Though it galls me to admit, the
weasel is right. War comes easily,
peace never does.

PERRIN

It should be noted that while the
armistice has broad support among the
territories, there are those still
voicing their dissent.

SADIE

They would have preferred to continue
a war we had no chance of winning?

PERRIN

It is a fact perhaps easy to forget
within these walls, but almost every
house, in every town, lost someone to
the war. Some see that as a wasted
sacrifice, in light of how little we
gained.

SADIE

What we gained was our continued
survival. And as one who fought in
that war, I assure you I have not
forgotten what it cost us.

GWENDOLYN

These wounds will take time to heal.
But any who still object to the
armistice would do well to remember
the wisdom of the Black Axe.

(CONTINUED)

CONTINUED: (2)

She looks to one of the TAPESTRIES on the wall. THE BLACK AXE striking a heroic pose, like we saw in Lieam's books.

GWENDOLYN (cont'd)

"Do not seek conflict, seek resolution."

(back to the table)

Send word that any who wish to express their views on my handling of the war are invited here to do so directly to me. For now, let us focus on the tasks before us. Captain?

RAND

We still have much to do. Our numbers were greatly depleted by the war. Without Guardsmeice to patrol them, many of the trade routes between the territories have fallen to predators and must be re-established.

GWENDOLYN

I will see that you have whatever you require. What else?

SADIE

I'm concerned about our watchpost at Calogero. It's been three days without word. That's too long.

SAXON

Conrad's post? The old soak probably got lost inside of a bottle.

SADIE

Whatever the reason, we must investigate. Calogero sits along the border with wild country, a first warning against invasion.

GWENDOLYN

Agreed. Sadie, you will go.

KENZIE

I will accompany you.

Gwendolyn picks up a SCROLL from the table.

GWENDOLYN

No, I have something else for you. This came in this morning.

(MORE)

(CONTINUED)

CONTINUED: (3)

GWENDOLYN (cont'd)

A merchant set out from here a week ago en route to Barkstone with a wagonload of grain. He never arrived.

SAXON

He had no escort?

GWENDOLYN

One was offered but apparently he refused.

SAXON

Why would he turn down a Guard escort with the roads still so dangerous?

GWENDOLYN

I trust that you and Kenzie will find that out when you locate him.

KENZIE

Matriarch, with respect... a missing grain merchant, such a trifling matter. Surely there are others who-

GWENDOLYN

Such matters are precisely why the Guard was formed. If it helps, consider it a training exercise.

SAXON

Training. Yer joking. For us?

GWENDOLYN

No. For your young recruit who's been hiding behind that curtain.

All turn to where SOMETHING SHIFTS BEHIND THE DRAPERY.
Kenzie rises, marches over and DRAGS LIEAM OUT BY HIS EAR.

LIEAM

Ow, ow, ow! Easy, easy!

SAXON

Ye've got some big ears on ye! This meeting's for grown-ups, halfblade!

GWENDOLYN

He's keen, no arguing that.

LIEAM

I'm ready! Saxon said so!

(CONTINUED)

CONTINUED: (4)

KENZIE

Saxon taught you to fight. It takes far more than that to be a Guard. You still have much to learn.

GWENDOLYN

So take him with you. Teach him.

SAXON

Ha! Ye walked smack into that one.

KENZIE

So, Sadie is to travel alone?

GWENDOLYN

I need an answer on Calogero quickly. Sadie is the fastest ranger I have, and she travels faster alone. You have your orders, set about them.

All rise, disperse. As Saxon passes Kenzie and Lieam:

SAXON

Not just big ears ye've got on ye, halfblade, I'll give ye that! Ha!

INT. LOCKHAVEN - APIARY - DAY

Kenzie looks on from the doorway as HONEY BEES buzz playfully around Sadie while she checks the hives.

KENZIE

I feel like I just got you back, only to lose you again.

SADIE

Always so dramatic. I survived the better part of a year at war, I think I can handle a short trip upriver.

KENZIE

Still, I don't like the idea of you venturing so close to wild country alone. Let me come with you.

SADIE

We have our orders. Gwendolyn-

KENZIE

Gwendolyn need not know.

(CONTINUED)

CONTINUED:

SADIE

Listen to you. What became of the young Guard I once knew? The boy who forever spoke of duty and honor now would defy the Matriarch herself?

He steps closer, burning with his love for her.

KENZIE

For you, I would defy the rising sun and all the stars in the sky.

They gaze into each other's eyes. A deeply intimate moment. Truly in love. Sadie briefly tempted to accept his offer before she comes back to her senses, turns away.

SADIE

No. This is what it means to be a Guard, to put the needs of others before our own. Besides, I won't be going alone. Zephyr, to me.

A BEE buzzes from one of the hives and perches on her shoulder. SCALED AGAINST THE MOUSE-SIZED SADIE, ZEPHYR IS MORE LIKE THE SIZE OF A HAWK OR A FALCON.

SADIE (cont'd)

She'll keep me safe. Won't you, Zeph?

Zephyr BUZZES and WARBLER in her bee-language (think R2-D2). Sadie and Kenzie embrace, one last tender moment.

KENZIE

Together again soon?

SADIE

Together again soon.

It pains him, but finally he breaks off, makes for the door.

SADIE (cont'd)

Kenzie.

(he looks back)

Give the boy a chance.

Hmph. Kenzie grudgingly nods, then turns and is gone.

EXT. LOCKHAVEN - MAIN GATE - DAY

Saxon now in his cape and armor, sword across his back. Lieam fidgets as Saxon adjusts the buckles on his own armor.

(CONTINUED)

CONTINUED:

(NOTE: Though Saxon and Kenzie's capes are fastened by a golden SEAL OF THE GUARD, Lieam has not earned his yet.)

LIEAM

It's too loose! It doesn't fit right.

SAXON

No, ye don't fit right. Yer too bloody small, even for a mouse. There, that'll have to do.

Kenzie appears, looks at Lieam, shakes his head dismissively as he walks past Saxon, headed into the forest.

KENZIE

Remember, he was your idea.

Saxon looks at Lieam. Even he seems a little doubtful.

SAXON

I've staked my reputation on ye, halfblade. Don't bloody embarrass me.

The three of them head out, into the vast, sprawling forest.

EXT. LOCKHAVEN - DOCKSIDE - DAY

On the far side of Lockhaven is a DOCK that extends out over a babbling river. Sadie unmoors a BOAT fashioned out of a LARGE LEAF, reinforced by a frame of lashed-together twigs. Zephyr tentatively dips her proboscis into the water, then shakes it off. Not a fan. A disapproving BUZZ-WARBLE.

SADIE

Nor I. But the river's the most direct route to Calogero. Come on.

She jumps in. Zephyr flies onto the stern, perches there.

SADIE (cont'd)

Conrad, if you really are under a table somewhere, I swear you'll wish you never uncorked a bottle.

She pushes off from the dock and starts to paddle, the river's gentle current carrying them away.

EXT. FOREST - DAY

Within the mouse-scale walls of Lockhaven, it can be easy to forget just how small the mice really are. Out here in the world, everything reminds us. Everything is vast, the trees tower over us like giants. Every sound is amplified.

(CONTINUED)

CONTINUED:

Kenzie takes point, Saxon and Lieam a few paces behind.

SAXON

Remember, out here near everything wants to eat ye. And most likely bigger and stronger than ye as well. So ye need to be smarter, faster, more cunning. Ye need to learn every sight, sound, smell of this forest. In time ye'll learn to sense things before they happen. Like me, there's nothing out here I don't- argh!

He stops, looks down, realizing HE'S STEPPED RIGHT INTO A DUNG PAT. Lieam tries to stifle a laugh as Saxon hops over to a gnarled root, uses it to scrape the crap off his foot.

SAXON (cont'd)

Think that's funny, do ye?

Lieam tries, but can barely contain his laughter. After a moment even Saxon sees the humor in it, cracks a smile.

SAXON (cont'd)

All right, I'll give ye that one.

KENZIE

What's the delay back there? We're not on a nature ramble. We press on.

SAXON

Perhaps a better view will tell us where to press. Halfblade, get yer arse up there, see what you can see.

Saxon gestures to a GIANT TREE. Lieam looks up at it, hesitant. Kenzie and Saxon watch him expectantly. His first real test. He girds himself and begins to climb.

KENZIE

A week's pay says he either falls or freezes.

SAXON

Ye make yer judgment now if ye want, I'd sooner wait and see for meself.

Above, Lieam climbs faster as he gains confidence. Soon he's scaling the tree at speed, enjoying himself. Kenzie and Saxon watch as he disappears into the high branches.

SAXON (cont'd)

Ha! I knew he'd do it.

(CONTINUED)

CONTINUED: (2)

KENZIE

Then you should have taken the wager.

SAXON

Ach, ye'd be even more of a pain in the arse if I took yer money. What d'ye see up there, boy?

HIGH ABOVE - In reality, maybe only six feet up. But at mouse-scale, that's like being TWENTY STORIES HIGH. Lieam ventures out onto a branch, surveys the surrounding forest.

LIEAM

A whole lot of trees...
(spotting something)
Wait a minute...

FOREST FLOOR - Kenzie and Saxon see Lieam coming back down in a hurry. He hits the ground, an excited look.

SAXON

What is it?

LIEAM

The grain merchant...

KENZIE

You found him?

LIEAM

His wagon. Not far from here. Come on, I'll show you!

And he's off, sprinting along the forest floor.

SAXON

Wait, boy! Ach!

EXT. FOREST - BASE OF TREE - DAY

Lieam dashes excitedly to where the merchant's WAGON lies, tipped on its side with a broken wheel.

LIEAM

Here! It's here!

Kenzie grabs him by the shoulder, glares at him angrily.

KENZIE

Never break from the group! Out here our safety depends on caution and cooperation. You just ignored both and endangered us all!

(CONTINUED)

CONTINUED:

SAXON

All right, untwist yer knickers.

Saxon picks a piece of grain from the wagon's spilled load.

SAXON (cont'd)

Still a full load. Whatever did this
had no interest in the grain.

KENZIE

Carnivore. Only wanted the merchant.

SAXON

No sign of blood. Gobbled up whole?

KENZIE

He would not be the first.

SAXON

Well, nothing more to be done here.

Kenzie knows that's wrong and is about to say something, but
Saxon gives him a conspiratorial look. *Play along with me.*

KENZIE

...Yes, I suppose so. Pity.

Saxon and Kenzie begin to head out. But something's
bothering Lieam. He too knows this isn't right.

LIEAM

Wait, we're leaving?

KENZIE

Best to head back before nightfall.
Most of the predators in this forest
are nocturnal.

LIEAM

I mean we're just giving up? What if
he wasn't eaten whole? What if he was
carried away somewhere? What if he's
injured and lost? He could still be
out there, still in need of our help.

IT WAS A TEST, AND LIEAM JUST PASSED IT. Saxon, pleased,
looks at Kenzie, who grudgingly admits:

KENZIE

Very good.

He looks up at the sky, the sun beginning to set.

(CONTINUED)

CONTINUED: (2)

KENZIE (cont'd)
We're losing the day, too late to
start a search now. We'll camp here
tonight, head out in the morning.

Saxon claps Lieam on the shoulder.

SAXON
Not a bad first day, halfblade.

Lieam smiles, proud of himself.

EXT. RIVER - NORTHERN SHORE - DUSK

The sun setting as Sadie paddles her boat through a narrow, winding stretch of river, walled in by tall reeds. The journey upriver is beautiful but a little ominous - shades of "Hearts of Darkness". Zephyr is perched on the bow, like a figurehead on a ship. She gives a BUZZ-WARBLE:

SADIE
Too quiet for my liking. Scout ahead.

Zephyr takes flight, disappearing beyond sight up ahead. Sadie paddles onward until she hurriedly returns, agitated. Urging her to follow, like Lassie when Timmy's stuck down the well. An urgent BUZZ-WARBLE. Sadie paddles faster.

EXT. RIVERBANK - NORTHERN SHORE - DUSK

Sadie pulls the boat ashore. Zephyr flits anxiously nearby, then leads her through the tall grass, headed inland.

EXT. NORTHERN SHORE - CALOGERO - DUSK

Sadie emerges from the grass, to where Zeph has been leading her. Her eyes widen when she sees what had her so agitated.

SADIE
Calogero...

The beachfront watchpost is a stone structure with thatched roofs, capped by chimneys and an observation tower. Not unlike a lighthouse, a pleasant enough place to be posted...

...but it appears ABANDONED. Windows broken, front door hanging off its hinges. Damage from an attack? The scene made all the more eerie by the wind in the reeds and the gentle lapping of waves on the beach. Sadie's ears prick up, on alert. Draws one of the two SHORTSWORDS from her belt.

SADIE (cont'd)
Zeph, stay close.

(CONTINUED)

CONTINUED:

Zephyr hovers over Sadie's shoulder as she warily approaches the front door. She peers through a broken window, a curtain billowing in the breeze. Too dark inside to see. She pushes the door open with an ominous CREEEAAK and steps inside.

INT. CALOGERO WATCHPOST - CONTINUOUS

Gloomy inside, motes of dust playing in the light from the broken windows. THE WHOLE PLACE IS TRASHED. An overturned table, things strewn about the floor. Signs of a struggle?

SADIE
Check upstairs.

Zephyr flits away, up the spiral stairs. Sadie continues to poke around. Then her fur stands on end as she hears ANOTHER FLOORBOARD CREAK BEHIND HER. Before she can whip around, A FIGURE EMERGES FROM THE SHADOWS BEHIND HER. A FISH-HOOK - at mouse-scale more like a POLE-ARM - at her throat.

DARK FIGURE
Drop your weapon.

SADIE
I will not.

The dark figure blinks, not the answer he expected.

DARK FIGURE
Who are you?

SADIE
I'm from Lockhaven. The Matriarch
sent me to find you... Conrad.

Conrad lowers the fish-hook a little, moves back.

CONRAD
Turn around. Slowly.

She does. Conrad steps into the light. He's old. Gray, tattered fur. A PEG-LEG. Seems a little... off. Some of that Jack Sparrow not-altogether-there quality. He looks Sadie over, sees the GUARD SEAL on her cloak. Still, he's wary.

CONRAD (cont'd)
How'd you know it was me?

He slurs his words, stumbles, off-balance. Clearly DRUNK.

SADIE
Lucky guess. Put that thing down,
can't you see I'm a Guardsmouse?

(CONTINUED)

CONTINUED:

CONRAD

Can't trust anyone these days, Guard
or not. I want some answers.

BEAT. He looks at her. She looks back at him. Waiting for a question... but then Conrad's eyes roll back in his head, he staggers backward and CRASHES ONTO THE FLOOR. Out cold. Sadie crouches beside him, looks him over. Zephyr buzzes back down the stairs, lands on her shoulder with a WARBLE.

SADIE

No, he's just passed out. Saxon was
right, once a drunk... wait.

Conrad's cloak has fallen open, revealing a BLOODY BANDAGE. A serious wound. Sadie looks around at the trashed room.

SADIE (cont'd)

What happened here?

EXT. FOREST - BASE OF TREE - DAWN

Asleep in the grain merchant's overturned cart, Lieam is rudely awakened by a poke from Kenzie's staff.

KENZIE

Look lively. Saxon's found something.

NEARBY - Kenzie and Lieam arrive to find Saxon in a crouch, holding a piece of grain found away from the main spill. He scrutinizes it like evidence. Mouse CSI.

SAXON

There's more leading that way. Ye
might've been right, lad. Looks like
something carried our merchant away.

KENZIE

The question is, what? And where?

Saxon draws his sword.

SAXON

Keep yer wits about ye.

He leads the others onward, following the trail of grain. Lieam draws his own sword, excited - and a little nervous.

EXT. FOREST - CLEARING - DAWN

Saxon pushes through leaves, emerging into a CLEARING. Kenzie and Lieam close behind. Saxon searches the ground.

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CONTINUED:

SAXON
Trail ends here.

LIEAM
Look there!

Lieam's spotted something ahead. He darts forward, Saxon and Kenzie dashing to catch up. Saxon grabs him.

SAXON
Whoa, boy. Careful. What is it?

Saxon sees it now. A DARK HOLE DUG IN THE EARTH.

KENZIE
A burrow?

SAXON
Aye, but for what?

KENZIE
One way to to find out.

Kenzie begins uncoiling a spool of rope from his belt.

LIEAM
You're not going down there.

KENZIE
No. You are.

Lieam appears stricken by the prospect.

SAXON
Yer the smallest and the lightest.
Unless it's a problem for ye?

LIEAM
No. Not a problem. I just... I
mean... do we really need to?

KENZIE
The merchant had a wife, she deserves
to know his fate. If he's down there,
bring back what you can.

SAXON
And if whatever took him's down
there... try not to wake it.

Kenzie tosses the rope into the hole. Lieam gazes into the darkness. Scary. Saxon and Kenzie wait expectantly. Another test. Lieam grabs the rope and climbs down into the dark.

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CONTINUED: (2)

BURROW - Lieam rappels down, a black abyss beneath him. Breathes a sigh of relief as he feels ground beneath his feet. TOO DARK TO SEE, he feels his way. From above:

SAXON (O.S.)
What d'ye see, lad?

LIEAM
Nothing, too dark down here. Wait. I think I found something.

ABOVE - Saxon's ears prick up as hears something behind him. He looks back. Nothing but a sea of grass. Just the wind?

BURROW - Lieam's eyes adjusting to the darkness. Realizing now what's down here. HE STARTS TO BACK AWAY, ALARMED.

KENZIE (O.S.)
What is it, boy?

We PULL BACK TO REVEAL what has Lieam spooked. EGGS. AN ENTIRE NEST OF THEM. Each one about his size.

LIEAM
Eggs. A lot of eggs.

ABOVE - Saxon still watching the sea of grass waving in the wind. Something not right. Then he sees it. Eyes go wide.

KENZIE
What kind of eggs?

SAXON
Snake.

KENZIE
How can you tell? You can't-

SAXON
Snake!

Kenzie looks behind him to see--

--THE GIANT SNAKE looming over them, casting them in shadow as it rears up, its mouth yawning wide to bear its fangs. At mouse scale IT'S LIKE SOME MONSTROUS SERPENT FROM A RAY HARRYHAUSEN MOVIE. IT STRIKES AT THEM, Kenzie forced to drop the rope as he and Saxon roll to evade. No-one anchoring it.

BURROW - Lieam's back to the wall, staring at the nest in horror as one of the eggs STIRS. STARTING TO HATCH. Lieam scrambles to climb back out - but as he pulls on the rope THE WHOLE THING FALLS DOWN INTO THE HOLE. NO WAY OUT.

(CONTINUED)

CONTINUED: (3)

ABOVE - Saxon tumbles as the snake jabs at him, quickly back on his feet. He and Kenzie separate and circle it, forcing the snake to pick between them. IT GOES FOR KENZIE, who evades, spinning, STRIKING ITS FACE WITH A WHIRLWIND BLOW OF HIS STAFF. The snake recoils, hurt. An angry HISS.

SAXON (cont'd)
Oh you've pissed it off now!

The snake lunges at Kenzie again. He jukes away, but not fast enough - the snake lands a glancing blow, KNOCKING HIM HARD TO THE GROUND, WINDED. His staff clatters out of reach.

SAXON (cont'd)
Right, ye bastard!

SAXON RUSHES HEADLONG AT THE SNAKE FROM BEHIND, LEAPING ONTO IT. Running along its back toward the head.

BURROW - Lieam scales the wall as the snake egg continues to hatch beneath him, clumps of dirt coming loose in his claws. He almost falls but regains his footing, climbs.

ABOVE - Lieam pops his head up and is stunned by what he sees. SAXON RIDING THE SNAKE LIKE A RODEO COWBOY AS IT WRITHES, TRYING TO THROW HIM OFF!

SAXON STABS THE SNAKE WITH HIS SWORD. With a screech it lurches and throws him off. Saxon hits the ground rolling, scrambles back up, looking for his sword. IT'S STILL STUCK IN THE SNAKE'S BACK. The snake thrashes about, trying to twist around and pull the sword out, but it can't reach.

Lieam sees Kenzie dazed, trying to get up. He clambers out of the hole and rushes toward him. The snake, enraged, sees Lieam running and lunges at him - LIEAM GRABS KENZIE AND PULLS HIM AWAY JUST AS THE SNAKE STRIKES, barely missing.

Kenzie grabs his staff, pushes Lieam behind him. The snake moves to strike, but SAXON LEAPS BACK ONTO IT, grabbing the hilt of his sword as the snake wheels around, snapping at him. The blade comes free and Saxon hits the ground. The snake whips around, coming at him, jaws wide--

--JUST AS KENZIE RUSHES IN AND JAMS HIS STAFF INTO THE SNAKE'S MOUTH, PROPPING IT WIDE OPEN! Saxon leaps at the snake, blade flashing in the sun, and SKEWERS ITS LOWER JAW TO THE GROUND, driving the blade deep to keep him pinned.

The snake thrashes and flails in a wild fury - that won't hold him for long. Kenzie and Saxon both without weapons now. Saxon looks to Lieam who's been watching, frozen.

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CONTINUED: (4)

SAXON (cont'd)
Now'd be a good time to use that
sword, halfblade!

Lieam fumbles for it, pulling it from the scabbard.

KENZIE
Kill it! Kill it now!

Lieam hesitates; the snake, still thrashing about, SWIPES ITS TAIL AT KENZIE AND SAXON, sending them tumbling across the clearing. The snake pulls itself free from Saxon's sword, manages to dislodge Kenzie's staff. Enraged, it finds Lieam, the nearest target. THE SNAKE COILS ITS TAIL AROUND HIM, LIFTING HIM OFF THE GROUND. Saxon and Kenzie watch as the snake SNAPS UP LIEAM INTO ITS MOUTH!

The snake tries to swallow. Chokes, gagging - and then LIEAM'S SWORD PUNCHES OUT THE TOP OF ITS HEAD, RIGHT BETWEEN ITS EYES. IT CRASHES TO THE GROUND, and breathes its last.

Kenzie and Saxon rush over, pull Lieam from the dead snake's mouth, covered in its saliva. Kenzie recovers his staff, dusts himself off. He ignores Lieam, addressing Saxon:

KENZIE (cont'd)
So eager to do battle, and yet when
it comes, he hesitates. I told you he
wasn't ready.

LATER - Lieam sits on a rock, still shaken, as Kenzie and Saxon examine the dead snake. Contemplating a grim task.

KENZIE (cont'd)
We have to be sure.

SAXON
Ye wanna be sure, ye open it up!

KENZIE
I thought you enjoyed cutting open
the bellies of your enemies.

SAXON
Not when they're already dead!
Where's the fun in that?
(off Kenzie's look)
Fine! Ye'd only make a pig's ear of
it anyway.

Saxon climbs up onto the snake and PLUNGES HIS SWORD INTO IT. As Saxon slices it open, Lieam looks away.

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SAXON (cont'd)
Ah, there he is, the poor bastard. I
was right! Swallowed him whole.

TOGETHER THEY HAUL THE MERCHANT'S BODY OUT FROM THE SNAKE'S
BELLY. (Totally gross, but we see very little, and this
plays as comedy based on Lieam's grossed-out reactions.
(Think Hooper cutting open the tiger shark in JAWS.)

SAXON (cont'd)
What's the matter with ye, halfblade?
If ye wanna be a Guard ye'll see
worse than this before yer done.

Kenzie pats the body down, looking for personal effects.
Tossing them to Saxon to inventory as he goes.

SAXON (cont'd)
Purse, empty. Pocket watch... ah, a
sprig of lucky heather. Lot of good
that did him, eh, lad?

It's all too much. Lieam turns away and THROWS UP.

Kenzie's found something else, a LARGE FOLDED PARCHMENT.

SAXON (cont'd)
What's that ye got?

He unfolds it, wipes it clean. His eyes widen in alarm.

KENZIE
This is bad. This is very bad.

Lieam and Saxon come around to see. It's a MAP, one we've
seen before. On the table in Gwendolyn's tower.

LIEAM
A map of Lockhaven?

KENZIE
Not just any map. This is a tactical
schematic of all its defenses. None
but Gwendolyn and those on the
council have access to this.

SAXON
Now what would a humble merchant be
doing with a thing like that?

KENZIE
I intend to find out. We've stumbled
onto grave treachery here.

(CONTINUED)

CONTINUED: (6)

Saxon looks back at the dead merchant.

SAXON

He was on his way to Barkstone.

KENZIE

We must move quickly. Find out who he was planning to betray Lockhaven's secrets to. Before it is too late.

Saxon gives Lieam, still queasy, a hearty slap on the back.

SAXON

Well halfblade, so much for the easy little training mission. Ye ready to get yer paws dirty on a real job? Ha, what a day this turned out to be, and it's not even lunchtime!

INT. CALOGERO WATCHPOST - MORNING

Gulls squawking outside, waves lapping on the shore. Conrad wakes groggily, laid out on a bench. Sits up with a groan, clutching his head. Touches his wound - FRESHLY BANDAGED.

Sadie has straightened up the place, setting the table for breakfast. Zephyr perched on a chair, ever watchful.

SADIE

I cleaned the wound and dressed it.
Come, you should eat something.

Conrad gets to his feet, bleary. Staggeres to the table and parks himself there. Looks at the STEAMING BOWL OF PORRIDGE she's made, then pushes it aside.

CONRAD

I can't eat that swill, I need a proper wake-up. Hair of the dog.

SADIE

Yes, I imagined you might. So I poured out all of your liquor.

CONRAD

Oh did you now?

With a crafty grin, Conrad unscrews his peg-leg. IT'S HOLLOW AND DOUBLES AS A FLASK. He pours out a shot, downs it.

CONRAD (cont'd)

Aaaaaah, that's the stuff.

(CONTINUED)

CONTINUED:

SADIE

We've had no word from you for three days. Was Calogero attacked?

Conrad is still fuzzy, a five-alarm hangover. Sadie SLAMS HER PAW ON THE TABLE, startling him into focus.

SADIE (cont'd)

Conrad! What happened here?

CONRAD

On patrol three nights ago, I chanced across a meeting between three mice.

FLASHBACK - NORTHERN SHORE - NIGHT

Conrad making his way along the beach with a lantern. Up ahead he sees THE LIGHT OF A CAMPFIRE on the beach.

CONRAD (V.O.)

Knew right off there was something suspicious about them. A Guard develops a nose for it.

Conrad snuffs out his lantern, moves stealthily toward the campfire, where THREE MICE are having a clandestine meeting. Lit only by the pale moon and the flickering fire.

CONRAD (V.O.) (cont'd)

Didn't get a good look at 'em. But I heard 'em well enough. They spoke of an attack on Lockhaven. Of treachery within the Guard itself.

RETURN TO SCENE - Sadie is alarmed.

SADIE

Traitors in the Guard? It cannot be. It must be some kind of weasel plot.

CONRAD

Heard no talk of weasels. This was mice, plotting against their own.

FLASHBACK - Conrad watching the mice as they douse the fire.

CONRAD (V.O.)

As they were leaving, one of them saw me. Looked right at me, he did.

One of the mice snaps around and sees Conrad hiding nearby. Conrad turns tail and disappears into the reeds.

(CONTINUED)

CONTINUED: (2)

CONRAD (V.O.) (cont'd)
I made good my escape, but they
must've tracked me. The next day, a
dozen more came calling.

RETURN TO SCENE - Sadie looks at Conrad skeptically.

SADIE
A dozen?

CONRAD
Well alright, more like three. I
killed two of 'em, the other ran. But
not before he stuck me.

SADIE
Why did you not send a sparrow?

CONRAD
If the Guard has traitors in its
midst, I dared not risk it. Been
waiting to get well enough to travel
so I could come tell you myself.

SADIE
Enough time has been wasted already.
You're coming with me to Lockhaven.

CONRAD
Lass, even if I could make that trip,
I'd only slow you down. Best I stay-

He starts to pour himself another drink, but Sadie, out of
patience, KNOCKS AWAY HIS GLASS WITH A SWEEP OF HER PAW.

SADIE
Listen to me, you old drunk! I'll
carry you there if I have to. Now-

Suddenly a SHADOW falls over the room, something briefly
blocking the sunlight through the windows outside.

SADIE (cont'd)
What was that?

Sobering quickly, Conrad screws his peg-leg back on and
hobbles across the room, grabs a SWORD mounted on the wall.

CONRAD
I knew they'd be back. You need to
leave. Now.

(CONTINUED)

CONTINUED: (3)

SADIE

Conrad, what is going on? Who-

A GIANT CRAB CLAW SMASHES THROUGH THE WINDOW. Sadie jumps back, narrowly avoiding it, FLATTENING HERSELF AGAINST THE FAR WALL AS THE CLAW SNAPS AT HER. Conrad pulls her away as the claw thrusts deeper inside, SPLINTERING A KITCHEN DRESSER AND SMASHING CROCKERY. They back away; the claw is between them and the front door, blocking their escape.

CONRAD

Upstairs, quickly!

He leads Sadie up the spiral stairs, Zephyr following.

EXT. CALOGERO WATCHPOST - CONTINUOUS

TWO GIANT CRABS clamber onto the building. Each ridden by a MOUSE BEASTMASTER. They sit in saddles atop the crabs, pulling on reins to control them.

THE CRABS TEAR AT THE THATCHED ROOF, RIP OFF ITS DOORS, TRYING TO GET INSIDE. Conrad and Sadie emerge from a SKYLIGHT on the opposite side. Out of the crabs' reach.

CONRAD

Now's your chance, go!

SADIE

I'm not leaving you!

One of the riders spots them and spurs his crab toward them, scuttling across the roof. IT LUNGES, CLAWS SNAPPING. Conrad shoves Sadie clear and they both tumble off the roof to the ground. Sadie helps Conrad up as the crab-riders circle the building toward them.

SADIE (cont'd)

Come on! My boat's nearby!

CONRAD

We'll never make it! I'll hold 'em off. Get to Lockhaven! Don't worry, I fight my best when I'm hungover!

He shoves Sadie onward. It pains her to leave Conrad behind.

SADIE

Zephyr, let's go.

She runs, Zephyr fast behind. Conrad turns to face the crab-riders as they scuttle around Calogero's walls toward him.

(CONTINUED)

CONTINUED:

CONRAD

Right, ya scunners! Have at it!

The first crab lunges with a claw; Conrad evades, more nimble than he looks. He charges with his sword and SKEWERS THE CRAB'S FLESH. THE CRAB REARS UP, UNSEATING ITS RIDER, who falls onto the beach. He's up quickly, fumbling for his sword, but Conrad is quicker. RUNS THE RIDER THROUGH WITH HIS SWORD. The rider-less crab scuttles away, spooked.

Conrad turns just as THE SECOND CRAB-RIDER ATTACKS. Snapping at him with both claws; Conrad backing up, batting its claws away with his sword. Breaking a sweat as he tries to hold off this thing that's as big and armored as a Sherman tank.

THE CRAB GRABS CONRAD BY HIS PEG-LEG. Lifts him off the ground like a rag doll. Conrad slashes at the claw but his sword just glances off its shell. The claw bites down and CRUSHES THE PEG-LEG, Conrad detaching from it, falling back to the beach as the crab splinters his peg-leg into pieces.

Down but not out, Conrad raises his sword and gives a WARRIOR'S CRY as the crab-rider bears down on him again.

EXT. RIVER - NORTHERN SHORE - CONTINUOUS

Sadie is readying her boat to leave when she hears Conrad's cry carried on the wind. A grim moment; she knows it can only mean one thing. She pushes the boat off from the bank, about to jump in when THE CRAB-RIDER BURSTS FROM THE GRASS, ATTACKING! Sadie stumbles, FALLING INTO THE RIVER WITH A SPLASH. Starts swimming frantically away, toward her boat.

The rider works the reins atop his crab, WADING INTO THE WATER AFTER HER as she breaks the the surface, gasping, trying to clamber into her boat. The rider spurs his crab on, THRASHING ACROSS THE WATER TOWARD HER. Sadie makes it up into the boat, NARROWLY AVOIDING A SNAPPING CLAW.

Zephyr buzzes around the rider, trying to distract him. The boat threatening to overturn as the crab thrashes, waves rocking it side to side. Its claws tear at the side of the boat, ripping apart its wooden frame, the boat starting to take on water and sink. (Think: final scenes of JAWS.)

Sadie grabs a BOAT HOOK and stabs desperately at the crab; SKEWERS IT IN ITS OPEN MOUTH and finally it sinks back into the river, taking its rider with it. The danger has passed, but the boat is too badly damaged and sinking fast.

Sadie bails out, swims to shore, just in time to see the boat disappear beneath the surface. She flops down on the shore, breathing hard, soaked. Zephyr lands next to her.

(CONTINUED)

CONTINUED:

She stands and looks around, getting her bearings.

SADIE

Come on. It will take longer by land.
And we haven't a moment to lose.

She's about to set out when FIVE MICE EMERGE FROM THE REEDS. CUT-THROATS, HEAVILY ARMED. They surround her. Sadie's paw instinctively goes to her sword. Zephyr WARBLER a note of caution. She thinks better of it, releases her grip.

CUT-THROAT LEADER

Smart little bee you've got there. It
just saved your life.

He motions to the others, who move in and grab Sadie by the arms, take her swords. Their prisoner now. As Zephyr buzzes around them angrily, the leader SWATS HER TO THE GROUND. The mice take Sadie away, disappearing with her into the reeds.

ZEPHYR POPS BACK UP ATOP THE REEDS. Dazed, but shaking it off. Buzzing doggedly after Sadie and her captors.

EXT. FOREST - DAY

Kenzie, Saxon, Lieam walk along a winding path.

KENZIE

Remember, boy. The Guard enjoy the
freedom of the cities but we have no
jurisdiction within them. We will
need to be discreet.

SAXON

Why're ye looking at me?

KENZIE

The last time we were in Barkstone
you started a tavern fight.

SAXON

Ha! Wrong! T'was the other fellas
that started it. I just finished it.
See, this is how I get a bad rep-

KENZIE

Quiet. We're here.

We've arrived at a COPSE that extends in both directions, like a giant wall. At the base of the tree before us is a pair of GIANT DOORS. Heavy oak, reinforced with iron. Kenzie raps on it with his staff. A long BEAT... and then a VIEWING SLOT slides open, RODENT EYES peering out from within.

(CONTINUED)

CONTINUED:

Kenzie shows his Guard seal, a cop flashing his badge. The slot closes again before the great doors UNLOCK AND SWING OPEN, a pair of BARKSTONE GUARDS behind them. (Not Mouse Guard, but Barkstone's own CIVIL MILITIA).

KENZIE (cont'd)
Been a long day on patrol. You still
brew the best ale in the territories?

BARKSTONE GUARD
That we do. At the-

SAXON
Oh we know where to find it.

Saxon pushes past them, leading the way.

INT. BARKSTONE - DAY

Barkstone is a MAJOR MOUSE CITY of broad avenues and winding alleys, cobblestone streets and industrial smoke. MERCHANTS ply their wares from market stalls, TRADESMICE blow glass, hammer on anvils, weave baskets. A veritable mouse-tropolis, hidden and protected from the world beyond by the cloister of towering trees that form a walled perimeter around it.

INT. BARKSTONE - JUNE ALLEY INN - DAY

Kenzie, Saxon, Lieam arrive outside. The sounds of MUSIC AND LAUGHTER drift from the tavern doorway.

SAXON
All right, let's see if we can find
anyone who knew our grain merchant.
I'll try in here. Lips are always
looser after a beer or two.

LIEAM
I like beer.

SAXON
Nice try, halfblade. Yer underage.

KENZIE
I'll take the mercantile quarter. We
meet back here in an hour.

LIEAM
What about me?

Kenzie sits Lieam down at one of the bench tables outside the tavern, gives him a COPPER COIN from his belt pouch.

(CONTINUED)

CONTINUED:

KENZIE

You will sit here, have a lemonade,
and stay out of trouble until Saxon
and I return.

LIEAM

But I want to-

KENZIE

If you want to be useful, safeguard
this. Until we know exactly what
we're dealing with here.

Kenzie slips the LOCKHAVEN MAP into Lieam's leather jerkin.

KENZIE (cont'd)

One hour.

Saxon nods, heads inside the tavern. Kenzie walks away,
leaving Lieam feeling thoroughly patronized and left-out.

INT. BARKSTONE - JUNE ALLEY INN - CONTINUOUS

All spit and sawdust, a raucous atmosphere. MINSTRELS belt
out an upbeat tune, TAVERN PATRONS sing along, clank
tankards together, gamble, arm-wrestle. A swarthy bunch.
Think of this as the "Mouse Easley Cantina" (okay, sorry).
Saxon makes his way to the bar, pulls up a stool.

SAXON

Pint of Old Kilt-Lifter.

The BARTENDER sloshes a tankard down in front of Saxon.
Saxon takes a big drink, wipes the froth from his whiskers.

BARTENDER

Will that be all?

Saxon places a copper coin on the bar. As the bartender
reaches for it, Saxon grabs his wrist.

SAXON

No. It will not.

With his other paw, Saxon subtly reveals that there's a
SILVER COIN hidden beneath the copper one.

EXT. BARKSTONE - JUNE ALLEY INN - DAY

Lieam sips his lemonade as he watches the world go by him,
frustrated and bored. Hard for him to just sit still and do
nothing. Then he spots it. A shopfront across the street.
CLARKE'S CARTOGRAPHY. And an idea begins to form...

EXT. BARKSTONE - ALLEY - DAY

Lieam removes his Guard cloak and armor, stashes them in a rain barrel. Only his jerkin and the belt and scabbard for his sword remain. A civilian now, he crosses the street toward the cartographer's shop, rehearsing under his breath:

LIEAM

I happened upon this map along the road, I wonder if you might- I found this map, I thought you might help me- I wonder who might have made-

INT. CARTOGRAPHER'S SHOP - DAY

Customers peruse the maps on display. A BELL above the door tinkles as Lieam enters. Nervous. He makes his way to the counter and is met by CLARKE, the cartographer. He wears an elaborate headset of magnifying lenses of varying sizes.

CLARKE

How can I help you today?

Lieam produces the map, places it on the counter.

LIEAM

I have this map-

Clarke seems to recognize it immediately. Quickly covers it, anxious that it not be seen. To his customers:

CLARKE

I'm sorry, we're closing early today.
Please, come back tomorrow.

He ushers his bemused customers out the door, then locks and bolts it. Dashes back to Lieam, unfolds the Lockhaven map, drops down one of his magnifying lenses to study it.

CLARKE (cont'd)

You're late.

LIEAM

Uh, I'm sorry, I... got held up.

Clarke isn't listening, far more interested in the map.

CLARKE

Yes... this will do nicely. Did anyone else see you with this?

LIEAM

No.

(CONTINUED)

CONTINUED:

CLARKE

We must be careful. There are
Guardsmice in town, sniffing around.

He looks up at Lieam, his eyes as big as saucers behind the
magnified lenses of his headset.

CLARKE (cont'd)

No matter. You've done well. I'm told
you also wish to join The Axe.

LIEAM

Um... yes. Yes, I do. The Axe. I want
to join The Axe.

CLARKE

You're in luck. Come with me.

INT. CARTOGRAPHER'S SHOP - ATTIC - CONTINUOUS

Clarke and Lieam arrive at the top of the stairs. It's dark
up here, only the FLICKER OF GASLIGHT. There are OTHER MICE
here, dark shapes with glimmering eyes.

CLARKE

Got one more for you. He brought us
the map.

Lieam can feel every pair of eyes in the room on him. *What
have I got myself into here?*

One of the shadowy mice steps forward. He wears BLACK ARMOR
WITH AN AXE EMBLEM, a DEEP SCAR slashed across his face.

SCAR

Not much of you, is there? What's
your name, boy?

LIEAM

Lieam.

SCAR

Where are you from?

LIEAM

...Ferndale.

That gets a reaction from Scar and the others.

SCAR

You were there, when it fell?

Lieam nods. No deception here, the memory is painfully real.

(CONTINUED)

CONTINUED:

LIEAM

My father was killed there.

SCAR

Then you shall have the chance to
avenge him. Welcome to The
Brotherhood of The Axe. Somebody get
this boy some armor! And some ale!

EXT. BARKSTONE - JUNE ALLEY INN - DAY

Saxon exits the bar as Kenzie returns.

KENZIE

Any luck?

SAXON

I must've bought beers for half of
'em in there. Nothing.

KENZIE

Nor I.

Saxon spots something behind Kenzie. Two of Barkstone's CITY
MILITIA, lurking among the crowd. Watching them.

SAXON

We're being watched. Something's not
right here.

KENZIE

I agree. We should go. Lieam-

Only then do they realize LIEAM IS NOT WHERE THEY LEFT HIM.

SAXON

Where the bloody hell is he?

KENZIE SEES THE TWO MILITIA GUARDS MOVING TOWARD THEM.

KENZIE

We'll find him later. We need to go.

SAXON

There's only two of 'em.

KENZIE

And if you start a fight in the
street there'll be twenty more.

Kenzie pulls Saxon away, the two of them slipping away into
the crowd. The militia mice hurrying to follow them.

EXT. BARKSTONE - DARK ALLEY - DAY

Kenzie and Saxon slip into a dark alley. Kenzie peeks out.

KENZIE
I think we lost them.

SAXON
Do ye now?

Kenzie turns back into the alley to see what Saxon sees - TWO MORE MILITIA waiting for them in the shadows of the alley. Saxon goes for his sword, but Kenzie stays his arm.

KENZIE
Caution is the better part of valor,
my friend. Come, quickly.

He goes to pull Saxon with him back to the street - to find their way blocked by THE FIRST TWO MILITIA, SWORDS DRAWN. They move into the alley, Saxon and Kenzie surrounded.

KENZIE (cont'd)
In the name of the Guard, lay down
your weapons!

SAXON
When has that ever worked?

KENZIE
No reason not to try.

Kenzie and Saxon LEAP INTO ACTION. Kenzie whirling with his staff, felling one militia mouse. Saxon clashes with another, parrying his pike attacks, then counter-attacks, RUNS HIM THROUGH. The mouse slides off his blade, dead.

Saxon and Kenzie clash with the remaining four, still outnumbered but not yet outmatched - until THREE MORE MILITIA race into the alley and swarm them. Simply too many. Kenzie and Saxon are CAUGHT IN A GIANT NET and brought to the ground, the militia mice standing over them.

SAXON
Well that could have gone better.

EXT. FOREST - BACK GATE - DUSK

The setting sun casts the forest in gloom. A GATE in the base of a twisted tree opens. THE SIX MILITIA MICE emerge, dragging Kenzie and Saxon in the net along the ground. One carries their weapons in a sack over his shoulder.

(CONTINUED)

CONTINUED:

MILITIA MOUSE

That mouse you killed back there was
a friend of mine.

SAXON

He was an idiot. As was whoever
trained him to fight. Terrible.

MILITIA MOUSE

I trained him myself!

SAXON

Then I'd say ye were the one who got
him killed.

The militia mouse flashes with rage, hauls Saxon to his feet
and draws a dagger. ANOTHER MILITIA MOUSE stays his hand.

MILITIA MOUSE #2

Not here. Too close to the city.

The first mouse re-sheathes his dagger, glares at Saxon.

MILITIA MOUSE

I can wait.

As the militia mice drag them away again:

KENZIE

Never know when to shut up, do you?

EXT. FOREST - MOONLIT GLADE - NIGHT

A leaf-strewn glade in the dark depths of the forest. The
perfect spot for a quiet murder. Think MILLER'S CROSSING.

MILITIA MOUSE

This will do. No need to bury 'em,
the birds will've had them by sun-up.

MILITIA MOUSE #2

Take their cloaks. Dead mice is one
thing, dead Guardsmice another.

The militia mice strip Saxon and Kenzie of their cloaks and
Guard seals, stuff them into the sack with their weapons.

SAXON

Whatever treachery ye plan against
Lockhaven... it will fail.

MILITIA MOUSE

So sure of that, are you?

(CONTINUED)

CONTINUED:

KENZIE

To what end would you plot against your own? The territories have had their differences in the past. But the war brought us together as one.

MILITIA MOUSE

Do not speak to me of the war! I bled in it, lost friends and brothers. Before your Matriarch betrayed us.

Saxon and Kenzie exchange a look. *What does that mean?*

The first militia mouse draws his dagger, relishing this.

MILITIA MOUSE (cont'd)

Let's make this quick.

VOICE (O.S.)

What fun and games are these?

The militia mice all whip around - to see A HOODED FIGURE emerging from the shadows. Walking slowly, with the aid of a gnarled cane. The voice and gait both suggesting old age.

MILITIA MOUSE #2

Move along, oldfur. You've seen nothing.

He removes his tattered hood. Elderly and gray, no more to look at than any old beggar on the streets of Barkstone.

OLD MOUSE

Oh I've seen more than you could possibly imagine.

MILITIA MOUSE #2

I will not warn you again.

OLD MOUSE

Surely it's unwise to simply let me pass. Murder by the city militia? What a story that would make, were I to tell it. A shrewd villain would not hesitate to kill me as well.

MILITIA MOUSE

He's right. No witnesses.

MILITIA MOUSE #2 ATTACKS THE OLDFUR, who deftly steps aside, moving far quicker than his age would suggest, his attacker attacker swinging at nothing but air. He wheels around, seeing the other militia snickering. Made to look foolish.

(CONTINUED)

CONTINUED: (2)

Enraged, he attacks again - this time his sword is glanced aside and countered with a BLOW TO THE BELLY from the old mouse's cane. He sinks to his knees, winded. The oldfur swings the cane upward, KNOCKING HIM FLAT ON HIS BACK.

The other militia mice draw their weapons and surround the old one. A Sergio Leone BEAT as they size each other up... then they CHARGE AT HIM, blades flashing in the moonlight.

Lying on his side on the forest floor, all Saxon sees is A WILD MELEE, A FLURRY OF BLADES AND LIMBS, SILHOUETTED IN THE MOONLIGHT. Kenzie, his back to Saxon, can't see anything.

KENZIE

Saxon, what is happening?

SAXON

I'd tell ye, but ye'd not believe it.

ONE MOUSE AFTER ANOTHER IS TAKEN DOWN BY THE OLD MAN AND HIS CANE, A WHIRLING DERVISH. Soon five are on the ground, unmoving. Only one remains, sword trembling.

OLD MOUSE

There's a lesson here. And mark it well, for these mice died to teach it you. Always respect your elders.

The last mouse hesitates - fight or flight - chooses FIGHT! Comes at the old mouse with his sword. With one fluid movement the old one evades, grabbing the militia mouse's sword, then RUNNING IT THROUGH HIS BACK as he passes.

Saxon watches as the last mouse slumps to the floor, dead. The old mouse surrounded by the bodies of his assailants.

SAXON

I must be dreaming.

The old mouse picks up the sack containing Kenzie and Saxon's cloaks and weapons, slowly ambles over to them.

SAXON (cont'd)

Bless ye, oldfur, whoever ye are. Now let us out of here.

The old mouse just looks down at them curiously.

KENZIE

All right, you've had your fun, now-

The old mouse takes the net and starts dragging them again.

(CONTINUED)

CONTINUED: (3)

SAXON

Hey! Let us go, ye deaf old bastard!

The old mouse ignores them, drags them away into the forest.

EXT. CARTOGRAPHER'S SHOP - ATTIC - NIGHT

THE AXE SOLDIERS sit around a table, chugging ale, singing. Lieam crowded in among them in his new, ill-fitting armor.

SCAR

Drink up, boy! Might be your last one for a while! Tomorrow we march, and join with the rest of the army.

Lieam takes a sip of ale. Disgusting. Tries not to show it.

LIEAM

This army, who leads it?

Scar gestures to the AXE EMBLEM on his armor.

SCAR

They don't call us The Brotherhood of the Axe for nothing. Patience, boy. You'll see for yourself tomorrow.

INT. CELANAWA'S FARMHOUSE - NIGHT

Small, cozy, lived-in. A POT OF STEW cooks over a fire in the hearth. The old mouse - CELANAWA - dips a spoon into the pot, tries a taste. Seems good enough. He heads outside.

EXT. CELANAWA'S FARMHOUSE - VEGETABLE FARM - NIGHT

Tomatoes, carrots, turnips. A humble but well-tended farm. Celanawe steps outside, checks his tomatoes in the moonlight. Takes his time, an old man enjoying his work.

SAXON (O.S.)

I'm fast losing patience, oldfur...

As Celanawe turns, we see now that KENZIE AND SAXON HANG UPSIDE DOWN FROM HIS LEMON TREE. Strung up, helpless.

KENZIE

We are Captains in the Guard! Cut us down now and all will be forgotten!

Celanawe looks at them, seemingly surprised.

CELANAWA

You are Guardsmice?

(CONTINUED)

CONTINUED:

KENZIE

Our seals are there in the sack with our weapons, see for yourself!

Celanawe rummages through the sack, finds Kenzie's GOLD GUARD SEAL on his rumpled cloak. Examines it thoughtfully.

CELANAWE

Hmmmm. Pretty weak tea they must be serving at Lockhaven these days.

SAXON

What's that supposed to mean?

CELANAWE

In my day Guardsmice being dragged helpless through the forest in a bag was a far rarer sight.

KENZIE

There were six of them!

CELANAWE

All dead now, at the paws of one old gray mouse. What's your excuse?

SAXON

In yer day? Ye were once a Guard?

CELANAWE

Once, aye. Long ago.

He sits down on a nearby stump.

CELANAWE (cont'd)

Since you are here, I wish to report a crime. Something was stolen from me. Or does the Guard no longer serve justice?

KENZIE

We have no time for petty theft, oldfur! Even as we speak the Guard faces a grave threat. A plot against Lockhaven itself!

CELANAWE

Oh, I know.

SAXON

What d'ye mean, ye know?

(CONTINUED)

CONTINUED: (2)

CELANAWE

This forest talks to me. It knows things... and it tells me that dark forces are gathering.

SAXON

I knew it. He's insane.

CELANAWE

It's been a long time since I've felt useful. Perhaps you will permit this old Guardsmouse to assist you. In return, you will help recover what I have lost.

Celanawe unties the sack and Kenzie and Saxon drop to the ground in a jumbled heap. As they get to their feet:

CELANAWE (cont'd)

I've made a stew, if you're hungry. Come inside, and we'll discuss it.

Kenzie and Saxon turn away to discuss privately.

SAXON

He can scrap. Might be useful.

KENZIE

You said it yourself, he's crazy.

SAXON

Never know, that might come in handy too. And I've not eaten all day.

Kenzie considers this - then turns back to Celanawe.

KENZIE

What kind of stew?

INT. CELANAWE'S DWELLING - NIGHT

Saxon sits at the table, tucking hungrily into a bowl of stew. Kenzie stands at the window, gazing at the moon. Deep in thought. Or at least trying to be. He glares at Saxon.

KENZIE

Must you always make so much noise when you eat?

SAXON

I'll say this for him, the oldfur cooks even better than he fights.

(CONTINUED)

CONTINUED:

KENZIE

Are you not worried? About what we have uncovered here?

SAXON

I worry better on a full stomach.
(off his look)
First light, we'll look for the boy, then make for Lockhaven.

KENZIE

I intend to be well on the way to Lockhaven by first light. We have no time to waste on a search.

SAXON

Ye don't mean to leave him behind.

KENZIE

We cannot return to Barkstone. And if he fell foul of the same mice that attacked us, he's dead already.

SAXON

The Guard leaves no mouse behind. Or have ye forgotten the code?

KENZIE

Have you forgotten that all of Lockhaven is in peril? You would ignore that for the sake of one boy?

SAXON

I won't abandon him. I trained that boy, he's my responsibility.

KENZIE

And look now at where that has brought us. You must be very proud.

Saxon stands bolt upright, knocking his chair over. Angry.

SAXON

If ye've something to say, say it.

Kenzie goes toe-to-toe with Saxon. This has been brewing.

KENZIE

I warned you that the boy was not ready, that he was no Guard, but you would not listen. Whatever his fate, it is of his own making - and yours.

(CONTINUED)

CONTINUED: (2)

BEAT. Both furious, about to come to blows, when Celanawe enters from another room, bringing a flagon of water.

CELANAWAWE
Must I knock your heads together?

SAXON
We lost a comrade back there in
Barkstone. I cannot-

CELANAWAWE
I heard. These walls, paper-thin.

He sets the water on the table, looks hard at Saxon.

CELANAWAWE (cont'd)
This trainee of yours, you took him
on because you saw yourself in him.
Reckless, undisciplined, but so much
raw potential. A chance for you to
mold a new version of yourself,
without making the same mistakes you
once did. But alas, you failed.

Saxon blinks, stunned. Uncanny how on-point that is.

CELANAWAWE (cont'd)
And you. Your anger is misplaced.
This is not about your friend here,
nor the boy, nor Lockhaven. I've seen
that look a thousand times, gazing at
the moon, pining away. Who is she?

KENZIE
Her name is Sadie. A Guard, sent on-

CELANAWAWE
Sent on a routine mission, much like
your own. But now yours has proven to
be anything but, you fear hers might
be the same. That she's in danger.

KENZIE
How can you know all this?

CELANAWAWE
An oldfur like me knows things. Best
not to question how or why.

SAXON
I've not failed yet. The boy may
still be alive back there.

(CONTINUED)

CONTINUED: (3)

CELANAWAWE

Oh, he's alive. And more capable than
you realize. Your uptight friend is
right, we must make for Lockhaven.
Get some rest, we leave at dawn.

He exits. Kenzie and Saxon look at each other.

KENZIE

Who's uptight?

INT. CARTOGRAPHER'S SHOP - ATTIC - PRE-DAWN

Lieam sleeps on the floor. Kicked awake, he looks up to see
Scar standing over him. The other Axe soldiers are already
up and strapping on weapons.

SCAR

We march.

Lieam looks drowsily out the window. Still dark.

LIEAM

What time is it?

SCAR

Time for a reckoning.

EXT. BARKSTONE - COURTYARD - PRE-DAWN

Scar leads the Axe soldiers out of the city. Not well-
drilled or well-disciplined, a rag-tag militia. Lieam, in
among them, wondering where the hell this is all going.

EXT. FOREST - DAWN

Celanawe leads Saxon and Kenzie through a dense thicket of
thorns and brambles, far from any beaten path. He hacks at
the foliage with his sword, Kenzie and Saxon snagging on
barbs as they try to keep up.

KENZIE

This is not the way, oldfur.

CELANAWAWE

We must stay off the roads, lest our
enemies be searching for us. Do not
question me, I was ranging this
forest long before you were a twinkle
in your pappy's eye.

He stops, trying to find his bearings. Lost? He picks a
direction seemingly at random, heads off again.

(CONTINUED)

CONTINUED:

SAXON

Are ye sure he knows what he's doing?

KENZIE

He's spry for his age, I'll grant him that. Faster than either of us.

(to Celanawe)

What is it that was stolen from you?

CELANAWAWE

Oh, it's of sentimental value mostly. Nothing a couple of young pups like you would much care about.

SAXON

Don't give us much credit, do ye?

CELANAWAWE

Respect is not given, it is earned. Ah, here we are.

Hacking through the bushes, Celanawe leads them to:

EXT. FOREST - RIVER - CONTINUOUS

The bank of a broad, fast-flowing river. Saxon immediately is apprehensive, keen to not get too close to the water.

CELANAWAWE

What's wrong with him?

KENZIE

He does not like the water.

CELANAWAWE

Now I've seen everything. Is this what has become of the Guard?

KENZIE

We cannot ford this river, the current is too strong.

CELANAWAWE

Who said anything about- you don't know much of anything, do you? It's a miracle you've survived this long.

He turns back toward the water, and emits a SHRILL, MELODIC WHISTLE. A few moments pass... then SOMETHING BEGINS TO EMERGE FROM BENEATH THE SURFACE. Approaching the river bank.

SAXON

What is that?

(CONTINUED)

CONTINUED:

CELANAWAWE
An old friend...

A TORTOISE swims from the water and onto the shore. At mouse-scale this thing is HUGE, THE SIZE OF A BUS. Celanawe approaches, and seems to communicate with it using A SEQUENCE OF GUTTURAL THROAT SOUNDS, AN ANIMAL LANGUAGE.

CELANAWAWE (cont'd)
He will take us across.

KENZIE
You speak its language?

CELANAWAWE
You don't?

The tortoise offers Celanawe its front leg as a step-stool. Celanawe climbs up onto its shell.

CELANAWAWE (cont'd)
Well, what're you waiting for?

Kenzie nudges Saxon. Reluctantly, he climbs aboard. Kenzie follows, and with all three seated atop it, the tortoise slips back into the water, its shell above the surface.

Saxon looks down anxiously as the flowing waters slosh just beneath his feet. Finds himself clinging onto Kenzie.

KENZIE
Saxon the Fearless. Oh if they could
see you back at Lockhaven...

EXT. FOREST - LARGE CLEARING - DAWN

Lieam marches with Axe soldiers up a shallow incline.

SCAR (O.S.)
Company, halt!

They stop. Lieam makes his way to the front, to see:

AN ENTIRE MOUSE ARMY IS IN CAMP HERE. OVER A THOUSAND STRONG, DRESSED IN BLACK ARMOR. Tents, campfires, supplies. Soldiers spar with one another, brew coffee, joke around. Lieam is stunned by its size, larger than any he's seen.

AXE COMMANDER
All companies muster for an address
from your Lord Commander!

(CONTINUED)

CONTINUED:

The army assembles before a FELLEED TREE propped against a rock. Lieam pushes his way to the front as a MOUSE-SHAPED SHADOW looms large inside the hollow of the tree. Intense anticipation, all assembled look up like religious acolytes as THE AXE LEADER emerges into the daylight. Black of fur, wearing BLACK BATTLE REGALIA and a FEARSOME BLACK BATTLE HELM that also functions as a mask. A hush falls over the assembled army as he looks out over them.

AXE LEADER

It fills my heart with pride to see you all assembled here. Most of you fought in the war. Some of you simple commonfolk who lost loved ones to it. But all bound together by the same thing. Betrayal. By the cowardice of Lockhaven and its Matriarch. Her capitulation to the weasels rendered all that we had sacrificed worthless, showed them just how weak we have become. And now she takes food from your table to swell their bellies!

MURMURS OF AGREEMENT among the crowd. This is playing well.

AXE LEADER (cont'd)

It is long foretold that in a time of great darkness the champion protector of all mousekind will come forth to light the way. Friends, that time is now upon us.

A MIGHTY CHEER goes up as he raises his weapon aloft for all to see. An ornate BLACK BATTLE-AXE, gleaming in the sun, highlighting the ancient runes carved into its blade. No mistaking it - IT'S THE SAME AXE WE SAW AT FERNDAL. WIELDED BY THE MYSTERIOUS MASKED HERO WHO SAVED LIEAM'S LIFE. Lieam reacts, gasping in amazement as he now realizes who this is.

LIEAM

The Black Axe...

As the light of dawn breaks through the trees, IT CASTS THE BLACK AXE IN DRAMATIC, HEROIC SILHOUETTE. Uncannily similar to how we first saw him at Ferndale. Lieam gazing up at him in profound, open-mouthed awe.

BLACK AXE

Tomorrow at dawn we begin a new chapter in our history. We will send a message to all our enemies, that we mice fear no creature, great or small.

(MORE)

(CONTINUED)

CONTINUED: (2)

BLACK AXE (cont'd)

No longer will we cower within walled cities, afraid to travel even within our own territories. Never again will we grovel before those who seek to destroy us, beg them for our very existence. Instead we will hunt them, bring them to extinction, make them fear us!

That draws an EVEN MIGHTIER CHEER. And as we FOCUS ON LIEAM we see that he seems to be drinking the Kool-Aid too.

INT. TREE HOLLOW - MORNING

The hollow serving as Black Axe's quarters. Black Axe sits meditating in the gloomy darkness, his axe laid before him, as an AXE LIEUTENANT approaches.

AXE LIEUTENANT

My Lord. One of the brotherhood wishes to speak with you. He says he knows you.

Black Axes eyes snap open. He rises, sees LIEAM standing behind the lieutenant in the entrance to the hollow.

BLACK AXE

Leave us.

The lieutenant leaves. Just Black Axe and Lieam now.

BLACK AXE (cont'd)

Come closer.

Lieam steps forward, into better light. Black Axe gives him a closer look. A glimmer of recognition.

BLACK AXE (cont'd)

How do you know me, boy?

Lieam's throat as dry as a bone, nervous. This is like when the little kid gets to meet Superman. Hero worship.

LIEAM

I was at Ferndale. My father was killed there. I would surely have died as well. But you saved my life.

BLACK AXE

Now I remember. What is your name?

LIEAM

Lieam.

(CONTINUED)

CONTINUED:

BLACK AXE

Lieam. Yes, I remember that day well.
Countless innocents massacred. Like
your father. That can never happen
again. Which is why I have returned.
To lead us back to glory, to make
mousekind strong once again.

(off his look)

You have doubts.

LIEAM

Forgive me. But in the old legends,
the Black Axe teaches us to seek not
conflict, but resolution.

BLACK AXE

Alas, a credo for a simpler time.
Lieam, we all have doubts on the eve
of great change. But ask yourself,
would you wish a loss like the one
you suffered on any other? Would you
not prevent that, if you could?

ON LIEAM - these words are having an impact. It's tempting.
Black Axe steps closer, more personal between them:

BLACK AXE (cont'd)

Given the chance, would you not
avenge your father? Hurt those who
killed him, the way they hurt you?
Isn't that why you're here? Isn't
that what you really want?

EXACTLY THE OPPORTUNITY LIEAM HAS BEEN WAITING FOR SINCE THE
DAY HIS FATHER WAS KILLED. He does not hesitate.

LIEAM

Yes.

BLACK AXE

Pledge your loyalty to the Axe, and I
swear, I will give you that chance.

A long BEAT... and then Lieam KNEELS BEFORE THE BLACK AXE.
Black Axe looks down on him and smiles.

BLACK AXE (cont'd)

You have chosen wisely.

EXT. FOREST - DAY

Kenzie, Saxon, Celanawe moving through the dense woodland.
Suddenly Saxon stops, alerted to some distant sound.

(CONTINUED)

CONTINUED:

SAXON

Did ye hear that?

BEAT... and then we hear it too, a sound faintly carried on the wind, but unmistakable - THE HOWL OF A WOLF. Recognizing it, Kenzie LUNGES ANGRILY AT CELANAWA, THRUSTING HIM HARD AGAINST A TREE. Furious. Celanawe remains calm.

KENZIE

What madness is this, oldfur? You bring us into the Wolflands?

CELANAWA

This is the fastest way.

SAXON

Aye, the fastest way to get killed!

CELANAWA

Any who might be pursuing us would be crazy to follow, would they not? Now kindly take your paws off me.

KENZIE

I should have known better than to-

Celanawe moves almost too fast to see. HE GRABS KENZIE AND TWISTS HIS ARM, THROWING HIM OVER HIS BACK. Saxon draws his sword as Kenzie gets back to his feet.

KENZIE (cont'd)

Leave him. Let the wolves have him.
If we turn back now-

CELANAWA

If you turn back now you'll never make it to Lockhaven in time. I tell you this is the only way.

SAXON

Old fool, no mouse can survive out here! None has ever returned!

CELANAWA

I have. Let me show you.

Celanawe presses on. Kenzie and Saxon follow reluctantly.

KENZIE

I have a bad feeling about this.

EXT. WOLFLANDS - DAY

Celanawe leads Kenzie and Saxon through a field of tall grass. Spotting something ahead, he moves tentatively forward. Then motions for Kenzie and Saxon to move up. They join him at the edge of the grass, where it gives way to a CLEARING. Peering out, Kenzie and Saxon's jaws drop in a combination of fascination and terror, at the sight of:

A PACK OF WOLVES. Some huddled, asleep, others prowling. But at mouse scale THIS IS LIKE A SCENE FROM JURASSIC PARK. The wolves bigger than any dinosaur, they seem to move in slow motion, truly giant, every footfall shaking the ground beneath Kenzie, Saxon, and Celanawe. Absolutely terrifying.

SAXON

We are so very, very dead.

CELANAWAWE

Ach, such little faith. Come.

He heads off, back into the tall grass. Kenzie and Saxon still no clue as to what he has planned.

EXT. WOLFLANDS - GIANT TREE - DAY

Celanawe leads them to a GIANT, ANCIENT OAK TREE, its base surrounded by a wild tangle of overgrown scrub vegetation. He pokes at it with his sword in various places, probing.

CELANAWAWE

Should still be here somewhere... ha!

He's found it. Pulls apart the foliage to reveal an ELEVATOR CAGE composed of twigs and vines. A ROPE extends up the tree's trunk, disappearing into swirling mist far above.

KENZIE

Are you sure this is safe?

CELANAWAWE

Is that what you asked when you joined the Guard? "Is this safe?"

He swings the elevator door open with a CREAK. The whole apparatus seems very shaky, on the verge of falling part.

SAXON

That thing looks older than ye are.

CELANAWAWE

Don't tell me you're afraid of heights as well.

(CONTINUED)

CONTINUED:

SAXON

Stand aside.

Saxon steps into the cage. Celanawe and Kenzie join him. Celanawe closes the door, reaches for the lift mechanism.

CELANAWE

Going up!

He throws a lever and the lift ROCKETS UPWARD, an express elevator, so fast Kenzie and Saxon cling on for dear life.

EXT. WOLFLANDS - TREETOP CANOPY - DAY

The lift arrives at the treetop, above the mist, a dense canopy of leaves. Kenzie and Saxon stagger out onto a broad branch, disoriented by the wild ride.

KENZIE

Now what?

CELANAWE

We go branch to branch. Just watch your step. Put one foot wrong, and pray the fall kills you.

Celanawe strides out purposefully along the branch. Kenzie and Saxon, still dizzy and exhausted, move to follow.

SAXON

I think I hate him.

EXT. FOREST - CONTINUOUS

Lieam marches with the Axe army. A ROLL OF THUNDER; he looks to the sky to see DARK STORM CLOUDS SWIRLING. Ominous. Lieam feels the first raindrops on his face. Quickly gaining intensity. Soon it's a DRIVING RAIN, the army hunched against it as it marches grimly through the mud.

EXT. FOREST GLADE - DUSK

Still raining hard. The army makes camp in an open glade. As Lieam helps pitch a tent he looks across the glade at Black Axe, who consults with his Lieutenants. He seems agitated.

BLACK AXE

Where are they?

AXE LIEUTENANT

They will be here. They would not dare betray us.

(CONTINUED)

CONTINUED:

AXE LIEUTENANT #2

My Lord, I'm still uncomfortable, our making use of these mercenaries. We don't need that scum.

Black Axe gives him a scathing look. The Lieutenant shrinks.

AXE LIEUTENANT #2 (cont'd)

Of course, I could be wrong.

AXE LIEUTENANT

Look there!

He points along the road - to where A PARADE OF ANIMALS IS EMERGING FROM THE MIST. TURTLES. PORCUPINES. LIZARDS. At mouse scale, the size and heft of MYTHOLOGICAL BEASTS.

Many of the animals WEAR HARNESSSES AND SADDLES. Riding atop them, MICE BEASTMASTERS, like those we saw riding the crabs at Calogero. Others walk alongside, keeping the animals moving by prodding them with sticks, the lash of a whip.

An awesome sight - LIKE HANNIBAL CROSSING THE ALPS. Lizards as horses, turtles and porcupines as great WAR ELEPHANTS.

The Axe army - and Lieam - look on in awe as the convoy comes to a halt. The LEAD BEASTMASTER approaches Black Axe.

BEASTMASTER

My apologies for the delay. The storm made for heavy going. But I present to you your cavalry, as agreed. And something extra, our gift to you.

A HOODED PRISONER, paws bound tightly, is hauled down from the saddle of a beast. The hood removed to reveal SADIE. ON LIEAM as he reacts, shocked. And horrified.

LIEAM

Sadie...

The beastmaster shoves her, hard enough that she stumbles forward, into the mud. Hands her TWIN SWORDS to Black Axe.

BEASTMASTER

Found her at Calogero, when we went back for the old drunk. She's a Guard, put up a good-

Black Axe GRABS HIM BY THE THROAT, silencing him.

(CONTINUED)

CONTINUED: (2)

BLACK AXE

I can see she's a Guard. She's also a veteran. Or did you not notice the campaign ribbons on her tunic? If she has been mistreated in any way...

The beastmaster shakes his head emphatically, terrified. Black Axe releases him, then tosses him a purse of coins. He checks its contents, unimpressed.

BEASTMASTER

This is not what we agreed.

MIDNIGHT

You were late. And your carelessness at Calogero may have cost us dearly. I advise you to take what is offered.

BEASTMASTER

This is less than half of-

Black Axe SPINS, a blur. The blade of his axe FLASHES... and the BEASTMASTER DROPS TO THE GROUND, DEAD. From across the glade Lieam looks on, stunned, can barely believe it.

Black Axe looks to the beast riders, all stunned silent.

BLACK AXE

Does anyone else wish to negotiate?
(silence)

Good. Serve me well, and you will be compensated well. Betray me, fail me, question me... and you will die.

He turns to one of his lieutenants, gestures to Sadie.

BLACK AXE (cont'd)

See that she's well fed. And well guarded. This one's more dangerous than she looks.

He turns away and heads off, cape billowing in the storm.

EXT. WOLFLANDS - TREETOP CANOPY - NIGHT

The rain is falling hard here too, making this high-altitude crossing all the more treacherous. Celanawe leads the way along a teetering tree branch before jumping to the next.

Kenzie and Saxon follow gingerly, the branch slippery underfoot as it's lashed by rain and bending in the wind. (The feel here is the white-knuckle suspense of the truck crossing the rickety bridge in Friedkin's SORCERER.)

(CONTINUED)

CONTINUED:

Amid the wind and rain, a WOLF'S HOWL. Kenzie looks down to see WOLVES PROWLING BELOW. Even from this high up, to the mice they look like giant, hungry dragons circling.

KENZIE

This was a bad idea.

SAXON

Yer just realizing that now?

CELANAWE

Keep moving!

Celanawe reaches out from the next branch. They need to jump across. Not a huge gap, but this high up, in the wind and rain, with what's down below, both are apprehensive.

SAXON

Age before beauty.

KENZIE

No no, I insist.

SAXON

Fine. I'll show ye.

Saxon adjusts his belt, psyching himself up for the jump. Takes his run-up and LEAPS ACROSS. Celanawe steadies him as he reaches the other side. Saxon breathes a sigh of relief, then looks cockily back at Kenzie. *Your turn, hot-shot.*

Kenzie takes a long breath, then runs along the branch toward the jump point - just as LIGHTNING STRIKES THE TREE, shaking the branch and throwing Kenzie off balance! HE SLIPS, STUMBLES AS HE JUMPS - he's not going to make it!

Saxon lunges, GRABBING KENZIE JUST AS HE FALLS. Kenzie scrambles, frantic, leaves shaking from the branch and ALERTING THE WOLVES DOWN BELOW. Barking and howling, THEY LEAP AND SCRATCH AT THE TREE, snapping hungrily at Kenzie.

SAXON (cont'd)

Hold on! I've got ye!

Saxon finally manages to pull Kenzie to safety. They both fall into a heap on the branch, soaked and exhausted.

SAXON (cont'd)

Ye know I'll be telling this story back at Lockhaven for a long time.

(CONTINUED)

CONTINUED: (2)

KENZIE

I've changed my mind. I'll take the wolves.

As the relief, and the rain, washes over them both, they LAUGH HEARTILY.

INT. FOREST GLADE - CAVE - NIGHT

A crevice between two large rocks. At mouse scale, a spacious cave. As a THUNDERSTORM rages outside, Black Axe confers with two of his LIEUTENANTS. THE MAP OF LOCKHAVEN'S DEFENSES laid out on a table before them.

BLACK AXE

Surprise will not give us the advantage for long. The Guard will respond quickly and try to seal off access to Gwendolyn's tower. Once inside the gate we must take these positions here, here, and here. See that your troops understand this.

Black Axe dismisses them with a wave of his hand, then takes up his axe and walks to another section of the cave--

--WHERE SADIE LANGUISHES IN A WOODEN CAGE. Her own private prison cell. TWO AXE GUARDS standing watch. Sadie glowers at Black Axe as he approaches, dismisses the guards. Just the two of them. Think Clarice/Lecter in THE SILENCE OF THE LAMBS, but here it's Clarice who's behind bars.

SADIE

I overheard your planning. You're a fool if you think you will ever get inside Lockhaven.

BLACK AXE

Nothing is beyond the Black Axe. Or are you not familiar with the tales?

SADIE

That's all they are, tales. And in none of them does the Axe betray his own. You're an impostor. A fraud.

BLACK AXE

Clever girl. But then you always were a smart one, weren't you?

SADIE

Who are you?

(CONTINUED)

CONTINUED:

Black Axe removes his helm, steps into the torchlight.

MIDNIGHT. Sadie gasps, so stunned she can barely speak.

SADIE (cont'd)
...Commander? How...?

MIDNIGHT
You thought me dead. And in truth I should have been. But a farmer found me after the battle, on the edge of death. He took me in, tended to me. Two months I spent healing, fighting to regain my strength, kept alive only by the thought of returning to battle, of glorious victory. Only to find that there was to be no glory, no victory. The war already ended, our armies sent home.

He admires the axe, runes glimmering in the torchlight.

MIDNIGHT (cont'd)
For a long time I prayed to the makers, asking them why they had spared me. What purpose they still had for me. When I found this axe, I knew they had given me their answer.

(back to Sadie)
Perhaps it is another sign from them, you and I together again. Comrades in arms, the night before a battle.

SADIE
Do not call me comrade, traitor.

As an insult, that really lands. Midnight's eyes flare.

MIDNIGHT
Who is the real traitor? Me? Or your precious Matriarch, who surrendered to that weasel filth while we were still fighting to defeat them?

SADIE
She didn't surrender. She made peace. The war had brought both species to the brink of extinction. To continue it would have destroyed us both.

(CONTINUED)

CONTINUED: (2)

MIDNIGHT

We shall never know, as Gwendolyn never gave us the chance to finish the job. Instead, she spat on every brave mouse who bled for her when she signed that gutless treaty. I will correct that mistake. I will unite all the mouse territories under my rule, and together we will form an army so powerful no weasel will ever dare threaten us again.

LIEAM

Lockhaven has no power to do that. The territories have always had the freedom to govern themselves, make their own law.

MIDNIGHT

That will soon change. A price they will gladly pay for the security I can offer them.

SADIE

As a dictator. A tyrant.

Midnight sighs, shakes his head.

MIDNIGHT

I'm disappointed. You're a fighter, I had hoped to convince you to join me.

SADIE

I have a better idea. Unlock this cage, and we'll settle this in the old way. Just the two of us.

She's dead serious. Ready to fight him right here and now.

MIDNIGHT

Still the same, fearless Sadie. It might not be such a bad idea to kill you, for my army to see me do it. A good general should lead by example.

SADIE

You speak of protecting your own kind, and yet you'd set us against each other. How many mice will you kill before this is done?

(CONTINUED)

CONTINUED: (3)

MIDNIGHT

I've lost count of how many I've already killed. At Ferndale, in bringing us this far. How many more? As many as it takes for their deaths to mean something.

SADIE

What do you mean? What did you do at Ferndale?

LIEAM (O.S.)

Answer her.

A ROLL OF THUNDER. They look to see LIEAM there, illuminated by a CRASH OF LIGHTNING in the mouth of the cave behind him.

LIEAM

What did you do?

SADIE

Lieam? What are you doing here?

MIDNIGHT

You two know each other?

(realizing)

You're a Guard? Oh, how perfect.

But Lieam won't be distracted from the question:

LIEAM

What did you do at Ferndale?

Midnight considers, then decides - what does it matter now?

MIDNIGHT

My father taught me long ago that weasels cannot be trusted. That they are an inferior species. And yet we allowed them to grow like a poisonous fungus, encroaching on our borders, seizing our grain shipments.

SADIE

They were starving. If they had only asked we could have helped them. There was never any need for war.

MIDNIGHT

You are wrong. They are our natural enemies, war was always inevitable. There are those among the weasels who have long felt the same.

(MORE)

(CONTINUED)

CONTINUED: (4)

MIDNIGHT (cont'd)

I could see that, even if Gwendolyn could not. And since she would not act, someone had to. Mousekind needed to be shown who the weasels really are. To be shocked into decisive action, by something... spectacular.

CLOSE ON LIEAM as the horrifying realization sinks in...

LIEAM

You colluded with them, let them inside the city walls... you let Ferndale fall.

MIDNIGHT

And the faces of its dead still haunt my dreams. But I did it because I knew their deaths would awaken a sleeping giant. And I was right. Ferndale rallied mice from every territory to fight for a single cause. The war brought us together like never before. It made us strong!

SADIE

You started that entire war...

MIDNIGHT

And I intend still to finish it.

Lieam once looked at Midnight with reverence and awe. Now he has only contempt. Disgust. Hatred.

LIEAM

I believed in you. I believed that you were the Black Axe.

MIDNIGHT

The Black Axe is a myth, boy. A useful one, but nothing more.

Sadie sees Lieam's paw inching toward his sword.

SADIE

Lieam. Don't. He'll kill you.

LIEAM

Like he killed my father?

Lieam DRAWS HIS SWORD, steps closer to confront Midnight. All the pent-up, undirected rage he has felt since his father was killed directed squarely at him now.

(CONTINUED)

CONTINUED: (5)

MIDNIGHT

Your father was my friend. I warned him of what was coming, told him to leave, but he was too stupid and stubborn to value his own life. I see that the apple did not fall far from the tree.

(sighs)

Well, let's get this over with.

Lieam CHARGES AT HIM. Midnight grabs his axe and as they meet THEY CLASH BLADES, sparks flying. The clash of metal becoming the CRASH OF LIGHTNING as we CUT TO:

EXT. FOREST - TREETOP CANOPY - NIGHT

Kenzie, Saxon, Celanawe move along a branch. The forest is thinning out, possible to see MARSHLANDS beyond.

CELANAWAWE

Lockhaven is on the other side of those marshes. Not far now.

KENZIE

How do we get down?

Celanawe parts the tangled vines on the tree's trunk - to reveal THE BROKEN RUINS OF AN ELEVATOR CAGE. Frayed rope, the mechanism falling apart with age and disrepair.

SAXON

Great. Now what?

CELANAWAWE

Well when I was your age, before there was a lift, we jumped.

KENZIE

You jumped. From this tree?

CELANAWAWE

This very branch.

Saxon peers down. It's a long drop.

SAXON

Yer having us on.

CELANAWAWE

Do not worry, there is another way down. We call it the fairy steps.

Celanawe chuckles. Kenzie and Saxon exchange a look.

(CONTINUED)

CONTINUED:

SAXON

Hold my sword.

Saxon takes off his sword, hands it to Celanawe. He psyches himself up - and DROPS FROM THE BRANCH. As Kenzie watches him fall, Celanawe produces a COIL OF ROPE from beneath his cloak, starts tying it to the branch.

CELANAWAWE

Easy to egg on, isn't he?

KENZIE

Oh, yes.

SAXON FALLS FAST, hitting every branch on the way down. Hits the ground with a hard THUD, scratched and bruised.

Kenzie and Celanawe rappel down, arriving comfortably at the bottom as Saxon staggers to his feet with a groan.

CELANAWAWE

Of course when I was your age, this tree was a lot shorter.

Celanawe heads off, chuckling to himself.

KENZIE

I'm starting to like him.

INT. FOREST GLADE - CAVE - NIGHT

SADIE TRIES DESPERATELY TO ESCAPE FROM HER CAGE AS LIEAM AND MIDNIGHT FIGHT JUST YARDS FROM HER. She rattles the gate, tries to break the bars but they're too strong.

Midnight presses Lieam hard, far stronger and more skilled. But Lieam fights with fearsome resolve, his anger giving him strength as he matches Midnight blow for blow.

Sadie breaks off a WOODEN SPLINTER from the bars, reaches through the bars and frantically attempts to PICK THE LOCK.

A big swinging blow from Midnight KNOCKS LIEAM OFF HIS FEET, SENDS HIM CRASHING AGAINST THE WALL, DAZED. He collapses to the ground, scrambling groggily for his fallen sword. Before he can reach it, Midnight KICKS IT AWAY. Lieam looks up to see him standing over him with a triumphant sneer.

Midnight draws back his axe, the killing blow--

--SUDDENLY HIT HARD FROM BEHIND. He goes down, REVEALING SADIE BEHIND HIM, holding a heavy hunk of rock. The UNLOCKED CAGE behind her. She helps Lieam, still groggy, to his feet.

(CONTINUED)

CONTINUED:

SADIE

Come on.

She pulls Lieam along with her toward the mouth of the cave - but MIDNIGHT'S ENTIRE ARMY is camped outside. Impossible to get out this way without being spotted.

SADIE (cont'd)

Bad idea.

She turns and heads back inside, Lieam in tow. He stumbles, attracting the attention of the TWO GUARDS posted outside. They move inside the cave, headed after Lieam and Sadie.

Midnight is still down, groaning. Sadie and Lieam rush past him, deeper into the cave. Seemingly a dead end. Then:

SADIE (cont'd)

There!

A FISSURE in the cave wall. A tunnel out of here. Sadie squeezes inside, beckons for Lieam to follow.

SADIE (cont'd)

Lieam, quickly!

BUT LIEAM HESITATES. Looks back at Midnight, just now getting to his feet, clutching his head. For at least a few moments more, he's weakened, vulnerable. Lieam's sword on the ground nearby. The sound of GUARDS FAST APPROACHING. He has to make a choice, quickly. Escape... or revenge? He makes his decision, looks back at Sadie.

LIEAM

Go. Get to Lockhaven.

LIEAM BREAKS AWAY FROM SADIE, RUSHING INSTEAD FOR HIS SWORD.

SADIE

Lieam!

Sadie sees THE SHADOWS OF THE APPROACHING GUARDS looming large on the cave walls. If she waits any longer, they'll both be captured. She curses, then FLEES INTO THE TUNNEL.

Lieam grabs up his sword, turns to Midnight. Still driven by anger, still bent on revenge. CHARGES AT HIM. Midnight, still dazed, sees it coming just in time - EVADES. GRABBING HIS FALLEN AXE AS HE ROLLS CLEAR OF LIEAM'S ATTACK.

THE AXE GUARDS ARRIVE. Midnight points toward the fissure.

(CONTINUED)

CONTINUED: (2)

MIDNIGHT

Get after her! This one's mine.

The Guards make for the fissure as Lieam and Midnight circle each other once again. ROUND TWO.

EXT. FOREST - FISSURE EXIT - NIGHT

Sadie emerges from the fissure. Still raining hard. No time to think, she picks a direction and runs. The two Axe guards emerging in time to see her fleeing. They race after her.

EXT. FOREST - NIGHT

The Axe guards move through the trees, searching.

SADIE POUNCES FROM BEHIND A TREE, ATTACKS GUARD #1. Grabs his sword arm and twists it, then A KNEE TO THE GROIN that collapses him. She grabs up his dropped sword just as GUARD #2 ATTACKS. A BRIEF DUEL before Sadie CUTS HIM DOWN.

BEAT. Sadie catching her breath - JUMPED FROM BEHIND BY AXE GUARD #1. Back on his feet. Holding a DAGGER at her throat.

AXE GUARD #1

One slip and you're dead. Let's you
and me take a walk back to camp.

A faint, familiar BUZZING SOUND. Sadie recognizes it.

SADIE

Be careful, traitor. You're not the
only one with a knife at your throat.

The Axe guard looks puzzled - then feels SOMETHING SHARP AT HIS NECK. SLOW PULL OUT TO REVEAL ZEPHYR PERCHED ON HIS SHOULDER, THE POINT OF HER STINGER AT THE GUARD'S NECK.

The guard stiffens, terrified. A stalemate. Broken when Sadie ELBOWS THE GUARD IN THE GUT, BREAKING FREE. As the guard staggers back, Zephyr ATTACKS, BUZZING AGGRESSIVELY IN HIS FACE, FORCING HIM BACKWARD. He flails wildly with his sword, Zephyr flitting nimbly to avoid each swing as she keeps coming, pressing him further and further back...

...toward a DEEP RAVINE. The guard stumbles and TOPPLES OVER THE EDGE, falling into the mists far below, gone.

SADIE (cont'd)

It's about time. Where have you been?

She BUZZ-WARBLES apologetically.

(CONTINUED)

CONTINUED:

SADIE (cont'd)
Well you should be!
(beat)
And thank you.

Another BUZZ-WARBLE.

SADIE (cont'd)
No time to rest. We must get to
Lockhaven before Midnight.

Zephyr BUZZ-WARBLES, confused.

SADIE (cont'd)
No, I mean Commander- never mind.
This way.

She darts off, Zephyr rushing to keep up with her.

EXT. FOREST GLADE - NIGHT

MIDNIGHT AND LIEAM BATTLE AT THE MOUTH OF THE CAVE. Lieam is outmatched, barely able to hold Midnight off as he comes at him hard, blade flashing, blow after relentless blow.

Midnight kicks Lieam backward and he tumbles down the rocks leading to the cave. Midnight leaps after him, Lieam rolling away just as his axe blade cleaves into the ground. As he gets to his feet. Midnight comes at him again. CLASH!

The soldiers in camp rush to watch. An audience assembling as Lieam tries to hold Midnight back, deflecting a flurry of blows. In desperation, he counter-attacks - AND LANDS A BLOW, HIS SWORD SLICING MIDNIGHT ACROSS THE CHEEK.

BEAT. Neither Midnight nor Lieam can believe he actually scored a hit. THEN MIDNIGHT ATTACKS AGAIN, HARDER THAN BEFORE. This time it's too much, Lieam totally over-matched.

With one quick strike Midnight SWIPES THE SWORD FROM LIEAM'S PAW. With another he KNOCKS HIM TO THE GROUND. Exhausted, dazed, thoroughly beaten, Lieam slumps into the mud. Midnight stands triumphantly over him, his axe at his neck.

MIDNIGHT
How disappointing. Perhaps it's best
your father did not live to see what
a weakling his son would become.

He motions to TWO SOLDIERS standing nearby.

MIDNIGHT (cont'd)
Take him into the woods and kill him.

(CONTINUED)

CONTINUED:

As the soldiers drag Lieam away, we FADE TO BLACK:

EXT. DEEP FOREST - NIGHT

The two axe soldiers drag Lieam, semi-conscious, into a moonlit copse of trees, dump him on the ground. One has Lieam's sword tucked into his belt. He unsheathes it.

LIEAM'S DISORIENTED POV - Everything's blurry, dreamlike. The axe soldier looms over Lieam, holding his shortsword. Then, A COMMOTION. RAISED VOICES. A WHIRL OF BODIES, COMBAT. THE CLASH OF BLADES. Too hazy, indistinct, to make out.

Lieam is sat up. DIFFERENT FACES now. Familiar voices.

SAXON

Looks like someone gave him a good going-over.

KENZIE

Lieam. Can you hear me?

Lieam suddenly SNAPS ALERT, jumps to his feet, grabbing his fallen sword and brandishing it against attackers. Still doesn't know exactly where he is. Saxon and Kenzie back off.

SAXON

Whoa, easy boy! It's us.

LIEAM

...Saxon? Kenzie?

KENZIE

What happened to you?

LIEAM

He killed my father. He betrayed Ferndale, he betrayed all of us!

KENZIE

Calm down! Who?

LIEAM

Midnight.

SAXON

Midnight's long dead, boy.

LIEAM

No. He's alive. I saw him. The map, it was for him. He's raised an army. He marches on Lockhaven, to depose the Matriarch.

(CONTINUED)

CONTINUED:

SAXON
The traitorous bastard...

KENZIE
How many does he have?

LIEAM
A thousand or more. And armored
cavalry, beasts.

CELANAWAWE
How many at Lockhaven?

SAXON
That can fight? Maybe a few hundred.
But Lockhaven's built to withstand a
year's siege. Even with an army,
Midnight can't break those walls.

KENZIE
He won't have to. For a Commander of
the Guard they will open the gate.

ON SAXON as the wheels turn, and he begins to get it...

SAXON
We have to warn them.

LIEAM
Sadie is already on her way.

Kenzie's ears prick up at the mention of her name, urgent:

KENZIE
What of Sadie? You saw her?

SADIE
Midnight had her captive. But she
escaped. She...

HE BUCKLES AT THE KNEES, fading out again. Celanawe catches
him as he falls. Kenzie paces, all kinds of worked up now.

KENZIE
I have to find her. She may still be
in danger.

SAXON
Give the lass some credit, she can
handle herself, ye know. She-

But Kenzie's not listening. OFF AND RUNNING INTO THE WOODS.

(CONTINUED)

CONTINUED: (2)

CELANAWAWE

Go with him if you must. I'm staying
with the boy.

SAXON

Ach, there's no talking sense to him
where she's concerned. But we still
must get to Lockhaven.

CELANAWAWE

This Midnight, he is a capable
commander?

SAXON

Aye, very.

CELANAWAWE

Then he will not attack before dawn.
We all need rest if we're to be of
any use come the morning.

Saxon sighs, plants his sword in the ground.

SAXON

I'll take first watch.

EXT. FOREST - SPARROW OUTPOST - NIGHT

The rain is starting to ease off. Sadie pushes through the
woodland with Zephyr in tow, emerging at a CROSSROADS. On
the far side, what looks like a kind of STABLE, but instead
of horses, SPARROWS - at mouse scale, horse-sized.

Sadie crosses to where a RAT - the SPARROW MASTER - tends to
his birds. He speaks in his NATIVE LANGUAGE, SUBTITLED.

SPARROW MASTER

I'm closed until the weather clears.

She adjusts her cloak so that he can see her Guard badge.

SPARROW MASTER (cont'd)

How may I help the Guard?

SADIE

(rat; subtitled)

*I need a sparrow to take a message to
Darkheather. And one to take me to
Lockhaven.*

SPARROW MASTER

*Oh I'm afraid not. These are
couriers, not riding birds.*

(CONTINUED)

CONTINUED:

SADIE

*Make an exception. By authority of
the Guard I'm commandeering-*

SPARROW MASTER

*I respect the Guard. But you have no
authority over my kind.*

The Sparrow Master glances to a shadowy corner; from it emerges a LARGE, POWERFUL RAT. A real bruiser. The muscle. He approaches, looms large over Sadie. She's unintimidated.

SADIE

Let's not make this difficult.

The big rat tries to grab Sadie; SHE TWISTS HIS ARM, TAKES HIS LEGS OUT FROM UNDER HIM AND SENDS HIM TO THE GROUND WITH A CRASH. Before he can get back up she has his foot on his throat. She looks expectantly at the stunned Sparrow Master.

SPARROW MASTER

I'll get you a saddle.

EXT. FOREST - CAMPFIRE - NIGHT

Saxon sleeps. Celanawe and Lieam sit by the fire. Lieam gazes into the flames, sullen, introspective.

CELANAWAWE

Feeling better?

LIEAM

I should never have believed him. How could I have been so blind?

CELANAWAWE

Myths and legends can be powerful things. We often find them easier to believe than the truth, in times like these most of all. So many still hurting from the war, searching for answers. But this Midnight, he's corrupted everything those legends stand for. The Black Axe is a servant of mousekind, never its master.

LIEAM

You know the legends?

CELANAWAWE

Learned them at my father's knee.
What young mouse didn't?

(CONTINUED)

CONTINUED:

Lieam looks across the fire at Celanawe, intrigued by him.

LIEAM
Why do you help us?

CELANAWE
We mice have it hard enough in this world already, what chance do we have if we do not help one another? Isn't that why you joined the Guard?

Lieam pokes at the fire, seems unconvinced of himself.

LIEAM
I suppose so.

CELANAWE
Do you know the story of the first Guard? The Stone Watcher?

LIEAM
No.

CELANAWE
They never taught you this at Lockhaven? What has become of- never mind. Here now, I'll tell you a tale of a time centuries past, before the Guard existed.

EXT. MOUSE VILLAGE - DAY (FLASHBACK)

A plague town. Ravaged by sickness.

CELANAWE (V.O.)
Once there was a small town, its citizens stricken by a terrible fever sickness. Most fell ill. Many died.

A CART MOUSE pushes a barrow laden with dead mice. A mouse is brought out from a thatched house and added to the pile.

CELANAWE (V.O.) (cont'd)
The only hope was a medicine that had long since run out. More was needed if the town was to be saved, so it was sent for from the nearest city.

EXT. FOREST ROAD - DAY (FLASHBACK)

A CARAVAN makes its way along the road, a COVERED WAGON pulled along by a TOAD with a MOUSE riding on its back.

(CONTINUED)

CONTINUED:

CELANAWA (V.O.)
But it could not reach them, as the
surrounding woods were home to...

SOMETHING BIG BURSTS FROM THE TREES. Fast and savage, razor-sharp fangs. A BADGER. It tears into the caravan like a rabid dog, ripping it to pieces.

CELANAWA (V.O.) (cont'd)
...a monster.

EXT. MOUSE VILLAGE - DAY (FLASHBACK)

A DOZEN MOUSE TOWNSFOLK, armed with crude swords, pitchforks, and home-made weapons, head out into the forest.

CELANAWA (V.O.)
The townsfolk rallied an army, and
set out to slay the beast.

EXT. BADGER'S LAIR - DAY (FLASHBACK)

The jagged mouth of a dark cave. The brave mice charge at the badger, swords aloft. But it's suicide. The badger sweeps them aside with its vicious claws. A massacre.

EXT. MOUSE VILLAGE - NIGHT (FLASHBACK)

ONLY TWO SURVIVORS return to the village, their cloaks torn, heads bowed, bloodied and beaten.

CELANAWA (V.O.)
Few returned. But the tale they told
held the secret.

EXT. BADGER'S LAIR - DAY (FLASHBACK)

The bodies of mice killed by the badger litter the entrance to its lair. The badger, fangs drooling, closes in on TWO STILL ALIVE, who tremble helplessly, backed against a rock.

CELANAWA (V.O.)
The monster had killed the bravest
warriors, and was poised to finish
off the rest.

The badger moves within inches of the two petrified, wounded mice. Close enough they can feel its hot breath on them.

About to strike - then STOPS. SNIFFS the two mice. Hesitant. Something's not right. The badger bares its teeth with a HISS... and BACKS OFF. As though fearful of the mice.

(CONTINUED)

CONTINUED:

CELANAWA (V.O.) (cont'd)
The survivors were those stricken
with the fever. The monster had
sensed it. Was afraid of it.

EXT. MOUSE VILLAGE - COTTAGE - NIGHT (FLASHBACK)

An apothecary, shelves laden with bottles of tincture and
medicines. A young female mouse - call her THE WATCHER -
consults with the TOWN HEALER.

CELANAWA (V.O.)
It gave one brave mouse an idea. Her
husband and father had been slain by
the monster. But she was not afraid.
She went to the town healer.

The Watcher mouths the words silently as Celanawe narrates:

CELANAWA (V.O.) (cont'd)
"Tomorrow, send your fastest mice to
bring the medicine needed," she said.
"This time it will get through."

EXT. MOUSE VILLAGE - NIGHT (FLASHBACK)

The Watcher steps outside, wearing a hooded cloak, a sword
on her belt. She heads out of town, into the dark woods.

CELANAWA (V.O.)
And so she took her father's cloak,
and her husband's sword, and set out
to face the monster.

EXT. BADGER'S LAIR - NIGHT (FLASHBACK)

The Watcher approaches the mouth of the cave. TWO RED, EVIL
EYES peer out from the darkness within. A dragon's lair. She
climbs up onto a rock facing the cave. Resolute.

CELANAWA (V.O.)
She stood upon a rock before its
lair, and called to it. "I have come
to end you, demon."

The badger emerges from the darkness. The Watcher remains
unmoved as it draws closer, absolutely dwarfing her. It
opens its mouth wide, baring its fangs, and SPEAKS:

CELANAWA (V.O.) (cont'd)
"I have laid waste to your army, why
should I fear but a single sword,"
the beast asked her.

(CONTINUED)

CONTINUED:

The Watcher raises her sword.

CELANAWA (V.O.) (cont'd)
"It is not my sword you should fear,"
she replied.

She closes her free paw around the sword's blade - and CUTS IT, blood dripping onto the stone. She holds her bloodied palm outward. The badger, sniffing it, RECOILS.

CELANAWA (V.O.) (cont'd)
She too carried the fever in her
veins. The beast knew it. Smelled it.
Feared it.

The badger retreats, hissing, into the darkness of the cave. The Watcher places the sword before her, both paws on its hilt, glaring into the cave.

CELANAWA
"By starvation or fever," she said,
"your time ends here. You shall not
pass so long as I stand watch."

PULL OUT as The Watcher stands before the cave, resolute, unmoving, like a statue. As THE SEASONS FLY PAST, summer to fall to winter to spring to summer again, and again.

CELANAWA (V.O.)
And so she did. Long enough for the
medicine to reach the village, and
long after the monster died, cowering
in its cave. Even after her own
death, she remained vigilant.

THE WATCHER HAS TURNED TO STONE. Cloak, sword and all. A literal statue now, still in that same stalwart pose.

CELANAWA (V.O.) (cont'd)
And longer still, past the turning of
flesh to stone.

EXT. FOREST - CAMPFIRE - NIGHT

CELANAWA
Even to this day, somewhere in this
ancient forest, she still stands
watch. The first Guard.

BEAT. Lieam is wide-eyed with fascination.

LIEAM
Who was she?

(CONTINUED)

CONTINUED:

CELANAWAWE

No-one remembers. You see, the name is not what matters. What matters is the deed, what she represents. Selflessness. Sacrifice. To live a life in the service of others, without ever any expectation of recognition or reward. That, young one, is what it means to be a Guard.

Lieam gazes into the flames again, ashamed to admit:

LIEAM

It's not why I joined. It's just what I told myself. I believed Midnight was the Black Axe because I wanted to. Because he promised me what I've always wanted.

CELANAWAWE

Revenge. For your father. He served the Guard?

Lieam nods.

CELANAWAWE (cont'd)

Then to seek vengeance would be to betray everything he stood for. If you wish to honor him in death, honor that to which he dedicated his life. Remember, do not seek conflict-

LIEAM

-seek resolution.

Lieam looks up from the fire, at this strange old mouse.

LIEAM (cont'd)

How do you know about my father?

BEAT. Celanawe gestures to Saxon nearby.

CELANAWAWE

Oh, I'm sure one of them must have told me. Never shut up, those two.

He stands, looking to FAINT REDDISH LIGHT on the horizon.

CELANAWAWE (cont'd)

Dawn is coming. We should move.

EXT. FOREST - AXE ARMY CAMP - PRE-DAWN

Midnight stands on a ridge overlooking his army as they begin to muster. He too sees the first slivers of daylight on the horizon. Smiles to himself.

MIDNIGHT

Red sky at night, Guard Mouse's
delight. Red sky in morning, Guard
Mice take warning...

EXT. FOREST - PRE-DAWN

A LONE SPARROW flies across the blood-red sky.

CLOSER - SADIE rides atop the sparrow, fighting with the reins, white-knuckled, trying to stay in the saddle. Zephyr flies alongside, BUZZ-WARBLING advice.

SADIE

Oh really? You try riding one!

The sparrow dips low, beneath the forest canopy, banking left and right as it soars between the trees like an Endor speeder bike. Sadie holding onto the reins for dear life.

EXT. LOCKHAVEN - SPARROW ROOST - PRE-DAWN

High above Lockhaven's ramparts. Sparrows warble quietly in their nests, as the sparrow master, PERRIN (also one of the Guardsmice we saw in the Council Chamber) tends to them. Suddenly they become agitated, warbling louder, feathers ruffled. Rand looks out toward the forest...

...to see SADIE'S SPARROW COMING IN HOT. Sadie still struggling to control it, bring it in for a landing.

SADIE

Clear the deck!

RAND LEAPS OUT OF THE WAY AS THE SPARROW SKIDS TO A LANDING, THROWING SADIE FROM THE SADDLE. She tumbles along the cobblestones, limbs flailing. Perrin helps her to her feet.

PERRIN

...Sadie?

SADIE

Where is Gwendolyn?

PERRIN

The tower, I think. What is it?

(CONTINUED)

CONTINUED:

SADIE

An army is on its way here.

PERRIN

I knew it. I knew we could not trust weasels to hold the peace!

SADIE

Not weasels. Mice. Traitors.

(off his look)

I know. I would not have believed it had I not seen it for myself. I must speak to Gwendolyn, warn her-

But as she makes for the door, PERRIN COLD-COCKS HER FROM BEHIND. She falls to the ground in a heap, out cold.

PERRIN

Oh, there's no need for that.

As he carries her away, we see ZEPHYR perched on a nearby parapet, buzz-warbling anxiously to herself.

EXT. FOREST - DAWN

Saxon leads Lieam and Celanawe through the forest.

He STOPS, hearing something. Signals for Lieam and Celanawe to get low. They crouch in the grass as Saxon draws his sword, approaching the sound. A tense BEAT... then Saxon LEAPS TO ATTACK, AS ANOTHER MOUSE POUNCES FROM HIDING!

IT'S KENZIE! He and Saxon both check the swings of their weapons just in time.

KENZIE

Announce yourself next time! I almost killed you!

SAXON

Don't flatter yerself. Sadie?

KENZIE

I checked every road in. No sign.

SAXON

Ach, I bet ye she's already got her feet up in yer quarters. Come on.

The four of them head out together.

EXT. FOREST OUTSIDE LOCKHAVEN - DAWN

Midnight's army stands ready, hidden within the dense forest. A formidable force of mice and armored beasts. He stands before them in his black helmet-mask.

MIDNIGHT

Once I'm inside I will secure the
gate and give the signal. When you
see it... show them no mercy.

He walks toward Lockhaven. Ditching his mask and fixing his
GUARD SEAL to his cloak. The BLACK AXE concealed beneath it.

INT. LOCKHAVEN - DUNGEON CELL

Flickering torchlight, stone walls, iron bars, straw on the
floor. Sadie groggily comes to, clutching her head. Looks
around, realizes where she is. She rattles the gate. Locked.

SADIE

(sighs)
Again?

EXT. LOCKHAVEN - MAIN GATE - DAWN

The two GUARDS posted outside step forward as Midnight
approaches. Both stunned to see him back from the dead.

LOCKHAVEN GUARD

...Commander Midnight? Is it you?

MIDNIGHT

Alive and hearty. I know, I know.
It's a hell of a story. One I'll be
happy to tell for the price of an ale
in the officer's mess.

Midnight glances up at the parapets, sees Perrin looking
down from the rookery high above. Perrin gives a nod.

The guard raps on Lockhaven's giant armored gate.

LOCKHAVEN GUARD

Open the gate!

The grinding of gears as THE GATE BEGINS TO RISE. Midnight
smiles, all going according to plan...

INT. LOCKHAVEN - DUNGEON CELL

Sadie pacing. Whips around when she hears a SOUND from the
winding stairs at the end of the hall. Someone coming?

(CONTINUED)

CONTINUED:

IT'S ZEPHYR. Buzzing down the stairway. Sadie is elated.

SADIE

Zeph! What took you so long?

(she buzz-warbles)

Yes, I know it's a big place! Just
find the key to this lock, quickly!

Zephyr buzzes about frantically, looking. Gives an excited warble when she finds a JAILER'S KEY hanging on a wall hook.

She grabs the key with her legs, flies it across the dungeon to Sadie. She reaches through the bars, outstretched. Takes the key, hurriedly unlocks the door and lets herself out.

SADIE (cont'd)

Come on, we haven't much time.

She races up the dungeon stairs, Zephyr fast behind.

EXT. LOCKHAVEN - MAIN GATE - CONTINUOUS

The gate now halfway open. Midnight draws closer.

INT. LOCKHAVEN - MAIN GATE - CONTINUOUS

The great gate mechanism rumbling, gears turning, chains lifting the gate. A GATEKEEPER GUARD works the lever.

SADIE COMES RUNNING, frantic.

SADIE

Close the gate, close the gate!

The gatekeeper looks at her, bemused. Still on the lever, gate still rising. Sadie draws one of her swords. The gatekeeper backs away as she rushes in... and SHEARS THE GEAR LEVER CLEAN OFF WITH HER SWORD. The gate FALLS.

EXT. LOCKHAVEN - MAIN GATE - CONTINUOUS

Midnight sees the gate falling, rushes to get under it before it closes - AN INSTANT TOO LATE. He's sealed outside.

INT. LOCKHAVEN - MAIN GATE - CONTINUOUS

TWO GUARDS rush to respond, swords at the ready.

GATE GUARD

What is this?

SADIE

Seal the city. Nobody gets in or out.

(CONTINUED)

CONTINUED:

GATE GUARD
On whose authority?

GWENDOLYN (O.S.)
On mine.

The Guards step aside, bow, as GWENDOLYN APPROACHES.

GWENDOLYN
I'm sure you have a good reason for
this, sergeant?

SADIE
Conrad had uncovered a plot against
Lockhaven. It's Midnight. He's alive.
A mouse army marches here as we
speak, under his command. It may be
here already.

BEAT as Gwendolyn processes this. But no hesitation:

GWENDOLYN
You heard her, seal the city. Sound
the alarm, muster our defenses. I
want archers on every wall. Now!

EXT. LOCKHAVEN - DAWN

GUARDSMICE appear on the ramparts, BLOW HORNS. The alarms
sounding all over as windows are shuttered and ARCHERS man
the walls, nock arrows. Lockhaven going into siege mode.

From up in the sparrow rookery, Perrin sees it all. Looks
frantic, sees the plan coming apart. What to do? He rushes
to his sparrows and SETS THEM FLYING from their nests.

PERRIN
Shoo! Go on, ha!

EXT. FOREST OUTSIDE LOCKHAVEN - CONTINUOUS

The AXE COMMANDER at the head of the army sees the flock of
sparrows flying over the treetops. He raises his arm.

AXE COMMANDER
There's the signal. Make ready!

The army raises shields and weapons. A tense BEAT... and
then the commander DROPS HIS ARM.

AXE COMMANDER (cont'd)
Charge!

(CONTINUED)

CONTINUED:

With a MIGHTY ROAR THE ARMY CHARGES.

EXT. LOCKHAVEN - CONTINUOUS

The two guards outside tremble at the coming onslaught. Midnight comes up behind them, KILLS THEM BOTH. Urging his army forward to join him as their bodies hit the ground.

UP ABOVE, the guardsmice and archers on the walls react as THE AXE ARMY EMERGES FROM THE FOREST, CHARGING THE WALLS.

LOCKHAVEN ARCHER

Wait... wait... fire!

THE ARCHERS LOOSE THEIR ARROWS. SEVERAL AXE SOLDIERS FALL but the rest keep coming.

EXT. LOCKHAVEN - MAIN GATE - CONTINUOUS

Perrin comes rushing down the steps, toward the gate. The GATE GUARDS move to intercept him.

GATE GUARD

Halt! We're in lockdown, you cannot-

PERRIN'S SWORD FLASHES, SLAYING BOTH GUARDS. Moves to the gate, sees the broken lever. Looks around, grabs a PIKE from the wall, jams it into the mechanism as a makeshift lever. With an almighty effort he STARTS TO RAISE THE GATE.

INTO. LOCKHAVEN - HALLWAY - CONTINUOUS

Gwendolyn is rushed along the hall by a PROTECTIVE DETAIL OF GUARDSMICE, like a President surrounded by Secret Service. Sadie and Zephyr alongside her.

GWENDOLYN

I need to be with my troops!

SADIE

We must get you to the tower. You can command them from there.

They escort her up SPIRAL STEPS leading to the tower.

INT. LOCKHAVEN - MAIN GATE - CONTINUOUS

Perrin continues raising the gate, the roar of Midnight's army growing louder outside as it approaches, when he's SHOT WITH ARROWS FROM BEHIND. LOCKHAVEN ARCHERS rushing into position. Perrin slumps forward, dead, THE WEIGHT OF HIS BODY ON THE PIKE-LEVER KEEPING THE GATE RISING.

(CONTINUED)

CONTINUED:

THE AXE ARMY SURGES INSIDE. GUARDS RUSH TO MEET THEM, AND THE BATTLE IS JOINED!

EXT. LOCKHAVEN - FOREST OVERLOOK - MORNING

Kenzie, Saxon, Lieam, Celanawe move stealthily toward an ELEVATED RIDGE that overlooks Lockhaven. Looks of horror as they peer over to see--

--MIDNIGHT'S ARMY FLOODING INSIDE THE GATES AS ARROWS RAIN DOWN ON THEM FROM THE BATTLEMENTS.

KENZIE

We're too late.

CELANAWAWE

It's never too late. I know another way in.

He moves off, disappearing into the trees. Saxon sighs.

SAXON

Aye, of course he does.

They head off after him.

INT. LOCKHAVEN - GWENDOLYN'S TOWER - MORNING

Gwendolyn is escorted inside. Two GUARD COMMANDERS are already here, urgently studying a map of Lockhaven on the table. She goes straight to join them, all business.

GWENDOLYN

Report.

GUARD COMMANDER

We've rallied every Guard, every trainee, every tradesmouse, cook, and bottle-washer. Anyone who can carry a weapon. But still they outnumber us at least three to one.

GWENDOLYN

I should not be hiding up here. I should be alongside my forces.

GUARD COMMANDER #2

Matriarch, we cannot put you at risk.

GWENDOLYN

What kind of leader am I if I do not risk as much as those I command?

(CONTINUED)

CONTINUED:

SADIE

If we lose you, we lose Lockhaven.

Gwendolyn sighs, looks back to the map.

GWENDOLYN

Whatever resources you have holding the tower, re-assign them to getting the women and children to safety.

GUARD COMMANDER

And if the enemy breaches the tower?

Gwendolyn takes the PIKE-AXE from the mount above her desk.

GWENDOLYN

I remind you that I was once a Guard myself. You have your orders.

The commanders bow, make for the exit.

GWENDOLYN (cont'd)

Sadie, go with them.

Sadie goes to the door - then CLOSES AND BARS IT, sealing them both inside.

SADIE

With respect, Matriarch, I'm not leaving you. If that costs me my seal, so be it.

Gwendolyn nods, understanding. Just the two of them now. She turns away, to the window, the battle raging below.

GWENDOLYN

For as long as we've existed we've struggled to survive. Preyed upon by every species. Only our fellowship has kept us from extinction. That we should turn against each other...

Too terrible to contemplate. She looks down, despairing. Zephyr BUZZ-WARBLES excitedly, flies to the window.

SADIE

What kind of idea? Wait, come back!

EXT. LOCKHAVEN - COURTYARD - MORNING

A SEWER GRATE is lifted and moved aside, Celanawe, Kenzie, Saxon, and Lieam emerging from below.

(CONTINUED)

CONTINUED:

They've popped up right in the thick of things, GUARD FORCES ENGAGED IN A FURIOUS MELEE WITH MIDNIGHT'S ARMY. The Guard holding the army for now, but more are still coming through the gate.

SAXON

They keep us home the entire war to defend Lockhaven, then it goes and gets invaded as soon as we're away. Bloody typical!

THAT GIVES LIEAM AN IDEA. He looks to Kenzie.

LIEAM

The barricades.

Kenzie's eyes widen. Good idea. He grabs a GUARD LIEUTENANT.

KENZIE

Lieutenant! Do we still have the weasel barricades?

The lieutenant blinks, shell-shocked. Kenzie grabs him by the shoulders, shakes him out of it.

KENZIE (cont'd)

Lieutenant! The barricades!

GUARD LIEUTENANT

They- they're in the armory, sir.

KENZIE

Deploy them! I want a stockade across the entire courtyard! The inner walls must not be breached! Do it now!

The lieutenant nods, sprints away to get it done. Kenzie raises his staff to defend as an AXE SOLDIER CHARGES AT HIM. A brief duel, parry and thrust, before Kenzie TAKES HIM OUT.

SAXON

Well, halfblade, are ye ready for a scrap?

Lieam draws his sword. Fire in his eyes.

LIEAM

I've never been more ready.

Saxon smiles. And together, THEY CHARGE INTO THE FRAY.

THE BATTLE OF LOCKHAVEN! The camera finding each of our heroes in the thick of action:

(CONTINUED)

CONTINUED: (2)

KENZIE the very image of Guard valor,

CELANAWA fighting like a far younger warrior,

LIEAM fighting like a far older one,

SAXON cutting down enemies left and right, and loving every minute of it.

GUARDSMICE rush into the courtyard, bringing forth the HEAVY BARRICADES we saw being erected during the weasel war. They push through the battle, heave the barricades forward.

KENZIE

Place them end on end! Quickly!

(to all)

Get behind the barricades!

The Guardsmice FALL BACK as the barricades are brought forward and dropped into position, extending from one side of the courtyard to the other, COMPLETELY BIFURCATING IT. The Axe soldiers fighting behind it now CUT OFF from the others still streaming in through the gate.

The newly-arriving Axe soldiers CRASH INTO THE BARRICADES, trying to break through, but they hold fast. GUARDSMICE throwing their weight behind them to reinforce them.

EXT. LOCKHAVEN - MAIN GATE - CONTINUOUS

AN AXE COMMANDER rushes out to report to Midnight.

AXE COMMANDER

My Lord, they've erected some kind of
barricade, we cannot break through!

MIDNIGHT

Bring up the cavalry!

EXT. LOCKHAVEN - COURTYARD - CONTINUOUS

The battle continues to rage. The Guardsmice starting to thin out the Axe soldiers trapped on their side of the barricade. And then--

--A RUMBLING, THE GROUND SHAKING BENEATH THEIR FEET.

SAXON

Well that can't be good...

An ominous BEAT-- before MIDNIGHT'S CAVALRY COMES THUNDERING INTO THE COURTYARD. RIDERS ATOP HEAVY ARMORED BEASTS. Axe soldiers fleeing before them as they CHARGE THE BARRICADES--

(CONTINUED)

CONTINUED:

--AND SMASH THROUGH. GUARDSMICE SENT FLYING LIKE RAG DOLLS AS THE BARRICADES ARE REDUCED TO SPLINTERS. Axe soldiers now flowing through the breach with a mighty WAR CRY.

KENZIE SEES THE DEFENSIVE LINE COLLAPSING. THE GUARD QUICKLY BECOMING OVERWHELMED BY THE SURGING AXE FORCES.

KENZIE

Fall back!

As the Guardsmice retreat, Lieam spots MIDNIGHT across the courtyard, axe whirling, cutting down Guards left and right. THE REST OF THE BATTLE SEEMS TO MELT AWAY - Midnight is all he sees. He rushes toward him, but just as he gets within striking distance, AN AXE BEAST RIDER PLOWS THROUGH THE CROWD ATOP A WAR TORTOISE, knocking Guards aside like a runaway truck. Lieam rolls, narrowly avoiding it.

He's quickly back on his feet, moving through the dust cloud kicked up by the rampaging tortoise - but MIDNIGHT IS GONE.

INT. LOCKHAVEN - CONTINUOUS

The Axe pushes deeper into Lockhaven, inside its torch-lit halls now. The Guard fighting valiantly, but getting pushed further and further back. The Axe clearly winning the day.

Then, THE FIGHTING STOPS. Both sides becoming aware of something, an OMINOUS DRONE echoing through the hallways. Growing louder as SOMETHING - SOMETHING BIG - APPROACHES.

AND THEN IT COMES SWARMING IN - LITERALLY. A MASSIVE SWARM OF BEES FROM LOCKHAVEN'S APIARY, ZEPHYR LEADING THE WAY.

The bees bypass the Guards and ATTACK THE AXE FORCES, LIKE A FLOCK OF HITCHCOCK'S BIRDS. Swarming, stinging, overwhelming them. They swat and swipe at them frantically, in disarray.

Kenzie, with Lieam, sees the swarm, realizes:

KENZIE

Zephyr. If she is here, so is Sadie.

LIEAM

Where?

KENZIE

Gwendolyn. The tower.

Kenzie rushes down a hallway, Lieam following.

INT. LOCKHAVEN - GWENDOLYN'S TOWER - MORNING

Sadie hears FEET COMING UP THE STAIRS. She draws her swords, positions herself between Gwendolyn and the barred door.

BAM! Someone trying to breach the door from the other side. And again. BAM, BAM, BAM! The door weakening with each impact. Until finally it SPLINTERS OFF ITS HINGES and topples inward, crashing to the floor. To reveal:

MIDNIGHT. And several of his best soldiers. They fan out across the room, flanking Sadie and Gwendolyn.

MIDNIGHT

Matriarch. I understand you recently issued an invitation to any who might wish to protest your leadership. Well, here I am. Shall we begin?

He moves toward her - BLOCKED BY SADIE, standing defiantly, the point of her sword held out toward him. Midnight smiles.

MIDNIGHT (cont'd)

So, it's to be the old way after all. You always were my best. I've often wondered how this match might result.

SHE GOES AT HIM, SWORDS FLASHING. Midnight parries with the black axe, defending for several blows - then COUNTERS, AN ELBOW TO THE FACE, sending her to the ground, dazed.

MIDNIGHT (cont'd)

Well, that was disappointing.

KENZIE AND LIEAM RUSH IN through the doorway. Midnight's soldiers turn to confront them. Kenzie sees Sadie splayed on the ground, goes to her. Cradles her, distraught.

KENZIE

Sadie...

She groans, semi-conscious. Brightens when she recognizes Kenzie. Smiles warmly, raises her paw to touch his face.

SADIE

My love...

The sight of his beloved hurt enrages him. With a roar he CHARGES AT MIDNIGHT but his soldiers move quickly to form a wall to block him, swords outward. Kenzie so furious he considers taking them all on, despite the odds.

(CONTINUED)

CONTINUED:

SADIE (cont'd)
Kenzie... don't. Please.

Midnight moves toward Gwendolyn, his shadow looming across the room. Eyes burning with intent.

MIDNIGHT
Surrender.

GWENDOLYN
Never.

SHE READIES HER PIKE-AXE, A COMBAT STANCE. Midnight sneers.

MIDNIGHT
I thought you were too old.

GWENDOLYN
For traitors I will gladly make an exception.

MIDNIGHT
It is you who betrayed us, with your cowardice, your craven diplomacy. You made us weak. No longer. Lockhaven is under my rule now. And soon, all the mouse territories.

GWENDOLYN
They will never follow you.

MIDNIGHT
A lowly Guard Commander, perhaps not. But they will follow this.

He raises his axe. Gwendolyn's eyes widen in recognition.

MIDNIGHT (cont'd)
They will follow the Black Axe.

A FAMILIAR VOICE comes from the stairs, echoing off the stone walls, giving it resonance, like the voice of God.

FAMILIAR VOICE (O.S.)
You are not the Black Axe!

All turn - to see CELANAWA emerging from the darkness.

CELANAWA
I am.

Stunned faces - all except Lieam, who smiles.

(CONTINUED)

CONTINUED: (2)

LIEAM

I knew it...

CELANAWAWE

I have shaped the course of wars, run predators beyond our borders, carved portions of our very landscape. And I come to reclaim what is mine.

He steps closer, looking angrily at Midnight.

CELANAWAWE (cont'd)

I give you one chance to return what you have stolen from me. Or die.

BEAT. Midnight considering his options. And then:

MIDNIGHT

Kill him. Kill all of them.

THE AXE SOLDIERS ATTACK! Spurring everyone into battle. A chaotic free-for-all, blades whirling.

EXT. LOCKHAVEN - COURTYARD - CONTINUOUS

Saxon still fighting furiously as the battle continues all around. Slaying one Axe marauder after another. A brief respite, time enough to look around at the larger battle--

--and it is clear that THE GUARD IS LOSING. Heavily outnumbered, and dropping like flies. They may fight to the very last, but it's clear how this is going to end.

Then Saxon's ears prick up - hearing something. He moves toward the gate, CASUALLY SLAYING AN AXE SOLDIER AS HE GOES - and peers out into the forest.

EXT. LOCKHAVEN - MAIN GATE - CONTINUOUS

Quiet, just the road strewn with fallen soldiers from both sides. But Saxon senses something still.

THE TREES SHAKE. SOMETHING COMING, THROUGH THE FOREST.

GUARD PRIVATE

Sir? What is it?

THE TREES SHAKE MORE VIOLENTLY. The young Private looks out at the forest, terrified.

GUARD PRIVATE (cont'd)

They're bringing in reinforcements!

(CONTINUED)

CONTINUED:

SAXON
No. It's something else.

Saxon sniffs the air, nose twitching.

SAXON (cont'd)
Did ye fight in the war, lad?

GUARD PRIVATE
No, sir.

SAXON
I did. And I'd know that smell
anywhere. Just when I thought this
day couldn't get any worse...

And now, we hear the sound of WAR DRUMS echoing through the
quivering forest. Approaching fast. Saxon braces himself--

--AS A MAJOR FORCE OF HEAVILY-ARMED WEASELS COMES CRASHING
THROUGH THE FOREST, CHARGING TOWARD LOCKHAVEN.

The Guard Private TURNS AND FLEES IN TERROR. Saxon stands
firm at Lockhaven's gate, sword at the ready, a solitary
figure facing down AN ENTIRE WEASEL INFANTRY BATTALION.

SAXON (cont'd)
Let's have ye, ye bastards.

The weasel brigade charges toward Saxon... THEN COMES TO A
HALT RIGHT IN FRONT OF HIM. Saxon blinks, unsure of what's
going on as the WEASEL COMMANDER steps forward, looks down
on him haughtily.

WEASEL COMMANDER
Who is in command here?

SAXON
Uh... I suppose that'd be me.

The Weasel Commander glances nonchalantly behind Saxon, at
the battle still raging in the Lockhaven courtyard.

WEASEL COMMANDER
I am Colonel Kocha, 57th Imperial
Infantry Battalion. I have been
instructed to render whatever
assistance you may require.

ON SAXON, completely flummoxed by this turn of events.

INT. LOCKHAVEN - GWENDOLYN'S TOWER - CONTINUOUS

THE TOWER A MINI BATTLEFIELD, MULTIPLE FIGHTS GOING AT ONCE.

Gwendolyn fights with fluidity and grace, in stark contrast to Midnight's savage, barbarian style. Almost an even match, but Midnight has a slight edge, forcing her to defend.

Kenzie struggles against the biggest of the Axe soldiers, pushed back - DISARMED - helpless, about to be killed, when SADIE CHARGES IN, STRIKES THE SOLDIER DOWN. Back on her feet, back in action. Kenzie looks at her in amazement.

KENZIE

I love you.

SADIE

Save it for after the battle!

The pair launch back into the fray, fighting side-by-side.

Midnight has Gwendolyn fighting for her life - with a mighty blow of his axe he SHEARS OFF THE HEAD OF HER PIKE-AXE AND KNOCKS HER TO THE GROUND, draws back the axe to finish her.

MIDNIGHT

You fought well. And now you die.

Gwendolyn closes her eyes, ready to meet her end with dignity. Midnight brings the axe down with an almighty overhead swing, LANDS THE KILLER BLOW.

Gwendolyn opens her eyes. As surprised as Midnight is. HE SOMEHOW MISSED, THE AXE BURIED IN THE FLOOR JUST INCHES FROM HER HEAD. Midnight wrenches it free, goes to strike again--

--BLOCKED BY CELANAWA'S SWORD. A moment as the two mice glare at each other close-up across their locked blades.

CELANAWA

The axe betrays you. It knows you are not worthy.

MIDNIGHT

We'll see, oldfur.

MIDNIGHT AND CELANAWA FIGHT. The true Black Axe versus the impostor. As the last Axe soldier falls, Lieam, Kenzie, Sadie, and Gwendolyn watch this final battle play out.

After a titanic struggle, CELANAWA DISARMS MIDNIGHT, the black axe skittering across the floor.

(CONTINUED)

CONTINUED:

Celanawe presses his advantage, PINS A BEATEN AND EXHAUSTED MIDNIGHT TO THE WALL WITH THE TIP OF HIS SWORD AT HIS THROAT. Kenzie and Sadie move to surround him, swords pointed toward him.

CELANAWAWE

From the beginning, you were doomed.
Right always prevails. And the
wicked...

LIEAM

...always perish.

CELANAWAWE

You see? The boy knows better than
you. And now I really must sit down.

Celanawe clutches his aching back as Gwendolyn rushes him a chair to fall backward into with a groan.

Lieam approaches Midnight, his father's sword in his paw. Gripping it tightly. A tightly-wound ball of anger.

KENZIE

Lieam...

CELANAWAWE

No, let him be.

Celanawe watches keenly, curious to see this play out. Lieam steps close to Midnight, just a sword arm away. Looks at him with fury-filled eyes, a rage barely containable.

LIEAM

You dishonored the Guard. Betrayed
your own. Killed my father.

With a roar he SWINGS THE SWORD AT MIDNIGHT'S THROAT. Midnight flinches as the blade CUTS THE CLOAK FROM AROUND HIS NECK, THE SEAL OF THE GUARD FALLING TO THE GROUND.

Lieam backs away, still angry. Every ounce of restraint.

LIEAM (cont'd)

In death he only becomes more
dangerous. A martyr for others like
him. No resolution. Only conflict.

He sheathes his sword, picks the black axe from the ground.

LIEAM (cont'd)

This belongs to you.

(CONTINUED)

CONTINUED: (2)

Lieam offers Celanawe the axe. He takes it, hefts it with a smile. It feels good to have it back again.

SAXON BURSTS IN, fresh from battle, exhilarated.

SAXON

Ye should've seen me down there! Like
a hot knife through butter! I tell
ye, I'm only getting better with age.

He swings and jabs with his sword, demonstrating. Then looks around at the dead Axe mice, Midnight under guard.

SAXON (cont'd)

What'd I miss?

GWENDOLYN

How goes the battle?

SAXON

Oh, yer gonna want to see this.

EXT. LOCKHAVEN - COURTYARD - DAY

Gwendolyn and the others emerge from inside, to see THE AXE ARMY FLEEING INTO THE WOODS. Scattering in panic as THE WEASEL BATTALION FIGHTS ALONGSIDE THE MOUSE GUARD.

Only a few Axe soldiers remain fighting, but it's hopeless. The combined force of Guardsmice and weasels have them surrounded. Defeated. Kenzie steps forward.

KENZIE

In the name of the Guard, lay down
their weapons!

The last Axe soldiers DROP THEIR SWORDS AND SURRENDER. Kenzie looks to Saxon with a smile.

KENZIE (cont'd)

You see? Sometimes it does work.

THE WEASEL AMBASSADOR sweeps majestically through Lockhaven's gate, flanked by a pair of ARMED GUARDS. Sadie and Kenzie similarly flank Gwendolyn as the two come together and meet in the center of the courtyard.

GWENDOLYN

Ambassador?

WEASEL AMBASSADOR

Matriarch. His eminence sends his
regards.

(MORE)

(CONTINUED)

CONTINUED:

WEASEL AMBASSADOR (cont'd)

He received an urgent message warning of a mouse revolt that threatened the armistice between us. Both our species have worked too hard for peace for either of us to allow that. And after your generosity in our hour of need, he felt that we must reciprocate in yours. In humility and gratitude, we are at your service.

GWENDOLYN

And we... are most thankful.

Lieam approaches the ambassador. He looks up at the weasel, representative of the species that once destroyed his home--

--AND OFFERS HIS PAW IN FRIENDSHIP. With a smile, the ambassador shakes it. Once, a hated enemy. Now, an ally.

EXT. DARK FOREST - SUNDOWN

Midnight, stripped of his armor, paws bound, is marched through the forest by three Guardsmice.

GWENDOLYN (V.O.)

The Guard will always protect mousekind, to allow them to prosper, to trade and travel freely. But never at the expense of their liberty to govern their own affairs, decide their own destiny.

The Guards stop, untie Midnight. Then withdraw, retreating back into the woods. Midnight looks on ahead, afraid...

GWENDOLYN (V.O.)

For his crimes of treason, sedition, and murder, Midnight's fate is banishment. March him out beyond the scent border...

Midnight is gripped with terror as THE HOWL OF A WOLF echoes through the forest. CANINE EYES gleaming in the darkness.

GWENDOLYN (V.O.)

...and let him be almighty ruler outside of our territories.

INT. LOCKHAVEN - CEREMONIAL ROOM - MORNING

Sunlight streams through stained glass windows. ALL THE GUARDSMICE ARE ASSEMBLED HERE - Saxon, Kenzie, and Sadie among them - to witness Lieam's full ceremonial investiture into the Guard. He kneels before Gwendolyn.

GWENDOLYN

Lieam of Ferndale, son of Alen. By conducting yourself with virtue and valor, and by placing the greater good before your own, you have embodied the finest traditions of this proud and ancient order.

She taps him on each shoulder with a sword.

GWENDOLYN (cont'd)

Arise, a Guard.

He rises. Beaming with pride as Gwendolyn pins the SEAL OF THE GUARD on his cloak - and the room ERUPTS WITH APPLAUSE.

Kenzie, Saxon, and Sadie come forward to congratulate him.

SAXON

Not bad for a tenderpaw, eh? What'd I tell ye?

SADIE

Congratulations, Lieam.

Lieam nods politely, but seems distracted. Looking around the room, but the mouse he's looking for isn't there.

EXT. LOCKHAVEN - MAIN GATE - MORNING

Fall giving way to the onset of WINTER. The trees turning bare. Still, a bright new morning. Celanawe heading out toward the forest as Lieam emerges, rushing after him.

LIEAM

Wait!

Celanawe stops, looks back as Lieam approaches.

CELANAWAWE

I see you got your seal. Well done. You've earned it. Never forget what it means to wear it.

(CONTINUED)

CONTINUED:

LIEAM

I won't. Thank you, for teaching me.
You never told me your name.

CELANAWAWE

Because it matters not. The Black Axe
is bigger than any one of us. It's an
idea, meant to inspire the best in
all of us, everywhere.

Celanawe holds up the black axe between them. It gleams.

CELANAWAWE (cont'd)

Some say this axe was forged by the
very makers of this world. It has
been handed down through the ages, to
those deemed worthy to bear its name.
It has always had a knack for finding
its way to its next rightful owner.
Perhaps, one day, it will find its
way to you.

(beat)

Fare well, Lieam.

He turns and walks away. Lieam heads back toward Lockhaven.
Stops, turns back. About to ask something else. But CELANAWAWE
IS ALREADY GONE. Disappeared, like magic, into the forest.

Saxon, Sadie, Kenzie emerge from Lockhaven to meet Lieam.

SAXON

Hope yer ready to start earning that
seal, halfblade. We could use a
fourth, something big's been picking
off travelers near Thistledown. Could
be a good scrap. Are ye ready?

KENZIE

Yes, he is.

Kenzie looks at Lieam admiringly, a paw on his shoulder.

Sadie looks to the sky as A SINGLE SNOWFLAKE drifts down.

SADIE

Winter's coming. Always the hardest
season for our kind.

LIEAM

Never a better time to be a Guard.

(CONTINUED)

CONTINUED: (2)

SAXON

Well said, lad. Come on, then!
Daylight's burning.

We CRANE UP over the forest as the four of them head out
into the forest together. Comrades. Guardsmice.

SAXON (cont'd)

How about a song for the road?

KENZIE

How about not?

SAXON

What? Ye love my singing!

Kenzie and Saxon continue to banter back and forth as we

FADE OUT: