

ONCE UPON A TIME

"Pilot"

by

Edward Kitsis & Adam Horowitz

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ACT ONE

OVER BLACK. We hear the sound of HEAVY BREATHING and GALLOPING. FADE UP ON --

EXT. COUNTRY SIDE - MAGIC HOUR - **FAIRY TALE LAND**

A bucolic countryside. The sun is setting and casting a magical glow over this beautiful stretch of land. Peaceful. Idyllic. UNTIL --

A HORSE breaks into frame. On its back is a determined MAN. His dress and attire tell us we're somewhere different. In a far off land. In another time. This is PRINCE CHARMING. And he's in a fucking hurry.

Charming pushes his horse hard, into the WOODS. He moves through the thick trees. Dodging branches. On a MISSION. He reaches a clearing and skids to a halt. As he dismounts --

SAD VOICE (O.S.)
You're too late.

The Prince strides toward the voice. And we REVEAL -- a DWARF. This is DOC. And yeah -- we're in the midst of a tale we ALL know. Charming shakes his head at Doc.

CHARMING
It's never too late.

He pushes through into the clearing and comes upon -- A GLASS COFFIN. Surrounding the coffin are the other SIX DWARVES. They slowly part, revealing... in the coffin...

SNOW WHITE. Beautiful. Dark haired. Eyes closed. Hands folded over her chest. DEAD. Charming's eyes well up. He can't believe it.

CHARMING
No. No. NO!

He moves to the coffin's side. Kneels down in front of it as the TEARS stream down his cheeks. We SIT ON HIM in his MOMENT of GRIEF. And then -- he barks at the dwarves --

CHARMING
Open it.

(CONTINUED)

CONTINUED:

Doc gently places a hand on the Prince's shoulder.

DOC
There's nothing you can do.

Charming fills with resolve.

CHARMING
OPEN IT.

DOC
I'm sorry... she's gone.

Charming slowly unclenches his fists. Realizes he's right. There's no fighting this. Sadly, he looks at Doc.

CHARMING
At least let me say goodbye.

Doc nods. Then slowly OPENS the glass case. Charming leans over and softly kisses Snow White's lips.

A SHOCK OF ENERGY. He pulls back, startled. And now we witness pure unadulterated MAGIC as --

SNOW WHITE'S eyes flutter open. Yes folks, TRUE LOVE is showing its power. Snow smiles as she sits up, groggy, and sees her Prince.

SNOW
You... you found me.

And now Charming's tears move from grief to JOY.

CHARMING
Did you ever doubt I would?

Snow looks around at her surroundings, smiles wryly.

SNOW
Truthfully? The glass coffin gave me pause.

CHARMING
(smiles back)
Well you never have to worry. I will always find you.

BEAT. Snow White drinks this in. And more than anything else. She BELIEVES it. She stares into his eyes. Fully, deeply, in LOVE. Charming takes her hand, stands.

(CONTINUED)

CONTINUED:

SNOW
Do you promise?

NOW WE'RE SUPER TIGHT ON CHARMING'S FACE.

CHARMING
I do.

PULL BACK. And suddenly we're not in the forest anymore. Charming is making this proclamation SOMEWHERE ELSE --

INT. BALLROOM - CASTLE - EVENING - **FAIRY TALE LAND**

We're inside a BALLROOM. Snow White wears a white gown. PULL BACK to see she's standing opposite Charming, in formal attire. A BISHOP stands between them.

This is their wedding. Snow White smiles at his "I do." We WIDEN FURTHER TO SEE we're at the most lavish, opulent fairy tale wedding our budget will afford us. All the subjects of the kingdom are assembled.

BISHOP
And do you, Snow White, promise to
take this man to be your husband
and love him for all eternity?

SNOW
I do.

BISHOP
I now pronounce you man and wife.

The ORCHESTRA starts to play as the assembled crowd CHEERS.

BISHOP
I believe you know what comes next.

They lean into one another for what promises to be the storybook kiss to end all storybook kisses. And, just as their lips are about to touch --

KERRRRRR-ACCCCCCCK! THUNDER BOOMS! Charming and Snow freeze. Lips millimeters apart. The orchestra stops. Everyone turns to see --

LIGHTNING FLASH through the stain glassed windows. And then more THUNDER. And then the doors at the far end of the BALLROOM fly open. Entering, wearing a flowing black gown, is...

THE EVIL QUEEN. But this queen isn't the hunched hag we remember from fairy tale lore.

(CONTINUED)

CONTINUED:

She's BEAUTIFUL -- yet still terrifying. She carries herself with casual menace as she strides up the aisle toward the dais. Those assembled GASP in fear, parting like the red sea, lest her gaze fall upon them.

QUEEN

Sorry I'm late.

THREE of the PRINCE'S GUARDS rush at the Queen. She casually waves her hands at them, Jedi-style. And WHAM --

They're THROWN up in the air and RIGHT THROUGH THE STAINED GLASS WINDOWS. The Queen keeps marching right up toward Charming and Snow. Doc turns in fear to his compatriots --

DOC

It's the Queen. Run!

Snow White's face tightens. Fills with resolve.

SNOW

She's not a Queen anymore. She's nothing more than an evil witch!

Snow reaches for Charming's belt and PULLS OUT HIS SWORD. Points it at the Queen and steps forward. Shit. This Snow White is a BAD ASS. But Charming BLOCKS her way.

CHARMING

No. Don't stoop to her level. There's no need. She's powerless now.

Charming turns to face the Queen who stands at the base of the dais. Smiling malevolently up at them.

CHARMING

I will not let you ruin this wedding. You're wasting your time, you've already lost.

The Queen speaks with a deceptively sweet tone.

QUEEN

I'm not here to ruin anything. On the contrary, dear... I've come to give you a gift.

SNOW

We want nothing from you.

(CONTINUED)

CONTINUED:

QUEEN

But you shall have it. My gift to you is this happy, happy day. Enjoy it. Because tomorrow is the beginning of the end.

More GUARDS rush in toward the Queen. She's unaffected. Holds her ground as they surround her, swords drawn.

QUEEN

For tomorrow my real work begins. You've made your vows. Now I make mine.

(points right at them)

I shall destroy your happiness if it's the last thing I do.

Charming's had enough, he grabs the sword back from Snow. He HURLS it at the Queen. And just as it's about to hit her --

PPPPPOOOOOOOOOOOOF! A PUFF OF SMOKE ENVELOPS the Queen and she DISAPPEARS.

The SWORD SLAMS into the FLOOR, lodging itself in the wood. Vibrating back and forth as the smoke settles. Charming turns to his new bride, tries to calm Snow.

CHARMING

It's over. She's gone.

He pulls her into an embrace. But Snow is not placated. All she can do is stare at the dissipating smoke, uneasy.

We HOLD ON this troubled tableaux. The horrific proclamation of the Queen hangs in the air as we FREEZE FRAME on a deeply disturbed SNOW WHITE. And SLOWLY the IMAGE MORPHS into a DRAWING. We realize we're looking at --

INT. GREYHOUND BUS - BOSTON - NIGHT

A PICTURE. In a book. Intricately detailed on yellowed paper. This is an OLD BOOK. And this drawing is part of a STORY. OVER THIS we a HEAR MUFFLED VOICE ON A LOUDSPEAKER --

VOICE (O.S.)

Boston. South Station. Thank you for riding Greyhound.

WIDEN TO SEE we're inside a Greyhound bus arriving in the heart of the city. And holding this ANCIENT TOME?

(CONTINUED)

CONTINUED:

A ten year old BOY. HENRY. Mop of blond hair. Sweet face. But a sparkle of mischief in him. He closes the book. Puts it in a backpack and exits the bus with the other passengers.

EXT. SOUTH STATION - NIGHT

Busy early evening pedestrian traffic moves to and fro as we STAY on HENRY, drinking in the big city sights. It's a little seedy. Rough. But it doesn't bother him. Behind him, an OLD WOMAN steps off the bus. She sees Henry all alone. Walks up, concerned.

OLD WOMAN
Are you lost, honey?

Henry looks up at the kindly woman and smiles.

HENRY
Oh no, I'm fine.

But the old woman isn't so sure. She's nervous for this kid.

OLD WOMAN
You're travelling alone? All the way from Maine?

HENRY
Do it all the time, was just visiting my Grandma.

OLD WOMAN
Are your parents here to pick you up?

Henry looks around. Nods at a black TOWN CAR at the street exit. A DRIVER chats on his BLUE TOOTH in the front seat.

HENRY
They're off at one of their fancy balls. They sent their driver. That's Albert.
(yells out)
Hey Albert!
(then to the woman)
Thanks for your concern, ma'am.

Henry heads toward the Town Car. The old lady shrugs and moves off.

STAY ON HENRY. He walks up to the Town Car. The driver keeps chatting on his blue tooth. Henry sneaks a look over his shoulder... the woman is gone... and then --

(CONTINUED)

CONTINUED:

Henry walks right PAST the car.

Huh. He heads to the STREET CORNER. Sees a parked YELLOW CAB. Henry RAPS on the window. The driver rolls it down as Henry rifles through his bag and pulls out a VISA.

HENRY

You take credit cards?

The driver nods. And Henry opens the door. Gets in.

CABBIE

Where to, kid?

OFF THIS strange little boy, who is clearly FULL OF SHIT --

INT. RESTAURANT - NIGHT

An upscale Top Chef-ish eatery in a nice neighborhood. Trendy and chic. A youngish, moneyed crowd dines on stuff with lots of foam on it.

Through the front door walks a woman who is, let's not kid ourselves here, a PRESENCE. This is ANNA SWAN. Late 20s. Beautiful, with great strength behind classic features. But also not quite at home in her skin. Right now she's dolled up for a night out and looks nervous and vulnerable as she scans the room. Sees table after table of couples eating and chatting. Her eyes stop on...

A TABLE in the corner. The BEST table. Sitting there alone is a handsome man. REAL handsome. A leading man. He looks up from his wine. Spots Anna. His eyes widen as she saunters across the room. The man -- RYAN -- rises to greet her. Pulls out her chair. She sits.

RYAN

...Anna?

ANNA

(nods)

...Ryan?

(off his smile and nod)

You look relieved.

RYAN

Well, it's the internet... pictures could be...

ANNA

Fake? Outdated? Stolen from a Victoria's Secret catalog?

(CONTINUED)

CONTINUED:

Ah. So this is a BLIND INTERNET DATE. They stare at one another for a long beat.

ANNA

So...

RYAN

So... Tell me something about yourself, Anna.

Anna leans in, thinks a beat. Then --

ANNA

Well... let's see... today's my birthday.

RYAN

And you're spending it with me?
What, you don't like your family?

ANNA

No family to like.

RYAN

Oh. What about your friends?

ANNA

I'm kind of a loner.

Ryan smiles, charming --

RYAN

Well, Anna, you are by far the sexiest friendless orphan I've ever met.

ANNA

Your turn.

(he's about to speak, she
cuts him off)

No, wait, let me guess. Let's see... You're handsome. Charming.

RYAN

Go on. I like this game.

ANNA

The kinda guy who -- now stop me if I get this wrong --

(the kicker)

-- embezzled from your employer,
got arrested, and then skipped town
before they threw your ass in jail?

(CONTINUED)

CONTINUED:

BEAT. That stops Ryan. He leans back, put off -- but FUMBLING.

RYAN

Uh... what?

Anna is suddenly SERIOUS as HELL. Just like that, the coquettish girl is GONE.

ANNA

And the worst part of it all is your wife. After all this crap she still loves you enough to bail you out. Of course she could only scrape together a quarter of the bail after you emptied the accounts. And how do you reward that loyalty? You're out on a date.

RYAN

Who are you?

ANNA

The chick who put up the rest of the money.

RYAN

You're a bailbondsman.

ANNA

Bailbondsperson.

And now Ryan bolts away, KNOCKING the table into ANNA.

ON ANNA -- falling to the ground as Ryan's glass of WINE spills on her dress. She picks herself up as Ryan runs out the front door. She stares at her stained dress.

ANNA

Really?

She strides toward the door. Not running. Just walking confidently. The MAITRE'D hurries over to her --

MAITRE'D

Are you alright, Madame? Should I call the police?

ANNA

Nah, I got it.

Anna just keeps walking, not even breaking a sweat.

EXT. RESTAURANT - MOMENTS LATER

Ryan races out the door and down the block. Runs to a PARKED AUDI. Pulls open the door and hops in. Glances over his shoulder to see -- Anna striding down the block. Still not running. Just moving with purpose. A TERMINATOR in COUTURE.

ON RYAN. In the driver's seat. Sweating. Fumbles with his keys. Turns the IGNITION. Guns the engine, hits the gas --

KERRRRRRRRACK. A horrible CRUNCHING sound. The car stays PUT. Ryan looks confused, opens the door. Looks down and sees --

A BOOT on his wheel. He looks back up and sees -- Anna now standing in front of him. He gets it -- he's been SET UP.

RYAN

You don't have to do this. I can pay you. I've got money.

She stares at him for a second -- reading him.

ANNA

No you don't. And if you did, you should give it to your wife. Take care of your family.

Realizing he's fucked, Ryan stares at her, filled with venom.

RYAN

What do you know about family?

And that seems to flip a switch in Anna. She grabs him by the collar and slams his face into the steering wheel.

HOOOOOOOOOOOOONNNNNNNNNNNNNNNNK. Ryan slumps back, unconscious. Anna just stands there for a moment. Then --

ANNA

Nothing.

INT. ANNA'S APARTMENT - BOSTON

The door opens to a small dingy apartment in a cookie cutter apartment complex. Anna enters, flips on the lights, illuminating the kind of place you live in because you have to, not because you WANT to.

She moves in, still wearing her wine stained dress, but now also carries a brown grocery bag. She plops the bag down on the table. Flips on the TV -- the international sign of a lonely person.

(CONTINUED)

CONTINUED:

She then goes to the grocery bag. Pulls out a CUPCAKE. Places it on a paper plate. Then pulls out a BOX of BIRTHDAY CANDLES. She rifles through, finds a BLUE STAR SHAPED CANDLE, and puts it in the cupcake.

Anna then takes out a book of matches and lights the candle. She stares at the flickering light.

ANNA

Another banner year.

Anna closes her eyes. MAKES a WISH. And BLOWS out the candle.

DING DONG. Anna's eyes fly open. The smoke wafts away from the cupcake as she moves to the door.

DING DONG. It rings again. She pulls it open to see --

Ten year old HENRY standing in the doorway, backpack slung over his shoulder. He looks up at her. His eyes wide.

ANNA

Uh... can I help you?

HENRY

Are you Anna Swan?

ANNA

Yeah. Who are you?

HENRY

My name's Henry.
(then; a smile --)
I'm your son.

OFF THAT --

CUT TO BLACK.

END OF ACT ONE

ACT TWO

INT. CASTLE - NURSERY - **FAIRY TALE LAND**

CLOSE ON a UNICORN. Ceramic. Exquisitely crafted. On a small wire. Twirling. WIDEN TO a DWARF. Simple face. Never speaks. This is DOPEY -- and he's hanging a UNICORN MOBILE on the ceiling. WIDEN FURTHER to see he's on a STEP LADDER. In the middle of a beautiful and elaborate NURSERY. Ornate crib. Antique armoire. Plush toys. The home every child dreams of. At the base of the step ladder, holding it steady, is Grumpy. And he's barking orders at Dopey.

GRUMPY

To the right! The RIGHT!

Dopey adjusts the MOBILE, moving it to... the left.

GRUMPY

My right. Don't push me, Dopey --

Grumpy catches himself, turns to someone off screen --

GRUMPY

I'm sorry, Your Highness.

(re: the mobile)

Is this all right?

REVEAL -- standing by the window and staring out in a daze is SNOW WHITE. Only now she's VERY PREGNANT. She gently holds her belly. Doesn't seem to hear anything.

GRUMPY

Your Highness?

SNOW

(turns around, looks --)

It's fine. Thank you.

Dopey climbs down from the ladder as another voice pipes in.

CHARMING

Fellows, would you give us a moment, please?

The dwarves quickly exits as Charming joins Snow by the window. Gently puts his hand on hers --

CHARMING

What's wrong?

SNOW

Nothing.

(CONTINUED)

CONTINUED:

But he knows her far too well to buy THAT.

CHARMING

You're thinking about what the Queen said again, aren't you?
 (her silence answers him)
 Snow, please... I can't keep having this conversation. You have to stop thinking about it. We're about to have a baby.

SNOW

I know. And I've dreamed of this moment my entire life. I just want everything to be perfect. For us. For our child.

CHARMING

It will be.

And damnit, she wants to believe that. BUT --

SNOW

Will it? I haven't had a restful night since the wedding.

CHARMING

(shakes his head)
 That's what she wants. To get in your head. But they were just words. She can't hurt us.

SNOW

She poisoned an apple because she thought I was prettier than her. You have no idea of what she's capable of.

Charming frowns, the memory is INTENSE FOR HIM, TOO --

CHARMING

I thought you were dead... I've got a pretty good idea of what she's capable of.

SNOW

Then maybe we should stop ignoring her.

Charming feels her frustration. Just wants to HELP.

CHARMING

What can I do to ease your mind?

(CONTINUED)

CONTINUED:

Snow looks him in the eye. She's been thinking about this.

SNOW
Let me talk to him.

BEAT. The music kicks in. Pulsating. What was just a nice intimate scene is suddenly... OMINOUS.

CHARMING
Him. You don't mean --

SNOW
I do.

And by the stricken look on Charming's face. He doesn't like whoever this "him" is. He just shakes his head.

CHARMING
No. It's too dangerous.

SNOW
He sees the future.

CHARMING
There's a reason he's locked up.

She takes his hands into her own, pleads.

SNOW
Do you really want to gamble with
our child's future?

And Charming? Can't argue that. BEAT. Then he nods.

CHARMING
Alright. For our child.

OFF CHARMING, considering their CHILD'S FUTURE -- CUT TO --

INT. ANNA'S APARTMENT - BOSTON

HENRY saunters by Anna, who stands in her doorway. Absolutely FUCKING STUNNED. Henry takes in the place.

ANNA
What're you doing here?

HENRY
Already told you. I'm your son.

ANNA
I don't have a son. Where are your
parents?

(CONTINUED)

CONTINUED:

HENRY

Ten years ago, did you give up a
baby for adoption?

BEAT. Anna stops short. And her shock tells us everything.

HENRY

That was me.
(then)
You gonna eat that cupcake?

Henry doesn't really wait for an answer, grabs it and takes a
bite. Anna stares him down -- not liking this at all.

ANNA

How did you find me?

HENRY

I'm resourceful. This isn't going
the way I thought it would.

ANNA

And how did you think it would go?

HENRY

If this were Oprah, there'd be
lotsa crying and hugging.

ANNA

I'm not the hugging and crying
type.

HENRY

Everyone is. Just give it time.
(then)
We should probably get going.

ON ANNA -- WHAT THE HELL IS THIS KIDS TALKING ABOUT?

ANNA

Going... where?

HENRY

I want you to come home with me.

And now Anna's been pushed to the limit. Fun time is over.

ANNA

Okay, kid. That's it. I'm calling
the cops.

She lifts up the receiver. Starts to dial.

(CONTINUED)

CONTINUED:

HENRY

Great. And I'll tell them you kidnapped me.

THAT STOPS Anna cold. She looks at this kid for the first time with a mixture of shock and, yeah, a little respect.

ANNA

...What?

HENRY

I'll tell them my birth mother missed me so much she tracked me down and kidnapped me. I tried to fight but she was so much bigger. So much stronger...

ANNA

You're not gonna do that.

HENRY

Try me.

BEAT. Anna studies him. THEN --

ANNA

Look kid -- you're pretty good. But here's the thing. There's not a lot I'm great at in life. But I do have one skill. One... let's call it a super power. Don't know how it works. Or why. But I can tell when anyone is lying. And you, Henry -- are.

ON HENRY. Beat. His face falls. He's caught. And now for the first time, he's SINCERE --

HENRY

Please don't call the cops. Just come home with me. Please.

Anna sees he's upset -- and scared. Doesn't push it.

ANNA

Maybe you should start by telling me where home is?

HENRY

Storybrooke, Maine.

ANNA

"Storybrooke?"

(CONTINUED)

CONTINUED:

HENRY

Yup.

ANNA

Seriously?

HENRY

Uh huh.

ANNA

Well, alrighty. Let's get you back
to Storybrooke.

And as Henry SMILES, MISSION ACCOMPLISHED, we CUT TO --

INT. BUS STATION - TICKET COUNTER - NIGHT

A BUS. The sign reads: "BANGOR, MAINE." PAN OFF it to see
we're back in -- THE BUS STATION. Anna strides through the
terminal with Henry in tow up to the TICKET COUNTER. Anna
turns to the TICKET AGENT.

ANNA

One one way child ticket to Bangor,
Maine please.

Henry frowns, surprised --

HENRY

You're not coming with me?

ANNA

No I'm not coming with you.

HENRY

But you have to.

The ticket taker cocks an eyebrow at that.

TICKET TAKER

He's travelling alone?

ANNA

(don't judge me)
Yes. He's very independent.

Ooooookay. He backs down.

TICKET TAKER

That'll be forty two dollars.

Anna hands over some cash as he prints out the ticket. As
she gets the change --

(CONTINUED)

CONTINUED:

WAAAAAAAAAAAAAAAAAAAAAAAAAAAA! Anna spins to see HENRY CRYING. It's FULL ON WATERWORKS. And Anna? She's ill equipped to deal with this.

HENRY
Mommy, no!

ANNA
What're you doing?

HENRY
Mommy please don't send me away.
Please! I'm scared!

Now the ticket taker leans over, disapproving. Other customers stare. Anna feels the heat.

TICKET TAKER
Is there a problem, ma'am?

ANNA
It's fine.

HENRY
Mommy, mommy. I promise to be
good. Please don't make me get on
the bus! Pleeeeeeeeeeease mommy!

Anna kneels down next to him. Through gritted teeth --

ANNA
If I drive you, will you stop?

Henry turns off the waterworks in an instant. GRINS --

HENRY
Absolutely.

She shakes her head, grabs his hand, and exits as we CUT TO --

EXT. HIGHWAY - NIGHT

ANNA. Driving in a yellow '69 VW Bug. Heading down the long highway between Boston and Maine. Her face says it all. She can't believe this is happening.

HENRY (O.S.)
You got anything to eat in here?

Anna turns to see Henry rifling through a BAG in the back.

ANNA
Hey. HEY. That's my gym bag. I
don't generally travel with snack
packs.

Henry turns around, falls back into his seat.

(CONTINUED)

CONTINUED:

HENRY

We could stop somewhere.

ANNA

This isn't a road trip. We're not getting snacks. We're not singing songs and we're not playing I-Spy.

HENRY

(pouty)

Fine.

He takes out his BOOK. Opens it to a picture of Snow and Charming. Anna notices the thing is OLD and HUGE.

ANNA

What's that -- ?

Henry looks up from the book. Oddly CAUTIOUS here.

HENRY

If I told you -- you wouldn't believe me.

ANNA

Why not?

HENRY

I'm not sure you're ready.

Anna looks over his shoulder, glimpses SNOW and CHARMING --

ANNA

Ready for some fairy tales?

HENRY

(SERIOUS now --)

They're not fairy tales. They're real. Every story in this book is true. It actually happened.

ANNA

Of course it did.

HENRY

Use your "super power" and see if I'm lying.

Anna looks at him. Shit. He does seem awfully CONVINCED.

ANNA

Just because you believe something don't make it true.

(CONTINUED)

CONTINUED:

HENRY

That's exactly what makes it true.
And you should know that more than
anyone.

ANNA

Why's that?

HENRY

Because you're in it.

Anna shoots him a look. Oooookay.

ANNA

Kid, you've got problems.

HENRY

Yup. And you're gonna fix them.

Anna just shakes her head. Turns up the music on the RADIO.
Henry shrugs. Returns to his book, which WE PUSH INTO AND --

INT. DUNGEON - JAILER'S OFFICE - **FAIRY TALE LAND**

We're in the "office" of the dungeon's JAILER. Lit by
torches, we see the old JAILER, a serious man ravaged by
years of terrible responsibility. He wears a hooded robe and
looks distressed as he greets Snow and Charming.

JAILER

M'lord, M'lady. In good
conscience, I must advise against
this.

SNOW

Your objection is noted.

Her meaning is clear. Whatever they're here for, they're
DOING. He hands over TWO HOODED ROBES.

JAILER

Put these on. We can't have him
see your faces.

SNOW

Why not?

JAILER

We must take every precaution. The
first line of defense is anonymity.

As they put the ROBES on over their clothes, the jailer pulls
up his own hood, obscuring his face, as he explains --

(CONTINUED)

CONTINUED:

JAILER

When we approach the cell, stay out of the light. And whatever you do, do not let him know your name.

(ominous)

If he knows your name, he will have power over you.

Charming looks to Snow at THAT --

CHARMING

Why did I let you talk me into this?

SNOW

Because you love me.

CHARMING

My fatal flaw.

The Jailer levels Snow with a serious GAZE --

JAILER

He is right to be wary. None have been filled with more regret than those who have spoken to Rumpelstiltskin.

And now we know who they're going to see... RUMPLESTILTSKIN. Snow is undeterred.

SNOW

I'll take my chances.

INT. DUNGEON - **FAIRY TALE LAND**

INKY BLACKNESS. Silence. And then a CLANKING SOUND. Like a MASSIVE LOCK being turned. And then we hear the creaking of ancient wood being pulled. Moonlight spills in and we see we're in a dark, dank hallway. TORCHLIGHTS enter. The flames light the musty air, illuminating a narrow cobblestone passageway beneath the castle. Charming steps in, Snow at his side. They move through the long hallway, escorted by the jailer. As they move, we hear OMINOUS WHISTLING. Snow tries to mask her fear, but this IS getting to her.

They reach a CELL at the end of the hall. Bathed in darkness except for a ribbon of MOON LIGHT that streams in from a lone window. The ribbon of light forms a dividing line outside the cell, where Snow and Charming wait. The whistling STOPS.

(CONTINUED)

CONTINUED:

JAILER

Rumplestiltskin. I have a question
for you.

And then an eerie, deranged, VOICE speaks out of the
darkness.

VOICE (O.S.)

No you don't.

From behind the bar, a FIGURE steps forward into the LIGHT,
revealing RUMPLESTILTSKIN. Gnomish, intense, and CRAZY.

RUMPLESTILTSKIN

They do. Snow White. Prince
Charming. You insult me. Step
into the light and take off those
ridiculous robes. If I wanted to
harm you, it would have already
happened.

Shit. Snow and Charming step forward. Lower their hoods.

RUMPLESTILTSKIN

Ah, much better.

CHARMING

We need to ask you about --

RUMPLESTILTSKIN

-- Yes, yes, yes. I know why
you're here.

Rumple leaps up to his feet with surprising agility. Slinks
to the bars. Snow steps back. Charming tenses.

RUMPLESTILTSKIN

It's about the Queen's threat. You
wish to know if it's empty, yes?

SNOW

Tell us what you know.

RUMPLESTILTSKIN

Aren't we tense? Fear not, for I
can ease your mind.

(beat)

But it will cost you something in
return.

CHARMING

No. You're never getting out of
here.

(CONTINUED)

CONTINUED:

And he laughs a maniacal laugh.

RUMPLESTILTSKIN

Out!?! OUT? It's too late for that. What I want -- what I need -- is something for a rainy day.

CHARMING

This is a waste of time --

But Snow is determined. Stares right at Rumple.

SNOW

What do you want?

Rumple grins -- the bait is taken.

RUMPLESTILTSKIN

The name of your unborn child.

CHARMING

Absolutely (fucking) not!

But Snow -- she needs to know.

SNOW

Deal. Now tell us.

Charming shoots her a look as Rumple leans up as close to the bars as he can get. Presses his face between the narrow slit. Bares his blackened, jagged teeth as he speaks --

RUMPLESTILTSKIN

The queen has created a powerful curse. And it's coming. It won't just affect this land. It will touch all the lands... Soon there will be no more magic. Soon you'll all be in a prison. Just like me. Only worse. Your prison -- all of our prisons -- will be time.

CHARMING

He speaks nonsense.

RUMPLESTILTSKIN

If only it were nonsense. Time will stop and we will all be trapped. Suffering for eternity as the Queen celebrates. Victorious at last.

(beat; sinister)

No more happy endings.

(CONTINUED)

CONTINUED:

SNOW

What... can we do?

RUMPLESTILTSKIN

We can't do anything.

SNOW

Then who can?

Rumple reaches his hand through the bars. His long, dirty, fingernails heading for Snow's STOMACH --

RUMPLESTILTSKIN

That little thing growing inside your belly.

Charming SWATS his hand back with the butt of his sword.

CHARMING

Next time I cut it off.

RUMPLESTILTSKIN

Your infant is our only hope. Get the child to safety and...

Rumple CLOSES his EYES. CONCENTRATES HARD. Sweat pouring down his brow -- he's LOOKING INTO THE FUTURE.

RUMPLESTILTSKIN

...and... on its twenty-eighth birthday... the child will return. The child will find you and...

Rumple's eyes FLY OPEN. Bloodshot and insane.

RUMPLESTILTSKIN

The final battle will begin.

Let that sink in. Digest it. Believe it. But Charming shakes his head --

CHARMING

I've heard enough, we're leaving.

He starts to pull Snow away from the cell. Rumple starts bouncing up and down.

RUMPLESTILTSKIN

Our deal! We had a deal! Her name! I neeeeeeeed her naaaaaaaaame!

Charming stops short, shakes his head.

(CONTINUED)

CONTINUED:

CHARMING

Her? You're mistaken. It's going to be a boy.

Rumple ignores him, stares at Snow.

RUMPLESTILTSKIN

Missy, you know I'm right. What's her name?

As Charming pulls Snow down the hall she stops. Holds her belly. And deep down she does know he's right. She stares at him and answers --

SNOW

Anna. Her name is Anna.

OFF THAT, SMASH CUT TO --

INT. ANNA'S CAR - HIGHWAY - NIGHT

ANNA. Listening to the SONG on the radio. Driving down the dark highway. Henry sits with his book. ON a PICTURE of Snow White and Rumplestiltskin. He closes the book. Looks up through the window. Then at Anna. He SMILES.

Anna feels the smile, looks down at him.

ANNA

What're you grinning about?

Henry's smile widens even further. As if he alone possesses a secret he is just ITCHING to share. And then, JOYFUL --

HENRY

We're here.

OUTSIDE -- ON THE HIGHWAY.

The car WHIZZES by. CAMERA HOLDS ON -- a sign by the edge of the road. Wooden. Old. And reading:

"Welcome To Storybrooke"

CUT TO BLACK.

END OF ACT TWO

ACT THREE

INT. CASTLE - WAR ROOM - **FAIRY TALE LAND**

CLOSE ON a wood table. A FIST slams down on it. It shudders mightily as we ARM UP TO Charming. FULLY AMPED.

CHARMING

I say we fight!

WIDEN TO REVEAL a "War room." A council has been assembled. KNIGHTS. The DWARVES. The HUNTSMEN. JIMINY CRICKET (CGI or animated). Snow sits next to Charming, holding her belly. Looking terribly worried. The cricket shakes its head.

CRICKET

Fighting never accomplished anything.

CHARMING

And how many wars has a clear conscience won?

CRICKET

Fighting is not only wrong. It's futile. Perhaps we can negotiate --

CHARMING

Clearly you haven't met the Queen. We need to take her out before she can inflict her curse.

MURMURS rise up. Blood is boiling. Snow speaks up.

SNOW

Jiminy's right. We can't win.

DOC

Can we even trust Rumpelstiltskin?

CHARMING

I sent my men into the forest. The animals are all abuzz with the Queen's plan. It's going to happen. To deny it would be the end of us all. There must be something we can do. Good can't just... lose.

SNOW

Maybe it can.

(CONTINUED)

CONTINUED:

CHARMING

I don't believe that. Not as long
as we have each other.

(kneels down to her)

If you believe him about the curse,
then you must believe him about our
child. She is the savior. Let's
protect her.

SNOW

How?

And then the DOOR FLIES OPEN. In walks A WOODCUTTER,
accompanied by his two children. HANSEL and GRETEL. They
HAUL in a LARGE TREE TRUNK. Plop it on the ground.

CHARMING

What the hell is this?

ETHEREAL FEMALE VOICE (O.S.)

Our only hope of saving that child.

And now in floats THE BLUE FAIRY. That's right -- from
Pinochio. She hovers over the trunk.

GRUMPY

A tree? Our fate rests on a tree?
Let's get back to the fighting
thing.

BLUE FAIRY

The tree is enchanted. If
fashioned into a vessel it can ward
off any curse. Geppetto, can you
build such a thing?

ANGLE ON -- our old Italian craftsman friend, GEPETTO.

GEPETTO

(thick Italian accent)

I can do it.

BLUE FAIRY

Good.

(to Charming and Snow)

This will work. You must have
faith.

Prince Charming looks from her to Snow. Squeezes her hand.

CHARMING

You see -- we're gonna be fine.

(CONTINUED)

CONTINUED:

BLUE FAIRY

There is, however, a catch.

SILENCE. Isn't there always? All eyes turn to the fairy.

BLUE FAIRY

The tree is indeed powerful. But all power has its limits and this tree can protect only ONE.

Prince Charming and Snow White look at one another. The implication is sinking in just as the Blue Fairy explains --

BLUE FAIRY

A choice must be made

OH FUCK. Prince Charming looks to his wife. Being together? Well that's now OUT OF THE QUESTION. Snow can't bear what this means and looks out the window, into the WOODS, which now DISSOLVE TO --

EXT. STORYBROOKE - NIGHT

The WOODS. PAN OFF the trees to Anna's car driving into this small town. Surrounded by the forest, Storybrooke, while quaint, definitely has an air of magic to it. The car heads down the nearly deserted main street into the TOWN SQUARE. Passing shops, a few restaurants, a clock tower. No chain stores. This place is its own world. And right now, it's after midnight and pretty much shut down.

IN THE CAR. Anna looks at Henry.

ANNA

Okay, Kid. How about an address?

HENRY

115 South Not-Telling-You Street.

Anna's jaw tightens. She quickly pulls the car over to the side of the street. Parked in the town square, she confronts Henry.

ANNA

Look, kid, it's been a really long day. It's... almost...
(looks up at the clock tower)
8:15?

HENRY

That clock hasn't moved my whole life. Time is frozen here.

(CONTINUED)

CONTINUED:

Anna can't believe how relentless this kid is.

ANNA

...Excuse me?

HENRY

The Evil queen cursed the enchanted forest. And now everybody who lived there, is here. They're frozen in time. Stuck in this town.

ANNA

(dripping sarcasm)
Well, isn't that horrible.
(challenging him)
Why don't they just leave?

HENRY

They can't. Ask anyone. See if they've ever left.

Before Anna can challenge him further, a voice from outside the car interrupts.

VOICE (O.S.)

...Henry?

They look up to see an eccentric looking gentleman (think Michael Emerson) walking a Dalmation and, oddly, carrying an umbrella. This is ARCHIE.

ARCHIE

What're you doing here? You missed our session today. Is everything all right?

HENRY

I'm fine, Archie.

ARCHIE

(studies Anna)
Who's this?

ANNA

Just someone trying to give him a ride home. Ya know where he lives?

ARCHIE

Sure. Just up there to the right. Mayor's house is the biggest house on Mifflin Street.

(CONTINUED)

CONTINUED:

Now Anna shoots Henry another look.

ANNA
You're the Mayor's kid?

HENRY
(busted)
Maybe.

ANNA
(to Archie; smiles)
Thank you.

ARCHIE
Of course. Welcome to Storybrooke!

As they drive off, Henry looks completely defeated. Anna checks out Archie in her rear view mirror.

ANNA
He didn't seem cursed to me.

That's it. Henry's had enough. He blurts out --

HENRY
Because he doesn't know. None of them do. They don't remember who they are. It's part of the curse.

ANNA
Convenient. So which fairy tale was he?

HENRY
Jiminy Cricket.

OH. YEAH. That voice DID sound familiar.

ANNA
Right. The umbrella. How did I not catch that?

OFF ANNA, this kid's got a real imagination, UPCUT TO --

EXT. MAYOR'S HOUSE - NIGHT

Mifflin street. A cul de sac lined with large homes. The largest, and most inviting, is where Anna is now parked. She steps out with Henry. He looks up, his demeanor CHANGED. The smart assness falls away and is replaced by GENUINE FEAR.

HENRY
Please don't take me back there.

(CONTINUED)

CONTINUED:

Anna softens. And maybe for the first time, we see a twinkle of actual MATERNAL INSTINCT.

ANNA

Henry, I'm sure your parents are worried sick about you.

HENRY

I don't have parents. Just a mom.
And she's evil.
(fighting tears)
She doesn't love me. She only pretends to.

Anna's heart breaks as she listens, because whether it's true or not, this kid believes it. And that's when --

VOICE (O.S.)

Ohmygod, Henry! Where have you been!

ARM AROUND TO REVEAL -- the door of the house is open. And rushing out of it is Henry's adoptive mother, REGINA. But what we first notice is --

She's IDENTICAL to the EVIL QUEEN in fairy tale land. Only without her Queen outfit, she just appears to be an attractive suburban mom in her 30s.

Regina's cheeks are tear stained and she's an emotional wreck. She rushes up and wraps Henry in a hug.

REGINA

Are you alright? Are you hurt?
What happened?!?

And standing behind her, looking concerned as he takes in the scene is the oh-so handsome town SHERIFF. Henry breaks from the embrace --

HENRY

What happened was I went to find my real mom.

And with that he scampers up the stairs into the house. Regina looks up and sees Anna for the first time. And it really fucking hits her who this is.

REGINA

...you're Henry's birth mother?

Anna forces an awkward smile. Meekly responds --

(CONTINUED)

CONTINUED:

ANNA

...Hi.

It's an awkward moment. The sheriff -- like any man would -- senses it. Speaks in a BRITISH ACCENT.

SHERIFF

I'll just go check on the lad, make sure he's doing all right.

The sheriff heads into the house. Leaving Regina with Anna.

As it sinks in on Regina who she's meeting, briefly, oh so briefly, something flashes across her face. Concern? Worry? Annoyance? It's gone too fast for us to know for sure.

REGINA

Thank you for bringing him home.

ANNA

Sure.

A beat of massive discomfort. And then Regina puts on the most welcoming smile imaginable.

REGINA

How would you like a glass of the best apple cider you've ever tasted?

ANNA

(smiles)

Got anything stronger?

OFF Regina nodding, UPCUT TO --

INT. REGINA'S STUDY - NIGHT

ON A MIRROR. Kelly Wearstler-like. PAN OFF it to a tastefully designed study. Anna sits on the couch, DOWNING her BOURBON as Regina sits opposite her in a chair. On the coffee table is a basket of apples. Anna swallows, then --

ANNA

So... you adopted Henry...

REGINA

Yes, he's been with me since he was three weeks old.

And her FEAR METER is off the charts now. Because this is every adoptive mother's NIGHTMARE. A wild card birth mother.

(CONTINUED)

CONTINUED:

ANNA

How did he find me?

REGINA

No idea. The records were sealed when I adopted him. I was told the birth mother didn't want to be found. Is... that still true?

BEAT. Now Anna gets it -- understands what Regina's worried about. That she's coming to take Henry away.

ANNA

Yeah, it is.

Regina studies her -- believes her. A small exhale of relief. She gets up and tops off Anna's drink.

REGINA

Okay, then.

Regina sits back down. Anna takes another sip.

REGINA

I'm sorry he dragged you out of your life. He's really a good boy.

ANNA

I'm sure he is.

REGINA

You have to understand -- things have been tough lately. Ever since I became Mayor?

Regina is getting emotional now, full of regret. And what we find is that in stark contrast to the fairy-tale-land-queen, we REALLY LIKE this woman.

REGINA

I try to balance everything but... I guess it's not going as well as I'd hoped. I just -- I just want him to be happy. But you see the way he looks at me... And lately, he's become withdrawn. He's been acting out. So I sent him to see a therapist.

ANNA

(putting it together)

Guy named Archie with a Dalmation?
Henry thinks he's Jiminy Cricket?

(CONTINUED)

CONTINUED:

REGINA

Excuse me?

ANNA

He says his therapist is a cartoon character. From his book.

REGINA

...what book?

Now Anna realizes something. That story book? Henry's been hiding it from his mother.

ANNA

You know what, it's none of my business. He's your kid and I've caused enough trouble. I think I should be heading back.

Regina smiles warmly --

REGINA

Of course. No trouble at all.

And as Anna rises to go, we CUT TO --

EXT. REGINA'S HOUSE - NIGHT

Anna hurries out. Just needing to get the hell out of here. She comes upon the sheriff, leaning up against her car. He smiles at her. Munching on a PIXIE STICK. Offers her one.

SHERIFF

Pixie stick?

ANNA

I'll pass.

SHERIFF

Yes, I know. Terrible habit. It's amazing my teeth haven't rotted through. I'm Graham, by the way.

ANNA

Anna. So what part of England you from, Graham?

SHERIFF

Actually, I was born and raised here. Picked the accent up from my parents. Gives me some authority, don't you think?

(CONTINUED)

CONTINUED:

ANNA

Absolutely. Well, I've got a long drive ahead of me. So if you could find somewhere else to lean...

Anna moves to her car, but he remains leaning on it.

GRAHAM

I think it might be better if you spent the night.

ANNA

Kinda forward of you.

He smiles, mischievous.

GRAHAM

I know Regina's drinks. I'd hate to get out the breathalyzer. There's a B and B on the town square. They have rooms available. I called ahead.

(thinks)

I guess I am forward.

Anna shakes her head. Clearly not having a CHOICE.

ANNA

Let me grab my bag.

Graham grins, steps aside. As Anna pulls out her gym bag --

INT. GRANNY'S - NIGHT

A large Victorian house. It doubles as a bed and breakfast and the local bar/restaurant. Homey and oh-so-New England-y. An elderly proprietor -- yeah, this is GRANNY -- checks Anna in.

GRANNY

Would you like a Square view or Forest view? The Forest view are quieter, but the Square views can see everything. There's no price dif--

Suddenly she stops short as she sees SOMEONE leaving.

GRANNY

Hey!

(CONTINUED)

CONTINUED:

A RED HAired twentysomething girl is sauntering out. There's one word that leaps to mind at the sight of this sexy girl. NAUGHTY. She's pulling on a red coat as Granny berates her --

GRANNY

Where do you think you're going?

RED

I've got a date, Grandma.

Granny looks at her watch. Then back at Red.

GRANNY

At twelve thirty? No date starts at twelve thirty.

RED

Mine do.

Red hurries out. Granny shakes her head, turns back to Anna.

GRANNY

And she wonders why they never call her back. Now where were we?

ANNA

I'll take the Forest view.

INT. GRANNY'S - ANNA'S ROOM - NIGHT

Anna enters the small well appointed bedroom. Drops her bag on the bed and plops down. Sighs. Where the HELL is she. She unzips her bag, to take inventory and then shakes her head as she sees something.

INSIDE THE GYM BAG -- is HENRY'S STORY BOOK. Stuffed inside among her workout clothes. He hid it in there. She shakes her head, smiles --

ANNA

Sneaky bastard.

Anna takes out the book. Starts to flip through it. It's VAST. Filled with text and drawings. This is another Tivo moment where we catch glimpses of drawings from all the iconic fairy tales... and maybe from a few other stories as well. Was that Dracula we glimpsed? No time to dwell. Anna moves to the bookmarked page and sees --

A DRAWING OF -- Geppetto. Crafting some kind of WARDROBE. Push in on this drawing as we go to --

INT. NURSERY - CASTLE - DAY - **FAIRY TALE LAND**

GEPPETTO. Hard at work carving out wood from the tree. Shavings are everywhere. The nursery is a mess. All the great plans for this baby have been shoved aside as we see what he's building -- A WARDROBE. And it's nearly finished.

PULL BACK THROUGH -- THE WINDOW. We're watching him work from a HIGH POV --

INT. CASTLE - BEDROOM - DAY - **FAIRY TALE LAND**

Snow White stands at the window, watching across the courtyard into the nursery. She shakes her head at Charming.

SNOW

I don't want to do this.

CHARMING

It has to be you.

SNOW

No. I'm not leaving you.

CHARMING

It's the only way.

(nods toward the nursery)

You'll go in there and be safe from the curse. You'll have our child. And then you'll come back for me.

SNOW

He said it would be on her twenty eighth birthday.

CHARMING

What's twenty eight years when you have eternal love? And once you rescue me, all will be back as it should be. I have faith. I believe it. Now I need you to.

Snow listens to his words. Somewhat -- but not completely comforted. This woman is TORN --

SNOW

I... want to.

CHARMING

Then do it. You will wake me up as I did you.

(a warm smile)

We'll finally be even.

(CONTINUED)

CONTINUED:

He pulls her in and kisses her deeply. It's more than sweet. This is the proclamation of a man who believes in EPIC LOVE. The music swells. A triumphant sense of hope fills the room. And then -- Snow quickly pulls away. Her face ASHEN.

CHARMING

What is it?

Snow doubles over. CLUTCHING her stomach. Looks up. Her face a ball of agony.

WHITE

She's coming...

OFF SNOW, freaking out at this wrench in their plans --

EXT. CASTLE - NIGHT - **FAIRY TALE LAND**

UP ON THE GUARD TOWER. Overlooking a vast field leading to a forest in the distance. Grumpy keeps watch with two KNIGHTS. Beside him is another DWARF, eyes closed and snoring. Yeah, this is SLEEPY.

ON GRUMPY. Glances around. Sleepy's out. No one sees him so -- he pulls out a FLASK. Takes a swig. Then puts it away as he resumes staring out into the forest. He squints in the moonlight. He sees something that panics him. BLINKS. Then turns quickly to Sleepy, ROUSES HIM.

GRUMPY

Get up. WAKE UP.

Sleepy rubs his eyes. Stands.

SLEEPY

(yawning)

What is it?

Grumpy points out --

GRUMPY

At the tree line... are you seeing this...

Sleepy looks out. The knights join them and they see --

THE DISTANT TREE LINE of the FOREST.

Animals -- squirrels. A wolf. A deer. One after another, a steady stream of woodland creatures race out. A STAMPEDE. And if we Tivo-paused... we might see a UNICORN in the middle. But what we can see is that, on their animal faces, is an unmistakable look --

(CONTINUED)

CONTINUED:

FEAR. For following the animals? Is a BLACK CARRIAGE surrounded by BLACK KNIGHTS. Riding in the carriage is THE EVIL QUEEN. And then, behind the carriage... seeping out of the forest is a SHEET of GREEN MIST. Like a FOG that envelopes everything it passes over and swallowing it up.

BACK ON THE GUARD TOWER.

Grumpy sucks in his breath. Getting it. He turns toward a BELL. And rings it LOUDLY. Shouting --

GRUMPY

The curse. IT'S HERE!!!!!!!!!!!!!!!!!!!!

CUT TO BLACK.

END OF ACT THREE

ACT FOUR

INT. ANNA'S ROOM - STORYBROOKE - MORNING

OVER BLACK. We hear... BANGBANG. Someone is pounding on a door. FADE UP ON Anna. Sound asleep. BANGBANG. She stirs awake. Hops out of bed, in gym clothes. She opens the door to see Regina. Amped. Eyes wild.

REGINA

Where is he?!? Henry? HENRY!?!

She doesn't wait for an answer and blows by into the room. Standing behind her is the sheriff. Anna looks at him.

ANNA

Again?

GRAHAM

Afraid so.

Regina strides over to Anna, controlled fury. And worry.

REGINA

Did he contact you? Have you heard from him at all?

Anna shakes her head. Regina grows more worried, frustrated.

REGINA

He wasn't in his room this morning.

ANNA

I don't know what to say. I'm sorry.

Regina collects herself. Tries to stay calm.

REGINA

No, I'm sorry. I don't mean to keep bothering you. I know you have a long drive back to Boston.
(to the sheriff)
Graham. Let's go.

As they move out, we hold on Anna. Her face filled with emotion. Yeah, that's GUILT. She knows this, however unintentionally, is her fault. She wants to help. SO --

ANNA

Have you tried any of his friends?

REGINA

He doesn't really have any. He's kind of a loner.

(CONTINUED)

CONTINUED:

OUCH. That sure as hell strikes a chord with Anna. That's something she and Henry have in common.

ANNA

Every kid has friends. Have you checked his computer? If there's anyone he's close to. He'd be emailing them. That's where you should start.

GRAHAM

And you know this how?

ANNA

Finding people is what I do.

INT. HENRY'S ROOM - REGINA'S HOUSE - MORNING

CLOSE ON a HOOKAH SMOKING CATERPILLAR. WIDEN TO SEE -- it's a COMPUTER SCREEN SAVER. Anna moves the mouse, revealing a web browser as we see we're in Henry's room. On the wall are shelves filled with BOOKS and a large collection of CUCKOO CLOCKS. Pictures and drawings are everywhere. This is a boy who wants to live any world but this one. ANNA taps away at the keyboard. Regina watches, anxious, by Graham.

ANNA

Kid's smart. He cleared his inbox. All his emails are gone.

Anna pulls out a USB card on her keychain. Plugs it in.

ANNA

Luckily, I'm smart too. Little hard disk recovery utility I like to use. When you delete something, all you're doing is telling the computer to ignore the data. Doesn't mean it's gone yet.

SHERIFF

I'm a bit more old fashioned in my techniques. Pounding the pavement. Knocking on doors. That sort of thing.

ANNA

Well, you're on salary. I get paid for delivery. Pounding the pavement isn't a luxury I get.

ON THE SCREEN -- the INBOX reforms. Email after email reappears. Anna raises her eyebrow at one.

(CONTINUED)

CONTINUED:

ANNA

Huh. A receipt from a website.
 (she clicks on it)
 "Who's your mommy dot com?"

She shakes her head in disbelief --

ANNA

Guess we know how he found me.

Her fingers fly through. She explores the site.

ANNA

Expensive. Does he have a credit
 card?

REGINA

He's ten.

ANNA

Well he used one... let's see if I
 can get a transaction record...
 (taps the keys, then --)
 Who's Mary Margaret Blanchard?

Regina's face tightens. She KNOWS and doesn't like her.

REGINA

Henry's teacher.

Her the tone says it all -- Regina doesn't like this woman.

REGINA

Thank you for the help, Ms. Swan.
 But I've got it from here.

And that's when GRAHAM shocks them both, nods at Anna --

GRAHAM

Anna should go.

ANNA

What?

REGINA

What?

GRAHAM

This falls under pounding the
 pavement. My area.
 (to Regina)
 If Mary Margaret helped him find
her...
 (nods at Anna)
 Then she's the only way to get him
 to stop running.

(CONTINUED)

CONTINUED:

Before Regina can protest, Anna sighs.

ANNA
He's right. I'll go.

REGINA
But we've troubled you enough --

But Anna -- knows what must be done --

ANNA
All due respect, it's on me. Don't
worry, I'll bring him back.

OFF ANNA, wanting to close the book on this, but maybe, just
maybe, a little bit WORRIED too, we CUT TO --

INT. CATHOLIC SCHOOL - CLASSROOM - DAY

ON a roomful of fourth graders. Sitting at their desks,
listening raptly to a SWEET VOICE as they work on an art
project. Building small houses --

SWEET VOICE
As we build our bird houses,
remember that what you're making is
a home, not a cage. A bird is free
and will do what it will. This is
for them, not us.

REVEAL -- SISTER MARY MARGARET BLANCHARD. A nun and their
teacher. And the first thing we notice -- she looks EXACTLY
like SNOW WHITE. Now we know for sure, Henry is casting real
people from his life in his stories. She's holding a small
BLUEBIRD. And demonstrates her point. She lets it go by the
window sill. It flies outside the window and... right to a
bird house perched on a tree.

MARY MARGARET
They're loyal creatures. If you
love them and they love you, they
will always find you.

The BELL RINGS.

MARY MARGARET
We'll pick this up after recess.
No running...

The kids file out the door and past Anna. Who enters. Mary
Margaret sees her. Is puzzled. But there is NO RECOGNITION.

(CONTINUED)

CONTINUED:

If this so called "curse" is real, than Henry wasn't kidding.
It worked.

MARY MARGARET

Can I help you?

ANNA

I'm looking for one of your
students. Henry.

MARY MARGARET

And you are?

ANNA

I'm his...
(doesn't want to say the
word)
It's complicated.

MARY MARGARET

Well, I'm reasonably bright and as
I'm not really in the habit of
discussing my children with
strangers, you might want to tell
me.

Beat. For the first time Anna actually SPITS IT OUT --

ANNA

I'm his mother.

MARY MARGARET

(raises an eyebrow)
I'm pretty sure the Mayor is his
mother.

ANNA

Yeah, right. Thing is -- I gave
birth to him.
(then; pointed)
But you already know that
considering you gave him your
credit card to track me down.

Mary Margaret blinks. Puts it together. Her face falls --

MARY MARGARET

My... credit card?

She hurries to her handbag, rifles through it. Her face
falls. The credit card is missing from her wallet.

(CONTINUED)

CONTINUED:

MARY MARGARET
He's a clever one.

And then what she says next stops Anna short.

MARY MARGARET
This is all my fault. I never
should have given him that book.

Anna stares at Mary Margaret, realizing --

ANNA
The fairy tales? Are you the one
who put that craziness in his head?

MARY MARGARET
That was not my intention. You
have to understand. Henry is --
he's a special boy. So smart. So
creative. And so lonely. He
needed it.

ANNA
What he needs is a dose of reality.

MARY MARGARET
Tell me something... what do you
think stories are for?

ANNA
Getting through a long flight?

MARY MARGARET
Dan Brown, maybe. But these
stories? The classics? There's a
reason we all know them. They're a
way for us to deal with our world --
a world that doesn't always make
sense. You see, Henry's had his
share of hardships.

ANNA
Kid seems like he's got a pretty
good life to me.

MARY MARGARET
Yes, but Henry's like any adopted
child. He wrestles with that most
basic question they all inevitably
face.

(beat)
"Why would anyone give me away?"

(CONTINUED)

CONTINUED:

And that question tears right through Anna's heart. Because it's ABOUT HER. Mary Margaret realizes --

MARY MARGARET

I'm sorry, I didn't mean in any way to judge you.

ANNA

No... It's okay.

But it's clearly not okay. That STUNG.

MARY MARGARET

Look, I gave the book to him because I wanted Henry to have the most important thing anyone can have. Hope. Believing in the possibility of a happy ending is a very powerful thing. But I guess he took it too far.

And Anna is emotionally wracked by this, so she tries to stay on target.

ANNA

Do you have any idea where he might be?

MARY MARGARET

(a beat)

You might want to check his castle.

OFF THAT PUZZLING PROCLAMATION --

INT. BEDROOM - CASTLE - **FAIRY TALE LAND**

CLOSE ON THE CASTLE. PUSH THROUGH the bedroom window to find SNOW in bed. Her face a ball of agony. Sweat dripping. This woman is in fucking labor. Doc tends to her, Charming is at her side. She CLUTCHES his hand like a vice.

CHARMING

Hold on. You can do this... hold on...

SNOW

I'm trying... I... can't... have this baby... now.

CHARMING

You won't. We're almost done.

(then stands, yells out)

Where's that (fucking) wardrobe?

(MORE)

(CONTINUED)

CONTINUED:

CHARMING (cont'd)
 (back to Snow --)
 It's gonna be okay. Hang on...

SNOW WHITE PRINCE CHARMING
 AAAAAAAAAARRRRRRGGGGGGGGGGGGH.
 Just hold --

The door bursts open, Geppetto runs in.

GEPPETTO
 (thick Italian accent)
 It's a' ready.

Charming smiles, moves to pick Snow up but is met by DOC'S HARSH gaze. Doc just shakes his head.

DOC
 It's too late. We can't move her.

OFF THAT and CHARMING'S HEART SINKING --

EXT. CASTLE - NIGHT

The BLACK CARRIAGE pulls up. Behind it, we see the mist slowly encroaching, getting nearer. The Queen steps out of the carriage, addresses her assembled BLACK KNIGHTS. And on her face -- a smile. A VICTORIOUS SMILE.

QUEEN
 Nothing like the smell of a good
 curse. You know what you have to
 do. Find the child.

As the Knights hurry into the castle, the Queen watches the Green Mist move ever closer.

INT. BEDROOM - MOMENTS LATER

ON SNOW. Tears streaming as.... WAAAAAAAAAAAAAAAAAAAAAAAAA. A baby cries. ON DOC. Despite everything. SMILING.

DOC
 It's a little girl.

He lifts up the crying BABY and hands it to Charming who immediately starts wrapping her in a blanket. He hands her over to Snow. Snow cradles her child. Looks at her with all the love in her heart, then up at Charming as a horrible realization dawns --

SNOW
 The wardrobe. It only takes one.

(CONTINUED)

CONTINUED:

OUTSIDE, we HEAR the SOUNDS of a BATTLE RAGING. The Queen, and her curse, are closing in. Charming takes his wife's hand. Squeezes it. Determined to make the best of this.

CHARMING

Well at least we're together.

He holds her tight. Snow just stares at her baby. Then comes to a very difficult decision.

SNOW

No.

Snow looks at her daughter, this is the hardest fucking thing she's ever had to say.

SNOW

You have to take her. You have to take the baby to the wardrobe.

Now it dawns on Charming what she's suggesting. His eyes well up.

CHARMING

No. We have to stick together --

SNOW

-- It's the only way. You have to send her through.

CHARMING

You don't know what you're saying --

SNOW

-- I do. We have to believe she'll come back for us.

(then; pained --)

We have to give her her best chance.

Tears stream down her cheeks as she makes this most difficult proclamation. And Charming is crying too. Because he knows she's RIGHT. And, finally, he NODS.

The SOUNDS of BATTLE get closer. Time is running out, so SNOW kisses the baby's forehead. The tears are flowing freely --

SNOW

Goodbye, Anna.

She then hands the baby to Charming. He kisses her quickly and then runs off.

(CONTINUED)

CONTINUED:

ON SNOW. Collapsing on the bed. Her heart wrenched. She's just done the hardest thing imaginable -- giving up her baby.

INT. CASTLE - HALLWAY - SAME

With the baby wrapped in a blanket in his arms and his sword drawn, Charming races down the stairs and out into ANOTHER HALLWAY. He moves to the nursery door just as TWO BLACK KNIGHTS arrive. They CHARGE Charming. But -- even while protecting his newborn -- he's one helluva swordsman, a father possessed. THWACK THWACK, he takes them out. But in the melee... he's STABBED in the shoulder. GRUNTING and BLEEDING, he kicks open the door to the --

THE NURSERY. The baby is CRYING loudly as Charming stumbles toward the wardrobe. He UNLOCKS the LOCK and gently places the baby inside as --

TWO MORE BLACK KNIGHTS ARRIVE. Charming looks down at the baby, rubs his hand on her forehead. Whispers --

CHARMING

Find us.

Then, he quickly closes the door, locks it, and faces the oncoming Guards. THE KNIGHTS CHARGE. And Charming is too wounded to dodge. He feebly attempts to parry their swords, but the first guard knocks it from his hands. The SECOND RUNS HIM THROUGH.

Charming falls over to the ground. FROM HIS POV, looking up he sees -- THE KNIGHTS reach the wardrobe. They pull at the door. It's locked! So the Guards SLASH AND SLASH at the wood, chopping at it until the doors FALL OFF. And inside --

THE WARDROBE IS EMPTY.

And as the Prince smiles... successful, his eyes closing, perhaps for the last time...

END OF ACT FOUR

ACT FIVE

EXT. RENAISSANCE PLAYGROUND - STORYBROOKE - DAY

ON THE SPIRE of a CRAPPY PLASTIC CASTLE. WIDEN TO -- reveal we're in a shitty renaissance playground on the edge of town.

FIND ANNA. At the entrance. She carries the STORY BOOK and shakes her head as she looks at the plastic castle. Oh. This is what Mary Margaret meant. Anna walks up to the jungle gym like stairs and climbs up to --

THE TOP OF THE CASTLE. She pulls herself up and finds HENRY, sitting alone. Staring out over the playground and into the town. The castle directly faces the CLOCK TOWER. Henry turns to see Anna arrive, then wordlessly turns back to stare at the clock tower. Anna settles down beside him.

BEAT. She slides over the book.

ANNA

You "left" this in my gym bag.

Henry takes it back. But keeps staring out.

ANNA

Still hasn't moved, huh?

Anna stares out at the tower. And it's still stuck at "8:15."

HENRY

I was hoping that when I brought you back, things would change here. That it would move again. That... that the final battle would begin.

Anna sighs. Poor kid.

ANNA

Henry, I'm not gonna fight any battles.

HENRY

Yes you are. You're here because it's your destiny.

ANNA

Henry -- cut it with the book crap. It's enough already.

(CONTINUED)

CONTINUED:

HENRY

You don't have to be hostile. You like me. I can tell. You're just pushing me away because I make you feel guilty.

(then; sweetly --)

But it's okay. I know why you gave me away.

That stops her cold. He looks at her now, gently. Forgiving.

HENRY

You did it because you wanted to give me my best chance.

Hearing those words AFFECTS Anna. Her tough veneer cracks. Because he's RIGHT. Her eyes well up.

HENRY

Told you everybody cries.

Anna wipes the tears away. Reeling --

ANNA

How... how do you know that...?

HENRY

Because it's the same reason Snow White gave you away.

And Anna shakes it off. Remembers what she's dealing with.

ANNA

Right, because I'm in the book.

HENRY

Yes. And you're twenty eight now. So it's time to get started. You're the one who's gonna bring back all the happy endings.

ANNA

Let me tell you something, kid, I'm a real person. I'm no savior. You're wrong about that. But you are right about one thing. I wanted you to have your best chance. And it ain't with me. Come on, I gotta get you home.

Henry shakes his head. Henry does not like hearing this one damn bit.

(CONTINUED)

CONTINUED:

HENRY

Please don't do this. Don't bring me back to her. Just stay here with me. For one week. That's all I ask. One week and you'll see I'm right. You'll see I'm not crazy.

ANNA

I have to bring you back to your mother.

HENRY

You don't know what it's like. My life sucks.

ANNA

You wanna know what sucking is? It's being left abandoned on a freeway. My parents didn't even think to drop me at a hospital. Then I found my way into the foster system. I was with a family until I was three. Until they had their own kid. So they sent me back. I bounced around from family to family until I was sixteen and could be on my own. Of course by then I realized I had always been on my own.

Anna tries to compose herself -- these are painful memories.

ANNA

Your mom's trying her best, Henry. It's hard. But none of us are perfect. You may not think she loves you...

(beat)

But at least she wants you.

Henry absorbs this incredibly heartfelt soul baring. But only one thing registers with him.

HENRY

Your parents didn't leave you in the street. That's just where you came through.

ANNA

What?

(CONTINUED)

CONTINUED:

HENRY

The wardrobe. When you went through the wardrobe you appeared in the street. Your parents were trying to save you from the curse.

And now Anna realizes she's not equipped for this. She rises. Takes his hand.

ANNA

Sure they were. Come on, Henry.

OFF HENRY, reluctantly following her and carrying his BOOK --

INT. NURSERY - CASTLE - **FAIRY TALE LAND**

Snow races into the nursery and is greeted by a horrific sight. Amidst the rubble from the smashed wardrobe, Charming lies on the ground. Barely breathing as he clutches his wounded chest.

SNOW

No...

She hurries to his side. Sits down and cradles his head in her lap. Tears run down her cheeks.

SNOW

Please... please... come back to me.

Charming's eyes flutter open, he chokes out his words as he looks up at her. Speaks with a weakened gasp.

CHARMING

We... will be together... again.

His eyes fall closed and he loses consciousness as Snow holds him tightly. Is he dead? Is he in a coma? That's an answer for later. And we don't have much time to consider anyway because...

QUEEN (O.S.)

Don't worry, dear.

Snow looks up to see the Queen entering. A malevolent look of satisfaction on her face.

QUEEN

In a few moments you won't remember you knew him, let alone loved him.

Mustering her strength, Snow speaks through her tears.

(CONTINUED)

CONTINUED:

SNOW WHITE

Why did you do this?

A chilling smile crosses her lips and she leans in close to Snow.

QUEEN

Because this is my happy ending.

Before Snow can respond. The two BLACK KNIGHTS hurry back in. The Queen faces them --

QUEEN

The child?

The knights look at one another. Frightened to tell her something. She senses this, grows angry.

QUEEN

The child?

BLACK KNIGHT

Gone. It was in the wardrobe.
Then it was gone. It's nowhere to
be found.

At this news, Snow clutches her Prince closely. The Queen stares daggers at her.

QUEEN

Where is she?!?

Snow White looks up with a new look on her face. BELIEF. FAITH. She has steely determination.

SNOW WHITE

You're going to lose. I know it
now. You're going to lose. Good
will always win.

The Queen looks concerned for a flash. Then hardens.

QUEEN

We'll see about that.

And now the GREEN MIST surrounds them. Filling the room. Enveloping EVERYTHING. And what we see next is jaw dropping... the world? It starts to CRACK -- like a mirror. And then SHATTER. Snow's eyes widen as images fly by -- her whole world is coming apart. And now she GLIMPSES another world -- and maybe we see something beyond our Fairy Tales. A glimpse of one of H.G. Wells' tripods. The worlds of all storytelling are folding in on one another.

(CONTINUED)

CONTINUED:

But Snow can't understand it and has more pressing issues. The MIST surrounds and envelopes everyone, dematerializing them as a VORTEX swirls up around them. Snow is terrified...

SNOW WHITE

Where... where are we going?

QUEEN

Somewhere horrible.

(a malevolent grin)

Absolutely horrible.

And with that BLACKNESS CONSUMES them all and we --

EXT. REGINA'S HOUSE - EVENING

ON THE FRONT DOOR. It opens. Revealing -- Regina with a look of supreme relief on her face. ARM AROUND TO --

Anna, with Henry in tow. Henry doesn't even wait for her to speak, he just blows by her and runs to his room. Regina calls after him --

REGINA

Henry!

But all we hear is a DOOR SLAM. Regina turns back to Anna.

REGINA

I'm just glad he's back. Thank you.

ANNA

(not sure what to say)

Yeah... no problem.

BEAT. Regina just stands there. Her relief now shifts to another -- more VULNERABLE look. Something is eating at her.

REGINA

Did he say... why?

ANNA

I dunno. I think maybe... maybe that Evil Queen's curse just got in his head.

REGINA

What?

ANNA

From his stories.

(CONTINUED)

CONTINUED:

REGINA

Right. I should probably take that book away.

ANNA

What's the harm? It's only a book.

REGINA

Yes. That it is. Well, have a safe trip home.

Anna nods at her, steps way. Ready to head home. But something's gnawing at her.

ANNA

Hey --

Regina stops, mid door close.

REGINA

Yeah?

ANNA

Do you love him?

And Regina is thrown by that question.

REGINA

Excuse me?

ANNA

Henry. Do you love him?

For a flash we catch a look -- surprise perhaps -- on Regina's face. And just as quickly, it's gone.

REGINA

Of course I love him.

Whatever Anna saw? She's keeping to herself.

ANNA

Right. Sorry. Goodbye.

And with that Anna leaves.

EXT. TOWN SQUARE - NIGHT

ON THE CLOCK TOWER. Frozen at "8:15." The sun is setting at the end of another day in Storybrooke.

The old folk song *Kookaburra* starts playing as we slowly PAN DOWN TO --

(CONTINUED)

CONTINUED:

Anna. Walking through the town square. Her encounter with Regina weighing heavily on her as she looks at this place through new eyes. And while there is no OVERT magic, there is certainly something odd and off about the place. She notices --

A butcher shop. A bakery. A hippie selling candles. A dwarf shooting hoops on the basketball court.

And through this we, but not Anna, recognize some people from Fairy Tale land. The dwarf is GRUMPY. Outside the bakery, a HANDYMAN works on the bannister to the stairs. This is Geppetto. And while it feels a bit surreal, Anna's not actually seeing anything without a rational explanation here. This is just small town America closing shop. However, for the first time, she's seeing the town the way Henry does. She's seeing magic in a world that previously had none.

Anna shakes her head, can't believe he's gotten to her, as she walks into --

INT. GRANNY'S - SAME

Red is at the front desk. Anna walks up.

RED
Checking out? Back to Boston?

Anna is distracted by everything, just nods.

ANNA
... yeah.

RED
What's it like?

Anna looks up at Red, surprised.

ANNA
You've never been? It's only four hours away.

RED
Why would I leave here?

HUH.

And while it's not any real "proof" -- it reminds Anna of someone. Someone she's about to leave. SO --

ANNA
You know what... I think I'd actually like to keep the room.

(CONTINUED)

CONTINUED:

RED
Sure. How long?

ANNA
Just a week.

Now we realize -- it's all gotten to Anna. Henry is in HER HEAD. And Regina's answer is haunting her. As Red gets the paperwork, we go off Anna --

INT. HENRY'S ROOM - REGINA'S HOUSE - NIGHT

Regina tucks Henry into bed. Kisses his forehead.

REGINA
Good night, Henry.

Henry just nods. Regina tries to mask her frustration as she leaves. HOLD ON HENRY. Once the door is closed and he hears her footsteps recede, he hops out of bed. In his PJs he scampers over to the window.

Henry pulls the shade and sits on the sill. Staring out the window.

HENRY'S POV. He's staring at the CLOCK TOWER.

PUSH IN on the CLOCK TOWER. In the moonlight, we go TIGHT on the CLOCK FACE, still reading "8:15." BEAT. And then --

TICK.

The CLOCK MOVES.

CUT TO BLACK.

THE END