

SHAZAM!

written by
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November 4, 2008

AN EPIC VISTA.

The blazing sun bakes the dry hills of Ancient Kahndaq, where a small caravan winds along a forgotten road.

A MERCENARY HORSEMAN wipes the sweat off his face, searching the sky for any cloud. Any respite from the endless sun. But the heavens are empty.

Until a shadow passes over him.

His hand goes to his sword. He looks up, squinting into the light. He looks back to the lead wagon, but the MERCHANT DRIVER didn't notice anything.

The Horseman relaxes a bit. Suddenly,

TALONS

grab him by the shoulders, lifting him off his saddle, straight up in the air. The horse bucks against its reins, nearly pulled off the road.

The caravan is under siege from above. A horde of WINGED HAWK-MEN attack the half-dozen wagons and carts, talons slashing through canvas.

The few SWORDSMEN foolish enough to fight back find themselves lifted by their shoulders, 50, 100 feet up -- only to plummet to their certain deaths.

BENEATH A WAGON

A FAT MERCHANT cowers, clutching his satchel, terrified to hear the mens' SCREAMS. The SCRATCH SCRATCH of claws on wood. Through a knot-hole, he can just get a glimpse of the beasts.

Suddenly, one is crawling under the wagon to get him.

These creatures are more bird than man, eagle-headed angels with filthy claws and blood on their beaks. Crawling is difficult for them, but this one is determined not to let a morsel escape. It's getting closer, closer until suddenly...

The wagon flies off. It tumbles twice, tossed aside. Startled, the hawk-man looks up, its black eyes reflecting...

ADAM.

He has the build of a warrior and the bearing of a king. In fact, he's more than either of these. He is just short of a god.

Adam rips the creature's wings off, then kicks it in the head.

The rest of the fight is cut hard and fast, giving the briefest sense of Adam's immense power.

He flies straight up. The other hawk-men surround him, trying to pin his arms. He sloughs them easily.

He claps his hands, sending out a THUNDEROUS SHOCKWAVE, which rips through his attackers.

In short order, all that's left are a few feathers, slowly fluttering down to the road. In the distance, we see the flock retreating to the distant, snow-capped mountains.

Adam lands hard, making the earth TREMBLE. He surveys the wreckage and the survivors, showing only disgust for the victims, some of whom prostrate themselves.

In Kahndaqi, subtitled:

ADAM

<Whose caravan is this?>

Most eyes look over towards the Fat Merchant. He, in turn, points to one dead swordsman on the road. Worth a shot.

Adam approaches. The Fat Merchant sinks, panicked.

MERCHANT

*<The Pharaoh! All belongs to the
Pharaoh! The sun, the sky, the moon!>*

Adam clasps his hands around the man's face, looking him straight in the eye.

ADAM

<Do I belong to the Pharaoh?>

The Fat Merchant's eyes strain, desperately searching for an answer that will spare him. Finally...

MERCHANT

<We live to serve his glory.>

ADAM

<Not all of us.>

With a casual motion, Adam removes the merchant's head. The decapitated body slumps to the road.

Adam tosses the head to one of the stunned survivors.

Adam leans over the first hawk-man, who is trying to crawl away. Adam grabs him by the stumps.

ADAM (CONT'D)
*<Why would you come here? You know
I protect these lands.>*

The creature's sticky white tongue flicks in its mouth. Its voice has a windy, birdsong quality.

CREATURE
<Who protects your wife, Black Adam?>

ON ADAM, a sickening realization.

CUT TO:

EXT. PALACE COURTYARD - DAY

Adam lands with such force that walls crack, spilling dust.

FORTY EGYPTIAN SOLDIERS lift their spears in largely symbolic defense of the PHARAOH -- an eight-year old boy with brilliant green eyes and clothes woven with pure gold.

ADAM
<Where is she?!>

Too young to rule alone, the boy emperor is joined by his advisor, a HIGH PRIEST in elaborate robes.

HIGH PRIEST
*<The general will bow before the
Pharaoh.>*

ADAM
<Where is my wife?!>

Surprisingly unafraid, the High Priest approaches.

HIGH PRIEST
*<She is alive. Secure. Kneel before
the Pharaoh, Adam, and swear your
eternal loyalty and service before
the Gods.>*

ADAM

<I will paint these walls with your blood.>

HIGH PRIEST

<Then she will die before you can save her. You have to choose, Adam. Your love, or your pride.>

CLOSE ON ADAM.

His dark eyes reveal nothing but rage. And suddenly, he's gone. A RUSH OF AIR as he moves at impossible speed.

We SWEEP to reveal that the High Priest and all forty soldiers are dead. Adam holds the young pharaoh by the neck.

ADAM

<Tell me where she is.>

The panicked young king looks up to the left. Adam follows his gaze to a palace tower, where a SENTINEL is turning a silver mirror the sunlight, flashing a signal.

Now it's Adam's turn to panic.

Dropping the Pharaoh, flies straight up.

EXT. ABOVE THE PALACE / HILLS OF KAHNDAQ - DAY

The mirror is evidently part of a relay chain -- we see six flashes in the surrounding hillsides. Adam flies off after the flashes of light. The speed of the gods may not be enough.

EXT. HILLSIDE GLEN - DAY

A signal mirror catches the afternoon light.

TWO SOLDIERS lie face-down where they died.

Half-lit by the mirror, Adam kneels beside the body of his dead wife SHIRUTA. She was beautiful, but his love for her went much deeper. She was his guide into darkness.

He WHISPERS...

ADAM

<I can still save you.>

INT. CAVE / THE ROCK OF ETERNITY - DAY

Lit by flickering torchlight, seven giant statues embody the Seven Deadly Enemies of Man (a.k.a. The Sins). Each has a grotesque countenance, eyes of pure evil.

They are labelled in Sanskrit, but as Adam walks past, the words change to English: Lust, Gluttony, Greed, Sloth, Wrath, Envy and Pride. (We'll be in English for the rest of the movie.)

We hear WHISPERING voices in the surrounds, overlapping and indistinct:

THE SINS

*Finally, he's come! / Take what you
want / Teth-Adam, Black Adam / Destroy
them all! / She's waiting...*

He pays them no mind. There's only one thing he wants.

A young girl in a Central American peasant dress -- MAYA -- is sitting in the shadows, playing a game with stones and circles drawn in the dirt. She looks to be eight years old. Pushing the dark hair out of her eyes, she looks up to see Adam.

ADAM

Come with me.

He reaches out a hand. Unafraid -- and unsurprised -- she takes his hand and stands.

MAN'S VOICE

You know she cannot leave.

Adam turns to see an ancient man in white flowing robes. His long beard and hair are nearly the same color, giving him the appearance of a ghost.

This is the wizard SHAZAM.

There's considerable distance between the two men, the scale of an Old West duel.

ADAM

She can bring my wife back.

SHAZAM

You would destroy the world to do so.

THE SINS

*Lies! / He wants you to suffer! /
Wizard has no wife. / She's waiting
for you.*

SHAZAM

Silence!

He holds a hand up to the statues. The voices suddenly cease.
The only sound left is the hollow echo of the cave.

For her part, Maya is fascinated. She looks back and forth
between the men.

SHAZAM (CONT'D)

You were chosen for your courage,
Adam. Your sense of justice. But
this world needed a champion, not an
emperor.

ADAM

The gods made me, wizard. You cannot
unmake me.

SHAZAM

But I can contain you.

He pulls a scarab from his robes. Points the jewelled center
at Adam, calling out...

SHAZAM (CONT'D)

I am Shazam!

Mystical power surges through the wizard, charging the
artifact.

Maya's hand slips through Adam's fingers as they become non-
corporeal. The dark champion finds himself pulled towards
the scarab, his body tumbling in on itself in a cascade of
light.

With a final, furious SCREAM, Adam is sucked into the scarab's
jewelled center.

Drained from the mystical exertion, the wizard lets the scarab
drop through his fingers, landing on the dirt.

A quiet beat.

Maya looks the old man in the eye.

MAYA
He'll come back. And you'll be gone.

CUT TO:

MAIN TITLES

Pencil lines quickly sketch out the scarab. The frame moves, showing an entire comic book page as it comes together.

It's a superhero book, but not specific to our story. We're just getting the general sense of heroic muscle, perilous action and suspense.

As pages fly by, our camera moves through the frames. Pencil becomes paint. Paint gets inked. Through it all, our credits are lettered in speech balloons and narration blocks.

FLASHES of light as the painted pages are photographed. They slide apart into cyan, magenta, yellow and black plates. New FLASHES etch them into metal, which bends on the drums of giant presses.

Layers of wet color stack up on each other. We RUSH IN close to reveal a forest of tiny screened dots...

...emerging on the far side to see the face of the boy reading this comic:

BILLY BATSON, age 13.

From the moment we see him, we know he's our hero. He's not especially strong, or fast, or smart. But he possesses a single trait that sets him apart -- an intangible quality which gave Norman Rockwell a career.

Billy Batson is fundamentally and unmistakably good.

We are...

INT. FAWCETT CITY JUNIOR HIGH / HALLWAY - DAY

Billy is checking out the new issue of Deltaman, his schoolbag at his feet.

BILLY
I can't believe they got rid of
Deltaman's cape.

FREDDY
It's more realistic.

FREDDY FREEMAN, 14, is Billy's best friend. Quick-witted and crafty, he's a survivor.

Shutting the locker, the boys start walking. This is a public school with polo-shirt uniforms and faded paint, crowded with students at their lockers.

BILLY

What is he supposed to wrap around people when he saves them from a fire? Or pulls them from a lake?

FREDDY

A blanket? A towel? Red Menace doesn't wear a cape.

BILLY

He's a villain. A hero needs a cape.

BOOM!

Billy is body-slammed into the lockers, blindsided by burly goon ROWDY SPARKS (15). Billy drops his backpack, which Rowdy promptly kicks. Books and papers fly out, trampled by a sea of feet.

Having had his fun, Rowdy just keeps keeps walking with his laughing BUDDIES. Billy wasn't any particular target. He just happened to be nearby.

Shaking off the hit, Billy shouts:

BILLY (CONT'D)

Rowdy! Rowdy Sparks!

Rowdy ignores him. Keeps walking.

BILLY (CONT'D)

Coward!

Rowdy stops. Turns.

Billy is flush, angry. But it's not just adrenaline. There's a remarkable bravery to Billy Batson.

ROWDY

What did you call me?

BILLY

A coward.

Rowdy HUFFS in disbelief.

Suddenly, the hallway goes quiet as all the other students back away. Freddy begins digging something out of his backpack.

Rowdy quickly closes the distance, grabbing Billy by the shirt and pinning him to the locker bay.

CAITLIN BROMFIELD (13), pushes her way forward.

CAITLIN
Leave him alone!

Billy and Rowdy both look over -- who said that? In the meantime, Rowdy's Pal notices Freddy holding a small, beat-up video camera.

ROWDY'S PAL
Hey! Stop that!

FREDDY
What? Hold on. Let me get slow-motion.
(presses a button)
Okay. Go. Seriously. Go.

Rowdy's no fool. He's a few steps away from juvie as it is. He pulls Billy face-to-face.

ROWDY
Next time, Batson.

He drops Billy and walks off with his buddies. Normal hallway CHATTER resumes almost instantly.

Freddy shuts off his videocamera.

FREDDY
(to Billy)
You all right?

BILLY
Yeah. Fine.

He starts gathering up his books. He glances over at Caitlin, but she's already gone back to her friends.

EXT. RUN-DOWN NEIGHBORHOOD - DAY

Billy and Freddy's neighborhood isn't just on the wrong side of the tracks -- it's literally underneath them. A billion-dollar light rail system RUMBLES overhead, whisking businessmen from downtown to the suburbs without any notice of the dilapidated homes underneath.

The boys walk home along chain-link fences wedged with trash and wind-blown grocery bags.

FREDDY
What's her deal, anyway?

BILLY
Who?

FREDDY
Caitlin. Why did she stick up for you?

BILLY
She didn't.

FREDDY
Yeah, she did.

BILLY
She didn't stick up for me. She stuck up for what was right.

FREDDY
You think she like, likes you?

As they turn the corner, they find two POLICE CARS with lights flashing in front of a beaten-down house.

The boys trade a look, then double-time it.

EXT. HOUSE / PORCH - DAY

DALE and KITTY GROOT (late 30's) are talking with a uniformed POLICE OFFICER.

Dale's business cards read "entrepreneur," but having them printed was the last work he's done in a year. Kitty was a cheerleader in high school. Since then, she's had less to cheer about.

DALE
Look, these robbers, they were idiots, because they totally missed the high-def player.

KITTY
Because it's the wrong one.
(to the officer)
The day they stopped making the one kind, that's the day Dale buys it.

DALE

It came with twelve movies.

KITTY

The only movies ever made for it.
It's like buying a gun with custom
bullets.

DALE

Sometimes, I wish it was a gun.

Billy and Freddy arrive at the steps.

BILLY

What happened?

DALE

You wanna tell me what you two were
hiding?

FREDDY

What?

DALE

In your room.

KITTY

We came back from the store and the
police were already here. Neighbors
reported a break-in.

DALE

Of all the rooms, they went through
yours the most. Ripped it apart.

Billy and Freddy head inside. The officer stops Freddy.

OFFICER

Need to ask you a few questions.

INT. HOUSE - DAY

Billy climbs up the stairs two at a time.

INT. ATTIC BEDROOM - DAY

A low-ceilinged wedge of a room with barely enough room to
stand. Billy and Freddy's bunk beds have been shortened,
making them more appropriate for submarine duty.

The room has been trashed, with drawers dumped, closets
emptied and mattresses cut open.

The computer is face-down on the floor.

MAN'S VOICE
You're Billy Batson?

Billy turns to see a man in his 40's. He's wearing a suit, rather than a uniform, but based on his stern gaze and the notepad he carries, we can assume he's a detective. His name is THEO ADAM.

BILLY
Yes.

THEO
Can you tell me what someone would be looking for in this room? Drugs? Cash?

BILLY
We weren't hiding anything.

THEO
(checking notepad)
The Groots. They're your foster parents?

BILLY
I just live here. They're not my parents.

THEO
Where are your parents?

Hesitating...

BILLY
They're missing. They've been missing since I was a baby.

THEO
Sorry to hear that. What were they into?

BILLY
They were archeologists.

THEO
They leave you anything? Maybe something you didn't know was valuable?

BILLY
No.

THEO

Nothing.

BILLY

They left me a tiger.

THEO

A tiger.

Digging through the tumble of clothes and other junk at the base of one of the closets, Billy pulls out a stuffed toy tiger. It's pretty beat-up.

He hands it over. Theo examines it with interest while Billy picks up the computer.

BILLY

It came a couple weeks after they disappeared. A birthday present, I guess.

Billy sets the computer monitor back on the desk.

BILLY (CONT'D)

That's the last I ever heard...

Billy looks back to see a FIST swinging at his face. Theo Adam

CLOCKS HIM

hard. The first blow simply stuns him. It's the second punch that knocks Billy Batson to the floor.

From Billy's shallow-focus POV, we look up sideways at Theo Adam.

Billy's eyes blink once. Twice.

He's out.

Theo Adam rips open the toy tiger. Digging through the white stuffing, he retrieves

THE SCARAB.

He blows away the remaining fuzz and smiles. He knows exactly what this is.

CUT TO BLACK.

FADE IN:

INT. ATTIC BEDROOM - NIGHT

Billy lies in the bottom bunk, holding a can of soda on his swollen eye. He looks up at the underside of the mattress above him, where he has pictures tucked into the bedsprings. They're mostly of the parents he never met.

He pulls down one wrinkled photo of his PARENTS, taken on their wedding day. They're young and smiling.

Freddy enters from the stairs with news.

FREDDY

Turns out the cops weren't cops,
either. The whole break-in was some
kind of scam.

(re: Billy's eye)

Lemme see.

Billy sits up, moves the can aside. He has a shiner from the blow.

FREDDY (CONT'D)

You look cool.

BILLY

How are Dale and Kitty?

FREDDY

They're freaking out. Dale's trying
to claim they stole his DVD player.

BILLY

No one would steal that.

FREDDY

I know. Look, Billy, I know you
want to find that guy, but if Dale
and Kitty think you were hiding
something...

BILLY

...then child services gets involved.

FREDDY

And they'll split us up for sure.

Billy nod. He understands.

BILLY

The guy was asking questions about
my parents. Like he knew something.

TRANSITION TO:

INT. INTERNATIONAL AIRPORT / SECURITY LINE - NIGHT

Theo Adam puts his bag on the belt. It starts to move into
the scanner.

BILLY (V.O.)

Like he knew what happened to them.

Theo waits his turn to go through the metal detector.

BILLY (V.O.) (CONT'D)

Whatever he was after, it has
something to do with them. With
their work.

Meanwhile, a TSA AGENT watches the scanner monitor. We see
colored outlines of books and batteries and toiletries.

And in Theo Adam's bag, the scarab.

Suddenly, Adam's distorted face SLAMS against the monitor
glass, silently ROARING.

The TSA agent blinks in disbelief -- and it's gone. She
stops the belt for a moment, then decides she must simply be
imagining things.

BILLY (V.O.) (CONT'D)

And now I'll never know. I may never
see him again.

Theo Adam takes his bag from the belt and heads to his gate.

TRANSITION TO:

INT. CLASSROOM - DAY

Billy is at his desk, with Freddy a few seats over.

MISS HALL (Abby, 28) is the girl next door grown up. Her
life is a series of half-achieved ambitions. Her student
loan debt is astonishing.

She's at the chalkboard, where she's drawn a grid: "Right,"
"Wrong" and "Usually," "Always." Many terms ("mercy,"
"deception," "justice") are already filled in.

CAITLIN

But Miss Hall, you can't know if a choice is good or bad until later. And what's good for one person might be bad for another.

Caitlin is sitting in the row ahead of Billy and Freddy.

MISS HALL

Exactly. That's why you want to have a system to guide you. A set of principles.

The class bell RINGS. Miss Hall panics -- she'd lost track of time. As students start loading their backpacks...

MISS HALL (CONT'D)

Wait! You have an assignment tonight.

A GROAN.

MISS HALL (CONT'D)

You each need to come up with a moral code, a list of rights and wrongs. (before they can protest)

The Magna Carta had 63 articles. Hammurabi had 282. You only need eight. One page.

Students begin to file out. Miss Hall catches Billy near the door, pulls him aside.

MISS HALL (CONT'D)

Are you all right? You got a bit of a...

She indicates his black eye.

BILLY

I'm fine.

MISS HALL

You know, Billy. If there's anything going on at home, you can tell me.

Freddy gets her implication before Billy does.

FREDDY

We were just doing some MMA. Mixed-martial-arts.

MISS HALL

Okay. Just want to make sure you're all right.

BILLY

We'll be more careful.

TRANSITION TO:

EXT. BERLIN UNIVERSITY - NIGHT (2 A.M.)

As we GLIDE AMONG the sleek Bauhaus boxes, we come upon a building with a glass-walled staircase. Inside, a man is headed up to the fourth floor.

INT. STAIRWELL - NIGHT

The man's footsteps ECHO in the empty, half-dark building. As he passes through pools of light, we never quite see his face.

INT. UNIVERSITY OFFICE - NIGHT

Lit only by three flat-screen monitors, DR. NAHEEM ZEHUTI (60) is examining ancient texts, greatly magnified on screen. His impossibly thick glasses explain why he needs the monitors -- he's legally blind.

On a perch by the desk, a strange bird is sleeping. Its beak is round and narrow, like a straw.

FOOTSTEPS coming down the hall. The bird looks up. Zehuti keeps his back to the door as the steps stop.

Somehow, he knows who it is:

DR. ZEHUTI

Dr. Theo Adam.

REVEAL Theo at the door.

THEO

You knew I was coming.

DR. ZEHUTI

A modern university has surveillance.

He points to a corner of the computer screen, which rotates between security camera feeds.

DR. ZEHUTI (CONT'D)
After all, what is more priceless
than knowledge?

He turns to face Theo, who approaches.

THEO
How do I open this?

Theo pulls the scarab from his coat pocket and sets it on the desk. As Zehuti lifts the scarab, we see his fingernails are long, sharp and black. Almost talons.

DR. ZEHUTI
It's an artifact. Only the Gods
could unlock it.

THEO
That's why I came to you.

With an uncertain smile, Zehuti looks up at Theo through his thick glasses.

Suddenly, he grabs Theo by the collar, pulling the larger man halfway across the desk. Zehuti is much, much stronger than he looks.

DR. ZEHUTI
You know who I am. And I know who
you are, Theo Adam.

Zehuti pushes a fingernail against Theo's throat. He could no doubt kill him with a flick.

DR. ZEHUTI (CONT'D)
You are twenty generations removed
from the man in this scarab. Blood
alone does not make you his heir.

THEO
And yet there must be an heir. We
both know your champion plays a role
in the endgame. Deny me and the
fates are untethered. The world
is...unbalanced.

It's that last exhortation that seems to land. Zehuti stands, letting go of Theo's collar.

THEO (CONT'D)
I am humble. I seek only to play my
part in destiny.

Zehuti LAUGHS. The strange bird flies from its perch to its master's shoulder.

As Zehuti moves to the doorway, he's backlit. In silhouette, he looks like a bird-headed man. An Egyptian god.

DR. ZEHUTI
Your part is already over.

Zehuti exits, walking down the hall.

A bit unnerved, Theo looks down at the scarab on the desk. It's glowing red-hot, and vibrating. Breathing deep, Theo reaches for it. As his fingers touch it, we...

CUT TO:

EXT. BERLIN UNIVERSITY - NIGHT

A WIDE SHOT. Calm and quiet. Then...

An EXPLOSION blasts out the upper floors of the history building, a ring of force that pulverizes glass, steel and concrete.

MUCH WIDER.

The halo of light and heat sweeps across the city, blowing out streetlights and igniting treetops.

INT. REMAINS OF UNIVERSITY BUILDING - NIGHT

The bent steel frame of the building is CREAKING. It won't be standing much longer.

By the light of wind-whipped flames, we reveal the blown-apart scarab. A snow of ash and cinders is beginning to fall.

CLOSE ON Black Adam. Eyes closed, he breathes deep, feeling his lungs expand.

WIDER, we see he's wearing Theo's clothes, which have stretched and torn to accommodate his massive frame.

We hear a CHOP CHOP CHOP CHOP. An approaching helicopter.

A SEARCHLIGHT sweeps over the wreckage. Settles on Adam.

Adam glares at the light. He has no idea what a helicopter is. But it's annoying him.

HELICOPTER LOUDSPEAKER
Polizei! Bist du verletzt?

Fist-first, Adam flies up to the light.

EXT. SKY ABOVE BERLIN UNIVERSITY - NIGHT

Adam is face-to-face with the stunned POLICE HELICOPTER PILOT.

Realizing that it's some sort of machine rather than a monster, Adam simply grabs the main rotor overhead. That sends the body of the helicopter spinning in its place.

Adam whips it overhead, sending it sailing to the horizon.

Scanning the skyline of Berlin...

ADAM
Where am I?

We REVEAL Theo over Adam's shoulder, semi-transparent. He's not physically there, but rather a voice in Adam's head. They're two souls in one body.

THEO
Your new kingdom.

TRANSITION TO:

INT. ATTIC BEDROOM - NIGHT

Outside, a storm is BOOMING. Flashes of lightning illuminate the rain as it pelts the attic window.

Billy and Freddy are working on their assignment. Billy is halfway done, while Freddy only has his name at the top of the paper.

FREDDY
Just give me one to get started.

BILLY
Number three: no cheating.

Unashamed, Freddy copies that down as his #1.

FREDDY
Good. What else you got?

BILLY
I'm not helping you.

FREDDY

Fine.

Freddy pushes his chair over to their ancient, Brand-Z computer. Your toaster has more processing power than this beige plastic dinosaur, yet it manages to connect to the internet.

FREDDY (CONT'D)

God of Google, hear my prayer.

He CLICKS. Reading the results...

FREDDY (CONT'D)

"Are you the champion?" Sure. Why not.

(clicks)

"Which is better, an honest thief or a cruel sheriff?" It's a quiz or something.

BILLY

(not looking up)

An honest thief.

FREDDY

Really?

BILLY

The thief knows he's doing wrong.
The sheriff thinks he's right.

Freddy clicks "thief." The screen reads "Correct!" and shows the next question.

FREDDY

How did you know that?

Billy shrugs.

FREDDY (CONT'D)

Question two. There can be no justice without...

BILLY

(checking options)

...D. Mercy.

We move into a MONTAGE as Freddy reads aloud questions, which Billy answers. The questions get trickier, but Billy is always right...

BILLY (CONT'D)
The lesser evil. Hope and Vengeance.
You save the beggar first.

FREDDY
Question eleven: which of these is
not a virtue?

BILLY
Luck. There's no choice to it.

As the storm continues outside, a particularly bright flash of lightning signals a close hit. Behind the boys, the room lights go out. They're too engrossed to notice.

EXT. NEIGHBORHOOD - NIGHT

We see the whole street has gone dark. But as we PUSH BACK up to the attic window, we find Billy and Freddy, lit only by the computer monitor's glow. Somehow the computer is still running.

INT. ATTIC BEDROOM - NIGHT

FREDDY
"Question 20: you have a chance to
save your family, but doing so would
unleash great harm upon others. Do
you save them?"

The choices on screen are "YES" and "NO."

Billy hesitates, then...

BILLY
No.

The screen changes, reading...

FREDDY
"Are you sure, Billy?"
(realizing)
How does it know your name?

BILLY
Yes, I'm sure.

The screen changes to, "Congratulations. Collect your prize."

A beat. Suddenly, the printer WHIRRS to life. Both Freddy and Billy jump a bit.

Freddy takes the paper from the printer.

FREDDY
It's a map. Somewhere downtown. A
subway stop.

He hands Billy the sheet.

FREDDY (CONT'D)
We're going, right?

BILLY
It's after 10. It's raining.

FREDDY
It knew your name.

BILLY
You don't go meeting strangers off
the internet.

FREDDY
What internet? The power's out. So
how can the computer be working?

Billy has no answer. Freddy grabs the map, and his jacket.

BILLY
You can't go. It's not...

FREDDY
What?

Finally...

BILLY
Freddy, it has my name on it.

FREDDY
Yeah. And what's so special about
you?

With that, Freddy goes. A hard beat, then Billy grabs his
jacket to follow him.

INT. DOWNTOWN SUBWAY STATION - NIGHT

Drenched to the bone, Freddy and Billy hurry down the last
few steps. They reach the platform just as a train is pulling
away. There's no one left, just the CLACK CLACK CLACK of
the echoing tracks.

Freddy pulls the directions from his pocket.

FREDDY

It says we need the Aleph train. A-
L-E-P-H.

Billy and Freddy check the big map on the wall. As they're looking, we get a look at some of the advertisements: the Fawcett City Thunderbolts (a football team) and Sivana (some sort of electronics company).

BILLY

(re: the map)

They're all letters and numbers.

FREDDY

Maybe it's where the line ends. The
destination.

Billy looks around for someone to ask. That's when he notices

A TRAIN

on the tracks. That's odd -- he never heard it come. The cars are empty. The sign above the window reads, "Aleph-Direct." Bells RING as the doors start to close. It's about to pull out.

BILLY

C'mon!

INT. TRAIN - NIGHT

Billy makes it with time to spare. Grabs a pole, turning back to Freddy. But his friend isn't there. He's still back at the map, checking for the line.

BILLY

Freddy! C'mon!

Freddy doesn't hear him. The doors shut.

BILLY (CONT'D)

No! Wait!

The train begins to move, the familiar CLACK CLACK CLACK of the rails. Billy watches in horror as they pull out of the station.

BILLY (CONT'D)

Freddy!

He BANGS on the glass, but the world outside seems frozen in time. And then it's gone.

The tunnel is dark. The train is picking up speed. Billy tries to keep his wits, looking around.

Above the handrails, where you'd normally see ads for community colleges, are slabs of granite, carved with names of ancient gods and heroes: Solomon, Hercules, Atlas, Zeus, Achilles and Mercury. Each includes a pictograph showing a special trait: strength, speed, wisdom, etc.

The train suddenly stops -- without a lurch, as if it's been standing still the whole time.

The doors open, revealing a torch-lit cave that is familiar (to us). To one side, we see the edge of the seven giant statues, each with wicked grins.

Billy cautiously steps off the train to get a better look. Seeing the malice on the statues' faces, he glances back at the train -- but finds it's gone. In its place is an opening to the night sky.

Fascinated, Billy walks back to get a better look.

WE PULL BACK through the opening of the cave, going WIDER and WIDER, revealing a black mountain peak that grows both up and down. It's like an obsidian pendant, balancing on its point.

Billy steps to the edge, looking over his feet to the world far below. It's Fawcett City. He can even see a jet flying past, somehow unaware of the giant mountain.

BILLY (CONT'D)
(to himself)
Where am I?

WIZARD (O.S.)
The Rock of Eternity.

Billy turns to see the wizard Shazam. It's the same man we saw centuries ago in the opening, only now he is well beyond ancient. He looks to be held together by cobwebs.

WIZARD (CONT'D)
It is a mountain that exists between
moments. It is a vault, storing
forces that must never be released.

In the shadows, we see the little girl (Maya) watching, curious.

BILLY
Who are you?

WIZARD

I am the wizard Shazam. I called you -- but you were always fated to come.

(closer)

You are the new champion, Billy Batson.

BILLY

I don't understand. What did I win?

WIZARD

Your destiny. Would that you were older, but now that he is unleashed, there is no...

He COUGHS, the kind of consumptive rasp that might as well be a death rattle. In fact, he starts to BLINK OUT of existence at points.

BILLY

Are you...

WIZARD

My time in this world is over. But my name holds power. You must only speak it to become the mightiest mortal in the world.

BILLY

I don't understand.

WIZARD

Only you can defeat him. What you will need has always been with you.

BILLY

Defeat who? I'm not ready.

WIZARD

We never are.

Suddenly, the wizard collapses. Really collapses: it's as if his robes were being held up by smoke. Billy grabs at the cloth, hoping some disembodied spirit of the wizard can hear him:

BILLY

You made a mistake!

We PULL OUT from a CLOSE UP to find Billy back...

INT. DOWNTOWN SUBWAY STATION - NIGHT

...beside Freddy at the map.

FREDDY

Fine! I can't find the stupid line
anyway.

Freddy checks the printed paper again. Billy is freaking
out, wondering if this is all a dream. A hallucination.

BILLY

How long have we been here?

FREDDY

A minute? I dunno. We just got
here.

Freddy looks at Billy, and knows that something's up.

TRANSITION TO:

EXT. DALE AND KITTY'S HOUSE - NIGHT

The glare of streetlight catches the rain as the THUNDERSTORM
continues.

INT. KITCHEN - NIGHT

Billy reaches into the refrigerator, pulling out a carton of
milk. He's still a bit damp from the walk home.

FREDDY

So what did he say? The wizard guy.

BILLY

He said I was a champion.

He sniffs the milk to make sure it's okay.

FREDDY

Champion. Like, "the winner?"

BILLY

No, like I was a hero. A protector.

FREDDY

You?

BILLY

I know. It's gotta be a mistake,
right? You'd pick somebody bigger.
Older. Stronger.

FREDDY

Smarter.

Grabbing a glass from the rack, Billy pours himself two
fingers of two-percent.

FREDDY (CONT'D)

What are you supposed to protect?

BILLY

He didn't say.

FREDDY

You didn't ask?

BILLY

It wasn't like...
(frustrated)
You weren't there!

He downs the milk like a shot of gumshoe bourbon, then pours
himself another.

BILLY (CONT'D)

You believe me, don't you?

FREDDY

Of course.

BILLY

Why?

FREDDY

Because you never lie. Even when
you probably should.

Freddy takes the milk. Drinks right from the carton.

BILLY

You know, Dale does that, too.

Revolted, Freddy wipes his lips.

FREDDY

Did he give you any instructions?
Like, "throw this ring in a volcano"
or something?

BILLY

No. Nothing. He just died.
Disappeared. Obi-wan'd.

FREDDY

Maybe he'll come back as a ghost.
Lots of wizards are immortal.

A beat. Billy's remembering something.

BILLY

He said something about "mortal."
His name...
(remembering)
"You must only speak it to become
the mightiest mortal in the world."

FREDDY

What was his name?

We slowly PUSH IN on Billy as he tries to recall the wizard's
odd name...

BILLY

Shhh...Shah...Sha-boom.

A silent beat.

FREDDY

Okay. No wizard's going to be named
"Shaboom." The first thing he's
gonna do is magically change his
name.

BILLY

It was like that, though. Shadram.
Shaval.

FREDDY

Shaquille?

BILLY

Shanti. Shazzy.

FREDDY

I think that's why he died. He had
a horrible name.

Freddy puts the milk back in the refrigerator, looking for
something else to eat. We MOVE CLOSE ON Billy as he finally
gets the syllables right...

BILLY

(low)
Shazam.

CUT TO:

EXT. HIGH ABOVE FAWCETT CITY - NIGHT

Through the rain clouds, the coastal city is a sea of twinkling streetlights. We suddenly RUSH STRAIGHT DOWN at a house located dead center.

As we descend, a ROAR OF THUNDER builds to deafening levels. This is when those THX folks earn their money.

INT. KITCHEN - NIGHT

Billy looks up to the ceiling as a BLINDING BRIGHT LIGHT hits him, knocking him down.

All around, every light and every kitchen appliance suddenly switches on. For two seconds, it's like a thousand Vegas-es at once.

As the BOOM hits, everything goes dark.

INT. DALE AND KITTY'S BEDROOM - NIGHT [CONTINUOUS]

The BOOM shakes the house. On the nightstand, various tchotchkes RATTLE and DANCE, a glass kitten falling to the floor.

Kitty grabs the swinging lampshade, freaked out.

She looks over to Dale, who is still a SNORING lump. Furious, she shakes him to half-consciousness.

KITTY

Dale! How could you sleep through that?!

Dale is bewildered.

DALE

What? I was asleep.

With a WHIMPER, he curls back under the covers.

INT. KITCHEN - NIGHT [CONTINUOUS]

The lights rise on Freddy, whose hair still CRACKLES with static electricity. He can't see Billy, who's fallen behind the counter.

FREDDY
You okay? Billy? Billy!

VOICE
(hoarse)
Yeah.

We HEAR Billy getting up, but STAY ON Freddy, watching his reaction. His eyeline seems a bit high.

From Billy's P.O.V., we look down to his shirt, pants. His clothes are shredded, and smoking in places. Not only that...

VOICE (CONT'D)
My pants shrunk.

FREDDY
(a little freaked out)
Uh-huh.

VOICE
I feel...weird.

FREDDY
You got hit by lightning. You might want to check...

Freddy points to his right.

Billy's P.O.V. moves over to the counter, where the toaster is half-hidden behind a box of Wheaties (which features the star running back of the Thunderbolts).

Moving the box aside, he looks into the shiny surface of the toaster. It's not his own face he sees, but rather

MARVEL.

He's the strapping, All-American superhero ideal, only without the spandex costume -- he's looking pretty Robinson Crusoe with his clothes hanging in tatters.

(For clarity, we'll always call this incarnation Marvel, whether or not he's in his superhero garb. Boy = Billy; Man = Marvel.)

Marvel double-takes, thinking there must be someone behind him. But his hand touches his own face.

MARVEL

Aaah!

He freaks, pushing away from the counter with such force that he BLASTS back against the far kitchen wall. Suddenly, he's upside down, "falling" against the ceiling. Trying to catch himself, his hands dig into the plaster.

MARVEL (CONT'D)

Freddy!

He reaches out towards Freddy, only to find himself barreling in that direction. As Freddy dives for cover, Marvel ricochets against the fridge and across the kitchen table. THWANG! He knocks things off the counter. He tries to grab chairs to slow down. His grip leaves deep handprints.

MARVEL (CONT'D)

What's happening?!

FREDDY

You're flying!

He's like a WWII plane with one wing shot up, desperately trying to pull out of a death spiral.

MARVEL

How do I land!?

He SLAMS into the outside door. The hinges STRAIN, but hold.

FREDDY

Put your feet down!

Marvel tries to put his feet on the floor, but there's no connection there -- it's like trying to stick a magnet on a piece of wood. Finally, he ends up "standing" on the door itself, perpendicular to the floor.

For the moment...

MARVEL

I'm okay.

Then the door BURSTS off its hinges.

Marvel is sucked outside, feet-first.

MARVEL (CONT'D)

Help!

EXT. HOUSE - NIGHT

Marvel flies feet-first, up and out of the house. He desperately grabs onto a streetlamp, his ankles swimming against the stars.

Freddy reaches the front door, seeing the predicament.

FREDDY
Can you climb down?

MARVEL
Maybe.

Hand over hand, Marvel works his way down the lamp pole. He feels himself slipping up, so he grabs on tighter. That seems to work for a moment, but then...

CREAK.

The streetlamp strains at the base. He's literally pulling it out of the ground. One bolt POPS. Then another. Suddenly, Marvel and the pole are shooting straight up.

Shouting to the sky...

FREDDY
Billy! Think down!

EXT. THE SKY - NIGHT

Rocketing feet-first up into the storm clouds, Marvel lets go of the useless streetlamp. It's eerily beautiful, the nighttime clouds lit from within by bursts of lightning. But Marvel only has one goal...

MARVEL
Down down down.

He closes his eyes, concentrating. Forces himself to take a deep breath.

Sure enough, his ascent slows. His ankles fall back over head and he begins to descend.

He looks down. The clouds part, revealing the city below.

EXT. CITY STREET - NIGHT

Deserted. Suddenly...

MARVEL LANDS.

The impact makes the asphalt ripple and crack, yet his bare feet are unscathed. Relieved to be on solid ground, Marvel lets out a breath. Then...

He's hit by a TRUCK at 40 mph.

It barely budes him. Rather, the truck crumples around him, as if it hit a concrete pole. Marvel finds himself staring through the shattered windshield at the DRIVER, who is even more freaked out.

MARVEL

Are you okay?

The guy nods very slowly. Suddenly, the AIRBAG deploys.

MARVEL (CONT'D)

Sorry.

INT. BATHROOM - NIGHT

Marvel, still soaked and shirtless, leans close to the mirror, examining his face. Even his teeth seem big.

Freddy watches from the doorway.

MARVEL

How do I know if I'm me?

FREDDY

(good question)

I dunno. What's your favorite ice cream?

MARVEL

Fudgeopolis. It's just...I know things. Things I shouldn't know.

FREDDY

Like what?

MARVEL

Somarg'Gakrotib.

FREDDY

What's that?

MARVEL

Sanskrit.

(MORE)

MARVEL (CONT'D)

(a thought)

My dad was an archaeologist. I bet
he spoke Sanskrit. And I kind of
look like him now.

FREDDY

Could he fly?

MARVEL

I don't think so.

FREDDY

Then you're probably not him. What
else can you do?

MARVEL

I'm strong. I mean, I stopped a
truck.

FREDDY

Do you have heat vision?

MARVEL

I don't know. Let me try.

He focuses his eyes, really concentrating.

FREDDY

Don't look at me!

MARVEL

Sorry.

Marvel focuses on one of Kitty's horrible cat tchotchkes,
really trying to make it burst aflame. We CREEP IN on it as
it suddenly...does nothing.

MARVEL (CONT'D)

I guess I don't.

FREDDY

That sucks.

Marvel absently brushes his chin. Feels the faint grit of
stubble.

He looks back into the mirror, excited.

MARVEL

I can shave!

FREDDY

That's not a superpower.

MARVEL
You can't do it.

With no appropriate comeback, Freddy walks away.

Marvel takes the opportunity to look at his chest hair. His armpit hair.

Making sure Freddy's gone, he risks a peak into his sweat pants. Whoa.

EXT. COUNTRY ROAD - DAWN

Freddy stands at the side of the road, next to a "Your Speed Is" sign and meter. A ROARING WHOOSH moves past him. We mostly just feel the momentum -- Marvel is moving too fast to see.

The surface of the road is bubbling a bit -- it wasn't designed for these speeds. Even the cornfield behind Freddy sways.

Another WHOOSH. Marvel is standing beside Freddy, barely winded. He's wearing a t-shirt and sweatpants borrowed from Dale. He has both arms over his head, for reasons we don't yet know.

MARVEL
How'd I do?

They check the sign, which reads 199.

FREDDY
It can't go any higher. How's that?

WIDER, we see Marvel is holding a GIANT TRACTOR over his head.

MARVEL
Good. It's kind of drippy.

He sets it down, being careful not to break it. Wipes the oil off his hands.

FREDDY
So you're strong, and fast, and can fly.

MARVEL
And I know stuff. Well, not really "know" like you know stuff on Jeopardy! but more like wisdom...

FREDDY
(doesn't care)
Can you shoot lightning bolts?

MARVEL
Maybe!

Marvel points a finger at a nearby sign. That didn't work.
So he tries again, this time shouting...

MARVEL (CONT'D)
Shazam!

BOOM! From an empty sky, a blast of light and thunder SLAMS
DOWN on Marvel. Freddy is knocked over. An arc of
electricity crawls along the overhead power cables.

Marvel is now Billy again. Dale's t-shirt hangs on him,
gangsta-big. The sweatpants have dropped to his ankles.

A passing truck leans on the HORN as it whooshes past.

FREDDY
So. Kinda.

MARVEL
Yeah. I should probably be careful
about that word.

INT. CONVENIENCE STORE (BACK IN FAWCETT CITY) - MORNING

While Marvel picks out doughnuts, Freddy fills an enormous
cup with choice selections from the soda machine. His own
recipe.

MARVEL
We have to be at school in like, two
hours.

FREDDY
Superheroes don't go to school.

MARVEL
You're not a superhero.

FREDDY
But I'm like your partner.

MARVEL
You mean sidekick.

FREDDY
No.

MARVEL
Kids are always sidekicks.

FREDDY
I'm not a kid!

MARVEL
That's what a sidekick would say.
Plus, you're an orphan. Orphans are
always sidekicks.

Marvel leads the way to the counter to pay.

FREDDY
You're an orphan too.

MARVEL
That's why I picked you as my
sidekick. Because I remember what
it was like when I was your age.

FREDDY
I'm older than you! I'm not your
sidekick!

MARVEL
Fine. I won't rescue you when you
get kidnapped.

WOMAN'S VOICE
Freddy?

It's Miss Hall -- she's at the counter, buying milk.

MARVEL
Miss Hall.

Freddy grimaces.

MISS HALL
(to Marvel)
Hi. Do I know you?

FREDDY
(quickly)
No. You've never met.

MISS HALL
Oh.
(confused)
I'm Miss Hall. I'm Freddy's teacher.

MARVEL
Hi.

They shake hands. It's still weird.

MISS HALL
And you are...

Marvel looks to Freddy for help.

FREDDY
An uncle. Of Billy's. He's Billy's
uncle.

MISS HALL
I can see the resemblance.

MARVEL
(suddenly paranoid)
Really?

MISS HALL
You can tell Billy's going to grow
up to be quite a looker.

MARVEL
Oh.

MISS HALL
Not to say that you're...you are,
but...

She steps away from her awkwardness.

MISS HALL (CONT'D)
I should...pour milk on my cereal.
That's waiting. At home. Freddy,
I'll see you in class.
(to Marvel)
Good to meet you.

Freddy and Marvel both wave. Miss Hall heads out.

FREDDY
Dude, secret identity.

MARVEL
I know. That was quick.

As MUSIC RISES, we...

CUT TO:

EXT. MOUNTAINS OF KAHNDAQ - DAY

In a very WIDE SHOT, we see the craggy peaks of Central Asia. And swooping into them, the tiny figure of Adam.

INT. MOUNTAIN CAVE - DAY

An underground stream DRIPS and TRICKLES across the rocks, ghost-white CRAYFISH running for cover as a FOOT splashes down.

Carrying a torch, Adam makes his way deep into this nearly-inaccessible cavern. He reaches the far end of the cave, surprised to find his passage blocked.

As we COME AROUND on him, we see the spectral figure of Theo Adam beside him.

THEO ADAM

What are we looking for?

ADAM

An entrance. This is how I enter the Rock of Eternity.

Frustrated, Adam SMASHES the stone in front of him. The entire mountain SHAKES, rocks falling from the ceiling. But there's nothing hidden behind the rock.

ADAM (CONT'D)

The wizard moved it.

WHISPERING VOICE

The wizard is dead.

Adam turns to see shadows moving in his torchlight. They're constantly shifting and reforming, but the fat simian shapes are familiar -- they're projections of the Seven Deadly Sins.

(We hear a variety of the seven voices, but the shadows are indistinct enough that we won't know which Sin is talking.)

THE SINS

There is a new champion. / Only he can enter the Rock of Eternity.

ADAM

Tell me where to find him.

THE SINS

And how would that help us?
(MORE)

THE SINS (CONT'D)
/ You were a great disappointment,
Black Adam. / So much potential.
Wasted.

Adam begins to walk back the way he came.

THE SINS (CONT'D)
Still... / Yes, I agree. / If you
were to do help us... / We could
return the favor.

ADAM
What do you want?

THE SINS
Some of our finest work has been
taken from us. / Soldiers of sin,
imprisoned. / Hidden where we cannot
reach them. / But you can.

ADAM
Where?

THE SINS
Nanda Parbat. / Be our champion,
Black Adam. / Set them free, and we
will help you get your wife back.

The torchlight flickers in Adam's dark eyes as he considers
the deal.

TRANSITION TO:

INT. HISTORY CLASS - DAY

The period bell RINGS. STUDENTS are already headed for the
door.

MISS HALL
Assignments in the box, please! And
don't forget permission slips!

She points to a corner of her desk, where students drop their
homework on the way out.

Caitlin finishes writing her name on the top, then drops it
in. Freddy is right behind her. Billy lingers back a bit.

FREDDY
Miss Hall, you're not gonna believe
why I don't have my paper.

MISS HALL
You're probably right.

FREDDY
See, the power went out, and...

MISS HALL
You could have hand-written it.
Something tells me Billy got his
done.

BILLY
I didn't. I'm sorry.

MISS HALL
That's not like you, Billy.

BILLY
I know.

EXT. SCHOOL - DAY

A white cape with gold roping catches the afternoon light.
It doesn't belong to a superhero, but rather the DRUM MAJOR
of the high school marching band.

The band is loading into a yellow bus as Billy and Freddy
move past.

BILLY
We need to go back to the train
station. If I can figure out how to
get to that cave, maybe I'll know
what I'm supposed to do.

FREDDY
Downtown's gonna be crazy. They're
having that parade for the
Thunderbolts winning the division.
Every idiot in Fawcett City's going
to be there.

A horn HONKS, twice. Billy and Freddy look over to see

DALE

at the curb with his beat-up Pontiac.

DALE
C'mon! We're goin' to the parade.

FREDDY
Like I said.

BILLY
(suspicious)
Why do you want us to come with you?

DALE
Can't a foster dad have some fun
with his boys?

He tosses each of them a red T-shirt with an iconic
thunderbolt logo.

BILLY
They're too big.

FREDDY
They're also counterfeit.

DALE
They won't be once you get them
autographed. Now get in.

EXT. DOWNTOWN AVENUE - DAY

As Freddy predicted, it's a madhouse. THUNDERBOLT FANS have
swarmed the business district to cheer the home team. It's
a sea of cardinal red and thunderbolt logos.

We follow Billy's gaze up through the canyon of glass
skyscrapers, where the giant

SIVANA BLIMP

is hovering overhead.

Dale pushes Billy and Freddy through the throng, trying to
get up to the barricades, where the FOOTBALL PLAYERS are
making their way up to a stage.

Dale sets his sights on the star running back, KWALE ROBINSON.
(He was on the Wheaties box.)

DALE
Robinson! Kwale! Sign my boys.
Mean the world to them.

Robinson gestures that he has to get up on stage. Dale is
undeterred.

DALE (CONT'D)
They got cancer! Both of 'em.

That stops Robinson. You gotta sign for a kid with cancer.

Dale already has the Sharpie ready. He hoists Billy up first. Face to face with Robinson...

BILLY
I don't have cancer.

DALE
(low, to Robinson)
Positive thinking. Kid is so brave.

Robinson's not convinced, but signs anyway.

Dale lifts Freddy up to be signed. And then a second shirt under the first.

Billy spots TWO POLICE CRUISERS sliding up in front of an office building, half a block off the parade route. They leave their lights on.

His curiosity piqued, he pushes his way back through the crowd.

EXT. SIDE STREET - DAY

A THIRD POLICE CRUISER pulls up as TWO COPS are starting to set a perimeter. Billy gets close enough to overhear one briefing the other:

COP
Twenty-second floor. Some sort of
jewelry exchange, silent alarm.
Possible hostages.

ANGLE ON BILLY

This is his moment.

EXT. NEARBY ALLEY - DAY

Quickly checking that no one is watching, Billy steels himself.

BILLY
Shaz...

He stops himself. Pulls off his sneakers. Clenching both fists, he pushes his chest up to the heavens...

BILLY (CONT'D)
Shazam!

The lightning bolt hits him with a blinding light. The world FLARES OUT, leaving only a silhouette. The MASSIVE BOOM comes a second later, RATTLING the fire escapes.

As our "eyes" adjust, we find Marvel standing in Billy's place. As expected, he's Hulk-ed out: the Thunderbolts t-shirt now fits him like a glove, outlining every rippling muscle. Billy's jeans, however...

MARVEL

Oww!

Marvel hunches over, his manly parts constricted. He rips away the remaining denim, letting his boys breathe. (The t-shirt covers what we shouldn't see.)

EXT. NEAR THE MAIN AVENUE - DAY

The yellow school bus from earlier is parked here, the marching band having disembarked.

We find Marvel at a rack of uniforms, quickly slipping into a pair of red pants. He's buttoning up the fly when he spots...

THE DRUM MAJOR'S CAPE.

It's fluttering at the end of the rack, beckoning. There's no way he can resist it.

CUT TO:

EXT. SKYSCRAPER - DAY

Marvel flies up, cape fluttering behind him. He taps the windows, counting floors.

MARVEL

Twenty. Twenty-one. Twenty-two.

He cups his fingers around his eyes, peering inside.

INT. JEWELRY EXCHANGE / OFFICE - DAY

It's empty, row after row of empty desks.

Marvel is about to check a higher floor when he spots two men, one with a MEXICAN WRESTLING MASK and the other, a GORILLA HEAD. Each has a duffel bag and industrial ear protection.

This must be the place.

Marvel SMASHES through the window.

MARVEL

Stop! You're under arrest.

(realizing)

I mean, you will be, eventually.

Bewildered and unable to hear him (the earphones), the two men draw guns and start SHOOTING. By instinct, Marvel ducks down behind a desk. It's only when he sees the hole in his t-shirt he realizes he got shot.

And another beat until he realizes it didn't hurt him.

MARVEL (CONT'D)

Cool.

He stands up, letting a FEW MORE SHOTS bounce off him. He's feeling pretty confident when Mexican Wrestling Mask suddenly pulls a heretofore unseen FEMALE HOSTAGE up off the floor, aiming the gun at her throat.

GORILLA HEAD

(yelling because of
earhones)

He'll do it. He's crazy, man. And
fast.

CLOSE ON MARVEL, determined.

He exits frame, and with a RUSH ends up behind Mexican Wrestling Mask, who finds his gun crumpled in his hand.

Separating him from his hostage, Marvel throws him into Gorilla Mask, knocking them both down.

MARVEL

(to hostage)

Are you okay?

HOSTAGE

They wired the vault.

MARVEL

Is that bad?

CUT TO:

INT. VAULT ROOM - DAY

Marvel enters to find an EXPLOSIVE DEVICE attached to the vault door -- bigger than you'd think, twice the size of a microwave oven.

The countdown display has six seconds on it.

INT. JEWELRY EXCHANGE / OFFICE - DAY

In a blur, Marvel flies across the office, carrying the device. He reaches the open window.

EXT. SKYSCRAPER - DAY

Marvel flies out. Checks the timer: two seconds.

He lobs the device as hard as he can.

It's only after he releases that he sees a white shape drifting into view: the Sivana Blimp.

MARVEL

Miss miss miss.

Indeed, the explosive device sails past the blimp.

And then, BOOM! It explodes in a fireball.

Shrapnel from the device rips through the fabric, puncturing the ballonets.

INT. SIVANA BLIMP - DAY

About 20 people are in the cabin, mostly wealthy SIVANA EXECUTIVES and their families. They SCREAM as the floor suddenly tilts.

Some manage to grab on to railings, while others fall towards the front.

EXT. MAIN AVENUE - DAY

The entire crowd GASPS as the blimp begins to nose down.

Freddy looks to his right, just now noticing that Billy is gone. A moment of realization, then he pulls out his small videocamera. Starts recording.

INT. SIVANA BLIMP - DAY

As the blimp continues to tip forward, a beautiful blonde -- BEAUTIA SIVANA (17) -- loses her grip on the railing. She falls towards the window. A COUSIN yells...

COUSIN

Beautia!

She hits hard, but remarkably, the glass holds -- for the moment. It's beginning to crack around her right hand, where her ring hit. Eyes wide, she stares at the avenue 70 stories below.

And then, something unexpected. A shape comes flying up at her, white cape billowing behind.

EXT. SKYSCRAPERS / SIVANA BLIMP - DAY

Marvel flies up to catch the bottom corner of the blimp cabin, finding a natural handhold on a metal support. He ends up face-to-face with the panicked beauty pressed against the glass.

MARVEL

Don't worry. You're going to be fine.

He sounds convincing, like he's done this 100 times before.

She almost believes him. A nervous smile.

Setting himself, he starts to lift. Straining, but not overly so -- he's nowhere near the limits of his strength. Suddenly, the steel supports

BREAK OFF

in his hands. Marvel stares at them, dumbfounded, as the blimp rushes past him.

Panicked, he grabs for a new part of the cabin, but his cape flies up in his face, blinding him. (It's not attached to the suit like Superman's, so it has a tendency to end up in exactly the wrong place.)

By the time he gets his cape off his face, the blimp is gone.

It's below him, and falling fast.

Marvel dives for it, grabbing onto the white canvas -- it's hard to get a good grip.

He takes up the slack, but the weight of the cabin makes it swing like a pendulum...

SMASHING INTO A SKYSCRAPER.

Glass RAINS DOWN on the street below.

Trying to steady it, Marvel finds himself slammed into the opposing building, SHATTERING more windows. Still, he keeps his grip.

He's just about gotten the cabin stabilized when we hear FABRIC TEARING. The blimp can't support being held by one point. The bottom half -- including the cabin -- rips free, plummeting faster than ever.

MARVEL (CONT'D)

Shoot.

He rockets straight down, trying to catch up with it. He manages to get slightly ahead, grabbing it again. Unfortunately, the sudden stop sends Beautia SMASHING through the glass. She swims against the air, headed for asphalt.

Marvel heaves the blimp straight up, hoping to buy enough time to catch her.

He grabs her by the wrist, pulling her into his chest. He rolls his shoulder, hitting the road with his back. They crater, but both are intact.

An intimate moment: she's on top of him, her lovely blonde hair rimmed by the afternoon light. She smiles.

BEAUTIA

Thank you.

MARVEL

One sec.

He gently pushes her off, standing up to catch

THE BLIMP

just before impact. He carefully sets the cabin down on the street.

The white canopy flutters down around him like a parachute, completely covering him.

EXT. DOWNTOWN AVENUE - DAY

The crowd ERUPTS in cheers, including Dale. Freddy smiles. Keeps taping.

EXT. BLIMP SITE - DAY

Marvel fights his way out of the white canvas. Sees EMERGENCY WORKERS headed his way, and decides it's best to cut out.

He flies up and away, trying to get his cape to cooperate. He ends up pinballing off another building before finally righting himself, disappearing into a flare of sunlight.

TRANSITION TO:

INT. ATTIC BEDROOM - NIGHT

Freddy is packing a duffle bag. An old TV plays in the background -- a news report about the events downtown. On it, Beautia Sivana is interviewed. (The screen titles give her full name for the benefit of the hardcore fans.)

BEAUTIA

(on TV)

No, I think blimp travel is safe. I mean, other than crashing. It's fun and you meet great people.

A KNOCK. Freddy looks back to see Marvel, floating outside the window.

Freddy hurries over to unlatch it.

FREDDY

Where did you go?

MARVEL

(climbing in)

The north pole. Least, I think so. There's not actually a pole.

(confessing)

I kind of got lost. I probably need GPS.

FREDDY

Yeah, maybe you can keep it in your cape.

Marvel doesn't revisit that argument.

MARVEL
Am I on the news?

FREDDY
You are the news. Every channel.
And who had the best footage of all?

Freddy raises his little videocamera.

FREDDY (CONT'D)
This TV producer paid me four thousand
dollars for it. Cash.

MARVEL
I don't know if that's right, making
money off of it.

A BUZZ. Freddy fishes into his pocket, digging out a
cellphone.

FREDDY
Everyone else is.
(answering his phone)
Freddy Freeman Productions.

MARVEL
You got a cell phone?

FREDDY
(on phone)
Absolutely, Tom. The minute I get
more Captain Marvel footage, you're
my first call.

MARVEL
(horrified)
Captain Marvel?

Freddy holds eye contact for a silent beat. Clicks his phone
shut.

FREDDY
It just sort of happened.

INT. TV NEWS DESK - DAY [FLASHOUT]

Two VAPID ANCHORS and an ON-SCENE REPORTER are filling time,
with nothing real to report in the second hour of this
"Breaking News!" bulletin.

REPORTER

Some in the crowd have dubbed this new hero "Marvel," and it's not hard to see why.

MALE ANCHOR

There's speculation the cape could indicate a military background. A captain, perhaps.

FEMALE ANCHOR

Whatever his rank, this Captain, Marvel, has Fawcett City cheering.

BACK TO:

INT. ATTIC BEDROOM - NIGHT

MARVEL

Captain Marvel?!
(mildly appalled)
What am I captain of?

FREDDY

Justice?

MARVEL

Why not "Red Thunder?" Or "Lightning Man?"

FREDDY

Or "Big Red Cheese."
(off Marvel's look)
Look, just pack your stuff.

MARVEL

Why?

FREDDY

What's the first thing we said we'd do if we got money?

MARVEL

Move out.

Freddy holds up a fat stack of bills.

INT./EXT. FRONT DOOR - NIGHT

Dale enters, carrying a heavy box of t-shirts. He notices the door is swinging strangely -- it's still broken from last night's adventure.

HE YELLS UPSTAIRS:

DALE

Boys! Get down here! We're selling t-shirts. I got 'em cheap because they're misspelled.

Frustrated that they're not answering, Dale tromps upstairs.

INT. ATTIC BEDROOM - NIGHT

Dale enters, noticing that most of Billy and Freddy's stuff is gone. He finds a note on the desk, labelled "Dale and Kitty." \$200 flutters out when he picks it up.

Dale reads the note. Sits down. He's not angry as much as dejected. For all his boorish bluster, he was used to having them around.

He pulls one of the t-shirts out of the box. It's the same knock-off Thunderbolts t-shirt, but with new printing on the back: "Captain Marvel is my heroe!"

TRANSITION TO:

INT. DOWNTOWN HOTEL - NIGHT

A gilded landmark, steeped in history and condescension.

A hand DINGS the bell. REVEAL Marvel, dressed in clothes just purchased from The Gap down the street.

MARVEL

I need a room, please.

DESK CLERK

Certainly.

The desk clerk begins typing on his computer, checking for availability. To his right, Marvel notices an ATTRACTIVE BUSINESSWOMAN checking in, and checking him out.

BUSINESSWOMAN

Business or pleasure?

MARVEL

(not following)

I don't know.

She mistakes his confusion for flirtation.

BUSINESSWOMAN

Well, when you decide, give me a call.

She hands him a business card, and starts to walk off with her luggage. Reading the card...

MARVEL

What does a "consultant" do?

BUSINESSWOMAN

For the right guy, everything.

Still not getting it, Marvel tucks the card into his pocket.

INT. HOTEL ROOM - NIGHT

Freddy pulls snacks out of the mini-fridge, while Marvel stands on a bed. He catches his reflection in the mirror.

MARVEL

Why don't people recognize me?

FREDDY

No one's gotten a good shot of you yet. You're always moving and blurry.

Freddy tosses him a \$15 bag of potato chips, and heads into the marble bathroom.

MARVEL

I think it's the cape. It's distracting.

FREDDY (O.S.)

There's a TV in the bathroom!

MARVEL

I need to work on my costume.
Something I can wear under my clothes.
If it's spandex, it could stretch
with me when I change.

Freddy emerges with a small box and a question:

FREDDY

Why is there a "sewing kit?" Do
people get hotel rooms just to sew?

MARVEL

I don't know.

FREDDY
Tomorrow's Saturday. What do you
wanna do?

MARVEL
Hero stuff, I guess.

MUSIC RAMPS UP as we kick into a MONTAGE:

EXT. BURNING BUILDING - DAY

Carrying a giant ST. BERNARD and a little CHIHUAHUA, Marvel flies out of a fourth-story window, flames ERUPTING behind him. When he sets the dogs down on the sidewalk, the bigger one bites onto his cape, clotheslining him.

MARVEL (PRE-LAP)
I sorta need one hand free, is the
thing.

EXT. HOTEL ROOFTOP - DAY

Trying various positions, Marvel and Freddy realize there's no proper way for a flying superhero to transport someone of the same sex.

FREDDY
I could ride on your back.

MARVEL
I'm not a horse. If I could just,
maybe...

Marvel tries a facing hug. It creeps them both out.

EXT. ABOVE FAWCETT CITY - DAY

With his left hand stretched forward, Marvel flies fast. His right hand holds the top of the backpack, from which Freddy is dangling, videotaping as he goes. Freddy's putting on a brave face, but this is clearly terrifying.

INT./EXT. DOWNTOWN STREET / ARMORED CAR - DAY

Pursued by three POLICE CRUISERS, petty thug STANLEY PRINTWHISTLE is making his getaway when Marvel suddenly sits in the passenger seat. He's holding a screwdriver.

STANLEY
What's that for?

MARVEL
Just trying new things.

In a blur of super-speed, Marvel disassembles the truck from the inside out.

The truck crumbles forward into a thousand neatly-arranged pieces. Stanley is left on the pavement, bound up in seatbelts.

Marvel flies off into a glint of sunlight.

TRANSITION TO:

EXT. HIMALAYAS - DAY

Snow-capped peaks stand against a crystal-blue sky. This is the roof of the world.

In a narrow valley, rising wind kicks up a plume of glittering snow, which passes right through the ghostly form of Theo Adam.

He's standing near Adam, who sits on a rock with leonine attention, both confident and vigilant. As Theo paces, he suddenly shows up on opposite sides of Adam -- he's completely inside the dark champion's head.

THEO ADAM
What are we waiting for?

ADAM
For the path to show itself.

THEO ADAM
I mean, why are we even here, looking for some forgotten city? Leave history to the scholars. The future belongs to us.
(closer)
We could rule this world.

ADAM
I don't want to rule this world. I don't want to know this world. But I'll destroy it if I have to.

INT. DOWNTOWN SUBWAY STATION - DAY

It's much busier than the last time we were here, with BUSINESS PEOPLE hurrying to catch their trains.

We come upon Freddy and Marvel (dressed in street clothes), who are approaching the big map.

Marvel grabs Freddy by the shoulders, positioning him.

MARVEL

You were standing there, and I was
standing here. And I turned around...

Marvel looks back, but there's no magical train on the tracks.
Just a GUY EATING AN APPLE, adjusting himself in the crotch.

MARVEL (CONT'D)

(to Freddy)

Are you looking at the map?

FREDDY

Yes!

He clearly isn't. Trying not to escalate...

MARVEL

You were looking at the map -- you
didn't see the train.

Annoyed, Freddy stares at the map with bug-eyes. Marvel
takes a breath, then suddenly spins around. He finds himself
face-to-face with a HEAVYSET WOMAN, who gasps.

MARVEL (CONT'D)

Sorry.

She keeps walking, keeping one eye on him, suspicious.

FREDDY

Last time, it was later.

MARVEL

It's the Rock of Eternity. It exists
outside time.

FREDDY

And you weren't you. You were Billy.

MARVEL

I'm the champion. I should be able
to call the train whenever.

FREDDY

How do you know? You sure there
wasn't a manual you were supposed to
get with your powers?

MARVEL

That's why I have to go back to the
Rock of Eternity. If there's an
answer, it's there.

FREDDY

Well, it's not here.

Freddy walks off.

MARVEL

Where are you going?!

FREDDY

Experiment. C'mon.

Before he follows Freddy, Marvel does one last spin-look for
the train. Nope. Oh well.

INT. WHIZ COMICS - DAY

This comic book store has its usual assortment of TWEENS and
TEENAGERS, plus a few BASEMENT-DWELLING BACHELORS, out on a
Sunday.

Freddy and Marvel weave their way through the racks. One
would think someone here would recognize Marvel, even out of
costume, but they're all busy flipping pages.

Marvel picks up the new copy of Deltaman, but Freddy puts it
back. He has something else in mind.

Reaching the back of the store, Freddy points to their
destination: the "Adults Only!" section. It's separated off
by a beaded curtain.

Keeping voices low...

MARVEL

I can't go in there!

FREDDY

Why not?

MARVEL

Because it's against the rules. I'm
not an adult.

FREDDY

You're scared.

MARVEL

I'm not scared, I'm...

FREDDY

Freaked out. Because you don't know what's in there. That's how you were that night -- you said you couldn't, but then you did, and that's when the train came.

A beat. On some level, Marvel knows Freddy's right.

MARVEL

Okay.

Steeling himself, Marvel pushes through the curtains.

INT. ADULT SECTION - DAY

Marvel stands with his eyes closed for a long beat, nervous to open them. Clenches his jaw, setting himself for the lustful sights that await him.

MARVEL

(to himself)

I'm ready. I'm ready.

A deep breath, then he opens his eyes to see...

INT. TRAIN CAR - DAY

Marvel is standing on the train, which is ROARING through the darkness. Just as before, it stops without lurching. The doors slide open.

MARVEL

Huh. Good job, Freddy.

INT. ROCK OF ETERNITY - TIMELESS

Marvel steps off the train. His shoes SCRAPE against the gritty cave floor.

This time, he walks towards the massive statues he avoided on his last visit. Sloth is SNORING. We hear it in the surrounds.

GREED

He's back for more. I like more.

ENVY

The other one was better.

LUST

*The boy champion. The wizard thinks
him incorruptible.*

GLUTTONY

Boys have an appetite.

Marvel watches the statues, wary. (Their taunts continue
throughout.)

Marvel notices a shape moving out of the shadows. It's young
Maya.

MAYA

Don't listen to them. They're evil.

PRIDE

But necessary.

ENVY

She's more dangerous than all of us.

LUST

Closer, beautiful.

WRATH

She destroys all things!

MARVEL

Who are you?

MAYA

Maya.

MARVEL

How long have you been here?

She looks at him strangely. The question doesn't make any
sense to her.

Marvel kneels down to her level.

MARVEL (CONT'D)

Did the Wizard bring you here?

MAYA

No. Adam did.

ENVY

Black Adam!

MAYA

I can show you.

Suddenly, she collapses into a glowing arc of light, which carves a circle around him, five feet in diameter.

As the edges connect, the circle shoots straight up, far beyond the roof of the cave, into infinity. Marvel is inside a shaft, its darkly translucent walls looking out into familiar locations: Billy's attic bedroom, Miss Hall's class, the train station. Marvel can see himself (or Billy) in these scenes -- they're moments from his past.

The scenes fall upwards as we move deeper and deeper into history.

EXT. ANCIENT CENTRAL AMERICA - DAY

The earth is scorched from 100 days of high noon sun. A CIRCLE OF LIGHT scratches into the dirt.

Marvel arrives at the foot of ziggurat temples. The circle re-forms as Maya. She's holding one hand in a fist, liquid light dripping from it. It takes considerable concentration to keep them in this moment.

MARVEL

Where are we?

MAYA

This is Before. We can't stay long.
If I hold on to a moment, it becomes
Now and everything After is lost.
That's bad.

In the distance, Marvel sees Another Maya standing near a dirt grave -- she looks exactly like the girl beside him.

MARVEL

Did someone die?

MAYA

My mother. I thought I could bring
her back, but I could only change
time.

MARVEL

You turned the clock back.

MAYA

A day, then a year. I destroyed a
century.

A black speck descends from the sky.

MAYA (CONT'D)

So the Wizard sent Adam to get me.

Black Adam lands next to (the other) Maya. We don't hear their conversation, but just moments later, he's picked her up and flown off.

Our Maya opens her hand. We're suddenly back...

INT. ROCK OF ETERNITY - TIMELESS

MARVEL

Who is Adam?

ENVY

Better than you!

MAYA

He's like you. A champion.

WRATH

He'll destroy you!

MARVEL

Where can I find him?

MAYA

He's buried in Kahndaq, with his family. And yours.

CLOSE ON Marvel. As we PULL OUT, we find ourselves back in...

INT. WHIZ COMICS / ADULT SECTION - DAY

Marvel is kneeling in the middle of the aisle.

Clutching some not-for-kiddies anime, a PORTLY GUY awkwardly squeezes around him.

INT. WHIZ COMICS / NEAR THE ADULT SECTION - DAY

A little shell-shocked, Marvel steps out through the beaded curtain to find Freddy waiting for him. Hoping to hear tale of forbidden breasts...

FREDDY

Well?

MARVEL

I need to go to Kahndaq.

FREDDY
Is that a country?

Just then, the Portly Guy steps out with his arms full of immodest materials. Steps awkwardly around them.

MARVEL
It's where my parents...
(won't say "died")
There's something I need to see.

INT. STAIRWELL / TOMB - DAY

Dust rises up into a shaft of sunlight, an entrance newly punched into this underground bunker.

Marvel is examining the sealed stone door, trying to figure out how it moves. He's able to push it up and aside, lifting several tons without undo strain.

INT. THE TOMB - DAY

A sarcophagus-like box rests at the center of the room, surrounded by a smaller crypt for Adam's wife.

Marvel enters cautiously, the only light spilling in behind him.

Marvel runs his fingers across elaborate murals on the walls: Adam fighting great battles against demonic giants, and the winged hawk-men.

Moving to a darker corner of the room, Marvel brushes against rubble on the floor. He picks through it, revealing a piece of bone. Nothing macabre, but it's clearly part of a skeleton.

One thing remains intact -- a nylon and velcro wallet.

Marvel opens it. Inside, the Fawcett University ID of C.C. Batson. His father. Stuck behind the ID,

A SMALL PHOTO

of Billy's mother, holding Billy as an infant. She's smiling. Happy. And gone.

Marvel sits back against the wall, really feeling it. He'd always assumed they were dead, but to have evidence in his hands is different. That last candle of hope is blown out.

With no one to watch him, no one requiring a brave face, Marvel begins to tear up.

We go WIDER, looking across the top of the main sarcophagus.

It features a carved likeness of Adam, forever sleeping. On his chest, an oval outline where something was pried out -- the scarab.

TRANSITION TO:

EXT. HIMALAYAS - NIGHT

Moonlight bathes the snowy peaks in a blue glow. The world is soft and quiet. The stars, infinite.

We find Adam where we left him, patiently waiting.

His head suddenly turns, sensing something approaching.

A WHITE TIGER

pads through the snow. It stops ten feet from Adam, staring at him. Then it turns to walk back the way it came.

Adam stands, and follows.

TRANSITION TO:

EXT. NEW PEAK / HIMALAYAS - NIGHT

The white tiger climbs narrow steps carved into the snow -- 999 in all. Adam follows.

EXT. NANDA PARBAT - NIGHT

As Adam turns one last corner, we reveal the secret city of Nanda Parbat.

Its tiled towers and octagonal pagodas are ornate beyond measure, a mix of Buddhist patterns and Egyptian designs. It is lit only by lanterns and moonlight.

The tiger curls beside a smoking brazier, its job finished.

Adam looks up, noticing MONKS lining the walls. Dressed in black, each has a longbow aimed at the newcomer. Adam smiles.

Three men, each with a lantern, walk towards Adam. As they approach, we notice one has a distinctive crowned skullcap,

which some astute viewers may use to identify him: FELIX FAUST.

Another wears a suit, fedora, cape and eye mask. He's the CRIMSON AVENGER.

The last man is a ghoulish Indian warrior with a black hatchet. MANITOU RAVEN.

CRIMSON AVENGER

Hope you didn't come looking for a fight.

FAUST

If he did, you'd be dead by now.
He's looking for information. He
wants an audience with the mistress.

MANITOU RAVEN

Nanda Parbat is a sanctuary. The
evils of the world cannot touch it.
Hero or villain, we are all seekers
here.

ADAM

I only want answers.

CUT TO:

INT. HISTORY CLASS - DAY

Billy's seat is conspicuously empty. The rest of the class, including Freddy and Caitlin, are busy with a quiz.

INT. JUNIOR HIGH HALLWAY - DAY

Grabbing books from his locker, Billy runs down the empty halls. He reaches his classroom door just as the BELL RINGS.

INT. CLASSROOM - DAY

Billy is walking in as the rest of the class is leaving, turning in their quizzes. Freddy shoots a look -- "Where were you?"

Billy approaches Miss Hall.

BILLY

Sorry I'm late.

MISS HALL

Actually, you're absent. What's going on, Billy?

BILLY

I was looking for something, and it took longer than I thought.

MISS HALL

You know I have to report to the principal, and he has to report to child services...

BILLY

Everything's okay.

MISS HALL

If there's a problem at home...

Freddy intercepts the conversation.

FREDDY

We're not there anymore. We moved in with Billy's uncle.

Miss Hall knows better than to take Freddy at his word.

BILLY

He's right. We moved out.

MISS HALL

I'd like to talk with your uncle. Can you have him come by after school?

BILLY

Uh...

FREDDY

No problem. He'll be here.

INT. BIOLOGY CLASS - DAY

Billy and Caitlin are paired up as lab partners. She's holding his open hand, his fingers splayed out.

CAITLIN

People are talking like I like you, and I don't. Not like that.

She suddenly jabs one of his fingers with a pin, squeezing out a single drop of blood. She smears it on a strip of test paper. Lets go of his hand.

CAITLIN (CONT'D)
Did it hurt?

BILLY
Felt worse.

She offers up her hand, ready to be pricked.

CAITLIN
I already know my blood type.

BILLY
What is it?

CAITLIN
Human.

Billy smiles. And jabs.

CAITLIN (CONT'D)
Ow!

TRANSITION TO:

INT. CLASSROOM - DAY

Miss Hall is standing on her desk, taping down the corner of a giant world map. In the background, Marvel enters, dressed very Banana Republic. She hasn't noticed him.

MARVEL
Miss Hall?

She looks over.

MARVEL (CONT'D)
You wanted to see me.

MISS HALL
I did?

MARVEL
About Billy Batson.

MISS HALL
Oh! Right. You're his uncle.

She looks for a way to climb down. He hurries over, offering her a hand.

MISS HALL (CONT'D)
You're new right? Billy hadn't mentioned you before.

MARVEL

I just...yeah. New.

He holds out a few papers.

MARVEL (CONT'D)

I brought the assignment and also the permission slip for the field trip.

MISS HALL

Thanks.

(beat)

Listen, I wouldn't normally worry about one late paper and one absence. But Billy is special.

MARVEL

Special how?

MISS HALL

You can just tell he's meant for something bigger. He's going to be one of those kids, 20 years from now, you'll say, "I knew him when..."

MARVEL

You did.

MISS HALL

(pointing)

You're dangling.

MARVEL

What?

He immediately checks his zipper.

MISS HALL

You have a tag, right there.

She points to a buttonhole on his shirt -- the price tag is still attached. She grabs the scissors from her desk to snip it off.

MARVEL

I just bought this. It was on the mannequin.

MISS HALL

It's nice.

MARVEL

Grown-up clothes are expensive.

She looks at him, a smile.

MISS HALL
They are expensive.
(putting scissors
down)
I'm starting to crash. Would you
like to get some coffee?

He thinks about it. Shrugs.

MARVEL
Sure.

INT. STARBUCKS-LIKE COFFEE SHOP - DAY

Marvel and Miss Hall move from the cashier to the barrista,
waiting for their order.

MISS HALL
I had a six-month visa, but that was
before "The Revolution," and now
this bureaucrat, this junior Idi
Amin has my passport and is
threatening to lock me up.

Marvel keeps nodding, trying to keep up with the story.

MISS HALL (CONT'D)
That's when I notice a certain book
on his desk.

MARVEL
The Republic?

MISS HALL
(impressed)
Exactly. Turns out, he was a total
Plato-head. We had the best
discussion, until 4 a.m. over Chivas.

BARRISTA
(setting down drinks)
Two double caps no foam.

Miss Hall takes her drink. Marvel takes his and follows her
to the milk/sugar station, not sure how this all works.

MISS HALL
We traded Christmas cards for a few
years. Until he got shot.

MARVEL
I didn't know you were in Africa.

MISS HALL
Why would you?

MARVEL
I guess I wouldn't.

While Miss Hall is busy putting exactly half a packet of Splenda into her drink, Marvel tries his coffee. His grimace is palpable. He nearly gags. He covers as she turns back.

MISS HALL
Sugar?

MARVEL
Please.

They trade places. As they continue talking, Marvel adds packet after packet of pure sugar to his cappuccino. Maybe 15 in all.

MISS HALL
How about you? Where else have you been?

MARVEL
I went to Kahndaq.

MISS HALL
Wow. How'd you end up there?

MARVEL
I flew.

MISS HALL
(a smile)
I mean, what drew you there?

MARVEL
I had a dream. I needed to see what it meant.

MISS HALL
That's exactly how I ended up in Africa.

Marvel risks another sip of coffee. Not bad.

MISS HALL (CONT'D)
This is random, but the new Almodovar movie is over at the Varsity and I
(MORE)

MISS HALL (CONT'D)
think it closes tonight. Any chance
you'd want to see it with me?

MARVEL
What's it rated?

MISS HALL
Probably 'R.'

MARVEL
Cool. Could I meet you there?

INT. HOTEL ROOM - DAY

FREDDY
You can't date Miss Hall.

Marvel stands at the mirror, trying to figure out how to tie
a tie. It's his first attempt, ever.

MARVEL
It's not a date. It's a movie. You
and I go see movies.

FREDDY
So...I can come with you.

MARVEL
No.

FREDDY
So it's a date.

Marvel sighs. Frustrated with the tie, he moves into super-
speed, trying every possible combination to get the knot to
work. Finally, he's done.

The tie is smoking. And the tail is too long. He breaks
off the excess.

MARVEL
Look, I'll be back by eleven. Just
do homework or something.

He hands Freddy the remainder of the tie and exits.

TRANSITION TO:

INT. HOTEL ROOM - NIGHT

Freddy is lying on one of the beds, his head hanging off the end to watch television upside down. He reaches to grab a room-service french fry.

A KNOCK at the door.

INT. HOTEL HALLWAY / ROOM - NIGHT

Freddy opens the door to reveal a CHILD SERVICES SOCIAL WORKER. She has a uniformed POLICE OFFICER with her.

This ain't good.

FREDDY

You probably want to see Billy's uncle.

SOCIAL WORKER

We have some questions for him.
Starting with who he is, exactly.

EXT. VARSITY THEATRE - NIGHT

The Almodovar movie is just letting out. We find Marvel and Miss Hall amid the PATRONS. He checks his watch.

MARVEL

Wow, it's after 11.

MISS HALL

On a school night, no less.

He smiles.

MISS HALL (CONT'D)

I had a really good time tonight.
It was nice hanging out with a grown-up.

MARVEL

Me too.

MISS HALL

Promise me you'll keep an eye on Billy.

MARVEL

Promise.

MISS HALL

Goodnight.

MARVEL

See ya.

They shake hands. Marvel's not sure if this is an invitation for a kiss, so he leans in a little.

Feeling game, Miss Hall gives him a quick kiss on the lips. Marvel's eyes go wide. His hands raise up.

She smiles, then walks away.

We leave Marvel standing alone, trying to figure out how he felt about that. The verdict: pretty damn good.

INT. HOTEL HALLWAY - NIGHT

With a happy half-smile on his face, Marvel walks down the hallway, headed for his room.

He spots a notice taped to the door, labelled "CHILD PROTECTIVE SERVICES."

Pulls it off, quickly skimming it. His heart plummets. Quickly opening the door...

MARVEL

Freddy? Freddy?

INT. HOTEL ROOM - NIGHT (CONTINUOUS)

Marvel quickly sees that Freddy is gone, along with all his stuff.

Not sure what to do, he sits down on the bed. Catches his reflection in the vanity mirror.

He's alone, and feeling it.

RAMA KUSHNA'S VOICE (PRE-LAP)

All your strength, all your power.
It can't get you what you want, can
it?

TRANSITION TO:

INT. THE GREAT TEMPLE AT NANDA PARBAT - NIGHT

A woman's disembodied voice speaks into Adam's ear:

RAMA KUSHNA'S VOICE
It can't raise the dead.

Lit by a thousand candles, this immense chamber is not just an altar to the goddess Rama Kushna -- it is literally her home.

Adam stands alone in the center of the room, wearing new clothes: the fitted black outfits of the monks, complete with a gold sash as a belt. (He'll wear this for the rest of the movie.)

RAMA KUSHNA materializes behind him. Her form keeps shifting: she is old, young, every race.

RAMA KUSHNA
That's the for the best. She led
you into darkness. Turned you against
your destiny.

ADAM
My destiny is my own.

RAMA KUSHNA
Your choices are your own. Your
destiny is a gift bestowed by the
fates. One that you chose to ignore.

She turns his chin to face her. She now looks like Adam's dead wife, Shiruta.

Looking at her, touching her, Adam is overcome.

SHIRUTA (RAMA KUSHNA)
This city is home to many who have
lost their path. With study, with
patience, you can find a new one.

With tears in his eyes...

ADAM
I know what I want.

He takes her face in his hands to kiss her. But just as their lips are to touch, he instead strangles her.

CHOKING, she transforms into a four-armed, 11-foot tall creature of golden light. Still, Adam's grip is unshakable.

SMASH CUT TO:

EXT. NANDA PARBAT - DAWN

The secret city is ablaze, its goddess and warrior monks dead. Adam stands in the center courtyard, watching it burn.

Felix Faust, a bag slung over his shoulder, leads a group of surviving VILLAINS away from the city.

FAUST
(to the group)
I'm thinking we should have a name.
"The Legion of Infamy."

No one seems enthusiastic.

Amid the flames, Adam notices shadows moving across the wall. It's the Sins.

THE SINS
You serve us well, Adam. / We'll
return the favor.

Adam follows the shadows along the wall, leading into a burning building.

INT. TEMPLE DORMITORY - DAWN

Deep in the bowels of the building, beyond centuries of ascetic mysticism, there is a single piece of modern technology: a satellite television. Adam stands before it, watching an all-news channel, which is featuring footage of Fawcett City's flying hero.

ADAM
"Captain Marvel." He'll bring me
what I need.

REVEAL Theo Adam beside him.

THEO ADAM
And if he doesn't want to?

ADAM
Then I'll make him want to.

CUT TO:

EXT. JUNIOR HIGH SCHOOL - DAY

Billy boards the yellow school bus for the class field trip. He's one of the last students on.

INT. BUS - DAY

He looks around for Freddy, but he's nowhere to be seen. Miss Hall is standing in the first row, trying to keep some sense of order.

MISS HALL

And I shouldn't have to say this,
but we do not heckle the senators.
I know some of them are heavy-set.
We do not need to yell it, Kevin.

"KEVIN" smirks.

Billy takes a seat mid-bus. Caitlin glances over, but quickly goes back to listening to a GIRL FRIEND describe a lengthy telephone conversation.

Freddy boards. Billy nods at him, but Freddy walks right past, taking a seat a few rows back.

Undeterred, Billy looks down the aisle. Urgent, but low...

BILLY

Are you okay? Where'd they take
you?

FREDDY

To a group home on the eastside.
It's like juvie without bars.

BILLY

I didn't know where to look.

FREDDY

What were you going to do? Bust me
out?

BILLY

I dunno. I was worried about you.

Off of Freddy's look, Billy realizes that Miss Hall is approaching him. She kneels down, keeping her voice low.

MISS HALL

I never got your uncle's phone number.

BILLY

Oh.

MISS HALL

Just for my records.

BILLY

I don't have it with me.

MISS HALL

That's fine. I was just hoping you could give him mine. In case he wants to call.

She hands Billy a slip of paper.

BILLY

Sure.

MISS HALL

No pressure. Tell him, "no pressure." Okay?

With that, she heads back to the front of the bus. It's time to head out.

He looks back to Freddy, who is watching in silent judgement. Defensive...

BILLY

The movie was in Spanish. You wouldn't have liked it.

Freddy doesn't answer. As the bus pulls out, we notice that Caitlin has been paying attention to the conversation. She couldn't hear it, but has a sense that something's up.

EXT. THE STATE CAPITOL - DAY

A BIRD'S EYE VIEW of the capitol building's golden dome. TOURISTS look like insects from this height.

EXT. CAPITOL DOME / ROOFTOP WALKWAY - DAY

Miss Hall leads her class around the base of the dome. From this railed walkway, we get a 360-degree view of the city, the harbor, and the horizon.

MISS HALL

You can see the two chambers of the legislature. On the left is the House, on the right, the Senate.

None of the students are really listening -- they're too busy checking the endless view, trying to figure out where they live. And a few are simply playing games on their cell phones.

Billy comes up to Freddy, who's checking out the harbor.

BILLY

Are you gonna talk to me?

FREDDY

No.

BILLY

C'mon. I'm your best friend.

FREDDY

You were. Now you're Billy's uncle who's dating Miss Hall.

BILLY

We're not dating!

FREDDY

You're never you anymore. You're always him, and you treat me like a little kid. I don't need a dad.

BILLY

I'm me now.

FREDDY

But you'll ditch me in a heartbeat. You'll fly off to Kahndaq, or a movie, or wherever...

BILLY

I said I'm sorry.

FREDDY

Why are you sweating?

Reluctantly...

BILLY

I've got my uniform...

He pulls aside his shirt collar to show a bit of the red spandex uniform under his school clothes.

Freddy gestures -- see? Just then...CRASH!

Something huge just hit the dome above them. Now smaller pieces of something are raining down.

MISS HALL

Get down!

Students hit the deck, crouching to cover their heads.

EXT. FAWCETT CITY SKYLINE - DAY

WHISTLING STREAKS of white SMASH through skyscraper windows, PINGING when they hit metal. It's like being caught in the middle of a meteor shower.

WIDER, we see it's not just downtown that's under attack. The projectiles are raining down over most of the city, SMASHING out windows and pummeling car roofs.

EXT. CAPITOL DOME / ROOFTOP WALKWAY - DAY

Billy and Freddy scramble to get out of the way as a white chunk slides down the dome, SLAMMING a limestone bannister.

Caitlin reaches out her hand, tentative. It's not hot. In fact...

CAITLIN

It's ice.

After another beat, the PINGING and SMASHING stops. One by one, students start to carefully stand. Most are surveying the damage. "Kevin" is the first to spot something new in the distance.

KEVIN

Holy...

FREDDY

Moley.

Billy, Caitlin and Miss Hall join them at the railing, spotting the motivation for the exclamation.

SOMETHING HUGE

is headed their way. A giant chunk of white, presumably ice, bigger than a full moon in the sky.

The first round was an appetizer. This is the main course.

FREDDY (CONT'D)

What is that?

CAITLIN

A comet?

Billy instinctively backs away as the rest of the class crowds the front to see it. Freddy shoots him a look. Billy nods, grabbing his daypack. He runs for the far side of the dome, out of sight.

MISS HALL
Everybody inside. Now. Now!

Obeying, the students half-run for the rooftop entry door. Freddy hesitates for a second, but finally joins them. Caitlin spots Billy headed the opposite way.

BEHIND THE DOME

Billy quickly peels off his school clothes. He's about to Shazam! when he spots a surveillance videocamera. They'll see him transform.

Billy looks over the edge of the roof, straight down to the concrete below. It's a long ways down, but it's his only option. He steels himself, and jumps.

Right as he leaps, Caitlin comes around the corner. She sees Billy jump over the edge.

EXT. CAPITOL BUILDING - DAY

Billy falls, clutching his backpack. He has exactly 2.6 seconds to shout...

BILLY
Shazam!

The lightning bolt arrives with a THUNDERCLAP -- but maybe too late. We feel an IMPACT as he hits, the concrete rippling around him.

ON THE GROUND

we see that Marvel has pancaked, face down on the cement. As he pushes himself to his elbows, we see his nose and chin have left an impression in the concrete.

He's dazed, but unhurt. Shaking it off, he pulls his cape from his backpack, then flies up to intercept the comet.

EXT. CAPITOL DOME / ROOF - DAY

Caitlin stands at the edge, wide-eyed -- she saw the whole transformation.

EXT. THE SKY - DAY

As Marvel approaches the descending comet, he realizes how much he misjudged the scale of it. It's not like grabbing an airplane. This is a solid mountain of ice.

Steadying himself in the air, he braces his arms, ready to be hit by it.

The impact knocks him back -- he's like a fly pushing on a semi-truck. It's deafeningly loud, the air RIPPING PAST Marvel and dissolving layers of snow.

Marvel concentrates, focusing all of his strength. His bare hands dig into the pale blue ice, until he finally feels some progress. He hears a deep CRACKING SOUND, like the knuckles of an ancient beast. And suddenly...

The ice splits in two.

He's cleaved it right down the middle. Now he has two comets to stop.

MARVEL

Shoot.

Wasting no time, he flies down to catch up with his new opponents.

He's trying to figure out a new strategy when a dark shape comes ROARING out of the clouds.

It's Black Adam.

ADAM

Don't try to stop them! Move them
out of the way!

Demonstrating, Adam drops down to the side of one of the giant chunks, pushing it laterally. It's comparatively easy to change its course.

Marvel joins him. Together, they're able to shove the half-mountain quite a distance. It will now hit the ocean, rather than the city.

The remaining chunk, however, is still on a direct course for downtown. There are less than 15 seconds before impact.

EXT. BEHIND THE CAPITOL DOME / ROOFTOP WALKWAY - DAY

Caitlin peers around the edge of the dome, spotting the ice chunk still headed for impact.

INT. CAPITOL BASEMENT - DAY

Miss Hall makes sure everyone gets out of the stairwell.

MISS HALL
Back against the wall!

Freddy looks up, a silent prayer that Marvel has it under control.

EXT. SKY ABOVE FAWCETT CITY - DAY

Marvel is trying the same re-direction tactic, with little luck.

ADAM
Get back!

Marvel reluctantly lets go, watching as Adam positions himself under the massive block, shouting...

ADAM (CONT'D)
SHAZAM!

As the lightning bolt descends, it blasts STRAIGHT THROUGH the comet, exploding it from within. Adam is lost in a flurry of white.

EXT. CAPITOL DOME / ROOFTOP WALKWAY - DAY

The ice hits as a mix of sleet and snow.

EXT. BEHIND THE DOME - DAY

A back-lit blast of snow and ice curls around the dome. Caitlin instinctively crouches down, shielding herself.

EXT. BAY - DAY

The first giant ice fragment hits the water, sending a massive wave headed for the wharf. TOURISTS panic, a stampede headed inland as a tsunami-like

WALL OF WATER

closes in, growing to 100 feet high.

Marvel flies down, scooping up two YOUNG CHILDREN, but there are more than a hundred tourists in harm's way.

Black Adam lands on the docks. Waits, biding his time as the wave approaches. At just the right moment, he CLAPS his hands, sending out an opposing shockwave.

The water blows back, dissipated.

Setting the rescued kids down, Marvel watches in wonder.

EXT. DOWNTOWN STREET - DAY

After a few seconds of POUNDING HAIL, the remainder of the first ice chunk descends as snowflakes. BUSINESS TYPES on their lunch breaks watch in amazement as a white carpet blankets the streets.

TRANSITION TO:

EXT. SKY - DAY

Marvel flies up to meet Adam, who is able to hold a warrior's pose in mid-air: arms crossed in front of him, feet firmly planted on nothing. By contrast, Marvel always looks a bit wobbly, like a first-time ice skater.

MARVEL

You're Adam, right? I recognize you
from...from your tomb.

With no visible effort, Adam slowly circles Marvel, forcing the young champion to keep turning to make eye contact.

MARVEL (CONT'D)

I didn't know you could do that with
the lightning bolt. I thought it was
just for changing back and forth.

ADAM

Why would you ever change back?

MARVEL

I thought I was supposed to.

ADAM

You thought you were supposed to be
weak?

MARVEL

No...

ADAM

The wizard taught you that?

MARVEL

No! He kind of died before we got
to that. Or anything, really.

(MORE)

MARVEL (CONT'D)

I've been trying to figure it out on my own.

ADAM

Not quickly enough, apparently.

MARVEL

If you could show me, you know, the basics. Like the lightning thing.

Adam offers nothing. Just looks at Marvel, sizing him up. Finally...

ADAM

When the bolt comes, get out of the way.

Adam floats off, his back to the sun. Marvel has to squint to see him.

ADAM (CONT'D)

I'll meet you at sunset, on top of that bridge.

Adam points. Marvel looks to see which one he's indicating. When he turns back towards Adam, the dark champion is already miles away, a speck on the horizon.

FREDDY (PRE-LAP)

You're stupid to trust him.

EXT. SCHOOL BASEBALL DIAMOND - LATE AFTERNOON

Marvel and Freddy walk on opposite sides of the chain-link backstop, eventually coming face-to-face.

FREDDY

For all you know, he picked up an iceberg and chucked it at the city.

MARVEL

He saved the city. I couldn't stop it.

FREDDY

Exactly. So now he looks like a hero...

MARVEL

He is a hero! He was the champion before I was. The wizard wouldn't pick someone evil.

FREDDY

No, just gullible.

(beat)

Think about it. This guy shows up out of nowhere to save the day, no explanation...

MARVEL

I'll ask him tonight.

FREDDY

You shouldn't go. It's a trap.

MARVEL

How is it a trap? He's at least as strong as I am, and better at it. If he wanted to do something to me, he could have done it this afternoon. Why would he wait?

FREDDY

Don't ask me. I'm just a sidekick.

Freddy walks off.

MARVEL

Freddy!

Freddy keeps walking.

INT. CLASSROOM - LATE AFTERNOON

Marvel enters to find Miss Hall sitting with her back to the door, watching the TV on the AV cart -- a news report about the comet and Captain Marvel. (Still no good pictures of Marvel.)

MARVEL

Miss Hall? Hi.

MISS HALL

Hi.

MARVEL

I wanted to let you know that Billy's okay. He wasn't on the bus.

MISS HALL

Caitlin said you came to get him.

MARVEL

(confused)

She did? Oh. Yeah. I did.

MISS HALL
Is everything okay?

MARVEL
No. But. Yeah.

He can't decide whether to stay or go. Sensing his awkwardness...

MISS HALL
Look. I know we barely know each other, but I like you.

MARVEL
I like you too.

MISS HALL
You seem too good to be true.

MARVEL
I'm not.

She takes his hand.

MISS HALL
But I've been thinking a lot, well, a lot this afternoon, and I don't know if this is a good idea. Billy is a student, and I don't know if it's fair to put him in the middle of...

MARVEL
We have to break up.

Miss Hall half-laughs.

MISS HALL
"Break up." What are we, teenagers? We got coffee. We saw a movie.

MARVEL
We kissed.

MISS HALL
And it was great. You're great. But this...

MARVEL
It's not the right time.

MISS HALL
Exactly.

A beat. Marvel's not sure what he's supposed to do next.

MARVEL

Can I go?

MISS HALL

Yes. And take care of Billy. He's a great kid.

INT. SCHOOL HALLWAY - AFTERNOON

Marvel shuts Billy and Freddy's locker to find Caitlin walking up. He pretends not to recognize her.

She hands him his backpack. He looks inside, finding his school clothes.

CAITLIN

I was on the roof when you...

MARVEL

You can't tell anyone.

CAITLIN

I won't.

MARVEL

You can't.

CAITLIN

Okay.

He shoves his clothes back in the pack. Starts walking.

CAITLIN (CONT'D)

My real name isn't Caitlin. It's Mary.

MARVEL

So?

CAITLIN

I know your secret. You should know mine.

MARVEL

That's not much of a secret.

CAITLIN

My parents treat it like it is. I'm not supposed to tell anyone. But I trust you. And you can trust me.

MARVEL

Fine, I trust you. Now butt out. I don't need anyone's help.

He pushes the doors open, heading outside.

TRANSITION TO:

EXT. BRIDGE - SUNSET

Helicopters move past on the horizon, like the first fireflies of the evening.

Marvel sits atop the highest point of the bridge, looking down past his feet to the tiny cars moving below. He's like an angel watching from the clouds, curious but distant.

ADAM (O.S.)

You're alone, aren't you?

Marvel turns, startled. Adam landed without making a sound.

ADAM (CONT'D)

You have no family. That's why the wizard picked you.

MARVEL

(standing up)

There was a test. A quiz. I got all the answers right.

ADAM

There are no right answers.

Adam points to spots in the city, on both sides of the bay.

ADAM (CONT'D)

Let's say there's a fire, right there. A family will burn if you don't save them. Yet a building is falling, way over there. Who knows how many will die? What do you do? Who do you save?

MARVEL

I'll take the fire. You take the building.

Adam smiles, despite himself.

ADAM

I won't be staying.

MARVEL

So what are you doing here?

ADAM

I wanted to meet the new champion.
See how strong he was. How capable.

MARVEL

It was a test, wasn't it? The comet.

ADAM

It was an iceberg. Much easier to
aim.

On Marvel: Freddy was right.

MARVEL

What if you couldn't stop it?

ADAM

I don't fail. That's one difference
between you and I.

MARVEL

I've only been doing this for a couple
of days. I mean, teach me. What
else can we do? Do we have heat
vision? Can we teleport, or do magic?

ADAM

We are magic. Where do you think
our powers come from?

(amazed)

Now I know why he chose you. You
still think you're like them.

He points down at the cars below.

ADAM (CONT'D)

We're not. We're better. These
people do not need to be protected.
They need to be led. They need to
be ruled.

Marvel bristles at the suggestion.

MARVEL

What do you want from me?

ADAM

In the Rock of Eternity, there's a
young girl.

MARVEL

Maya.

ADAM

Bring her to me. I need to see her.

MARVEL

Why can't you get her yourself?

ADAM

Only the champion can summon the Rock of Eternity. For better or worse, that's you.

MARVEL

And if I say no?

ADAM

Then I'll do as you ask. I'll teach you a lesson.

They lock eyes, a silent dare.

MARVEL

The answer's no.

Adam shrugs, what-are-ya-gonna-do.

Then suddenly, with the speed of Mercury, Adam grabs Marvel by the throat and throws him

STRAIGHT DOWN.

Marvel doesn't just hit the roadway of the bridge, he punches a giant hole right through it. Cars SCREECH to avoid the opening in the asphalt.

EXT. UNDERWATER - DUSK

Marvel hits the bottom of the bay. Stunned, he looks up through the water, where the last rays of sunset are shimmering on the surface.

That's when he sees headlights coming at him. One of the cars has fallen from the bridge.

Marvel flies up...

EXT. THE BAY - DUSK

...catching the car before it hits. He places it back on the bridge, looking around for Adam.

The dark champion suddenly flies up behind him. Throws Marvel's cape over his head and SLAMS him into the bridge, which RINGS like a bell.

ADAM
I never cared for capes.

MARVEL
(recovering)
That's because you're a villain.

ADAM
Am I? You're the one doing the damage.

Adam KICKS Marvel square in the chest, sending him rocketing...

EXT. DOWNTOWN - DUSK

...halfway across Fawcett City...

INT./EXT. OFFICE BUILDING - DUSK

...and straight through a skyscraper. Marvel's back smashes out a bank of windows, five walls and two industrial copiers before punching through to the far side of the building.

Marvel finally stops himself, staring in disbelief at the two-story hole he's blown through the building. OFFICE WORKERS are scrambling back as their desks tumble through, swirls of white copier paper falling to the street 30 stories below.

Adam flies up to the far side of the opening. In each hand, he carries a terrified civilian by the collar: a portly DELIVERY GUY and a young BUSINESSWOMAN.

ADAM
The wizard's test isn't realistic.
It doesn't show what you'd actually do.

MARVEL
Put 'em down.

Adam feigns dropping them. Both SCREAM.

ADAM
(to the delivery guy)
You. Tell the hero why he should save you.

DELIVERY GUY
I...I got a family! Please.

ADAM
A family man.
(to the businesswoman)
How about you? Any children?

Crying, the Businesswoman shakes her head.

ADAM (CONT'D)
But she's pretty. So which one do
you save?

MARVEL
I can't choose who lives and who
dies.

ADAM
That's the thing. You can.

Adam suddenly throws them up in opposite directions. Marvel watches in horror, then streaks up after the businesswoman, who is marginally closer.

He catches her, immediately swooping down to deposit her on another building's rooftop.

He then flies after the Delivery Guy, so fast that the air around him bends, a SONIC BOOM that blows out the glass of other buildings.

He crosses back over the bay, arriving at...

EXT. AN ABANDONED LOT - DUSK

Marvel lands, winded and furious. GOING WIDER, we see why: the Delivery Guy's body lies on the asphalt. Marvel is too late.

Adam hovers above the scene.

ADAM
Being champion means making hard
choices. You don't always get to be
the savior.

Marvel spins, flying at Adam, fists ready. Adam intercepts, flinging Marvel straight up.

EXT. ABOVE THE CLOUDS - DUSK

We can't even see the city below us. It's strangely beautiful, peaceful up here. But Adam could be anywhere below, a shark in the white blanket of clouds.

Realizing how vulnerable he is, Marvel dives down into the fog.

EXT. THICK CLOUDS - DUSK

The clouds are so dense, Marvel can barely see ten feet. He flies slowly, listening.

Elsewhere, Adam is doing the same, trying to find his opponent somewhere in the mist. We see flashes of muted lightning within the murky vapors.

The sequence has the quality of submarine thriller, two ships running silent and deep.

Marvel forces himself to be patient, watching the swirling clouds for any sign of movement.

Adam is likewise patient. But Adam is not alone:

THEO ADAM

Why bother with him? Fawcett City
is nothing. The world can be ours.

The apparition of Theo Adam is nearby. He's always there, no matter which way Adam turns.

THEO ADAM (CONT'D)

Oh, that's right -- you don't want
this world. You'd rather live in
Kahndaq, in your mud palace with
your dead wife.

ADAM

Silence!

Marvel hears him. Knows exactly which direction it came from.

ADAM (CONT'D)

I will find magic to cut you out of
my head. I will strangle your...

Suddenly, Marvel flies out of the mist, both fists in front of him. He SLAMS into Adam, catching him completely off-guard. It's a great hit.

Marvel is able to land a series of undefended blows, clearly gaining the upper hand.

As they fly up into the highest layers of the atmosphere, we see the shadowy edge of space.

Adam fights back, but he's clearly never faced an opponent who can match him blow for blow. They grapple, with Adam eventually regaining his dominance, pinning Marvel in a full nelson.

With a wicked smile, Adam whispers...

ADAM (CONT'D)

Shazam.

As the thunderbolt STRIKES, Adam turns Marvel into the bolt. It doesn't convert him, but it's a hard blast. Adam -- now converted back to Theo's form -- quickly calls for another...

THEO ADAM

Shazam!

This second bolt also hits Marvel. Retaking his Black Adam form, the dark champion has a considerable advantage, with Marvel reeling from the two lightning bolts.

Adam lands a punch that knocks Marvel out of sight.

With a smile, Adam flies off after him.

Reaching the chunk of sky where he expected to find Marvel, Adam looks around. Nothing.

Then suddenly, Marvel drops into frame, wrapping his cape around Adam's head. Now it's his turn to try a...

MARVEL

Shazam!

The lightning bolt hits them both, converting Marvel into Billy. But Adam recovers much more quickly than expected, getting a hand over Billy's mouth. He can't say the word. He can't change back.

The teenager GASPS for breath in the thin air, CHOKING. He grabs at Adam's fingers, but there's no way they'll budge.

For his part, Adam is astonished to realize his opponent was a mere boy.

Billy's lips quiver, going white with frostbite. His eyes roll, squinting. Then he blacks out.

Going limp, Billy falls like a rag doll towards the Earth below.

EXT. SKY ABOVE FAWCETT CITY - NIGHT

Billy's slack body free-falls towards the twinkling city below.

CLOSE ON his eyes, where his eyelids flutter. He's coming in and out of consciousness, but he's never fully awake. Nothing's going to save him.

WIDER, we see the ground rushing up towards him. He's moments from impact. When suddenly...

ADAM

catches him. It's a genuinely heroic catch.

EXT. FAWCETT CITY OBSERVATORY - NIGHT

Fawcett's answer to Griffith Park, the hillside observatory looks out over the city. Adam sets Billy down in the front lawn.

Billy struggles to stand, woozy.

ADAM

Speak the wizard's name and I will
kill you. Understood?

Billy nods.

ADAM (CONT'D)

How old are you?

BILLY

Thirteen.

ADAM

A boy should not be champion.

BILLY

I didn't ask for this.

ADAM

The wizard was cruel to choose you.
But he did.

Circling...

ADAM (CONT'D)
Bring Maya to me. Here, at dawn.
Or I will smash this city to ruins.
I will kill everyone you know.
(closer)
If you try to change back, I will
feel it. My mercy comes only once.
Do you understand?

Billy nods.

With that, Adam flies off, leaving Billy alone on the grass.

EXT. PARK / SKETCHY NEIGHBORHOOD - NIGHT

With the cuffs of his ill-fitting costume rolled up, Billy passes under the RUMBLING train tracks. The wind is picking up, with lightning in the skies.

Up ahead, he spots Rowdy Sparks and his pal, setting off fireworks in coffee cans.

Billy silently prays they won't see him. But no such luck.

ROWDY
Hey Batson! Nice costume. Your
mommy make it for you?

ROWDY'S PAL
Dude, his mom's dead.

Billy ignores them. Keeps walking.

ROWDY
Batson, I'm talking to you. Batson!

Rowdy gets ahead of him, blocking his way.

ROWDY (CONT'D)
Too bad your boyfriend's not here to
videotape this.

BILLY
Just leave me alone, Rowdy.

ROWDY
Or what? Or what!?

Billy tries to push past him. Rowdy takes the opportunity to clock him.

CUT TO BLACK.

FADE IN:

EXT. DALE AND KITTY'S HOUSE - NIGHT [RAINING]

Billy reaches into a hanging flower pot, retrieving a spare key. It's three in the morning, and he's trying to be quiet. But he's having a hard time with the key.

He's soaked, with his hair stuck to his forehead. He wipes his face, revealing a black eye.

INT. FOYER / HALLWAY - NIGHT [RAINING]

Keeping the lights switched off, Billy's about to climb the stairs when he spots a strange, flickering glow coming from the living room.

INT. LIVING ROOM - NIGHT [RAINING]

Billy enters to see it's just the TV, on "mute." And then...

A FEROCIOUS YELL.

Dale charges with an aluminum baseball bat, ready to clobber the unseen intruder.

By instinct, Billy SCREAMS back.

Recognizing who it is, Dale stops himself mid-swing, nearly tripping. His heart is beating in his throat.

DALE

Billy?! I nearly smashed you!

BILLY

I'm sorry. I didn't want to wake you.

Dale turns on the lights.

BILLY (CONT'D)

Could I stay here? Just for tonight.

DALE

What happened to your face?

In addition to his black eye, his lip is cut. Kitty is coming down the stairs, awakened by the shouting.

KITTY

Dale, what's going on?

DALE

It's Billy. Someone kicked the crap out of him.

He sounds genuinely concerned.

KITTY

Who?

BILLY

I'm okay. It's no big deal.

Kitty grabs him by the chin to take a better look.

DALE

Was it that uncle of yours? 'Cuz I'll knock his head through a wall.

BILLY

It wasn't. You don't understand.

DALE

I don't need to understand. Someone lays a finger on you, they're gonna deal with me.

It's all too much for Billy...

BILLY

Why do you care?!
(tears coming)
You're not my parents. I am nothing to you. I am just a check in the mail, because you're too lazy to get a real job.

DALE

That's not true.

BILLY

I typed up your resume three months ago! You still haven't...

DALE

Shut up. Just shut up! Now, maybe we're not "good parents." That's fair. And maybe we don't do things like we're supposed to.

KITTY

We could do better.

DALE
But the thought of anyone hurting
you, that just...

Dale's on the verge of some new, unfamiliar emotion.

Billy half-smiles.

FREDDY (O.S.)
What's going on?

Freddy enters from the staircase, just out of bed.

BILLY
You're here?

FREDDY
They moved me back in. What happened
to your...

BILLY
You were right.

INT. BATHROOM - NIGHT

Billy finishes changing into dry clothes. Checks his black
eye in the mirror.

BILLY
You have to get out of here, Freddy.
You, Dale and Kitty, just drive as
far you can.

FREDDY
I'm not gonna ditch you.

BILLY
I can't protect you!

FREDDY
No one's asking you to!

Frustrated, Freddy takes a new tack.

FREDDY (CONT'D)
Okay, Deltaman #89. Deltaman is
fighting the Infinitron. Whole
universe is about to go boom. Who
shuts the Thousand Gates of Madness?

BILLY
The Destiny Kid.

FREDDY

So it's a good thing Deltaman didn't stick him on a bus out of town.

BILLY

You're not a sidekick, Freddy. You're my best friend.

FREDDY

I'm both.

And with that, with one look, they're good.

A DOORBELL. Both boys look over. Who would come by at this hour?

INT./EXT. ENTRYWAY - NIGHT

Billy answers the door to find Caitlin on the doorstep.

BILLY

What are you doing here?

CAITLIN

I was worried. I saw the news.

INT. ATTIC BEDROOM - NIGHT

Billy, Freddy and Caitlin move among various seats as they try to figure out what to do.

FREDDY

This guy who stole the scarab, you said he's the Billy to your Marvel.

BILLY

I guess.

FREDDY

So the scarab's important, because he didn't have superpowers until he got it. If we could find it...

CAITLIN

How did he get it?

FREDDY

It was inside his tiger.

Billy holds up the disemboweled stuffed tiger. She takes a curious interest in it.

CAITLIN

Where did you get that?

BILLY

It was from my parents. They're involved somehow. I don't really understand.

(beat)

But I've seen him before. Before tonight, before he took it. I recognized him.

CAITLIN

Did your parents work with him?

BILLY

I never knew my parents. I've only seen...

He stops, then suddenly lies back on the lower bunk bed. He's looking for the photos tucked in the bedsprings, but they're gone.

BILLY (CONT'D)

The photos. I left them at the hotel...

FREDDY

I got 'em. I knew you'd want 'em.

Freddy hands over a stack from his suitcase. Billy quickly rifles through them to find...

BILLY

Here! This is him. That's where I've seen him.

INSERT a photo of Marilyn and C.C. Batson, along with a somewhat younger Theo Adam, on the site of a Kahndaq excavation.

CAITLIN

(reading the back)

Marilyn Batson, C.C. Batson, Theodore Adam.

FREDDY

(checking clock)

We've got about an hour before dawn. If we can find out something about him...

BILLY

Do it. If you find anything good,
meet me at the observatory.
Otherwise, get away.

FREDDY

What are you going to do?

BILLY

Figure out why Adam wants Maya.

We hear a CLATTERING of WHEELS and TRACK as we...

CUT TO:

INT. ROCK OF ETERNITY - TIMELESS

Billy steps off the mysterious train, which ROARS OFF into oblivion. Spotting him, the statues begin jabbering:

ENVY

*He's stronger than you. You'll never
beat him.*

SLOTH

Just hide here. Hide here forever.

WRATH

*Revenge! Revenge is better than
justice. He killed your parents!*

Billy stops.

BILLY

You don't know that.

LUST

Oh, but we do! We saw it!

WRATH

*We see every evil done by man. And
we can show you. Look.*

Wrath crouches down, so that his fiery eyes are aligned with Billy's.

We watch Billy from Wrath's POV, then suddenly RUSH AROUND him.

INT. ADAM'S TOMB - DAY [FLASHBACK, 12 YEARS EARLIER]

(We're seeing this through Wrath's POV, with heightened speed effects and a very subjective camera, like a fever dream.)

With a hunting knife, a somewhat younger Theo Adam pries the scarab out of its setting in the stone sarcophagus.

While he works, he glances over at C.C. (Billy's Dad), who is busy examining the murals by lantern light.

He's nearly pocketed the scarab as we REVEAL Marilyn Batson over his other shoulder.

MARILYN

What are you doing?

Caught red-handed, there's no plausible excuse.

Without warning, he tosses the scarab to Marilyn. Surprised, she catches it, only to find Theo Adam's blade at her throat.

He spins to face her husband, who wisely backs off.

THEO ADAM

For five years, you were trying to
get funding for this expedition.
And suddenly Sivana shows up. Pays
for everything. Did you never wonder
why a giant corporation was suddenly
so interested in your work?

Theo pulls Marilyn towards the entrance -- but she's no helpless hostage. She head-butts the doctor, sending him stumbling back. His heel hits a tile, which depresses -- a hidden switch. A booby trap.

Heavy square blocks rain down from the ceiling, SMASHING to the floor.

C.C.

Run! Go!

He tackles Theo.

INT. ROCK OF ETERNITY - NIGHT

INTERCUT Billy staring into Wrath's eyes, seeing this flashback.

INT. STAIRWELL PASSAGE - DAY [12 YEARS AGO]

A shape in the darkness. Lurching, COUGHING.

MARILYN

C.C.?

But it's Theo. He rubs the dirt from his eyes, focusing on her. His leg is injured, but he's still coming after her.

EXT. EXPEDITION CAMP - DAY [12 YEARS AGO]

Curiously empty. Everyone's been sent away.

Marilyn races through the "alley" of canvas tents, finding the one she needs.

INT. LOGISTICS TENT - DAY [12 YEARS AGO]

Crew charts and digging plans cover the easels, but it's a...

SATELLITE PHONE

That she's looking for. As she picks it up, she realizes for the first time that she's still holding the scarab -- the thing evidently worth killing over.

As she furiously dials, she hears footsteps. Sees a silhouette against the fabric of the tent.

Looking around, she sees a bag of trinkets from the local bazaar. Among them, a stuffed toy tiger.

She pulls back its tweed suit, and rips into the fabric, pushing the scarab inside. She tucks it back among the toys, nothing out of the ordinary.

Theo Adam pulls open the flap of the tent. Billy's mother turns to face him.

Hearing a JEEP ARRIVING, both turn to the sound.

MARILYN

Help! Somebody!

Theo charges, knife first.

CUT TO:

INT. ROCK OF ETERNITY - NIGHT

BILLY

Stop! STOP!

His shout BOOMS through the cavern. The statues are suddenly back in their original places. Billy is shaking with anger.

Maya approaches.

MAYA

You shouldn't talk to them. They're dangerous.

BILLY

They're not worse than Adam.

WRATH

That's right.

BILLY

Why does Adam want you?

MAYA

To get back to his wife. His time.

LUST

You have to kill him.

BILLY

(ignoring)

You can do that, can't you? Take him back through time.

MAYA

But he'll only stay as long as I do. And if I hold on to a moment...

BILLY

Everything after is lost.

MAYA

That's why the wizard stopped him.

WRATH

Should have killed him, right boy?

Billy kneels down in front of Maya, a new thought.

BILLY

Can you go anywhere in time?

MAYA

No, it has to be a memory. I see it
in their head, and we're there.

BILLY

Could you take me somewhere? To a
specific time?

MAYA

Yes.

A beat. We see a change in Billy: a new determination.

BILLY

I've had the way to stop him my whole
life.

INT./EXT. ROCK OF ETERNITY / TUNNEL - PRE-DAWN

We TRACK DOWN the rocky tunnel, seeing the inky blue sky
beyond. Billy and Maya are silhouettes, looking out at the
world below.

A FLASH and CLAP OF THUNDER. The light flares. As it clears,
we see Billy has transformed into Marvel.

He kneels down. Maya wraps her arms around his neck, holding
tight.

As he FLIES OFF, we go VERY WIDE. The Rock of Eternity is
invisible -- stuck between seconds -- so Marvel and Maya
seem to emerge from thin air.

EXT. OBSERVATORY / MAIN LAWN - DAWN

The first golden rays of sunlight are just spilling over the
horizon as Freddy and Caitlin reach the main lawn, very
winded.

Marvel lands with Maya as Freddy and Caitlin climb off their
bikes, winded.

MARVEL

Did you find out anything?

FREDDY

Theo Adam was a professor of
archeology.

CAITLIN

He had a couple of article published.
(MORE)

CAITLIN (CONT'D)
But they weren't about the amulet or anything.

A beat.

MARVEL
That's it?

FREDDY
Sorry.

CAITLIN
Did you figure something out? Do you have a plan?

MARVEL
Maybe.

In the background, Adam lands hard, sending a TREMOR through the ground. It's needlessly aggressive -- but that's Adam.

Freddy and Caitlin instinctively move in front of Marvel. Adam almost laughs.

ADAM
Is this the Marvel family, come to save you?

MARVEL
(to his friends)
It's all right.

He pushes through them, holding Maya's hand as they approach Black Adam.

MARVEL (CONT'D)
(to Adam)
I know you want your family back. So do I. But if you stay in the past, you'll destroy the future.

ADAM
Your future, not mine. I will write a new history.

MARVEL
History is the choices we make. You can choose to be better.

Adam closes the distance, coming face-to-face.

ADAM

Was this your great plan, Marvel?
To talk me out of it? Appeal to my
virtue?

MARVEL

No. I just wanted to give you one
last chance before I kicked your
ass.

Marvel suddenly grabs him by the wrist.

MARVEL (CONT'D)

(to Maya)

Now!

Maya transforms into a circle of light, with Adam and Marvel
at the center. As before, the circle expands straight up
and down, forming...

AN INFINITE WELL,

with past moments visible through its dark walls as we fall
past them, windows into history.

Adam breaks Marvel's grip and clocks him, sending him smashing
"through the glass."

The well BUCKLES and contorts, a deep THRUMM as it strains
against the fabric of space-time. This temporal transport
was never meant to host a super-powered brawl.

EXT. PARK - NIGHT (RAINING) [FLASHBACK]

Repeating an earlier moment, Billy tries to avoid a
confrontation with Rowdy and his pal.

BILLY

Just leave me alone, Rowdy.

ROWDY

Or what? Or what!?

Suddenly, the sky shatters. Marvel falls into the scene,
with Adam right behind him.

Adam grabs Marvel by the collar.

ADAM

You're wasting time.

With the back of his hand, he sends Marvel flying into a metal playground structure, which RINGS as he smashes through it. Adam follows it with a thrown PICKUP TRUCK.

Above them, the broken sky continues to fracture: we can see into other moments from other points of time.

Rowdy's buddy watches as three WWI BIPLANES emerge from a crack, flying low.

Billy starts to realize what may be happening...

BILLY

Maya.

Marvel flies up at one of the fissures in the sky, emerging...

EXT. HIGH ABOVE FAWCETT CITY - NIGHT [FLASHBACK]

Billy's limp body falls past Marvel, who fights the urge to save himself. He looks down at the city, where the same kind of cracks are beginning to form.

He flies almost straight down, past a squadron of more WWI planes, locked in a major dogfight. Black Adam grabs one of the biplanes, throwing it at him. But it's caught by a massive PTERANODON.

Marvel flies down towards Dale and Kitty's house. A temporal crack is just now reaching it. He's nearly there when he's tackled in midair by Adam.

INT. ATTIC BEDROOM - DAY [FLASHBACK]

Billy is sorting through the wreckage of his ransacked room. Theo Adam is still playing detective.

BILLY

They left me a tiger.

THEO

A tiger.

Billy pulls out a stuffed toy tiger. It's pretty beat-up.

Marvel and Adam SMASH through the ceiling, still grappling. Marvel sees what Billy's holding.

MARVEL

Billy! Toss it!

Billy is dumbstruck.

MARVEL (CONT'D)

Trust me.

Purely on faith, Billy tosses him the tiger. Marvel catches it just as Adam tackles him out of the scene, falling through another fissure.

MARVEL (CONT'D)

And don't trust him!

Billy squares up against Theo Adam. He's not going to get clocked this time.

INT. INFINITE WELL - TIMELESS

For the moment, Marvel and Adam are back inside the main shaft. But Adam sees where he wants to go next. He dives, headed for...

EXT. PALACE COURTYARD - DAY [FLASHBACK]

Repeating an earlier moment, the High Priest approaches Adam:

HIGH PRIEST

<The general will bow before the Pharaoh.>

ADAM

<Where is my wife?!>

Adam and Marvel suddenly CRATER into the ground. Adam is first up. Realizing what moment this is, he looks up at the signalman on the tower. His mirror hasn't yet flashed.

Adam flies up, racing to where he knows his wife is being held. Marvel retrieves the stuffed toy tiger and follows him.

EXT. HILLSIDE GLEN - DAY [FLASHBACK]

High atop a tower, a SENTRY spots a flashing mirror far in the distance.

SENTRY

<The signal!>

AN EGYPTIAN GUARD holds a knife at the throat of Adam's wife, whose wrists are bound in front of her. He's about to cut her when he suddenly flies off, thrown by

ADAM.

Adam kisses his wife, the woman he's sacrificed everything to rejoin. But she's less passionate than one would hope. She breaks off...

ADAM'S WIFE
*<Did you kill them? Did you kill
them all, including the boy Pharaoh?>*

Off Adam's look, she sees he didn't.

ADAM'S WIFE (CONT'D)
*<They think him a god. We are the
gods!>*

Marvel lands. He rips open the stuffed tiger. Inside, he finds the (intact) scarab.

ADAM
Did the wizard teach you how to use
it?

MARVEL
No. But we're magic. You taught me
that.
(closer)
Shazam!

He holds the scarab in front of him as the lightning bolt strikes. The jeweled artifact takes the brunt of the hit, but it knocks Marvel down.

Adam -- and his wife -- are sucked into the scarab. A FLASH.

Billy stands up, still holding the scarab. (The bolt transformed him.) Maya is standing beside him, barely holding on to the moment. Light drips through her fingers.

But there's one additional person present...

THEO ADAM
I should have killed you when I had
the chance. Just like Mom and Dad.

Theo Adam is physically there, pulled apart from Adam by the scarab's magic.

THEO ADAM (CONT'D)
I'll give your mom credit -- she
wouldn't tell me where she hid that
scarab, no matter how deep I cut.

On Billy, his horror becoming rage. His hands become fists.

BILLY

Sha...

Maya opens her hand before he can finish.

CUT TO:

EXT. KAHNDAQ BAZAAR - DAY

BILLY

...zam.

Billy finds himself in a dusty, open-air market, crowded with TRADERS and CUSTOMERS (some European) buying everything from food to goats to furniture.

BILLY (CONT'D)

(confused)

Where are we? I've never been here.

MAYA

It's his memory.

With one fist holding on to the moment, Maya points to Theo, who is watching a somewhat-younger version of himself, haggling over a hunting knife.

BILLY

Why would I want to see this?

MAYA

History is the choices we make.

Now Billy sees it: his mother Marilyn is negotiating with a MERCHANT to buy a stuffed tiger toy. His toy.

Billy watches, fascinated.

And then, a hand on his shoulder. His father.

C.C.

You okay, sport? You lost?

BILLY

No, I'm fine.

C.C.

Your parents around?

BILLY

Yeah.

Satisfied the boy's not in any danger...

C.C.
(re: Billy's shirt)
Fawcett City. Go Thunderbolts.

C.C. joins his wife, who's still negotiating a price. We stay on Billy, watching his parents.

He looks over at the younger Theo Adam, who's just bought the hunting knife he'll use to kill Marilyn Batson.

REVEAL Maya, standing behind him.

BILLY
(to Maya)
We can't change the past, can we?
Only the future.

His mother has apparently come to an agreeable price. She hands the merchant some bills.

CLOSER on his parents, and the tiger toy.

C.C.
I don't think these are even made here.

MARILYN
But who can resist a tiger in a suit?

The merchant hands her two of the stuffed tigers. This strikes Billy as odd.

BILLY
(to himself)
Why would she buy two?

As someone WIPES PAST, we find ourselves...

EXT. OBSERVATORY - DAWN

A circle of white light as Billy, Maya and (the older) Theo Adam return to the present. Freddy and Caitlin are waiting -- less than a minute has passed from their perspective.

CAITLIN
Billy! Are you okay?

Wasting no time, Theo draws his knife. Grabs Freddy.

THEO ADAM
One word and Junior gets it.

Billy knows he's serious. There's no way Billy will be able to convert fast enough.

THEO ADAM (CONT'D)
The scarab. Now!

FREDDY
Don't give it to him.

BILLY
Freddy...

FREDDY
I'm serious.

BILLY
Duck!

Theo is suddenly grabbed by talons, pulled straight up into the sky by a PTERANODON. In silhouette, we see a second pteranodon squabbling for a piece. Theo is ripped in half.

Billy, Freddy and Caitlin watch, stunned.

WIDER, we see a herd of buffalo moving across the grass.

MAYA
There's a lot to fix.

BILLY
I'm on it.

TRANSITION TO:

EXT. ANCIENT KAHNDAQ / HILLSIDE GLEN - DAY

Everything feels slightly unreal -- the color of the light, the SOUND of the wind in the trees.

Adam hovers, fifty feet up. He runs his hand along the sky, which shimmers. It's subtly faceted. He's inside the scarab's jewel.

He looks down to see his wife watching him.

Her expression is cold. Unyielding.

It's going to be a long eternity.

We CRANE UP, through the facets of the sky, emerging in a CLOSE UP of the jeweled scarab. We are...

EXT. ROCK OF ETERNITY - DAY

Marvel tucks the scarab into a nook of the cave. Looks back to Maya, who has resumed her game of circles on the floor.

BILLY

Will he come back? Adam?

MAYA

Not until you set him free.

BILLY

Why would I do that?

MAYA

You won't have a choice.

TRANSITION TO:

INT. ATTIC BEDROOM - NIGHT

Billy is lying in his bottom bunk, tucking photos back into the springs of the mattress overhead.

Opening his father's wallet, he carefully takes out the photo of his mother holding him as an infant. One of the edges is slightly ragged. He runs a finger along it, noticing that it's different.

Billy looks at the other photos tucked into the bedsprings, and comes across the photo of his father holding him as a baby. They're clearly from the same photo session.

It's only when he puts them side-by-side that he realizes...

They're two halves of the same picture.

Marilyn and C.C. Batson are sitting side-by-side, each holding an infant. Only one of which could be Billy.

His heart skips. Eyes goes wide.

He sits up suddenly, SMACKING his head on the bunk. But he's too excited to feel the pain.

Freddy comes in at a clip. Switches on the TV, flipping channels.

FREDDY

There's something big happening down at the wharf. Some kind of giant sea monster thing...

BILLY
 Freddy. Freddy!

Showing one of the photos...

BILLY (CONT'D)
 What color is the blanket? The
 blanket on the baby.

FREDDY
 It's kinda faded.

BILLY
 What color?

FREDDY
 Pink, I guess. Why?

BILLY
 I think I have a sister.

Billy and Freddy share a silent look, pondering the
 implications. But their moment is short-lived.

TV ANCHOR
 We're getting our first video from
 the marina, where authorities now
 say it may be a "megadaladon" they're
 facing.

ON SCREEN / VIDEO

Long-lens footage of the marina, where dozens of sailboats
 are docked for the night. Suddenly a

MASSIVE SHARK

bursts from the water, at least 50 feet long. In a single
 bite, it smashes through a million-dollar yacht.

BACK TO SCENE

Billy and Freddy are enraptured. That is one...

FREDDY
 Cool shark.

Billy hands Freddy the photos for safe-keeping -- that issue
 will have to wait.

As MUSIC REVS up, we PUSH IN on Billy. A smile. And then...

BILLY
 Shazam!

As the THUNDERBOLT hits, we...

TRANSITION TO:

EXT. SKIES OVER FAWCETT CITY - NIGHT

Marvel flies fast, one fist forward, an eager grin on his face. As his cape WHIPS PAST...

CUT TO BLACK.

THE END

CODA

(after credits)

INT. A BEDROOM - NIGHT

Amid yearbooks and keepsakes, a

A STUFFED TIGER

sits on a shelf by the hallway. The plush toy is identical to Billy's, if a little better cared-for.

NICK BROMFIELD (45), a classic Leave It To Beaver dad, leans against the door frame, exasperated.

NICK BROMFIELD

You're an honor student. It's not like you go running off in the middle of the night.

REVEAL Caitlin at her desk, finishing her science lab report.

CAITLIN

I said I was sorry.

NICK BROMFIELD

An apology isn't an explanation.

CAITLIN

(re: report)

Dad, what's your blood type?

NICK BROMFIELD

O-positive. Why?

CAITLIN

Same as Mom.

Nick Bromfield gives a tiny flinch of panic. He suppresses it.

NICK BROMFIELD

Honey, if this is about some boy...

CAITLIN

It's not.

NICK BROMFIELD

Okay. I just don't want you growing up too fast.

Caitlin smiles.

He knocks the doorframe, then heads down the hall. Caitlin looks at her assignment, her head swirling. Looks up to her Tawky Tawny tiger doll.

As we PUSH IN...

CAITLIN

Shaza...

CUT TO BLACK.