

THE BROTHERS GRIMM

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FADE IN:

EXT. FOREST - DUSK

Black RAVENS sit perched in scraggly branches.

Within thick woods, a child's humming is heard. A golden-locked peasant GIRL, 15, in a HOODED RED CAPE, scours the underbrush for elderberries with a woven basket.

As she searches, she dips into a satchel for crumbs, which she scatters behind her. Bits of bread mark her trail. She pushes on through the underbrush...

...and once she's gone, the RAVENS descend to feed on her trail. One raven, then two. Then twenty.

EXT. DEEPER FOREST - DUSK

The girl finds a berry bush near a cluster of boulders. As she collects, she pricks her finger on the thorns. A drop of blood builds.

She kisses it clean, but goes still at the sound of a low GROWL. From the boulders.

A cave mouth rests within the rocks. There's the shuffle of paws, a beastly purr...and just barely visible in the pitch black...a pair of WOLFISH EYES.

The girl gasps, takes a wary step away.

The watching animal slips back into the darkness.

The shadows lengthen, in gray-reddening light. The girl glances behind...to see the SUN closing in on the horizon.

GIRL

Back before dark...

She covers her berry-basket, edges back from the rocks. Pulls shut her red hood and retreats the way she came.

Within the cave darkness, the wolf's eyes return.

EXT. FOREST

The girl runs back to where she'd been before, searching the ground for her bread crumbs. They're gone.

She spins worriedly, lost. Ravens watch her. Searching her memory, she thrashes further into the woods.

Hurrying, her eyes are on the darkening sky. The sun falling below the horizon.

She finds more boulders and stops in her tracks. Wrong direction. She scampers pell-mell another way.

AN ANIMAL'S POV

trails her at a distance -- low to the ground -- with its beastly purr.

THE GIRL

senses it, picking up her pace, stumbling to a creek. Wrong direction. She forges yet another desperate path...

...as the sun dips obscured and the world goes dark.

EXT. FOREST - NIGHT

The girl sprints now in fear, scampering logs and scraped by branches. The growling pursues.

WITH THE ANIMAL POV

faster, ever faster, closing in on her fleeing figure.

UNTIL THROUGH THE TREES

The girl spots the bright specks of her VILLAGE LIGHTS.. With renewed hope, she dashes ahead for them.

The beastly pursuer picks up its pace, SNARLING now, slashing the distance, almost upon her, ready to strike...

EXT. VILLAGE MEADOW - NIGHT

...as the girl dashes out of the woods! Past the tree-line, into a huge grassy meadow fronting a tiny village. Germanic stone huts and buildings, dirt streets, a water-well.

Gasping for breath, the girl stops mid-meadow. Twenty yards from the trees, still a hundred from the village.

In the woods, the WOLF'S EYES lurk, as if trapped by an invisible border. They recede into darkness once more.

The girl trembles, lowering her red hood with relief...

GIRL

I'm home, Mama...

She turns her back on the woods, scampering for home, when an eerie whistling BREEZE picks up. She picks up her pace, glances behind her...and stops.

She's run twenty yards, but seems the same distance from the forest.

Chilled, she resumes running -- faster now. But the WIND stirs again. The girl halts again and turns--

--and now fifty yards later, she still seems no further from the swath of trees.

She drops her berry-basket, mystified. The dreamlike WIND whistles a third time...and stirs her deepest fears. She instantly spins, almost to the village, mere yards away--

GIRL

MAMA! PAPA! HURRY!!!

AS A SUDDEN POV ANGLE

--ERUPTS from the trees, chasing her fleeing figure as if shot from a cannon, crossing the meadow in seconds--

AND A FORMLESS SHADOW

COLLIDES with the girl's vanishing SCREAM.

EXT. VILLAGE - MOMENTS LATER

A WATCHMAN sprints into view, lantern held, shining it out into the meadow. Now silent and still.

WATCHMAN

Who's there? Who cries out?

A hundred yards away, the forest's edge remains dark. Save for a lonely RED CAPE fluttering, caught in a tree branch.

Fifty feet off the ground.

CUT TO BLACK.

As drumbeats build...an on-screen legend...

"Hesse, Germany, 1810. Under the command of
Napoleon's France."

SMASH CUT TO:

EXT. HESSIAN COUNTRYSIDE - DAY

An OVERTURE erupts with triumphant brass, as two HORSEMEN blast past frame! Regally dressed, a heroic charge.

EXT. KARLSTADT VILLAGE - DAY

A new town, a rural trading post: dirt roads, markets and inns. Filling with VILLAGERS, as word sweeps the square:

VOICES

They're coming, they're coming! It's the Brothers Grimm!

Men hurrah and ladies swoon as the two dashing Horsemen ride into town. Satchels of gear, muskets on slings, and a family crest emblazoned.

They are WILHELM and JACOB GRIMM, 24 and 26. Will the dashing fighter, Jacob the noble scholar. Will's all bravado; Jacob's bookish, in glasses, but just as gallant.

They dismount in unison, hands upon weapon-belts:

WILL

Good people of Karlstadt!

The crowd hurrahs. A buxom blonde LASS catches Will's eye. He bows in her direction and smiles:

WILL

We have an audience with your mayor.

INT. MAYOR'S OFFICE - DAY

A bound JOURNAL hits a table: "Compendium of the Spirit World -- J. Grimm." Will and Jacob sit with a pudgy MAYOR and a half-blind, half-deaf OLD MILLER.

OLD MILLER

She comes in the night, always at night. Her song is the wail of the eaten soul. Her skin is cracked, the devil's chalk, and her eyes, her eyes--

JACOB

When does she show herself?

MAYOR

Every seventh night.

OLD MILLER

She'll come on the morrow.

WILL

And you believe she's the spirit of a former miller's daughter?

MAYOR

Generations ago, a young woman was burned at the stake for witchcraft. After her death, children claimed she walked the riverbank--

JACOB

The Mill Witch of Karlstadt. We know the legend.

MAYOR

But it's two hundred years old.

WILL

If she's back, she's back for a reason.

OLD MILLER

The mill, she wants my mill--

WILL

She may want more than that.

The geezer gulps. Jacob points to a "Compendium" page:

JACOB

Her methods remind me of the Shrike of Dusseldorf. The Arrow of Holy Water took care of her.

He slaps a quiver of arrows on his weapons belt. The Mayor and the Miller trade a hopeful look:

MAYOR

You'll do it?

The brothers smile bravely.

WILL

A hundred gold francs, good sirs. And your town will be haunted no more.

EXT. KARLSTADT MILL - NIGHT

A riverside grain mill, with water-wheel, farmhouse and barn. An eerie mist hovers the murky river.

INT. BARN - NIGHT

Dark and musty, shadowy rafters. A sole lit candle flickers near the doors. Hay bales, boarded horses.

Hidden in a stall, lying in wait, are Will, Jacob and the Old Miller. A farmhouse clock strikes midnight.

The old man crosses himself, nods to the Grimms. Jacob loads tiny vials of holy water into custom-made arrowheads.

As he does, there's a ghostly MOAN outside. The Miller clutches Will's wrist. The moan sounds again, a beckoning.

The horses in the barn stamp anxiously.

Will and Jacob creep to stall slats, removing one to allow them to peer through and see--

THE BARN DOORS

suddenly BLOW OPEN! The candle whispers out! Faint light from outside, and then a rapid WHISPERING. Hushed gibberish, speech in tongues...

...as a SHADOW falls into the barn. Followed by a WOMAN'S WITCHLIKE FIGURE, in black gown and veil.

She enters slowly like an apparition, whispering the scratchy insect-talk. Trapped horses circle their stalls.

IN THE HIDING STALL

Will has a hand on a flintlock pistol, another on a silver crucifix. Jacob has his custom-bow ready.

The Miller cowers in the corner. Will smiles at him:

WILL

This the one?

ON FULL SCENE

The Witch slips closer as the stall doors SMASH OPEN and the Grimms leap out! Will brandishes the crucifix:

WILL

Cast the darkness from your soul,
witch, and surrender to the Lord!

The Witch HISSES wildly, flashing claws and throwing back her veil -- to reveal chalky-white skin and black eye sockets. She lunges at Will, who dives aside--

WILL
Take the shot!

JACOB
Shot's away!

Jacob FIRES the arrow -- just as the Witch jerks into the air, straight up! Rising ten feet above them, suspended and hovering! The arrow misses her--

WILL
Reload, Jacob!
(holds crucifix)
Our Lord is thy Redeemer and
Protector! Our Lord is Mercy Divine!

The Witch HISSES again, and Will's crucifix COMBUSTS, suddenly afire! Will drops it, scorched--

WILL
Take the shot!

Jacob's reloaded, another arrow aimed skyward. He pulls the string back, and struggles, shaking--

JACOB
Something's...wrong...

WILL
Take the shot, dammit!

JACOB
It won't release!

The Witch, suspended in air and still SHRIEKING, raises both clawed hands -- trembling them.

Jacob's bow TREMBLES in kind. He staggers, dropping to his knees, unable to release the bowstring--

JACOB
She's got...power...over it...

Will pulls his pistol, but she FLASHES a hand toward him! Will's arm instantly jerks back, sending the gun flying--

--while the Old Miller spies from hiding, eyes wide--

Jacob's still struggling with the bow, shaking hard, and slowly turning with it...to face Will...

WILL
 Jacob! Fight her!
 (staring down the arrow)
 WE'RE BROTHERS, DAMMIT! SEARCH YOUR
 HEART AND FIGHT!

The hovering Witch SHRIEKS, flashing a fist. But Jacob doesn't shoot. She flashes the fist again. But Jacob resists...and shuts his eyes--

JACOB
 We've killed worse than you...

--and somehow breaks her spell and spins, away from Will, his back to the witch, and then full-circle back around--

--and FIRES the arrow! It embeds into her black shroud at the chest. The Witch HOWLS and twists, flailing! Suddenly, BLACK SMOKE seeps from beneath her gown--

--as Will scrambles to his brother's side, clapping his arm:

WILL
 Textbook.

IN THE STALL

Will and Jacob race in, grabbing the Miller as he gapes at the SMOKING, BILLOWING demon--

WILL
 She's hellfire! Shut your eyes!

JACOB
 SHUT YOUR EYES!

They dive to the corner, faces buried behind hay. O.S, the Witch's HOWL builds to something horrible and goes abruptly silent with a POP of a catching flame.

HOLD ON the Grimms and the Miller in hiding, in the ensuing silence. The barn's horses finally settle.

The Grimms raise their heads.

INT. BARN - MOMENTS LATER

Will, Jacob and the stunned Miller emerge to see smoldering remnants of gown. And three SNAKES writhing amidst them.

WILL

Our research has taught us that when you slay a demon, its soul seeks out another host.

JACOB

A hiding place.

Will pulls his sword and cleanly SEVERs two of them. Then stops, offers the blade to the Miller. The old man takes it, honored...and crashes it down onto the third snake, over and over, dicing it into oblivion.

JACOB

Once usually does it.

WILL

(wrests his sword back)
Your witch is gone. Spread the word.
We'll bless the mill and meet you.

The Miller nods, relieved and emboldened. Scampering out:

OLD MILLER (O.S.)

She's dead! Dead! Her curse is dead!

The Grimms watch him go -- Will with a smile...but Jacob with a grimace.

WILL

Christ. Don't give me that look. You want the family to starve? You can't put a price on peace of mind.

JACOB

And yet somehow we manage.

WILL

Call it a talent.
(skyward)
PAYDAY!

The "Witch" instantly comes plummeting down -- too fast -- and SMACKS the barn floor. And in a male voice...

THE WITCH

Ow! Jeezus! The hell ya doin'?!

VOICE FROM ABOVE (O.S.)

Sorry, Kipper!

The "Witch" (KIP) grumbles, plucking the arrow from his "chest" and lifting his gown to unlatch a PADDED VEST ringed with INCENSE SMOKERS. Kip hacks a cough.

KIP

Smoke, always gotta be smoke...

Will lights a torch, now ILLUMINATING the black cord attached to the gown's back, hanging from a pulley bolted to the rafters. And beyond...

WILL

Bunst, you can come on down!

...a brute dope of a hireling, BUNST, stands as the cord's counterweight. Gives a salute and descends the loft ladder.

Kip pops out tar-circles wedged in his eyes and peels at his chalky mud mask. A wiry, squeaky-voiced guy underneath.

KIP

Man. I do the flying, I do the burning, I do the shrieking...and I whadda I get?

Jacob plants some gold coins in his hand--

JACOB

Ten percent.

--and then moves to parcel out Bunst's share.

KIP

Ten percent. All Bunst does is scratch his ass, and that gets him ten percent too?

BUNST

Let's see you get me off the ground. Double or nothing.

Will retrieves his "flaming" trick-crucifix. He flicks a tinder-strike in its base with his thumb. Hidden wicks ALIGHT. Will blows it out, then pockets it.

WILL

Hey, c'mon. We can't skimp on production values. Some of these rural shit-shovelers are "sophisticated."

He puts an arm around his partners-in-crime:

WILL

Here's the fix. Take a couple nights off, then meet us in Hamburg. Jake's heard they've got an old wives' tale about a bridge troll.

BUNST

Bridge troll! Yesss!

WILL

I figure three weeks of prep. Could be worth a fortune.

KIP

Aw, hell. How come he always does the monsters and I always gotta be the girly-ghosts? I didn't give up the seminary to get typecast.

Will turns to Jacob with amusement:

WILL

Dear brother. Would you remind this good man of our motto?

Jacob glares back, with the moneybag in hand:

JACOB

It's not just a job.
(with reluctance)
It's making history.

INT. KARLSTADT TAVERN - NIGHT

A celebration in progress. The VILLAGERS of Karlstadt, drinking and partying. At the bar, MERCHANTS are buying the Mayor drinks. FARMHANDS sing and sway, sloshing beer.

OLD MILLER

And the Grimms stood their ground!
She'd turned brother against brother,
but they wouldn't give in!

In a booth, a PEASANT audience surrounds the Grimms. Will has the Buxom Blonde Lass (seen earlier) on his lap:

WILL

The situation was dire, it's true.
She had the winds at her command and a
weapon we'd never planned for: the
sheer monstrosity of her hell-born
countenance. But my brother can
better regale you both -- you all...

Will's more interested in the cleavage staring him in the face than story-telling. Jacob glares, but continues:

JACOB

Her eyes were obsidian pools, and not eyes were they but holes: conduits to the underworld, tunnels of damnation. Death beckons us all, you know, and no mortal may escape her, save through the truth of truest love...

His eyes fall upon a PRETTY BARMAID with these words -- who blushes. Will just shrugs to the Blonde Lass:

WILL

Actually, any kind of love works.

BY THE TAVERN ENTRANCE

In the shadows, there's a tall man in a black cloak and cowl. Gaunt face, cold eyes, this is CAVALDI. He surveys the revelry...and leaves unseen.

INT. ATTIC BEDROOM - NIGHT

Very late. The hush of snores. Sheets scattered, clothes strewn. In an upstairs bed, in their undergarments, Will sleeps tangled with the Buxom Lass. Beside them, Jacob's wrapped around the Pretty Barmaid.

A formless SHADOW falls across the two beds.

In her sleep, the barmaid frowns, unsettled. She twitches her nose, shifts position, and opens her eyes--

TO SEE CAVALDI AND SIX ARMED SOLDIERS

CAVALDI

(an ugly smile)

Bonsoir, Mademoiselle.

The barmaid screams. Will and Jacob spring awake, confused, reaching for weapons belts--

--then stop still as SIX LONGSWORDS snap to their throats.

CAVALDI

Monsieur Grimm and Monsieur Grimm.

It's my honor to escort you.

(nods to window)

Your horses are waiting.

Out a window, three stories below, two SOLDIERS holding TORCHES are at the Grimm's mounts. Each horse has two ropes tied to its saddle -- which trail toward the tavern.

The Grimms look down. The same rope's around their feet.

WILL

Trouble.

Outside, the soldiers lift the horse's tails, shoving the lit torches right into their--

SOLDIERS

HEE-YAAAAA!

--and the mounts go BOLTING, galloping out of town and pulling the rope instantly taut -- yanking it taut in the attic bedroom only a second later--

WILL

TROUBLE!!!

AND JERKS THE GRIMMS OFF THEIR FEET

Cavaldi and guards step aside, as the Grimms are YANKED PAST feet-first, flying right out of the room--

DOWN THE ATTIC STEPS

--bouncing off walls and smacking into each other as the rope-chains RIFLE them downward.

INT. ROOMINGHOUSE HALL

--and BATTERING them through side tables, upending a poor LODGER who can't get out of the way, DRAGGING them speeding toward a PARAPET RAILING--

AND SMASHING THROUGH

--the wooden rails, PLUMMETING twenty feet--

INT. TAVERN

--to the tavern floor, as they're whipped right across the room, SHATTERING tables and benches, racing toward two knot-holes in the back wall that the rope's been fed through -- with rusty crossed swords hung just above--

JACOB

WATCH OUT FOR THE--

EXT. TAVERN

They come CRASHING through the weak wooden wall, obliterating it. They SLAM to the dirt, still dragged...but now each with a rusted sword in hand.

They manage to crash the blades onto the ropes -- and the ropes split! Bruised and battered, the Grimms spring up--

WILL
RUN FOR THE RIVER!

JUST AS TWO THROWING STARS

come PIROUETTING and THWIP into their backs. They fall, wounded. The two torch-soldiers swiftly disarm them.

INT. ATTIC BEDROOM

Cavaldi's at the window, with two more knife-stars ready. He twirls them, whips his coat aside to reveal a BELT OF BLADES, and re-sheathes them. Turns to the Soldiers:

CAVALDI
Allons-y. To the castle.

Then smiles at the two women, now bound to the beds:

CAVALDI
I'll catch up.

CUT TO:

EXT. GERMAN COUNTRYSIDE - NIGHT

The French soldiers gallop on horseback, with an extra riderless horse loaded down with two body-shaped gunnysacks.

EXT. FRANKFURT CASTLE - DAWN

A regal chateau amidst a major 19th century city. Gates are opened to let the soldiers -- led by Cavaldi -- thunder in.

INT. RECEIVING HALL - DAY

The gunnysacks are SLICED open by swords. Will and Jacob, backs cut and aching, still in their breeches...

...find themselves in a large stone hall, a former throne room. French soldiers flank them at attention.

At the fore, GENERAL VAVARIN DELATOMBE reclines on a divan. He's a portly but cruel-faced uniform, gnawing on a leg of lamb. Black-cloaked Cavaldi at his side:

DELATOMBE

Wilhelm and Jacob Grimm. Your heroics precede you. Yet my esteemed torture artist, imported from Sicily--
 (motions to Cavaldi)
 --informs me that you bleed like any other man.

The Grimms hear the RATCHET of locks beneath their feet. They look down at the floor's metal-grating--

--to see a dungeon below them, into which a quartet of WILD DOGS are released, snarling and frothing.

DELATOMBE

I am General Vavarin Delatombe, commander of the Hessian territory. By the authority granted me by the Emperor Napoleon and the Kingdom of France, you will hereby stand trial for fraudulence, theft and treason!

JACOB

Whoa, wait, there's been a mistake--

WILL

Our work is science, not witchcraft!
 We serve the people in God's name--

DELATOMBE

Call the witnesses!

A door behind them opens, as two badly beaten figures -- Kip and Bunst -- are dragged in by more GUARDS. They're dropped on the grating beside the Grimms. The jig's up.

WILL

Uh...OK, the deal is...we're librarians--

JACOB

We're from Kassel, sir, with three brothers, one sister--

WILL

Whom we have to provide for, our parents are dead--

JACOB
We're their only family--

WILL
--and I don't know what they pay
librarians in France, but--

DELATOMBE
And what of the poor German families
you've stolen from?

The brothers trade a glance.

WILL
We've really tried to keep our rates
affordable--

Delatombe snaps up, pulling a duellist's pistol.

DELATOMBE
Step forward.

The Grimms nervously edge closer -- off the dungeon grating --
until his pistol's point blank.

DELATOMBE
On your knees.
(as they comply)
Monsieur Kip and Monsieur Bunst, is it
your testimony that for thirteen
months these librarians have employed
you to pose as spirits and ghosts for
glory and profit?

KIP/BUNST
(beaten mumbles)
Yes, General.

DELATOMBE
Thank you, you're dismissed.

He nods to Cavaldi, who pulls a lever which pops free the
dungeon grating like a trapdoor. It splits--

--and sends Bunst tumbling to the dungeon with a scream. Kip
dangles, panicked fingers hanging on--

--so Delatombe SHOTS Kip dead. He falls too. The ravenous
snarls below give way to snacking sounds. No more cries.

Cavaldi re-sets the lever. The grating snaps shut.

DELATOMBE

As you were, gentlemen.

He motions the Grimms back. But they're frozen with fear...

WILL

We...we were trained to be lawyers,
see, but there wasn't any work. So my
brother took a library post--

JACOB

Folklore, studying folklore--

WILL

He was gonna write a book on all these
stories -- that country people still
believe--

JACOB

(glares at Will)

Except somebody had a better idea--

DELATOMBE

SILENCE!

Two soldiers (PERDIN and BOSCH) drag the Grimms back atop the
trapdoor. The dogs below growl, hungry for more.

DELATOMBE

Simply tell me about your schemes in
Thuringia.

The brothers quake, clutching the grate on all fours. But
they're able to manage a frown.

WILL

What...what schemes?

DELATOMBE

Thuringia. The missing girls.

JACOB

We've never been to Thuringia...

DELATOMBE

Don't mock me, Grimm. My army is on
the verge of a peasant uprising. They
claim we fail to police the Thuringian
Forest. Nine girls gone missing in
the last month--

WILL

General, we swear we've never--

DELATOMBE

Woods changing shape? A flying beast?
The peasants blame evil spirits -- and
say we French do nothing to stop them.
I will not stand for an insurrection,
Grimms! Where have you hidden the
girls?!

WILL

We don't know what the hell you're
talking about!

Delatombe nods to Cavaldi, who puts his hand on the lever--

JACOB

ON OUR FAMILY, ON OUR HONOR, WE SWEAR!

The general sneers.

DELATOMBE

What honor.

Cavaldi pulls the lever.

INT. DUNGEON

The metal grating gives way as Will and Jacob plummet to
smack the floor, coated in blood and bones. They scamper and
scramble up to see--

--that the wild dogs are gone. BARKING is heard beyond a
metal tunnel-door: the animals have been re-caged.

Will and Jacob, stunned to be alive, gaze upward.

DELATOMBE

Some villain is working as you do.
Same methods, same tricks. You will
travel to the Thuringian Forest,
unmask the charlatans, and find what's
become of the kidnapped girls. You
will do all this under Monsieur
Cavaldi's watch, in service of the
Emperor. And if you fail,
Grimms...you -- and your precious
"family"...will perish.

He drops his gnawed leg of lamb into the pit. With a smile:

DELATOMBE

Bon appetit.

CUT TO:

EXT. MEADOW CREEK - DAY

On the outskirts of a forest, a peasant MOTHER and two young DAUGHTERS, 9 and 6, are washing laundry in the stream.

The elder daughter (ISABEL) is a bit upstream from the others, soaking a dress. She forgets her grip and the current takes it drifting away.

Isabel hustles after it, darting along the bank--

--but before she can reach it, the floating dress switches direction...now traveling upstream. As if snagged by a line and reeled in toward the woods.

Isabel frowns, but duly reverses course...

Her mother and sister glance up a moment later...to see the little girl gone...

EXT. THURINGIAN FOREST - DAY

Tracking the creek course, following the bobbing dress, Isabel pushes past branches and keeps pace.

EXT. WOODLAND POOL

The dress climbs tiny rockfalls and sweeps eddies, coming to rest in a mossy pool, within a cluster of BOULDERS. They form a shallow cave, darkness within.

Isabel regards it nervously, then slips off her shoes and steps into the water. Ankle-deep.

As she steps under the lip of the rocks...a human figure's SHADOW falls. And with it, the shadow of an AXE.

EXT. FOREST

Isabel's Mother sprints the creekbank, calling for her.

ISABEL'S MOTHER
Isabel?! Isabel!!!

INT. BOULDER POOL

Shadowy, with black RUNES marking the rock walls within. They seem to GLISTEN. The dress swirls in a slow vortex.

Faint sounds of insect activity. The footing is slippery; Isabel steadies with a hand -- and then frowns. She lifts a "rock" from the streambed...to see it's a human skull.

With a gasp, she drops it...and sees the cave streambed is made of bones, not stones. Both human and animal. She snags her dress back and spins to go--

--as a SECOND DRESS pops to the surface behind her. Isabel stops, frowns. Then a THIRD DRESS surfaces. The pool's slow swirl seems to pick up speed.

ISABEL'S MOTHER (O.S.)
ISABEL! WHERE ARE YOU?!

Behind Isabel, a FIGURE IN BLACK steps into the cave mouth. With the JINGLE of a cluster of TINY GLASS RINGS hanging from his belt. As his shadow falls, the little girl spins--

TO SEE A MAN'S TOWERING SILHOUETTE

The stranger blocks the cave mouth, in a flowing cape...as he raises a shining SILVER AXE.

And brings it slashing down.

CUT TO:

EXT. HESSIAN COUNTRYSIDE - DAY

Two RIDERS and a horse-led CARRIAGE storm across the landscape. A coachman -- Cavaldi -- whips the horses; the carriage bears the Grimm family crest.

ON A HILLSIDE

above the road, a mopet-haired YOUNG BOY on a pony sees the riders. His mouth opens in wonderment...

YOUNG BOY
It's the Brothers Grimm...

INT. CARRIAGE - DAY

Inside the seating compartment are two CAGES, in which Will and Jacob are fetally scrunched. Jostled by the journey.

WILL
Well. Paid the bills for awhile,
didn't it?

Jacob, glasses crooked, just glares.

WILL
Oh, c'mon, my idea, maybe. But your
expertise. You went along--

JACOB
Don't remind me.

WILL
All that research we were wasting time
on -- for a book? Who was ever gonna
buy a book on folktales?

JACOB
Woulda been a good one.

WILL
You gotta be a Goethe, a Chaucer -- a
heavyweight. Books are a business and
you're no businessman.

JACOB
I was no criminal either.

Will sighs, waves it off.

WILL
These country people, what do they
have? A little land, a little grain,
and their grandmother's ghost stories.
Snow White, Rose Red, Rumpel-what's-
his-name. They need those stories.
They need to believe in them.

(beat)
All we did was help 'em come true.

He tries a smile, but the carriage BANGS over some rough
road, smacking their heads against cages. Ouch.

WILL
Cavaldi! CAVALDI!

A front panel slides aside -- a glimpse of the black-cloaked
assassin driving the horses.

WILL
I say, you're looking dashing this
morning. What's the chance of a
little sustenance?

Cavaldi stares darkly, then tosses in an apple core and snaps
the panel shut. Will withstands Jacob's glare.

EXT. VILLAGE OF MARBADEN - DAY

The small meadow village from story's open, at the edge of
the Thuringian Forest. The riders and carriage arrive in the
empty town square.

Cavaldi dismounts, with a swift kiss to a ROSARY. With him are surly guards Perdin and Bosch, sans uniform.

CAVALDI

So where's the filthy villagers...

Fey, mustached Perdin and plump, sweaty Bosch open the carriage cage -- and the Grimms tumble out, numb limbs and stiff joints sending them sprawling. Privately:

WILL

Jeez, what are we, gendarmes? How 'bout a badge or something?

CAVALDI

You are criminals and you will catch us criminals--

He jerks Will upright and pushes him into the square:

WILL

Good people of Marbaden! My name is Wilhelm Grimm, this man's my brother Jacob! We're here to rid your lands of evil spirits!

Silence.

WILL

And if you can find a lower price, we'll match it!

A pony comes galumphing into the square, its rider the moppet-haired youth from the hillside. The boy leaps off, excited:

YOUNG BOY

Come out, it's all right! I heard of them in Bremen, they're the Brothers Grimm! They've killed witches and giants! They'll help us! They'll save us!

WILL

There we are, now!

Will snatches up the child, sets him on his shoulders:

WILL

Come out! What fear ye? Does no one in this village have the balls of this young boy?

GRUMPY VOICE (O.S.)

She's a girl.

Will reddens. The girl (SASHA) on his shoulders nods to Jacob. Jacob nods to Will. Will sets her down--

WILL

My mistake.

--as VILLAGERS now edge out of their homes, led by GREGOR KARNSTEIN, 40's. He sternly motions Sasha to him:

GREGOR

I told you not to go riding--

SASHA

I'm sorry, father--

Meanwhile, more solemn faces poke into view, several CHILDREN among them. The kids all have short hair and boys' clothes.

GREGOR

We've cut the hair of all our daughters and dressed them as we do our sons. We've lost six girls from this village alone -- so if they can't be recognized...perhaps they won't be taken.

WILL

Wilhelm Grimm. My brother Jacob. We've come to help.

Gregor nods to Cavaldi, Perdin and Bosch:

GREGOR

And who are they?

WILL

Ah, well, uh, those are...

JACOB

Our assistants.

WILL

Assistants, yes. They work for us. Trail clearing, backrubs, that sort of thing...

(brightens, turns)

Oh, Cavaldi, see that our horses don't shit in the village, would you?

Cavaldi stares blackly.

JACOB

So six of the nine girls were from here?

GREGOR

Ten. We lost Isabel just yesterday.

JACOB

May I ask how you've "lost" them?

Gregor surveys his neighbors, then locks eyes:

GREGOR

We are simple people, Mr. Grimm, but we're not fools. And yet...if I told you how they vanished...you'd never believe me.

Jacob nods. Will puts a hand on Gregor's shoulder:

WILL

We're willing to try.

INT. MARBADEN CHURCH - DAY

The villagers assembled, with the Grimms, Cavaldi, Perdin and Bosch their audience. From the pews:

GRIZZLED ELDER

They say I'm a drunk, but I know what I saw. The trees themselves set upon her! I swear on my soul!

IN THE CHURCH - TIME CUT

LITTLE BOY

The beast was great as a man! It ran like a wolf and flew like a raven and it took away my sister!

IN THE CHURCH - TIME CUT

ISABEL'S MOTHER

Her dress ran upstream. It was possessed, I swear to you -- the water itself was possessed...

The woman trails off, crying. Cavaldi rolls his eyes. A REDHEAD BOY, 8, stands beside him...tries to touch his belt of knives. Cavaldi whips his cloak shut.

JACOB

I don't mean to presume, but if something dangerous is in the forest, how 'bout just not go into the forest?

GREGOR

Because, Mr. Grimm. If we don't go into the forest...the forest comes for us.

The Grimms nod respectfully, if skeptical. Jacob scribbles privately in a notebook, shows it to Will.

It reads, "Abduction in Trees: branch-blinds, nets, tethers. Flying Beast: wolf-pelt, rope-pulley. Reverse-Gravity Stream: fishing-line, crossbows. Expensive but possible."

WILL

Citizens of Marbaden. We believe you've seen what you think you've seen. We believe we can sound out this skullduggery and return your sisters and daughters. And for a mere five hundred gold francs, we'll be willing to do so.

He gives his charmer's smile, but the audience grumbles. With an "ahem," Cavaldi stands:

CAVALDI

Those francs, of course, will be paid directly to General Vavarin Delatombe, commander of the Hessian region.

(beat)

He is paying the Grimms' expenses, they are here at his request. Vive la France.

The audience grumbles even more.

And this time, Will and Jacob grumble too.

EXT. MARBADEN STABLES - DAY

The Grimms walk with Gregor, flanked by Cavaldi and his duo, leaving their horses to be tended by two VILLAGE WOMEN:

JACOB

We'll need feed for the horses, any meals you can spare for our men, lanterns if you have them--

GREGOR
Whatever you need, Mr. Grimm--

JACOB
--and someone to search with us. A local who knows those woods: your best huntsman or trapper, maybe.

GREGOR
I can take you to our trapper. But I can't promise our trapper will go.

He and Jacob walk on, while Will's waving to the women:

WILL
You're very sweet to take care of them! Usually our assistants do that! Maybe later we can find a way to make it up to you--

--and as the women blush and turn their backs--

--Cavaldi snatches Will's collar and SLAMS him against the side of the building, out of sight. Before Will can breathe, Cavaldi's curved dagger is at his throat.

CAVALDI
Are you taking pleasure in your predicament?

WILL
What, hey, I just--

CAVALDI
Are you taking...pleasure?

The assassin presses the blade harder...

WILL
No! No pleasure! Vive la France!

...and locks steely eyes.

CAVALDI
I have sought the screams of infidels from Bruges to Abukir. They have begged me, they have wept, they have sworn me their firstborns, and to these ears it has all been sweet, sweet music.

(smiles)

So I assure you, Grimm. All pleasure shall be mine.

EXT. TRAPPER'S HOUSE - DAY

Will, Jacob and Cavaldi round a stone hut to see a workbench in the back yard, where a FIGURE wearing a hooded fox-pelt sharpens a knife on a whetstone.

JACOB

Good sir, might we trouble you?

The pelt turns to reveal a young woman beneath. ANGELIKA THRUSH, 24, a dark-haired beauty -- but steely-eyed.

JACOB

Oh, sorry. We're looking for the trapper who lives here. Your father...or husband?

ANGELIKA

My father's dead. No cause for a husband.

She tosses her blade, catches it without looking.

ANGELIKA

Here to buy something?

WILL

Services, actually.

She gives the three a suspicious stare.

ANGELIKA

My services aren't for sale.

Then tucks her blade in a sheath -- only to swiftly draw it and THROW it across the workspace -- where it THUDS into the bull's-eye of a target stump.

The Grimms trade a look. They've found their man.

WILL

Miss, we've come to search the forest for the missing children of--

ANGELIKA

Can't help you.

WILL

There are agents of villainy out there. Kidnappers or worse. Have you no sympathy for what those--

ANGELIKA
 Two of them are my sisters.
 (silences him)
 I do my searching on my own.

She strides inside, leaving the Grimms. Cavaldi shrugs:

CAVALDI
 Irresistible, aren't you.

INT. ANGELIKA'S HOUSE - CONTINUOUS

Half-home, half-trading post. Pelts, furs, tools and weapons for sale. Angelika stows her fox-pelt as Will, Jacob and Cavaldi pursue:

WILL
 Miss, perhaps you weren't informed,
 but we're the Brothers Grimm.

JACOB
 Two M's.

WILL
 We're the men who vanquished the Mill
 Witch of Karlstadt, the Frogboy of
 Glutenhof and the Child-Eating Chef of
 the Schwarzwald and her Gingerbread
 House of Terror.

Angelika looks them over.

ANGELIKA
 Never heard of you.

WILL
 We've dealt with abductions before.
 But we're strangers to this forest.

ANGELIKA
 You should keep it that way.

Will sighs, looks to Jacob -- who stands by children's dolls in a rocking-chair. Above it hangs a charcoal sketch -- of Angelika and two little girls, with their father.

JACOB
 These here are your sisters?

ANGELIKA
 (regards, wary)
 Gretel and Caroline.

JACOB
They're lovely. And your father?

ANGELIKA
He went trapping five winters ago.
There was a snowstorm. He never
returned.

JACOB
So you've raised them on your own.

ANGELIKA
I returned from Bonn, from my studies.
Our mother died long ago--

WILL
We've raised our siblings too. Three
brothers and a sister -- in Kassel.

ANGELIKA
You're a long way from Kassel.
Strange show of support.

JACOB
We send our profits.

ANGELIKA
My sisters always preferred a warm
embrace.

She turns away again, but this time Will approaches--

WILL
Miss...Miss...
(a gallant try)
Miss Knife-Throwing-Woman-Whom-I-Know-
Not-Her-Name...

ANGELIKA
Angelika Thrush.

WILL
Your knowledge of these woods would
prove invaluable to us. Plus your
trapper's expertise, your charming je-
ne-sais-quoi...

ANGELIKA
Tu ne sais quoi? Pourquoi ce que tu
ne sais goui?

Will's smile wavers. No clue what she said. He looks to
Jacob, who shrugs. Cavaldi shakes his head in dismay.

WILL

So if you'd aid us in our search, we'd be proud to share the reward. To the tune of, say...five percent?

ANGELIKA

Mr. Grimm. You can flatter a girl, you can cheat a girl...but you'd best to do one at a time.

She pulls a sword off the wall -- Will immediately skips back, as she motions the blade toward the door:

ANGELIKA

Au revoir, gentlemen. And take your mute friend with you. Who is he -- the muscles?

JACOB

The moral support.

CAVALDI (O.S.)

Mademoiselle Thrush...

Cavaldi turns his black cowl to face her. He holds one of the child's dolls, strangling it casually.

CAVALDI

So many goods your shop sells, and of such quality...

(the doll's head pops off)

I must ask you. Is it listed with the French Merchants Taxation Registry?

Angelika darkens. Cavaldi smiles.

CAVALDI

You do, of course, pay taxes to the great Emperor Napoleon?

ANGELIKA

I am German. Not French.

CAVALDI

I understand. Myself, I am Italian. Still, it'd be a pity if the Registry were informed of your...reticence. I'm not positive, but in their eyes...you might be guilty of a crime.

Angelika turns her dark stare to the Grimms now. They do their best to avert it.

CAVALDI

I'm sure you'll work it all out,
though. They're reasonable people.
(a dark shrug)
The French.

EXT. MARBADEN MEADOW - DAY

A search party embarks on horseback: Will, Jacob, Cavaldi and his guards. And Angelika...bitterly leading the way.

The VILLAGERS watch them depart. The pony-boy who turned out to be a girl -- Sasha -- crosses herself with a prayer.

EXT. THURINGIAN FOREST - DAY - LATER

A FLYING POV finds the search party of six far below, on a trail under the tree canopy. As we REVEAL the POV belongs to a trio of BLACK RAVENS...as if tracking them...

As the group rides, Jacob notices BOULDER FORMATIONS, points them out to Will:

JACOB

Places to hide, wouldn't you say?

ANGELIKA

I've searched those caves, Mr. Grimm.
They hide nothing but bones.

WILL

No, uh, little person bones, I hope.

ANGELIKA

Before the Christians conquered
Germany, pagan tribes lived here.
They were animists. They died out
right before the Plague.

WILL

What are animists?

ANGELIKA

Worshippers of nature.
(beat)
They believed the forest was alive.

EXT. END OF TRAIL - DAY

The dirt and pine needle path comes to a stop at a massive fallen log. Roots, vines and bushes are tangled and overgrown -- blocking the way. As Angelika dismounts:

ANGELIKA
We leave the horses. We're on foot
from here.

CAVALDI
Why do we take this direction?

ANGELIKA
It's where I've been searching.

CAVALDI
May I inquire why?

ANGELIKA
I make my living tracking animal
movements. In the woods beyond this
trail...the animals stay away.

She ties her horse to a tree, and arms up with a musket-
sling, two flintlock pistols and a machete. As the Grimms
dismount, she eyes them with a frown:

ANGELIKA
All the monsters you guys fight...you
don't carry weapons?

WILL
(a glance to Cavaldi)
Ahh...we have our men hold our
weapons. Keeps our, uh, hards free.

He waves at the air with a couple judo-type movements.
Angelika stares. Cavaldi nods.

CAVALDI
We keep the guns.

Perdin and Bosch clutch muskets; Cavaldi wears his knives.

ANGELIKA
And tell the jokes, right? May I
"inquire" what you did before you met
these two?

Cavaldi examines a nasty serrated blade:

CAVALDI
Government work.

ANGELIKA
(to the brothers)
If these are the guys who got the job,
I'd hate to see who applied.

(MORE)

ANGELIKA (CONT'D)
Follow me, Grimms. Bring your
choirboys with you.

She pulls her machete, climbs the log and HACKS APART the
vines and bushes beyond. The Grimms, Cavaldi and guards
follow, slicing with daggers as well.

Behind them, an ominous SHADOW falls. A figure in a black,
flowing cape...with the silver axe...

EXT. DEEPEST WOODS - DAY

Angelika and the Grimms lead, slashing underbrush...

JACOB
So before the abductions began, there
were no suspicious visitors?

ANGELIKA
You're the first.
(beat)
Y'know, for men in the demon business,
you sure ask a lot about human beings.

WILL
In our experience, nine times out of
ten there's a human perpetrator. Once
in a while, of course, there's not--

JACOB
--and that's our specialty, of course--

WILL
--of course. But still, in our
experience...

ANGELIKA
So what do you do with them?

The Grimms frown.

WILL
With...?

ANGELIKA
The witches and goblins -- after
you've wiped them out. Do you donate
their bodies to science? Museums,
peepshows, what?

WILL
Oh, they generally combust. Burst
into flames.

JACOB

Or evaporate, sometimes.

WILL

Whoosh, zap, nothing left. Tough luck for all involved. But, like we say, finding a satanic force from the deepest recesses of the netherworld is really the exception rather than the rule.

JACOB

Believe us, we wish it were otherwise.

Angelika stops. Looks them over. Then turns and marches on.

EXT. END OF TRAIL - DAY

Where the horses are hitched, waiting. They shuffle as if spooked, with low nervous WHINNIES...

...as the CAPED FIGURE approaches: a WOODSMAN -- clad in black, boots, and an Arab-type head covering. Such that only his cold eyes are visible.

The Woodsman steps ominously toward the horses, his cluster of glass rings JINGLING. The steeds shiver back.

The man strokes Jacob's auburn mount. Moves black gloves toward its trembling head...and opens a clenched fist.

To reveal a handful of SUGAR CUBES.

EXT. FOREST CLEARING - DAY

The Grimms, Angelika, Cavaldi, Perdin and Bosch step past two BIRCH TREES into a tangled clearing -- a former settlement. Clusters of stone rubble, overgrown with bramble.

To their side is a natural SPRING, ringed in a stone fountain. Beyond is a ramshackle graveyard -- wooden crosses, stone crypts, most smashed. In the center of the graveyard is a STONE TOWER, five stories tall.

Cavaldi pulls his rosary, kisses it surreptitiously. Jacob notices, but makes no mention.

WILL

What is this place?

ANGELIKA

The ruins of Charot. When the Christians took control of Thuringia, they built a settlement here.

JACOB

In the heart of the forest?

ANGELIKA

(steps to fountain)

They sought the natural spring. The Thuringian King and Queen slaughtered the pagans to claim it.

WILL

Slaughtered's never good.

ANGELIKA

They rounded them up, with their pets and their livestock. Trapped them in their forest caves...then set them afire.

JACOB

So whose graves are these?

ANGELIKA

The settler Christians. Charot was built in 1346. The Black Plague swept through in 1348...

Cavaldi and his men have joined them. As Perdin and Bosch scoop water from the fountain and drink--

ANGELIKA

Some say borne from the spring itself.

The French freeze in mid-swallow.

ANGELIKA

The story goes that pagan souls swirl within its waters. Some say the Plague was their revenge...

CAVALDI

Why are we here, Mademoiselle?

ANGELIKA

I've seen tracks around the ruins.

(mocking Will)

"Little persons."

Her attention is swayed by the arrival of two BLACK RAVENS overhead. They swoop and alight in a tree.

JACOB

Thought you said the animals stay away.

ANGELIKA

They don't drink from the spring.
You'll find it difficult to walk these woods and avoid the raven's watch...

She and the Grimms move onward. Cavaldi glares at his guards, who still look worriedly at the water:

BOSCH

Tastes fine to me.

WITHIN THE TREES - SAME

A rustling of branches, a black shape in the shadows and a beastly PURR. The wolfish eyes are watching.

IN THE GRAVEYARD

WILL

So what's that tower?

ANGELIKA

Part of a church once...

Walking behind them, Jacob stops in his tracks. Hears the low growl and turns. Searching the forest...

WITHIN THE TREES

The wolfish eyes size him up from the shadows.

IN THE GRAVEYARD

Just as Jacob spots them, they disappear. He shivers, feeling targeted, and hustles to rejoin Will...

ANGELIKA

When the Plague hit, the King was among the first to sicken and die. The Queen ordered the tower turned into a refuge. She was the treasure of her people, famed for her beauty. She planned to isolate from everyone and outlast the disease.

WILL

That's why there's no entrance?

ANGELIKA

Just the window to tell day from night
-- and keep her sane. It was her
undoing, so goes the legend.

(beat)

Plague's carried on the winds.

Nearby, Cavaldi paces the broken stone crypts. He stops at one with a split top, hearing a SCRATCHING inside...

Cavaldi peers in, to see a tiny GLASS RING amidst sticks and thatch. He takes hold of the split-stone, to edge the cover aside...but it's heavy, he must strain--

--as a BLACK RAVEN FLIES OUT! A terrifying squawk and talons that nearly rake him in the face--

--as Cavaldi leaps back, snatching a knife in the same instant, but the raven -- its nest disturbed --flies off.

Cavaldi grumbles, catching his breath, tracking the bird with vengeful eyes only to watch it land in the trees--

WITH FIFTY OTHER RAVENS

now perched, black beads watching the clearing. Fifty where there used to be two.

THE GRIMMS AND ANGELIKA

notice the new surveillance too. Even Angelika's on edge:

ANGELIKA

Probably best if we're back before
dark.

JACOB

(a little creeped)
Sure. Whatever you say.

She starts ahead, passing the tower--

WILL

Hey, we came from over there.

He points behind them, toward the spring.

ANGELIKA

I've been here before. That's not the
way.

WILL

But we walked right past those birch trees. That's the way we came.

He looks to Jacob, Cavaldi and the guards for confirmation. They all frown Angelika's way.

AT THE SPRING - MOMENTS LATER

Angelika and the others surround the spring. She's floating a leaf on the water -- placing a metal pin atop it...

ANGELIKA

Require a guide in the wilderness?
Rub iron with lodestone. We came from the south. The needle end will point north. Or don't they teach that at the Gingerbread House of Terror...

The pin pivots atop the leaf, finding the pole...and pointing behind them. To the birch trees they passed as they entered.

ANGELIKA

North.
(points ahead)
South.

She hands the pin to Will. The others wear frowns.

ANGELIKA

Don't trust the trees.

EXT. DEEPEST WOODS - DAY

The sun is descending. RAVENS cry in the distance...

...as Angelika hacks through underbrush. Cavaldi and guards follow, with the Grimms in the rear, voices low:

WILL

She's something, this girl, isn't she?
Dresses like Beowulf but studied in Bonn?

JACOB

There was something watching us back there, Will. From the forest...

WILL

She's setting us up for something.
She wants us all turned around--

JACOB

I sensed it, didn't you sense it?
Some kind of presence...

WILL

--but why, so she can discredit us?
Get rid of us? What if she's involved
in the subterfuge--

JACOB

--all that death, the plague and
suffering...why wouldn't some presence
be left behind--

Will stops in his tracks, finally hearing him:

WILL

What?

JACOB

I'm just saying something doesn't feel
right--

WILL

I know. Someone's stolen our act.
You watch, in a couple days some, some
chimney sweep is gonna ride into town
with a cartload of kids he says he
rescued. And who's gonna get the
reward? Him.

JACOB

The reward? We're trying to stay
alive here--

WILL

That's right. And you're sounding
like her all of a sudden, with her
mystic-talk, legend-lore, down-is-up
misdirections. I don't trust that
girl, Jake. I'd sleep with her,
maybe, but I don't trust her--

--as they crash through more underbrush to arrive--

--at the fallen log and the dirt path beyond. Where their
six horses are still hitched.

Angelika waits, hands on hips. Cavaldi and the French look
perplexed. Will swiftly smiles--

WILL

Thanks, Angel. I had faith in you.

--and as he puts an arm around her, she spins away--

ANGELIKA

We ride.

No one notices that five of the horses stand far apart from one -- Jacob's auburn horse...

...who stands placidly, with sad eyes. A sugary froth gathered around his twitching mouth...

EXT. MARBADEN MEADOW - DUSK

The six riders gallop out of the woods, returning.

In the village, Gregor, Sasha and other hopeful villagers emerge...only to see Angelika shake her head "no".

EXT. ANGELIKA'S HOUSE - NIGHT

They approach, with Will alongside their guide:

WILL

Some riding back there. Wouldn't expect to run into you at the University of Bonn--

ANGELIKA

There's country people and there's city people, I suppose.

WILL

No, no, all I meant was...what were you off studying anyway?

ANGELIKA

Cartography. I'm afraid I don't think much of the pure sciences. You too, right? So then why don't I feel like we have anything in common?

At her door, she dismounts. As the others join them, she finds a handmade map in her satchel and hands it to Jacob:

ANGELIKA

You heroes want to scout that forest, here's as much as I know. But you watch that terrain. You watch it one day to the next. Then you'll know what I'm talking about--

JACOB

But we still have more searching--

ANGELIKA

You slow me down. Consider my services rendered.

She starts inside, but Will stops her--

WILL

Angelika! We're working together here! We need you!

ANGELIKA

We all need someone. Doesn't mean someone comes along.

Will turns to Cavaldi desperately--

WILL

Cavaldi! What about the tax thing? The French'll arrest her, right?

CAVALDI

They do have a history.

Angelika stops, takes two steps to face the assassin.

ANGELIKA

And there's no way we can consider that our little secret?

CAVALDI

I don't see how.

Angelika nods, then throws herself at him -- for a long and passionate *KISS*. Heavy-duty lip lock and a squeeze of his ass to boot. The rest (Will especially) stand agape.

Finally she breaks away. Cavaldi blinks, dazed.

CAVALDI

It's our little secret.

ANGELIKA

Merci. And grazie.

(to the others)

Good luck, Grimms. In all ways.

She enters her house, slams the door. Cavaldi wears a smug smile. The Grimms just stand there staring.

WILL

(pure jealousy)

Italians...

EXT. MARBADEN STABLES - NIGHT

Two VILLAGE WOMEN knock on the barn door, holding a dinner tray laden with meats, breads and wine pitchers.

The upper door-section swings open; Cavaldi with a smile:

CAVALDI

Ah, mademoiselles. Your generosity is without equal. The Brothers Grimm thank you for your kindnesses, and you shall be remembered to them all their days.

Cavaldi takes their tray, bows slightly. The women curtsy and blush as he shuts the door--

INT. STABLES

--and takes the tray to a table, already covered with a half-eaten dinner feast, at which Perdin and Bosch sit.

CAVALDI

Ask and ye shall receive, gents!

He drops the tray and the guards belch happily and dig in for more. Cavaldi toasts toward a filthy haypile--

--where Will and Jacob sit munching on moldy bread, glaring at their captors' feast. Cavaldi has Jacob's "Compendium of the Spirit World" open before him:

PERDIN

Let's have more comedy, Cavaldi--

CAVALDI

Let's see, take your pick. How 'bout Rumpelstiltskin the Psycho Dwarf? Or Snow White the Voluptuous Virgin and Her Cabin of Impotent Midgets?

WILL

Hey, titles are hard.

BOSCH

Man, where do you get this stuff?

JACOB

People tell them to us; people swear by 'em. We just spice 'em up a bit.

He looks bitterly at Will, as Cavaldi shuts the book with a bored scowl. Shoves it down the table to his guards:

CAVALDI

So where's the kidnapers, Grimms?
Where do they craft their chicanery?
Show me the wisdom of like minds.

WILL

What like minds? We work with an
angle -- a master plan! What's their
plan? When you kidnap someone, you're
supposed to make demands!

CAVALDI

Maybe they're killers, then. Rapist
pedophile child murderers.

JACOB

So that'd make you the expert here,
wouldn't it?

Cavaldi holds him with a stare.

CAVALDI

I suppose it would.

WILL

Look, we're trying to solve this same
as you. Cut us some slack, we work at
a library!

JACOB

Plus we're cold, we're starving, and
truth be told, Cavaldi, you put people
in a borderline pessimistic mood.

Cavaldi muses, then sets scraps on an empty food tray and
brings it to the Grimms. Crouches before them...

CAVALDI

General Delatombe expects results,
gentlemen. And he will get them...

Then tosses the tray of scraps into an adjacent horse's
stall. The horse whinnies with delight.

CAVALDI

...if it's the last thing you do.

EXT. MARBADEN STABLES - NIGHT

Late and silent. At a hitching post, the auburn horse is
trembling. He stamps the ground, snuffing air, chomping
gums. A crystalline froth drips from his mouth...

...and as he WHINNIES, he opens wide...to reveal STICKY, SUGARY STRANDS lining his mouth like a spiderweb.

INT. FAMILY HOME - SAME

A young Marbaden girl, ELSIE, 6, lies tucked between her sleeping PARENTS. Hearing the WHINNY...she wakes.

EXT. MARBADEN SQUARE

Elsie slips from her house in her nightgown, as if sleepwalking. The horse's WHINNY still sounds, melodic and soft, not frightened. Elsie follows it...

EXT. MARBADEN STABLES

...and dazedly approaches the hitching post. The horse stamps a little, still uttering its strange sounds.

ELSIE

There, there...it's all right...

She strokes the horse's flanks, then its mane...

ELSIE

(dreamily)

You sound like music, you know that?

You sound like singing...

--and as she strokes its face, passing its mouth--

--her hand touches the SUGARY FROTH. And sticks. Elsie frowns pleasantly, pulls her hand away--

--but the SUGARY STRANDS pull with it, like a white, glittering tar. Elsie braces with her other hand--

--but it touches the rabid froth too, and is ENVELOPED by it, oozing out of the horse's lips!

Her hands are both caught in the sugary substance. The more she resists, the more it entangles her, now sticking to her arms and body--

--and as she slowly slips from her dream-state--

ELSIE

Help...please...oh please...

--the SUGARY TAR now starts creeping up her limbs, stretching and spreading, spider-webbing between her legs and trapping her in place--

--and creeping up her shoulders, up her neck and INTO HER MOUTH as she tries to scream--

ELSIE

Please! Oh pl...eggh...

She's struggling desperately, but she's trapped in the sticky strands, drooling out of the horse's mouth--

AS IT OPENS UNNATURALLY WIDE

--with bone snapping as the mouth splits open as if on a hinge, revealing the SPARKLING WHITE SPIDERWEB inside which now retracts its strands--

--which lift poor Elsie off the ground, curling her fetally and sucking her into the horse's swollen gullet! Gobbling her up as she SCREAMS!

INT. STABLES - SAME

The Grimms, Cavaldi and the French guards wake instantly at the o.s. CRY of terror.

EXT. STABLES - MOMENTS LATER

The doors fly open, with the Grimms leaping out to see--

THE AUBURN HORSE

rearing back and kicking, as its stomach DISTENDS and DISTORTS from a bulbous shape fighting within.

WILL

Hey Jake. That's your horse.

Another SCREAM as the horse lands. And Elsie's hands wedge out from its mouth, forcing it open--

--to see her terrified, sugar-tar coated face SCREAMING, caught in the animal's throat! A strenuous GULP finally sucks Elsie down. The horse's mouth slams shut--

--and it REARS BACK again, SNAPPING free of its hitch, wheeling and galloping for the forest.

The Grimms are wide-eyed. Speechless. As Cavaldi, Perdin and Bosch now burst onto the scene--

CAVALDI

What's happened?!

LIGHTS are coming on. Angelika flies around the corner in a white nightdress -- but bow and quiver in hand--

ANGELIKA

Who was she! WHO WAS SHE?!

WILL

(to Jacob)

Mechanized vessel? Fall of Troy?

JACOB

Too lifelike.

WILL

Mannequin child, ventriloquist tricks?
Mirrors and optics?

ANGELIKA

WHAT'S HAPPENED?!

JACOB

We should really catch that horse.

EXT. MARBADEN MEADOW - NIGHT

Angelika's horse GALLOPS out of the village. She's barefoot, in her nightdress...and pursued closely by Will and Jacob, sharing one mount.

Moments later, Cavaldi and the Frenchmen pick up the chase.

Blasting straight toward the pitch black woods...

EXT. THURINGIAN FOREST - NIGHT

The voracious auburn horse gallops away into darkness, trailing Elsie's wet and muffled screams.

In pursuit, Angelika's horse races, closing in...

UNTIL IVY VINES

suddenly COME TO LIFE, snapping across the trail ahead of her! Linking up like an IVY CLOTHESLINE--

--and BAM -- lifting her off her mount! Angelika hits the dirt hard, still clutching longbow and quiver. Her horse darts ahead, spooked--

--as Will and Jacob close in, until there's a ferocious CRACKLING and SNAPPING noise -- all around them! The OAK TREES flanking the path suddenly SHUDDER, UPTURNING their ROOTS and using them like spider-legs--

--to CRAWL-SLIDE closer and block the trail! Their view of Angelika ahead disappears and their horse REARS UP in alarm, throwing the Grimms to the ground--

JACOB
WILL, ARE YOU SEEING WHAT I'M SEEING?!

--as the OAK TREES behind them SHUDDER, SPROUT ROOTS and SPIDER-WALK to block the way they came!

WHILE BACK DOWN THE TRAIL

Cavaldi, Perdin and Bosch come riding -- the route cut off -- horses REARING UP with fright and blocking Cavaldi's view--

CAVALDI
What's happening!? Don't lose sight
of the Grimms!

--as a massive CLAW-BRANCH lashes out across the path! Perdin and Bosch duck its arc, but it SLAMS Cavaldi full-on, sending him flying!

He tumbles hard, somersaulting off trail and down a slope, over a creekbank gap and into darkness...

The trees around them LURCH CLOSER...literally closing in...

WHILE ON THE PATH UP AHEAD

Angelika scrambles upright. The clothesline-ivy splits and unfurls toward her, wrapping her ankles--

--but Angelika grabs a dagger from a quiver-sheath and cuts the vines clean through! Sap-like black oozes out "wounds."

ANGELIKA
THEY'RE FLESH AND BLOOD! FIGHT THEM
LIKE FLESH AND BLOOD!

Then she herself spins at the sound of a GROWL--

TO SEE A BIG, BAD WOLF

lumber from the shadows. The beast that's been tracking them -- a hairy hulk on all fours. But it wears a cape on its back, and its claws are bright, metallic silver.

It GROWLS ominously, bearing its fangs -- again metallic.

Angelika shivers in her nightdress...but stands her ground...

EXT. FOREST - THE TRAP OF TREES

The RUMBLING OAKS kick up dirt as their roots spider-walk them ever-closer. Perdin and Bosch pull MUSKETS and PISTOLS, still on horseback--

PERDIN

Explain this, Grimms! Explain it!

WILL

THESE PEOPLE ARE MUCH BETTER FUNDED
THAN WE ARE!

AS RAZOR-EDGED TREE BRANCHES

come SLASHING down, sending the Grimms diving under the horses! Perdin leaps off, but fat Bosch doesn't make it--

AS THE BRANCHES CURL INTO CLAWS

--snagging hold of the three horses (and Bosch)...and lifting them high into the darkness with CRACKLES and CRIES...

AS A SUDDEN BLOODSPRAY

splashes the forest floor. Saddles fall shredded. The remaining foursome trade a stunned look:

PERDIN

To hell with this...

He FIRES his musket into the treetops!

EXT. FOREST - WITH ANGELIKA

And the snarling wolf. As she smiles--

ANGELIKA

Here kitty.

--and flashes an arrow from her quiver and draws her longbow's string! ZZZIP! The shaft SLASHES through the air as the WOLF bounds forward and leaps it--

AND BOUNDS OVER HER HEAD

skyling to land in the tree-branches above her! Then comes plummeting at her, metallic claws bared--

--as Angelika instantly rolls aside, springing up with another ARROW ready. It SPIKES the dirt where the beast landed. She gives chase.

EXT. FOREST - THE TRAP OF TREES

Perdin FIRES his musket blindly; so does Bosch. TRUNKS and ROOTS rumble; the brothers spin, defenseless--

JACOB

We need weapons!

Will spies Bosch's fallen sword. He dives for it--

JUST AS THE CLAW BRANCHES

SLASH for another strike. Will parries just in time, slicing a BRANCH in two. The severed end turns ashy gray, instantly PETRIFIED -- and Jacob grabs it for a cudgel of his own.

PERDIN

GRIMMS! WHAT THE HELL DO WE--

WILL/JACOB

RUN!!!

And all four hurtle off-trail, diving between trunks and out of the trap. But further into darkness...

EXT. DEEPER FOREST

A boulder-rock outcrop lies ahead. (Like the one Isabel pursued the dress into.) The Grimms and guards race for it.

INT. ROCK CAVERN

And into blackness. Low insect CHICHERING sounds. A match gets struck, lighting Perdin's small OIL LANTERN, just as he slams Jacob to a wall, losing it--

PERDIN

THE EMPEROR NAPOLEON DEMANDS AN
EXPLANATION!

WILL

Leave him alone!

Will wrests him off. Their awestruck eyes turn to the cave's recesses...where the ground is littered with bones of all variety. Skulls of man, horse, cow, bear and deer.

JACOB

The bones of the pagans...and their
animals...

They trade an anxious look as the forest sounds increase. Perdin tries to roll stones to block the cave mouth--

PERDIN
HELP ME BUILD A BARRICADE!

WILL
I don't suppose our book had anything relevant? An old Girl-Swallowing Stallion Story? A tale of Homicidal Lawn and Garden?

JACOB
Something tells me I wouldn't be the first to write it down.

He steps toward the cave wall RUNES -- foreign glyphs and symbols, their black brush-strokes weirdly GLISTENING.

JACOB
(sotto, mystified)
Why'd that Queen kill these people...

WILL
Jake, it's really not the time for a research proj--

--as Jacob touches a finger to a glistening RUNE--

AND IT OOZES DOWN THE WALL

once poked, like dripping black sludge. Amazed, Jacob lights a MATCH, bringing it close to see that the rune "substance" is in fact comprised of INSECTS. Tiny ants, beetles and millipedes, writhing over each other--

--now spilling out of the "rune" like a faucet's been opened.

JACOB
Bugs...

EXT. FOREST GULLY - SAME

Angelika still charges after the wolf, bow ready...

...and runs it to a halt at an ivy-covered rock wall. The wolf is trapped. It spins to face her, GROWLING, as she lets fly the shaft. The arrow flies true--

--as the wolf RISES UP and, with a paw, SNATCHES the arrow from the air. Then snaps it in two.

THE BIG, BAD WOLF
(a gravelly growl)
Be one of us...

If wolves could smile, this one would.

Angelika takes a step back...as the IVY CARPET on the wall behind it starts moving. CREEPING DOWN the wall -- past the wolf -- and coming for her like an advancing tide...

As she spins and retreats at full speed.

INT. ROCK CAVERN

Perdin's stacking stones desperately, as he hears the insect CHIRRUPING getting louder, from behind him...

He turns to see what the Grimms are seeing: all the cave's runes are now "bleeding," as MILLIONS OF BLACK INSECTS spill out of them, flooding the floor--

WILL

(off Perdin's look)

Uh. He touched the wall.

--and swarming the pile of bones. Like ants or bees of a single mind...the insects begin STACKING, forming LINKS, wrapping around bones and lifting them--

AND ASSEMBLING THEM TOGETHER

--with insect-masses forming their muscles and tendons, building SKELETAL FIGURES in ramshackle order -- arm-bones for leg-bones, skulls for kneecaps, a deer skull atop a human ribcage, two cow skulls atop the body-bones of a bear--

INTO FOUR "SKELESECT" WARRIORS

Formed from primitive nanotechnology, mismatched skeletal creatures with moths, ants, spiders and flies for connective tissue. The CLICKING and CHITTERING grows deafening--

JACOB

Guys...it may be time to reconsider the whole barricade concept--

--as the Skelesect Warriors retrieve Plague-era MEDIEVAL SWORDS from beneath the bone pile--

EXT. FOREST - SAME

The Grimms and Perdin come TEARING out of the cave. The four SKELESECT WARRIORS follow, incredibly agile and swift for such hybrids of patched-together-junk.

Perdin fumble-loads his pistols and FIRES. The bullets BLOW HOLES in one's insect tissues, but more INSECTS simply flood the cavity and restore the Skelesect's form--

The Deer-Skulled Mansect and the Cow-Skulled Bearsect attack the Grimms! Will defends with sword; Jacob with cudgel. They SCRAMBLE under a log as the Skelesects slash down--

--and split the log in two in their wake.

WILL

We need guns! Give us guns, soldier!

Ignoring, Perdin fends for himself, FIRING again and blasting two SHOTS in a Four-Armed Mansect--

--disintegrating its torso, splitting it in two. Its top half crashes to ground...as bones and an INSECT CLOUD...which then swarms back up the lower half, carrying bones like an ant parade to re-assemble the creature as before.

AS THE GRIMMS SCRAMBLE

to their feet, down a creekbank, up the other side--

--and nearly colliding with Angelika, sprinting from the other way. They pull weapons back just in time--

ANGELIKA

Tell me you've vanquished worse! Far worse, lots worse, right?!

WILL

This, ah, ranks up there--

ANGELIKA

Back to the meadow! Follow the creek!

(to Perdin beyond)

FOLLOW THE CREEK!

Perdin FIRES another couple shots and takes off splash-sprinting through the streambed--

--as suddenly VINES lash from underwater -- snapping around Perdin's throat and lassoing him! They wrap his limbs, PLUNGE him under, and pull him screaming backward, upstream.

ANGELIKA

Or don't follow the creek--

AS A CLAW-BRANCH SLASHES DOWN

and snatches Angelika in its grip. She SCREAMS, dropping her bow as the razor-wood WRAPS around her nightdress and LIFTS her skyward into the dark thicket!

WILL
ANGELIKA!

He and Jacob trade a shocked look...and a hard swallow--

WILL
Wait for me...

--and then PLUNGES his sword into the trunk of the abducting tree, using it as a high handhold to swing himself--

INTO THE BRANCHES

High above, Angelika's struggling, slashing her dagger to fend off the thicket of branches pulling at her limbs as if to draw and quarter her -- as her dagger falls--

--but Will below is there to catch it! He climbs swiftly, hacking with the dagger as branches reach for him too--

WILL
LET HER GO! YOU CAN'T HAVE HER!

He slashes madly, reaching Angelika's level, cutting at her wood-tendrils as they wrap and MUMMIFY her--

WILL
We're getting you out of here!

AS THE UPPER TREE TRUNK

behind him starts to change shape, a DARK KNOTHOLE distending and spreading open--

--to reveal a MOUTHFUL OF JAGGED BONE TEETH--

--as another BRANCH whips around and grabs hold of both Angelika and Will, pulling them toward the trunk. Caught and turning...now they see the GNASHING, CHOMPING jaws...

WHILE AT THE TRUNK'S BASE

Jacob's backed against it, his scared sword held...

...as the four Skelesect Warriors have him surrounded, advancing. A sword SPLITS Jacob's wood cudgel in two!

JACOB
 (panicked bravado)
 You think you can kill me? I shot the
 Mill Witch of Karlstadt! I squished
 the Frogboy of Glutenhof! So do you
 really think I'm worried about YOU?!

And as the Skelesects all rear up for a mighty strike--

--Jacob reaches overhead, clutching Will's sword, still
 embedded in the trunk -- and jackknifes himself up--

--as the Skelesects simultaneously SLICE right through the
 tree-trunk like butter--

Causing a deep FOREST HOWL, as the trunk changes color --
 from brown to ashy gray, spreading as if diseased--

AS THE TREE SWIFTLY TOPPLES

Arcing to a fall, SMASHING past other trees, its trunk
 LANDING on the Skelesect Warriors, crushing their bones and
 scattering their component bugs in a cloud--

WHILE IN THE BRANCHES

Will and Angelika are right at the knothole "jaws"--

--as the bone teeth SHATTER while the razor-branches TURN
 gray and brittle, snapping away--

--as the tree topples over, and Angelika, Will and Jacob
 below do their best to--

WILL
 HANG ON!!!

AS IT SLAMS TO GROUND

Animate no more. The masses of INSECTS struggle with the
 crushed bones, trying to re-Constitute the Warrior forms --
 as Will, Jacob and Angelika scramble free--

WILL
 Drinks in the village. I'm buying.

EXT. MARBADEN MEADOW - NIGHT

Will, Jacob and Angelika hurtle out of the woods. A MOAN
 emanates from the wounded forest...

EXT. FOREST CREEKBED - SAME

A black-cloaked figure is sprawled upside-down upon crossed logs. His head suspended only a foot above some JAGGED ROCKS. It's Cavaldi, finally stirring to consciousness.

He blinks at the inverted creek, then pulls himself up -- to see his rosary beads (and his wrist by extension) are SNAGGED on a broken-branch. It's what stopped his tumble.

He unsnags it, regards it with amazement. Then surveys:

CAVALDI

Lieutenant Perdin?! Lieutenant
Bosch?! Follow my voice if you can
hear me! Come to my voice!

He drops to creek-level, crouched in the water...as the VINE-WRAPPED head of Perdin, eyes and mouth wide with horror, comes floating downstream...

EXT. EDGE OF VILLAGE

The Grimms and Angelika fall to safety, exhausted and wounded. Angelika wears a nasty gash on her arm--

WILL

Just rest. You're bleeding--
(to Jacob)
Something to give pressure--

Jacob rips a swath of pant leg. Will wraps Angelika's arm with it. She regards him, touched, until he jerks the bandage tight. Then she yelps.

WILL

It's supposed to hurt. That's how you
know it's working.

ANGELIKA

(nods, gritted teeth)
Okay, I trust you. Wouldn't sleep
with you, but I trust you.

Will reddens. He was overheard earlier, it seems.

WILL

Just doing our job.

CLICK! Suddenly a pistol's pressed to his head--

CAVALDI (O.S.)

Charlatans! Murdering charlatans!

Will freezes. Cavaldi, ragged and trembling, keeps his unsteady pistol aimed. Eyes wild...

CAVALDI

You killed my men! You killed my men to keep your secrets!

JACOB

What?! Didn't you see what--

CAVALDI

(to Angelika)

They're liars and thieves! They've had no magical heroics! They made them all up to get rich!

Angelika looks in Will's eyes...now pulling away...

ANGELIKA

But...is that true?

WILL

How 'bout what just happened! Nobody could have devised that--

CAVALDI

I've underestimated your conniving little minds--

ANGELIKA

(spins him to her)

IS IT TRUE?!

Will stammers guiltily--

ANGELIKA

And was that your plan here? Pretend to slay our demons? And take our money all the same?

WILL

No! You don't understand! We don't even want to be here!

Angelika's stung. Will tries to backtrack--

WILL

That's not what I--

ANGELIKA

Well, we don't want you here either.

She struggles up, limps for the village lights--

WILL
Angelika! Angelika, wait!

He starts up, but Cavaldi presses a pistol to his forehead.
And holds a second one on Jacob. Sweating badly:

CAVALDI
Your trap and I walked right into it.
You know these abductors -- you've
lain in wait--

WILL
What, did you nap through all that?!
We didn't murder your men!

JACOB
Ask the girl! She saw it! There are
spirits in that forest, they are real!

CAVALDI
What is real, you German monsters, is
Cavaldi Vengeance.

EXT. MARBADEN SQUARE - NIGHT

Scared villagers watch from their homes as Cavaldi storms by,
yanking a rope tied to Will and Jacob, bound together.

CAVALDI
Half-wits! Dunce-puppets! Imbeciles
and fools!

Waving a pistol, he storms to a doorway: inside, Gregor
pulls Sasha close -- until Cavaldi snatches the man out--

CAVALDI
I want your best two goddamn mounts!
Steeds and saddles or I gut you where
you stand!

GREGOR
Yes...yes, sir...

CAVALDI
DON'T YOU PEASANTS KNOW WHEN YOU'RE
BEING TRICKED?!

EXT. SQUARE - MOMENTS LATER

Cavaldi swings onto a black horse, still clutching the rope
to the Grimms -- who sit prisoner on a second mount.
Villagers watch; little Sasha is crying...

A CHILD
 But why? Why won't you help us?
 You're the Brothers Grimm!

Jacob averts his eyes. Will looks to Angelika's dark house.

CAVALDI
 People of Marbaden, France shall
 return with reinforcements.
 (a sneer)
 May God have mercy on your
 superstitious souls.

He cracks his whip and kicks heels. Both horses ride off.
 Abandoning the village with its fears...

CUT TO:

EXT. FRANKFURT CASTLE - DAY

Establishing. French TRUMPETERS blare, as CITIZENS are
 filing through the open castle gates.

EXT. CASTLE COURTYARD - DAY

Public executions in progress. A morbid festival atmosphere.
 A stage with a GUILLOTINE atop it.

Atop a balcony, General Delatombe lounges in uniform and
 foppish hat. We hear O.S. screams and a THUNK. Delatombe
 applauds, motions to an AIDE-DE-CAMP:

DELATOMBE
 Now that one was delightful. Could
 you ask him if there's any way to do
 it so they're still screaming after?

CAVALDI (O.S.)
 General!

He turns to see his torture artist, in dust-caked cloak.

DELATOMBE
 Cavaldi! Back so soon!

CAVALDI
 It is very important, General...that I
 speak with you in private.

Delatombe sighs. Stands -- as below, the hooded EXECUTIONER
 secures another THIEF's head on the chopping block:

DELATOMBE
 Executioner! Executioner!!!
 (still not heard)
 JERRY!!!

The man stops, a hand on the guillotine rope:

DELATOMBE
 Everybody take five.

The crowd groans; the executioner shrugs. The thief remains.

INT. DELATOMBE'S QUARTERS - DAY

Three CHAMBERMAIDS are dusting the lavish room. Delatombe marches in, with Cavaldi right behind:

DELATOMBE
 Bad timing, Sicily. You want to keep
 the poor happy, you give 'em a show.
 (snatches up a sword)
 En garde!

He slashes his blade at the chambermaids, playfully chasing them out the door. They shriek, drop dusters, and flee.

DELATOMBE
 Well, what is it? Did you solve the
 Thuringian mess?

CAVALDI
 Your lieutenants were murdered,
 General. An attempt on my own life
 was made. The Grimms themselves were
 responsible.

Delatombe stares at him.

DELATOMBE
 Is this a joke? Is it my birthday?

CAVALDI
 They're in league with the kidnapppers,
 though they deny it. They insist the
 very forest came to life--

DELATOMBE
 The Grimms.

CAVALDI
 Yes, General.

DELATOMBE

The verminous tale-telling Grimms.

CAVALDI

The very same.

Delatombe FLARES his swordpoint to Cavaldi's throat:

DELATOMBE

And you've come back to tell me that two of my best soldiers were outwitted and outfought by a pair of book-shelvers? Pray tell, where at the time were YOU?!

Cavaldi wants to swallow, but he'll nick the blade--

DELATOMBE

You know, when I went shopping for a torture artist, they warned me you were the weakest of the great Cavaldis. There were whispers you never had the stomach for it.

CAVALDI

Rumor and spite, sire.

DELATOMBE

And now, to hear this...why, I wonder if you've ever disemboweled any virgins at all.

CAVALDI

This is not about my professional reputation.

DELATOMBE

No. It's about mine.

He lowers the sword, steps face-to-face:

DELATOMBE

I was given command of the Rheinland territories by our Emperor himself. That I might bring culture and refinement -- purge their heathen lore and bury vile superstition!

(beat)

I pray in your country someone will one day do the same--

--as he bats at Cavaldi's rosary, around his wrist.

CAVALDI

But...is France not a Catholic nation?

DELATOMBE

Religions are useful when they fill an empire's coffers. Your faith may be in favor, Cavaldi -- it makes it no less forgettable.

Delatombe eyes him harshly, with suspicion:

DELATOMBE

I sent you to do a simple task, and you were outplayed by pickpockets. Or does a part of you believe their story?

CAVALDI

Of course not, sire.

DELATOMBE

Then perhaps it is you...who now has something to prove.

EXT. CASTLE COURTYARD - DAY

BLINDFOLDS get tied around Will and Jacob's heads. REVEAL their hands are bound, as they're bent forward...

...to rest on dual guillotine blocks atop the stage. Neckstocks are SLAMMED home. The BLADES are raised.

WILL

In all honesty...maybe we should've stuck with your book idea.

JACOB

It's a good thing we're about to die, Will. Because if we weren't, I swear on my life I'd murder you.

WILL

That's what I loved about you, Jake. Always the bright side.

A CLICK as the blades reach the top--

EXECUTIONER

A LA GLOIRE D'NAPOLEON!

--then a metal HISS as the blades ZIP DOWN! And just as suddenly stop with a CLANK--

--as they hit two metal swords, held perpendicular just above the brothers' heads. Another GROAN from the crowd.

WILL
Hello? God?

The Grimms' blindfolds are whipped off. Two sword-bearing guards flank a freshened-up Cavaldi:

CAVALDI
Monsieur Grimm and Monsieur Grimm. I
have good news.

EXT. HESSIAN HILLSIDE - DAY

An exquisite mountain vista. Two horses ride: Cavaldi on one; the Grimms on the other -- bound to the saddlehorn.

CAVALDI
In my homeland, family is tantamount.
Family above all. And yet you --
knowing your own will be slaughtered
should you escape -- you attempt to do
so. Never have I met such monsters.

JACOB
We're the monsters? Your business
card says "torture artist" and we're
the monsters?

WILL
We didn't kill your men, Cavaldi.
That forest did.

JACOB
And we didn't try to "escape"!

CAVALDI
You live today that you may identify
your co-conspirators. The General's
troops are on the way.

Will throws up his hands. Jacob's beside himself:

JACOB
We had nothing to do with it! There
are demons, Cavaldi, there are spirits
-- they exist!

CAVALDI
And to think that line usually works
for you.

EXT. MARBADEN SQUARE - DAY

Once again silent and empty as the trio rides in. Cavaldi raises and kisses his rosary:

CAVALDI

Vive la France! France has returned!
Military aid is forthcoming!

WILL

You're expecting a shower of baguettes
or something?

No one appears at the windows. Curtains drawn. Cavaldi sidles to the Grimms' horse, unties their hands:

CAVALDI

It is my honor now in question. You have until nightfall to obtain your co-conspirators' surrender. Or your sister and your brothers take the blade.

JACOB

Our co-conspirators, as you put it, are right there.

He points to the trees. Cavaldi stares darkly.

CAVALDI

You have until nightfall.

EXT. ANGELIKA'S HOUSE - DAY

Shuttered and quiet, as Will raps on the door:

WILL

It's Wilhelm Grimm, I need to see you!
Angelika? I need to know if you're
all right!

No response. Will sighs.

WILL

Look, I know what you think of us.
And I'm sorry. But sometimes you look
at morality, right? And you say does
it exist in nature or did we just
invent it? We revolve around the sun,
is that morality? What goes up comes
down, is that morality? Did morality
build the Egyptian pyramids, the Great
Chinese Wall--

The door snaps open.

ANGELIKA

Tell me something. When you climbed that tree back there? Was that to save me, or was it just to get a look up my dress?

WILL

I don't deny there were perks.

She tries to shut the door but he stops her--

WILL

Wait! Seriously!

ANGELIKA

All you Grimms care about's your riches and glory. You've found a nightmare that won't win you any -- so you run.

WILL

But we're back!

ANGELIKA

To save a child or a reputation?

He hesitates. She's bitter:

ANGELIKA

I was in Bonn when my father died. I could have stayed, become a great cartographer. But my sisters had no one. When you care about people, you make sacrifices.

WILL

I've made sacrifices too--

ANGELIKA

I'm not talking about your conscience.

WILL

Look, I'm sorry, all right? I'm sorry I'm not some pagan Druid. I'm sorry I didn't believe in whatever it's called, bestiality--

ANGELIKA

Animism.

WILL
What's the difference--

ANGELIKA
There's a difference.

WILL
--but my family's life's at stake,
same as yours. I want to help them.
(beat)
And I want to help you.

Angelika eyes him, softening a touch. But no more.

ANGELIKA
Only one thing'll help me, Grimm. And
that's to hold my sisters in my arms
again -- alive or dead. There's
nothing else I want from a confidence
man like you.

The door slams behind her.

INT. MARBADEN STABLES - DAY

Cavaldi's in the hayloft, sharpening blades, as Will returns:

CAVALDI
How's your peasant girl? Any kisses?

Will ignores. At the table sits Jacob, perusing his
"Compendium of the Spirit World":

WILL
What are you doing?

JACOB
All our interviews and research...were
others true, Will? Was there a real
Cinderella? A real Snow White?

WILL
Well, if they had insects for
arteries, I like our versions better.

JACOB
We have countless old tales of the
Hessian province. But none mention
the forest coming to life--

WILL
So what's in the stories?

JACOB

That Thuringian Queen. Tales of her beauty, how she was renowned as the most gorgeous woman in all of Europe--

WILL

Pre-plague, I'm assuming.

Jacob stands, stuffing his journal into his satchel and swinging it on. He reaches for a walking staff:

WILL

Where are you going?

JACOB

Into the woods.

WILL

Into the what-where-why?

JACOB

He said we have until nightfall, didn't he?

He looks to the hayloft, his frustration coming out:

JACOB

What's your goddamn problem, Cavaldi? Were you locked in a trunk as a child? Kept in the basement?

CAVALDI

(a slight frown)
Weren't you?

WILL

Jake, you're going back in that forest alone?

JACOB

I don't know. Am I?

Will doesn't answer. Jacob smiles sadly.

JACOB

All my life I've been studying myths. Toads who are royalty, pumpkins for carriages. And now I find one that's for real? How can I not go back in those woods, Will? How can I not want to know what's in there?

His brother looks pained.

JACOB
 By gun or by guillotine.
 (beat)
 That's all we're waiting for.

CAVALDI
 Back before dark, won't you?

Jacob stops in his tracks. Stares the assassin down.

JACOB
 Kiss your rosary, Cavaldi. Go on,
 I've seen you. Kiss your rosary while
 you scoff at others' "superstitions."

Cavaldi hides it reflexively. A nerve hit. Jacob smiles.

JACOB
 Better keep it handy, though. For
 when I bring you the proof.

EXT. MARBADEN SQUARE - DAY

Jacob strides toward the meadow...as a HAND suddenly claps
 his shoulder and spins him.

It's Will, with a satchel and a smile.

WILL
 Brothers, remember?

Jacob warms.

JACOB
 Till the end.

EXT. OUTSKIRTS OF TOWN - DAY

The Grimms march into the meadow, toward the forest.

In a window of Gregor's house, a curtain is parted. Little
 Sasha stands watching the Grimms depart. A hopeful smile
 forms...and she pumps fists with a child's triumph.

EXT. THURINGIAN FOREST - DAY

Under a gray sky, Will and Jacob step onto the woods-trail.
 A couple RAVENS flit to watchful perches.

WILL
 We have a master plan at this point?

JACOB

There's something I want to see....

EXT. RUINS OF CHAROT - DAY

The forest clearing with the spring, graveyard and tower. The Grimms hack through some last underbrush, emerging beside the two birch trees as before.

This time, Will tugs at a birch trunk. It doesn't budge.

EXT. STONE TOWER - MOMENTS LATER

A PRONGED GRAPPLE attached to a rope goes SKYING...and CLANKS atop the tower's roof.

Jacob and Will hold the slack end of the rope, pulling the grapple taut until it catches the roof's raised edge.

JACOB

I don't suppose you want to--

WILL

You know me. I get intimidated by tall women.

JACOB

Stay away from that spring. If there really are pagan souls in there... they can't be too happy.

Jacob guides the rope to the tower wall and starts climbing. Boot-walking up the side...

...while a wary Will surveys the gathering ravens.

WILL

They're happier than me.

ON THE TOWER'S ROOF

Jacob scrambles his way atop it, five stories up. It's a solid stone floor with no entrances--

--but it affords him an expansive view of the clearing. And the remnants of graveyard directly below.

WILL (O.S.)

You see anything?

JACOB

Only crosses and crypts...

Then he frowns, doing a circle around the roof.

He notices a number of SHATTERED CRYPTS below which seem evenly spaced. They're stationed around the tower as if hour-marks on a clock. There are twelve of them...

JACOB
Twelve crypts...
(as he realizes)
Eleven girls...

CUT TO:

EXT. GREGOR'S HOUSE - DAY

Back at the village, a door creaks open...as young Sasha checks warily, clutching a water pail.

GREGOR (O.S.)
Stay where I can see you, Sasha.

EXT. MARBADEN SQUARE

Sasha's at the water-well, letting a wheel-crank spin freely, dropping a rope with weighted bucket. Splash. She sees her own rippling reflection far below--

--as a RAVEN'S REFLECTION zips past. Sasha looks up, turns around for it...and doesn't see the RAVEN fly behind her and zip into the well.

It dive-bombs down the stone shaft and goes underwater.

Sasha spins back to see only a ripple. She turns the crank, lifting rope and bucket. It rises, brimming with water--

AS A DEAD RAVEN

POPS to the surface! Sasha reacts, then lifts it out by a wing. It's covered in brown mud--

SASHA
Sorry, birdie--

--but before she can toss it aside, it FLAPS WINGS, coming to life and SPRAYING MUD in Sasha's face!

The bucket drops with another SPLASH. Sasha YELPS, trips back. But the raven still hovers, BATTING WINGS and coating her face with muck, like a gloppy mud-mask.

IN THE WELL

The water RIPPLES, disturbed from below.

IN THE SQUARE

The well's crank TURNS of its own accord. Pulling in rope...lifting the bucket.

IN THE WELL

The bucket breaks the water...and TWO MUDDY CLAWS grab hold.

IN THE SQUARE

The raven flies off. Sasha stumbles in a circle, wiping at the MUD coating her face. Soggy CRIES now muffled...

IN THE WELL

As a MUDDY SHAPE hangs onto the bucket, rising with it, dripping clumps of wet earth--

AT GREGOR'S HOUSE

Gregor now sees Sasha stumbling blind at the well--

GREGOR

God, please no...

INT. STABLES - SAME

Cavaldi's still in the hayloft. He hears the commotion, moving to the loft window to see--

--Gregor racing from his house, a musket in hand--

IN THE SQUARE

Sasha smears at her face, breathless, wiping MUD out of her eyes -- or rather, where her eyes should be -- because beneath the brown goop, her eyes are gone.

She smears at her mouth -- to uncover smooth skin beneath. Her nose is gone too. Just flat, featureless skin...

Gregor stops short, incredulous. She's blind, mute and breathless: a blank slate for a face.

AS THE MUDDY CLAWS

clamber from the well -- attached to a dripping, child-sized thing. Half-humanoid, half-liquid. This is the MUD-MIMIC: a gloppy head and torso with stumps for appendages...

GREGOR
SASHA, RUN! RUN TO MY VOICE!

She hustles for him, leaving behind a mud-pool at her feet... in which an EYEBALL surfaces. Then LIPS. Another EYE...

The Mud-Mimic SLITHERS across the pool...and subsumes the lost features. They travel up its body--

--and now Sasha's eyes, lips and nose emerge to form the Mud-Mimic's face.

Gregor grabs Sasha. FIRES his musket.

The bullet SPLASHES through the torso-mud, harmlessly. The Mud-Mimic grows legs, now standing upright -- a child-sized horror show with Sasha's cute smile.

GREGOR
LEAVE MY DAUGHTER ALONE!

INT. STABLES

Cavaldi's eyes wide. He can't believe what he's seeing...

INT. GREGOR'S HOUSE

Gregor pulls faceless-Sasha inside, bolts the door. Drops the musket and clutches her--

GREGOR
Breathe! Please breathe!

He doesn't see a TENDRIL of mud OOZE under the door, SLITHERING toward them--

--and then LASHING up, a wet-lasso around Sasha's chest as it YANKS her backwards with such sudden force--

--that the door's BLOWN OFF its hinges--

EXT. SQUARE

--as the TENDRIL, like a rubber band, rockets Sasha back to COLLIDE with the Mud-Mimic with a SPLASH! Subsumed, sucked into the very limbs and torso!

The Mud-Mimic now grows more definition: fingers, joints, chin. With Sasha's face, it BELCHES happily.

MUD-MIMIC
(in Sasha's voice)
Mmm. I'm delicious...

Gregor screams and charges at the creature. But it COLLAPSES in a POOL OF SLUDGE--

--which then SUCKS ITSELF back up and into the well.

Gregor races to the edge. There's just rippling water below. Every trace of the being -- and the girl -- is gone...

GREGOR
SASHA!!!

EXT. MARBADEN SQUARE

Scared VILLAGERS rush from their homes, surrounding poor Gregor at the well. Angelika rushes out with them--

--and notices Cavaldi in the hayloft window. Stone-still, his face pale. Suddenly he spies Angelika staring at him, and collects his composure. Vanishes from view--

INT. STABLES

--and accidentally snags his rosary on a window-nail. The chain snaps; the beads spill.

Cavaldi watches them scatter...like his whole world...

CUT TO:

A FEW FLIES AND BEETLES

meander a stone crypt, tendrils hunting. As a BELT SMASHES DOWN and flattens them into juice.

REVEAL EXT. RUINS OF CHAROT

Where Will snaps his belt back, regarding his bug-slaying:

WILL
Yeah. Not so tough now, are you?
Who's king of the jungle now?
Seven with one blow!

JACOB
(still atop the tower)
Will! The crypts around you!
(MORE)

JACOB (CONT'D)

They're in a ring of twelve! Twelve crypts, eleven girls! They need one more to complete the circle!

Will peers in the roof-shards of a crypt: dirt and weeds.

WILL

But these things are all empty!

JACOB

There's nothing else up here but the window! I'm going in!

WILL

Uh...sounds good! Be right here if you need anything!

He raises his belt...to find it's now CRAWLING with INSECTS, hundreds of them now. He drops it immediately.

ON THE TOWER'S ROOF

Jacob hauls up the rope and wraps the free end between his legs and around his waist like a harness. He ties it tight, looping the slack--

--and lowers himself off the edge, rappeling a couple jumps down to the window ledge. Darkness within. Filaments of a spider's web cross the opening.

And Jacob swings himself inside.

WILL

Jake?!

There's no response.

Will nervously takes a glance to where they entered the clearing. Then double-takes. The two birch trees are gone.

Will pivots in both directions -- until he finds the two birches -- now sitting on another edge of the clearing. Right behind him, not twenty feet away.

WILL

(grimaces)

My brother the genius...

INT. TOWER CHAMBER - SAME

Jacob stands, amazed -- the rope still trailing from his waist, out the window and up.

He faces a large stone room -- somehow FAR LARGER than it appears from outside. Five centuries of cobwebs. Dozens of dusty mirrors. A divan, a dressing table--

--and a huge canopy bed, draped with a gauzy white fabric to obscure what's within.

On one wall hangs a faded painting: a full-length PORTRAIT of a gorgeous, raven-haired beauty. Wearing a blood-red cloak, jewels, and a glittering crown. A medieval queen.

Jacob's drawn by the beauty of the young woman's face.

He steps closer...then turns to the canopy bed.

EXT. RUINS OF CHARCT - SAME

Will kneels at the fountain spring, placing a magnetized pin on a leaf and floating it in the water...

WILL
Stay away from the spring, I know, I know. But gimme north, gimme south, gimme something.

...but the leaf just turns and turns and turns...

...because the entire spring starts to RIPPLE -- as if disturbed from below. Will warily steps back--

AS A GIRL'S DRENCHED BODY

rises to the surface! It's Sasha! Eyes closed, arms at her sides and floating. All the mud washed away.

WILL
Oh my God...

He reaches to lift her from the water--

--when there's MOVEMENT in the forest. Will freezes, spinning to see BUSHES swaying and BRANCHES crackling.

Will swiftly scampers for the cover of a stone crypt--

AS THE BIG, BAD WOLF

pads out of the trees, black cape on his back and silver claws extended. Ambling to the spring...

AND CHANGING SHAPE

as he does. Before Will's eyes, the Wolf rises up, WALKING UPRIGHT, his hairy coat retracting--

AS HE MORPHS INTO

--the Woodsman in Black whom we'd seen poison Jacob's horse. Swathed in the cape, boots and head-wrap. And the jingling GLASS RINGS on his belt. Only his piercing eyes visible.

INT. TOWER CHAMBER - SAME

Jacob stands at the bedside...and pushes aside the canopy. For a moment he's lost in whiteness and then...

On the bed, slightly sunken on the white mattress...is a WOMAN'S WITHERED CORPSE.

She wears the same collared red gown seen in the portrait. She's nearly skeletal, hairless -- the skin dried, cracked and shrunk snug against black veins and bone.

Dead for centuries, it seems. Yet somehow preserved.

Jacob's breath hitches. He reaches to touch the corpse's ashen, emaciated hand--

--as her eyelids suddenly POP OPEN!

EXT. RUINS OF CHAROT - SAME

Will crouches behind his crypt, peering out to watch -- and inadvertently crumbling some stone in his grip--

At the spring, the Woodsman spins at the SOUND. He whips a sling around -- revealing a vicious SILVER AXE he keeps cloaked beneath his cape.

Will goes stock-still, pressed to the crypt.

The Woodsman waits. Then relaxes. Kneels at the spring...

AND LIFTS SASHA'S BODY

from the water. He holds her in his arms, then lightly kisses her forehead. And sets her down feet-first.

The girl's eyes open as if waking from a dream. The Woodsman takes her hand and leads her away...

Expressionless, she follows alongside, walking under her own power. They walk toward Will's crypt...

...leaving him nowhere to run. He stays pressed, hidden.

AT THE CRYPT

The Woodsman places a hand at its base, triggering something--

CAUSING THE ENTIRE CRYPT TO PIVOT

--to one side, exposing a LARGE GRAVE beneath the stone. Its walls lined with SATIN and filled with LILACS.

Sasha smiles at the Woodsman. The Woodsman nods, and with one hand helps Sasha step into the grave.

The little girl lies down happily, floating in flowers...as the Woodsman takes two of his GLASS RINGS and slips them on her smallest toes. Magically, they QUIVER and GROW...to create two GLASS SLIPPERS. Encasing Sasha's feet...

...as her eyes now close.

INT. TOWER CHAMBER - SAME

The Corpse Queen stares at Jacob.

He's frozen, silenced, unable to tear his eyes away. The corpse's body is motionless. All that moves is her mouth--

--as her petrified lips CRACKLE apart, with the tiniest of high-pitched tones uttering from somewhere deep inside her--

--slowly building in volume, a wave gaining strength--

--as Jacob watches, transfixed--

--as her gown and limbs start to SHUDDER--

--and the tiny, whimpering tone builds and grows and nears and finally ERUPTS into a PIERCING, SHATTERING SHRIEK!

EXT. RUINS - SAME

At the SHRIEK, the Woodsman spins, snatching his axe. He rushes toward the Tower--

--as the crypt starts to swing back to cover Sasha's grave.

Will leaps into action, darting around it -- and jumping in! Sasha's eyes stay shut. He plucks her out, glass slippers and all, just as the crypt swings closed!

INT. TOWER CHAMBER

The building SHRIEK now SHATTERS the room's dusty mirrors!
Jacob fumbles back through the white canopy--

EXT. RUINS

At the Tower's base, the Woodsman spins back--

--now spotting Will rescuing Sasha. With a ROAR, he grips
the axe and hurls it like a tomahawk--

--just as Will dives aside--

--as the axe SPIRALS at him, just missing, EMBEDDING in the
stone of the crypt. Will sighs relief--

--but then watches the Woodsman's outstretched hand QUIVER--

AND THE AXE LOOSES ITSELF

--and FLIES back across the distance, landing again in the
Woodsman's hand!

WILL

Ohh...that's cheating...

INT. TOWER CHAMBER

Where Jacob stumbles from the bed, backing to the medieval
portrait -- while behind him, PAINT CRACKLES and SHIFTS as--

THE PORTRAIT ANIMATES

And the MEDIEVAL BEAUTY (still two-dimensional) focuses on
Jacob, reaching as if to touch him--

PORTRAIT QUEEN

Come to me, Jacob...

Jacob spins, leaping away--

--but is suddenly transfixed by the picture's beauty. The
portrait smiles...

PORTRAIT QUEEN

I can show you the spirit world you
seek...

Jacob can't take his eyes away. The portrait rises hands to
her gown's collar, unfastening it to reveal a milky neck and
shoulders...and she slips it lower...

PORTRAIT QUEEN

I can show you what you've only
dreamed...if you serve me. If you
serve your Queen...

EXT. RUINS

Will grabs Sasha's hand and flees--

--as the Woodsman hurls the axe at them again! It SPIRALS
right for them--

--until Will dives for the ground, pulling Sasha with him.
The axe nicks his hair as it ZIPS by, rising skyward and
returning to the Woodsman like a boomerang!

WILL

Jake! JAKE!

INT. TOWER CHAMBER

Jacob's frozen in place...

PORTRAIT QUEEN

Serve me, Jacob...

WILL (O.S.)

JACOB!!!

--until the voice snaps him alert. He shuts his eyes--

PORTRAIT QUEEN

I'm your destiny...

--as the portrait lets the gown fall to her feet. Jacob
spins without looking, grips the rope-harness around his
waist...and runs straight for the open window...

EXT. RUINS

At the Tower, the Woodsman raises the axe for a final throw--

AS JACOB SOARS OUT THE WINDOW

arms and legs pinwheeling, plunging with the rope attached
like a bungee--

WHICH SNAPS HIM TAUT

--just as his body COLLIDES with the Woodsman! Jacob's
jerked violently -- but the force knocks the Woodsman to the
ground, unconscious. The axe falls.

Will scrambles up, lifting Sasha in a fireman's hold--

WILL
The axe, Jacob!

--and running over, as Jacob cuts himself free and snatches up the silver axe--

WILL
What's in there?!

JACOB
That Queen -- she's dead and alive!
And her painting's on the wall and it spoke to me!

WILL
The painting spoke?

JACOB
It tried to seduce me!

WILL
Reminds me of our days in Amsterdam--
Will starts in one direction, Jacob in another--

WILL
Trust me! That's not the way we came!
Jacob's got the axe; Will's got Sasha. They run.

INT. TOWER CHAMBER

CLOSE ON the still-two-dimensional portrait...as the seductive smile fades to a hard, cold stare.

PORTRAIT QUEEN
Serve me...or suffer...

IN THE CANOPY BED

As the Corpse Queen lets loose another SUMMONING SCREAM...

EXT. THURINGIAN FOREST - DAY

...and a PLAGUE OF RAVENS soar over the treetops, nearly BLACKENING OUT the sun...

EXT. DARKER FOREST - DAY

Scampering through underbrush, Jacob and Will (carrying Sasha) watch the skies above DARKEN--

--as the VINES around them STIR, lashing out and creeping forward--

--and the nearby TREES start to sway, with their RAZOR BRANCHES curling and lowering to strike--

WILL

It's too far back to the village!

JACOB

The Grimms don't go down without a fight...

Jacob swings the Woodsman's axe in final desperation--

AND THE VINES AND TREES

suddenly shrink back! They retreat, giving the Grimms a wide berth before them!

The brothers frown -- but Jacob spins to face the VINES approaching behind them, and confronted with the axe, the flora retracts and leaves them be!

WILL

The axe...

JACOB

It's his axe...

WILL

It's like them...

They trade a hopeful look. Will keeps Sasha in his arms, kisses her forehead as her chest rises and falls...

WILL

Hang on, Sasha. You're going home...

CUT TO:

EXT. MARBADEN MEADOW - DAY

The cries of RAVENS fade. The skies are bright here...

...as an exhausted two Brothers Grimm emerge from the forest; Will with the girl in the fireman's hold.

JACOB

People of Marbaden! Gregor!

INT. MARBADEN SQUARE - DAY

At the well, the Grimms lie Sasha down. Her eyes still closed; glass slippers still on her feet. Jacob drops the bucket for water, as VILLAGERS emerge--

VARIOUS VILLAGERS

It's Sasha! My God! Get Gregor!

--and Gregor steps from his house, stunned--

GREGOR

My Sasha...

(sees their position)

Not the well, not near the well!

JACOB

What? She needs water!

Gregor rushes over, knocks the wheel-crank out of his hands. Drops to his daughter's side...

JACOB

(to Will)

Jeez, what's wrong with the well?

GREGOR

She's not breathing!

WILL

Are you crazy? She's fine--

GREGOR.

Get the doctor! Somebody!

A murmur through the gathered villagers. A village PHYSICIAN manages to get through -- checks her vital signs. Will and Jacob trade a worried glance...

JACOB

She was fine, all through the forest...I swear to you...

The doctor looks gravely at Gregor.

DOCTOR

Your daughter is dead.

A gasp from the crowd. Gregor staggers.

WILL

No! She was breathing, she was walking, her eyes were open!

DOCTOR
She's been dead for hours.

JACOB
That's impossible...

Gregor breaks down weeping, rocking Sasha in his arms.

DOCTOR
There's no heartbeat or pulse. Her
lungs are filled with water. She is
with the angels now...

The crowd shrinks back, to leave Gregor with his grief. As
it does, Will looks up to see--

ANGELIKA

standing at the back. She meets his eyes. Will opens his
mouth to say something...but stops at the sound of slow,
clopping HORSESHOES. Lots of them.

And he turns the opposite way, as the crowd parts--

--distracted by something else now, as we REVEAL--

A GARRISON OF FRENCH SOLDIERS

at the entrance to town. THIRTY SOLDIERS in full uniform,
led by none other than General Delatombe himself. With
Cavaldi at his side. The villagers edge back...

DELATOMBE
Well, well. What have we here?

GREGOR
(rises, enraged)
My daughter is dead! My daughter is
dead and where were you?!

DELATOMBE
My sympathies. We stopped for lunch.

GREGOR
WHO DO YOU PROTECT, YOU BASTARDS?!

DELATOMBE
(to a soldier)
That man. If he speaks to me again,
harm him terribly.

The soldier levels a musket at Gregor, freezing him.

DELATOMBE

Citizens of Marbaden! By the order of the Emperor Napoleon, I'm pleased to report that we've identified the villains responsible for the crimes against your village!

Delatombe bows appreciatively toward Will and Jacob:

DELATOMBE

Herr Grimm und Herr Grimm. You are hereby under arrest for the abduction and murder of eleven young women--

WILL/JACOB

WHAT?!

CAVALDI

Twelve, sir.

DELATOMBE

Sorry?

CAVALDI

(points to Sasha)
She's twelve.

DELATOMBE

Lucky us. With the evidence before me, I declare you guilty and sentence you to death in the Emperor's name--

WILL

But we found this girl!

JACOB

There's twelve crypts at the ruins of Charot! You'll find a girl beneath every one!

DELATOMBE

Aha! A confession!

JACOB

It's your queen from the Dark Ages!
She's still in that tower -- alive!

The villagers GASP, but swiftly--

DELATOMBE

And the Mill Witch of Karlstadt? Do you vouch for her as well?

The Grimms look despairing.

JACOB

This time it's true...

Delatombe motions to his men, who swarm the Grimms as--

GREGOR

Those boys didn't kill my Sasha. It was a monster, I saw it my--

A Soldier CRACKS him across the skull with his rifle butt. Gregor goes down.

DELATOMBE

What you saw was an illusion. 'Tis their metier. You were paying them to solve a mystery they themselves had devised!

ANGELIKA

(rushing into the fray)
Cavaldi! You saw what Gregor saw!
You saw what happened to Sasha! Tell them it was real!

Will and Jacob spin, surprised. Cavaldi averts his eyes...

JACOB

You set us up...

DELATOMBE

(ignores, to the crowd)
While they claim to work for me, they've been under my surveillance. They and their liaisons have lurked in your wood for the last seven weeks--

JACOB

That's a lie!

ANGELIKA

What we've seen, no men can do--

DELATOMBE

Only madmen. With money for a muse.

She reaches his horse...so he sets hand on sword-hilt:

DELATOMBE

And if you persist with this discourse, Mademoiselle, I assure you you will join them.

WILL
 Angelika! Here! Help me!

--Will struggles with the soldiers, wrenching the Woodsman's
 Axe from Jacob's belt, holding it out to her--

WILL
 Take this! Whatever happens, keep it
 with you! TAKE IT!

The soldiers try to corral him, but Jacob helps fight--

JACOB
 It's hers! Let her have it!

Will manages to hand it to Angelika -- and the soldiers jerk
 both Grimms back, arms now locked. She stares strangely...

ANGELIKA
 Where did you get this?

WILL
 Wherever you go, keep it with you!

ANGELIKA
 Will, but where?!

...but the soldiers are hauling the Grimms to the meadow.

DELATOMBE
 Loyal subjects of France, in these
 lands we once believed in witches. We
 do no more. These men before you --
 they are worse than witches. So let
 us punish them in kind.
 (smiles)
 Let them burn.

EXT. MARBADEN MEADOW - DAY

At the very edge of the woods, a FIREPIT has been dug. A
 stack of branches and bramble...

...surrounding a tall WOODEN STAKE with foot-pegs...

...that Will and Jacob are both tied to.

WHILE A PROCESSION

of villagers passes before the pit, some sadly, others with
 the evil eye, still others hurling curses and spit:

ANGRY VILLAGER

You killed my daughter, you monsters!

ANGRY WOMAN

You cowards! We trusted you!

WILL

No! You don't understand, you're still in danger!

JACOB

The forest still needs a twelfth girl!

Someone pelts them with eggs; another throws tomatoes. Jacob's clothes get splattered.

JACOB

Thank you! Kind of you!

They spot Angelika, fighting her way into the procession line. She still grips the silver axe--

WILL

Angelika! The girls are in the ruins, they're under the crypts--

ANGELIKA

This weapon, where did you find it? I need to know--

WILL

It was the wolf's--

ANGELIKA

The wolf's?

WILL

He works for the queen, we don't know why--

FRENCH SOLDIER (O.S.)

Move along! Allons-y!

Two SOLDIERS shove the line forward. Angelika holds her ground. The soldiers start toward her--

ANGELIKA

They won't listen to me, Will--

WILL

The axe'll protect you. Please believe me.

They share a look, a moment's regret--

ANGELIKA

I do.

And the soldiers force her on.

EXT. EDGE OF MEADOW - SAME

At the treeline, near the firepit. Delatombe stands with Cavaldi as several SOLDIERS ready torches, beside crates labeled "Gunpowder."

DELATOMBE

Ah, I do love a good show trial.
(to soldiers)

When you light the bonfire, see that it spreads into the trees. Use the crates if you have to.

CAVALDI

Why into the trees?

DELATOMBE

Whoever's truly behind this, those woods are their shelter. So we torch the whole damn forest...and we'll have no more problems here.

Cavaldi looks a little pale.

CAVALDI

But sire...you don't think the Grimms were involved?

DELATOMBE

A plot such as this? That could destabilize the region?

(narrows eyes)

Truth be told, I'm suspecting the British.

EXT. MEADOW - MOMENTS LATER

A COFFIN is placed before the firepit -- a makeshift riser for Delatombe, before the audience of villagers:

DELATOMBE

Citizens of Marbaden, you ask for proof? Proof I provide. I quote you from their personal letters.

He brandishes Jacob's "Compendium" and reads:

DELATOMBE

"Many rural folk believe that when an evil being is slain, its soul lives on. It seeks a host, a hiding place -- which must be destroyed too. This theme persists in local legends, and we ought to use it to advantage in our business."

(shuts the book)

They took you all for fools.

He nods to his soldiers -- as they toss their lit TORCHES into the pit. The kindling begins to smolder and BURN.

WHILE ANGELIKA

rushes desperately to Cavaldi, who stops his anxious pacing:

ANGELIKA

You know it's true. You'll live the rest of your life knowing it was true.

(beat)

That brave souls died and you're the one to blame.

Cavaldi won't meet her eyes.

ANGELIKA

What demons were to blame for you?

AT THE STAKE

The Grimms remain bound, helpless...as Delatombe lectures on:

DELATOMBE

But I am here today to tell you:
rather than believe in your legends --
your past -- believe in your future.
There, nations are the new deities.
Man is the Earth's master.

BEHIND THE FIREPIT

Another soldier -- secretly -- tosses a torch into the woods behind him. The underbrush starts to SMOKE...

DELATOMBE (O.S.)

A modern world. Which you will be the authors of. Not children such as these.

AT THE STAKE

The flames lick at the Grimms' shoes. Sweat builds as they trade a look, knowing the end is here...

WILL

I'm sorry...for everything.

JACOB

Could've been worse.

(smiles)

We could've lived normal lives.

Will regards him, surprised. But it warms his heart...

DELATOMBE

Confess, Grimms! If you want peace in the hereafter, confess your crimes!

WILL

When you confess yours--

--as the building heat forces a YELL from both Grimms. They struggle, writhing as the fire builds.

DELATOMBE

They dressed as wolves, rigged the woods to shiver and lured your loved ones to their doom. They are basest evil and all too human. And now let's send them back from whence they came.

With that, he hurls the "Compendium" into the blaze...

AS THE FOREST

suddenly CATCHES FIRE behind them! The underbrush FLICKERS, with FLAME licking tree trunks, climbing branches and BURNING the tree-line of the woods!

The villagers yell, alarmed, hustling backward:

VARIOUS VOICES

It's jumped to the trees! It's burning the forest! Get back! Protect the village!

As the crowd flees, Cavaldi joins triumphant Delatombe:

DELATOMBE

They say there's devils in that forest? I give them hell...

And as they watch the FOREST FIRE taking shape...

A BARITONE RUMBLING

sounds within the wood. Like a low, earthbound MOAN, starting at a distance, growing stronger...and stronger...

IN THE MEADOW

Delatombe, Cavaldi, the soldiers and villagers all turn--

AS A MOANING BLAST OF WIND

BLOWS OUT from the woods, EXTINGUISHING the fire like snuffing out a match! (The Grimms' bonfire is merely weakened.) Gray smoke WISPS, like a ground-cover fog--

--while the crowd stands frozen, incredulous, as now there's the sound of CRACKLING BRANCHES and RIPPING ROOTS--

AS THE FOREST'S LEAD TREE-LINE

begins to SPREAD, advancing sideways and forwards: rounding the meadow to form an enclosing ring.

The French soldiers blink, gaping. So does Delatombe.

DELATOMBE

Mon Dieu...

The villagers know this number. They sprint pell-mell for home, reaching the buildings just before the trees STUTTER-SLIDE around to shut off access. As they do...

AN INSECT CACOPHONY

fills the air. A macabre BUZZING and CHIRRUPING, like the sound of an advancing...plague...

AS A PLATOON OF SKELESECT WARRIORS

marches out of the smoke! TWENTY of the insect-linked humanoids, slithering around mis-assembled skulls and bones. Medieval swords ready, come to defend their forest!

Even the Grimms, on the stake, watch with bated breath...at the HUM of a billion beetles, crickets and flies...

Delatombe spins on Cavaldi, panic and petulance--

DELATOMBE

But who...how...

Then snatches over his AIDE-DE-CAMP, waving toward them:

DELATOMBE

Do what you do. Uh. Negotiate.

AND THE SKELESECTS CHARGE!

SLITHER-SCAMPERING right at the French! The soldiers pull muskets and FIRE! Masses of insects are BLOWN from the Warriors' bodies, but they SELF-REPLENISH and charge on--

--engaging them in BATTLE! Muskets and pistols dropped for swords and bayonets: a melee of hand-to-hand combat!

ANGELIKA

holds her ground in the chaos. A Horse-Bear Skelesect charges her, sword raised from an arm out its chest--

--so she brandishes the Woodsman's Axe, ready to swing--

--except at the sight of it, the Skelesect DIS-ASSEMBLES into an INSECT CARPET, ferrying its bones on by and RE-CONSTITUTING beyond her and to attack a Frenchman. Angelika regards the axe, astounded...as a nearby SOLDIER sees:

SOLDIER

Give that to me, woman!

He levels his musket -- but Angelika spins, slamming the axe to knock his SHOT away. Then bashes its handle into his chest and as he doubles over -- BAM! -- to the face.

THE GRIMMS AT THE STAKE

FLAMES lapping at them. Kindling breaks underfoot; the Grimms lock ankles to keep from slipping down the stake--

WILL

KEEP YOUR GRIP ON IT!

Angelika now sprints for the firepit, grabbing the coffin riser and shoving it atop the burning kindling--

GIVING HER A BRIDGE

to the stake! She hops across the crackling coffin--

ANGELIKA

Watch your fingers, boys--

--and BRINGS THE AXE crashing down, SLICING through the ropes! Their feet hit the coffin; they rip free as--

--Will at once grabs Angelika, and locks lips to hers in a KISS. She pulls away, her eyes fiery--

WILL

I didn't want to die without knowing what that was like.

ANGELIKA

And now?

WILL

I want to die even less--

JACOB

WATCH OUT!

He tugs at both of them as GUNFIRE SHREDS the stake above their heads! Across the meadow battlefield--

--the general advances, reloading pistols with fury--

DELATOMBE

Witchcraft! WITCHCRAFT!

Will, Jacob and Angelika scamper across the coffin as it COLLAPSES and dart for cover -- into the woods.

ON THE BATTLEFIELD

Chaos reigns. The Skelesect Warriors overrun the poor soldiers, falling left and right, as INSECTS break from their Skelesect bodies to swarm and feed...

AT THE FIREPIT

Delatombe pursues the Grimms, trading pistols for sword... until he passes the gunpowder crates. Behind them cowers Cavaldi, trying to stay hidden.

DELATOMBE

You. You are a disgrace to your profession.

CAVALDI

I'm not a soldier! I'm a torture artist!

Delatombe snatches him up, fiery--

DELATOMBE

Don't I know. For what more could you possibly put me through?

INT. THURINGIAN FOREST - DAY

Will, Jacob and Angelika scramble, pausing at a huge oak to catch their breath and check the meadow--

--where they see Delatombe and Cavaldi entering the forest, giving chase! Angelika gives Will her spare sword--

ANGELIKA

Are we safer in here or out there?

WILL

We're safer together!

AS AN EXPLOSION OF EARTH

ROCKS the ground right behind them! Dirt, stones and underbrush go FLYING -- knocking the Grimms and Angelika to the ground -- spinning to see--

A CRATER BLOWN OPEN

in the forest floor -- from which LEAPS the BIG, BAD WOLF!

Will, Jacob and Angelika roll in three directions as the Wolf barely misses, metal claws EMBEDDING in the tree-trunk!

Angelika scrambles up, clutching the silver axe. The Wolf springs off the trunk, stalks toward her--

WILL

The axe! Show the axe!

Angelika swings it warningly, but the Wolf keeps coming--

ANGELIKA

It's not working!

WILL

It has to! It works on everyth--

--as a FURIOUS ROAR from behind spins Will around--

--to see Delatombe RUNNING right at him, blade held high! Will barely manages to get Angelika's sword up--

--to parry the blow! It knocks Will down. He spins up--

--and Delatombe's upon him again! Hacking like a madman, backing Will up in a desperate SWORDFIGHT!

WHILE JACOB

knocked flat by the earth-eruption, finds his glasses gone.
He swiftly pats the ground, sweeping for them--

JACOB

(sotto, panicked)
Everyone gets a weapon but me...it's
always everyone but me...

As unbeknownst, over his shoulder, Cavaldi's closing in--
--flaring his cloak back for access to the armory of nasty
knives on his belt, snatching two--
--as Jacob's fingers stumble upon his fallen glasses--
--and Cavaldi raises the blades to fling--

JACOB'S POV

--as he raises his glasses to his eyes, and the blurry forest
comes into sudden, shocking focus--
--as do the two SPINNING KNIVES flying right at him--

ON FULL SCENE

Jacob collapses to the dirt as the knives spiral just
overhead, THOCKING into a tree just beyond! Black SAP runs
from its bark like blood...

A forest MOAN sounds as Cavaldi snatches up two more blades --
and Jacob dives away for tree-cover.

INT. FOREST - ON ANGELIKA AND THE WOLF

Angelika backs away, still swinging the axe--

ANGELIKA

It's my axe, you hear me? It's my
power now. It's mine--

--as the Wolf pads ever closer, now standing on hind-legs,
still moving forward--

AS IT AGAIN CHANGES SHAPE

--MORPHING from the beast into the Woodsman in Black. Fur
becoming ebony clothing -- the cape, the boots, the wrap, all
of him covered but his piercing eyes...

...and at the sight of them, Angelika shudders.

She stands her ground...but lowers the axe...as a single incredulous word escapes her...

ANGELIKA

Father...

INT. FOREST - ON WILL AND DELATOMBE

SWORDS CRASH as the two do battle. Delatombe THUNDERS his blade like a trained duellist. Will does all he can to put up a defense, blades locked--

WILL

You murdered my friends--

DELATOMBE

I only wish you had more--

--and Will summons an attack! He CLASHES forcefully, driving the surprised general back -- crash, crash, crash--

--but Delatombe outplays him: locking swords at the hilts, he executes a quick spin, SLICING Will across the arm!

Will barely has time to block Delatombe's death blow -- which knocks Will's sword from his grip! In the same motion, Delatombe plants a boot in Will's chest--

--and Will hits the dirt on his back. Delatombe's upon him, standing on Will's throat, blade ready...

DELATOMBE

Beg.

INT. FOREST - ON JACOB AND CAVALDI

Jacob darts between two trees...as two more SPIRALLING KNIVES smack into them. Sap-blood SPURTS. He dives under a log--

--and Cavaldi reaches it, drawing his HORSE-WHIP--

--so as Jacob springs up on the other side, Cavaldi SNAPS the whip, LATCHING around Jacob's neck -- and with a YANK, he jerks Jacob back against the log, strangling him--

--and reaching for a CURVED DAGGER on his belt, raising it high over Jacob's belly--

CAVALDI

We're going to do this slow...

--as Jacob's free hand finds a split BRANCH within reach. He snaps it free, pulls it to him--

--and Cavaldi's dagger EMBEDS in the wood instead of flesh!

Cavaldi jerks the blade back and the branch goes with it. It allows Jacob to grip the whip-noose and pull free, yanking the whip out of the assassin's hands--

AS HE TURNS THE TABLES

Jacob unwraps the whip, takes its handle and gives it a CRACK! It snatches the branch/dagger from Cavaldi's grip!

With another CRACK, it lassos Cavaldi's neck! This time Jacob jerks the whip -- pulling Cavaldi to the log!

Jacob has Cavaldi choked, snatching the last dagger from the assassin's belt. Blade at his neck--

JACOB

Any last prayers? Any Our Fathers?

--he draws the handle across Cavaldi's throat. A dark stain spreads in Cavaldi's pants. Then he realizes he's still alive. He frowns...

JACOB

Whaddya know. A true believer.

...as Jacob BASHES his head against the log. Lights out.

EXT. FOREST - ON WILL AND DELATOMBE

Delatombe presses his boot on fallen Will's neck...

DELATOMBE

Beg me. I want you to beg.

Will struggles, with a free hand pulling his trusty little CRUCIFIX from his belt--

--and struggling to hold it before him. Delatombe laughs.

DELATOMBE

Sorry, Grimm. I'm not a ghost.

WILL

(a choked gasp)

You will be...

Will flicks the crucifix's tinder-strike with his thumb. The oil wicks in its side-grooves ALIGHT -- giving it the illusion of bursting into flame--

--and Will HURLS it into Delatombe's face! It smacks his cheek with a SIZZLE before he can react--

--and he staggers with a YELL, lifting the boot as he DRIVES his sword down--

--which allows Will to roll aside, unscathed as he retrieves his own sword, springs up as Delatombe turns--

AND IMPALES THE GENERAL

--with a mighty thrust, driving Delatombe back against a tree. The general slumps, shocked. Drops his blade.

WILL

Let 'em put it on your headstone,
general. He was killed...by a
librarian.

Delatombe huffs like a landed trout, as his spilt blood gets SUBSUMED by the tree-bark. Will smartly backs away--

AS THE TREE'S BRANCHES

CURL DOWN to grasp the writhing general, hauling him up...to where a KNOTHOLE MOUTH of "bone" jaws in the upper trunk awaits. Delatombe SCREAMS in horror...

WILL

Bon appetit.

...as the BRANCHES feed him in.

EXT. WITHIN FOREST

Will scampers to Jacob's side, searching for--

WILL

Where's Angelika?

JACOB

I don't know--

--as they spot her thirty yards away, at the creekbank -- facing the Woodsman, as if under his spell--

WILL

Angelika, get away from him! For
God's sake, get away!

ANGELIKA

But he's my father!

The Grimms stop still.

The Woodsman holds out his hand, as if asking for the axe. Angelika's lost in his eyes, body wavering--

WILL
Angelika, no!

JACOB
Don't give it to him!

ANGELIKA
(sotto, entranced)
But it's his...

--and she hands over the axe, handle-first. The Woodsman takes it, nodding in gratitude--

WILL
ANGELIKA!

Will jolts into a desperate sprint...as she faces the Woodsman with a strange, childlike voice...

ANGELIKA
Father...where have you been?

THE WOODSMAN
In love.

And as he brings the axe back for a mighty strike--

WILL DIVES INTO HER

--tackling her as the blade WHISTLES overhead. They go tumbling into the creek -- as Will shakes her, frantic:

WILL
He's under a spell! He's not your father anym--

AS VINES WHIPLASH UP

from the water, LATCHING to Angelika's wrists and snatching her backwards, up-current--

WILL
NO!!!

--but before he can chase, he sees the RIPPLING reflection of the Woodsman right behind him, bringing down the axe--

--as a DAGGER comes pirouetting into the Woodsman's fists, pinning them together. The axe falls. The man spins--

JACOB
Learned that from Italy.

--to see Jacob wearing Cavaldi's knife-arsenal, two more ready to fling. Will scrambles up as Jacob lets fly--

--and the knives SLASH the cord holding the Woodsman's GLASS RINGS. They plummet into the creek and as they do--

THE WATER STEAMS AND SOLIDIFIES

Its very surface turning to glass! And spreading swiftly upstream -- the same direction as Angelika!

Will SPRINTS the bank after her. She's still fighting the VINES, sluiced onward, struggling for breath--

--and as Will closes the gap, mere feet away, he takes a LEAP into the creek to grab her--

JUST AS THE SURFACE GOES GLASS

--and Will COLLIDES hard. The vines pull Angelika under -- passing right beneath Will--

--and into a murky pool. Will runs the glass-stream to reach her. She's pounding at the surface, trying to break it. But more VINES ascend from the abyss, wrapping throat and legs--.

WILL
LET HER LIVE!!!

--as Will SLAMS his sword, unable to break the "glass" that separates them. Tugged down, she presses her palm flat -- as Will presses her hand to mirror hers--

--and her lungs give out. She opens her mouth, water rushing in...drowning before his eyes as the VINES cover her face and pull her down, down, down...

...into the watery dark.

BACK BY THE FOREST CRATER

The Woodsman un-impales his hands from the dagger. He TWITCHES them...and Jacob's knives LEAP from his belt, embedding harmlessly in the nearby trees.

The Woodsman TWITCHES once more...and his axe JUMPS to him. He sheathes it with smiling eyes:

THE WOODSMAN

This is a family matter now...

...and suddenly MORPHS into the caped Wolf, BOUNDING into the air, skying over Jacob...and off into the trees.

As he disappears, the stream's "glass" surface CRACKS APART like breaking ice...

AT THE MURKY POOL

...and sends Will spilling into the water, where Angelika was sucked into the depths. Yet Will lands on his knees, raising fistfuls of mud and silt...

The pool is a mere two feet deep. And Will's all alone...

DISSOLVE TO:

EXT. MARBADEN MEADOW - DUSK

In the pit, the Grimm "Compendium" is nothing but embers.

A smoldering field, some soldier corpses. The Skelesects are long gone. Will and Jacob stagger back, surveying...

...and see the village ABUZZ with activity. Villagers hitch carts and pack possessions. They're evacuating town...

EXT. MARBADEN SQUARE - NIGHT

A villager's HORSE AND CART ride off...

...as the WELL BUCKET is dumped on the head of Cavaldi. He regains consciousness, bound with rope. Jacob stands over him, knife held. The torturer nods.

CAVALDI

For generations, my family has served popes and kings. And as each has lost his throne, a Cavaldi has lost his life. And so the turn is mine. For I am the last.

(tilts neck, shuts eyes)

And martyrdom is my destiny...

JACOB

Y'know, it's torture just listening to you.

He cuts the rope free.

JACOB

Get going.

He nods toward the road. Cavaldi blinks, confused.

JACOB

Enough harm's happened here.

CAVALDI

(stumbling up)

It was work, Grimm. Only work. It was the family profession--

JACOB

Tell me about it. I got talked into law school.

He regards him with pity.

JACOB

You knew what you saw. You could've helped these people. You're the charlatan too.

He walks away. Cavaldi says nothing. Just brushes off his cloak and shuffles shame-faced toward the road...

INT. ANGELIKA'S HOUSE - NIGHT

Will's in her rocking-chair, staring at the sketch of Angelika, her sisters and her father. Surrounded by her pelts, her weapons and wares...

JACOB (O.S.)

They've left us two horses.

His brother's at the door.

JACOB

They felt they owed us that.

WILL

The twelfth girl...
(eyes on picture)
...it's Angelika.

JACOB

She's dead, Will.

WILL

All she wanted was to hold her sisters again. Her family...

(trails off)

(MORE)

WILL (CONT'D)
 When's the last time we saw ours, huh?
 Carl, Ferdie, Ludwig? Lotte, she must
 be seventeen now. Little Lotte...
 (distant)
 Think they've missed us too?

He finally turns, fixes a stare:

WILL
 I'm bringing her back, Jake. Her and
 her sisters. I'm bringing their
 bodies home.

JACOB
 What've you done with my brother
 Wilhelm?

Will almost smiles. He stands, starting out--

WILL
 The Queen wants twelve girls -- well,
 she can't keep mine. I'll meet you
 back home in Kassel...

JACOB
 No you won't.

Jacob grips his arm firmly.

JACOB
 Let's remember our collections -- not
 as fiction. As rules. What's the one
 thing they had in common?
 (beat)
 Good triumphs.

WILL
 Since when are we good?

JACOB
 Since today.

EXT. MARBADEN OUTSKIRTS - NIGHT

Another HORSE AND CART leaves town, galloping by weary
 Cavaldi, who trudges uphill. Dust kicks up in his face.

A FATHER and SON, their possessions on their backs, pass him:

REDHEAD BOY
 God bless you, sir. For trying...

He's the church kid who'd admired Cavaldi's knife-belt. Who now pulls back his coat to show off his own belt -- homemade, bearing sharp sticks and rocks.

REDHEAD BOY

Someday we'll murder 'em all...

Cavaldi stops. Watches the cherub slash a stick as his dad reprimands. Then regards his own waist -- weaponless.

He turns back to the distant village in time to see Will and Jacob marching across the square, for the stables...

Cavaldi gazes at them for a long, solemn moment.

As his look becomes an enigmatic smile...

CUT TO:

EXT. THURINGIAN FOREST - NIGHT

With an OVERTURE'S FLOURISH, the Grimms GALLOP two horses into the woods. Swords and muskets, capes fluttering...

WILL

Faster than the ravens, Jake! Faster than the ravens' cry!

EXT. RUINS OF CHAROT - NIGHT

A STONE CRYPT slides aside...as Angelika's water-logged body, hands folded -- is lain into her grave's satin bed of lilacs.

The Woodsman touches her face gently, a tear in his eye. Then slips a GLASS RING onto each of her small toes. And watches as they GROW to form GLASS SLIPPERS...

EXT. DEEPER FOREST - SAME

The Grimms BLAST down the darkening trail.

EXT. RUINS - SAME

The crypt slides shut, locking Angelika's body away.

EXT. END OF TRAIL - SAME

The Grimms approach the huge log and bramble that indicate where they've left their steeds before...

JACOB

Faster, Will! Faster than death!

...but this time, they WHIP their horses harder, galloping straight for the fallen log--

--and JUMPING OVER! Landing in the thicket beyond, slowing to a canter, but continuing on horseback!

EXT. RUINS - SAME

At the crypt, the Woodsman regards a FULL MOON. Removes his black head-wrap to reveal the face of Angelika's father. Rugged, but handsome -- even kind -- as we...

MATCH DISSOLVE TO:

EXT. ANGELIKA'S HOUSE - DAY - FIVE YEARS EARLIER

The same face, waving goodbye to GRETTEL and CAROLINE, carrying a pack -- and a familiar silver axe -- toward the forest. A light snow falls.

EXT. FOREST

The Woodsman checks empty box-traps. The SNOW falls harder, whipping wind. The man bundles up, concerned.

EXT. DEEPER FOREST

He struggles through waist-high snow. Fighting against blizzard conditions. Shivering under his pelts.

EXT. RUINS OF CHAROT

Snow-covered, as the Woodsman stumbles to the trees' edge. Frostbitten and weak. A SNOWDRIFT has formed against the Tower...leading right up to the window.

Nearly frozen, the Woodsman drops his pack and stumbles for the snowdrift. Struggling up, climbing it...

INT. TOWER CHAMBER

Snow blows inside. The Queen's Portrait is covered in ice crystals. And as a shadow crosses the window...

...the Portrait ever-so-slightly smiles.

DISSOLVE BACK TO:

EXT. RUINS - PRESENT DAY (1810)

The Woodsman's solemn face. Facing the Tower once more...

AT THE TREES' EDGE

A small rustling...as two WOLF-PELTS crawl on hands and knees to get a glimpse of the ruins. It's Will and Jacob, wearing pelts from Angelika's shop for disguise.

They glance into the woods behind them:

JACOB

Any sign?

WILL

It's a plan, Jake. But I sure wouldn't call it a master one.

Hunched over on hands and feet, the "wolves" swiftly slip around the spring -- to hide behind a crypt.

AT THE TOWER

The Woodsman touches his axe-blade to a CHINK between two stones at the building's base. And pushes.

A door-sized section of stones -- with a ragged shape -- SINKS INWARD, revealing a ground entrance.

He steps inside.

INT. TOWER STAIRCASE - CONTINUOUS

A stone spiral leads upward. The Woodsman climbs. The ragged-door GRINDS SHUT behind him...

...but at the last second gets blocked before closing...by a FRENCH MUSKET.

INT. TOWER CHAMBER - NIGHT

A trapdoor opens amidst the shards of mirror. The Woodsman emerges, steps to the bed and ties the canopy aside--

--to reveal the Corpse Queen, eyes closed, her breath shallow. The Woodsman kisses her skeletal forehead:

THE WOODSMAN

Our day is here, my love.

WILL (O.S.)

Finally, a guy whose taste in women's worse than mine.

The corpse's eyes open; the Woodsman spins--

--to see Will and Jacob in the trapdoor, muskets aimed. They scramble up, on their feet--

JACOB

Don't point it at him. Point it at her.

He trains his gun on the bed. The Corpse Queen scowls.

THE WOODSMAN

She's lived five hundred years. Your bullets won't kill her now.

WILL

It's the thought that counts.

The Woodsman calmly steps past them, to the cobwebbed dressing table, passing the portrait--

JACOB

Whatever you do, don't look at that picture.

WILL

Why not?

JACOB

'Cause that's what he did.

The Woodsman retrieves an hourglass, filled with red liquid.

JACOB

She charmed you, didn't she? You were caught in the snowstorm, you needed shelter, and you found it here.

THE WOODSMAN

She's my queen.

JACOB

She's a murderer. She killed the pagans when she took their land.

PORTRAIT QUEEN (O.S.)

And took their powers.

A CRACKLING of PAINT as the picture comes to life behind them. The eyes SHIFT FOCUS -- Will starts to turn--

JACOB

Don't look.

PORTRAIT QUEEN

So talented, those Druids. They
didn't give up their secrets easily.
It took some suffering...

JACOB

(understanding now)
It wasn't their land she wanted at
all...

They watch the Woodsman take a vial of blood from his pocket
and add it to the hourglass.

WILL

But why the girls?

JACOB

Because the Druids didn't teach her
everything.

PORTRAIT QUEEN

How wise you are, young man. How
sage, how clever--

Will's instinct is to turn; again, Jacob stops him.

JACOB

Will, for once in your life...

Paint CRACKLES -- seductive smile becomes cold stare.

PORTRAIT QUEEN

The pagans used a simple trick.
Separate spells. Eternal life and
eternal youth -- they taught me one
but not the other. They wished me to
rot...forever...

The Corpse Queen lies bedridden, still wasting away...

PORTRAIT QUEEN

But I knew the spell existed. All
were written -- in runes in their
caves. I knew it lay somewhere.

JACOB

You just needed someone to find it.

PORTRAIT QUEEN

Five years he's searched those
tunnels. I granted him powers of the
forest, powers of the wolf--

JACOB

And made him a murderer too.

The Woodsman caps the hourglass of blood...

WILL

You've killed twelve children. Three of them your own.

THE WOODSMAN

Not their souls.

PORTRAIT QUEEN

They're "between" life and death. Until their souls can be transferred.

THE WOODSMAN

They'll live on in her.

JACOB

So with the blood of twelve girls, you take their youth and beauty...

THE WOODSMAN

And her kingdom shall again be hers.

PORTRAIT QUEEN

Our kingdom, my love...

The Woodsman smiles, hourglass in hand, totally enraptured...

JACOB

Want to ruin a romance?

WILL

Love to.

JACOB

Shoot the blood.

The Grimms FIRE muskets at the hourglass! Lightning-quick, the Woodsman SNATCHES at the very air!

The glass doesn't break. The Woodsman opens his fist with a smile. The musket-balls rest on his palm.

WILL

I'll say this for the pagans. Their spells are sure practical--

As the Woodsman BLOWS on his hand -- ACCELERATING the musket-balls right back at Will and Jacob!

Will's SHOT in the shoulder, Jacob's HIT in the leg--

PORTRAIT QUEEN

Sweet men...let me make it better...

As they fall, their guns LEAP from their hands, SLIDE across the floor and leap up, LEVITATING. In the same instant, their bullet wounds start to SMOKE...

They yell in agony as the musket balls come flying out of their wounds and back into the levitating gun barrels!

PORTRAIT QUEEN

Let me show you the ever-after I've known...

The muskets FIRE again -- but this time the Grimms dive aside. The musket balls RICOCHET off the walls -- but then reassert trajectories, homing in -- to PLUNGE into the very same wounds they'd made before. The Grimms writhe.

PORTRAIT QUEEN

Day after day after day...

While the wounds again SMOKE, and the bullets leap back to the guns once more...the Woodsman takes the hourglass to the bed...and tips it to the Corpse Queen's lips...

THE WOODSMAN

May your beauty be reborn.

...and sends the blood down her throat.

PORTRAIT QUEEN

The kiss, my love.

THE WOODSMAN

With this kiss...so will it be...

He presses his lips to the Corpse Queen's, eyes shut. Her own lips crackle into a grin...

The Portrait Queen smiles too.

EXT. NIGHT SKY - SAME

THUNDER booms, LIGHTNING flares. Beyond the window, an eclipse-like SHADOW starts across the moon...

INT. CRYPT GRAVES

In their lilac beds, the bodies of Angelika, Elsie and the ten other girls start SHAKING. Glass slippers CLINK rapidly.

INT. TOWER CHAMBER

A STRANGE WIND suddenly WHOOSHES into the room -- a swirling, mystic presence, settling over the bed...

...as the Corpse Queen's pallor now gains color, black hair sprouting from her bald skull...

...skin strengthening on her bones, liver spots fading, wrinkles rubbed smooth, nails retracting...

She's getting younger before their eyes.

THE WOODSMAN

beams, stepping back from the bed...as his own hair starts to turn GRAYISH. WRINKLES appear on his face.

The Woodsman frowns.

ON FULL SCENE

The Grimms -- writhing in pain -- watch astonished...

...as the Corpse Queen sits upright, face filling out, flawless skin, ruby lips, getting more and more beautiful...

...while the Woodsman's skin PUCKERS and TIGHTENS, hair falling out now, veins turning varicose...

THE WOODSMAN

(terrified)

What's happening to me?

The Queen (a corpse no more) rises up, triumphant:

THE QUEEN

What the pagans believed most...is
that in nature there is balance.

The Woodsman's face turns skeletal, skin flaking off, body cracking frail, falling to his knees...

THE WOODSMAN

But my love--

THE QUEEN

My love--

(a mockery)

You have served your purpose.

With a mere touch, she pushes him backward--

--and as he arcs back, the skin FLAKES off his face, blood vessels CURL and DRY, revealing his naked skull--

--as he hits the ground as a clatter of BONES within clothes, to the echo of his dying scream.

INT. CRYPT GRAVES

The bodies of the girls SPASM faster and faster...glass slippers going CLINKLE-CLINKLE-CLINKLE...

INT. TOWER CHAMBER

The Queen's closing in on the beauty of her smiling portrait, (itself still watching). The loaded muskets QUIVER.

She towers over the Grimms, looking to the window, where the MOON SHADOW has eclipsed it, passing toward the other side--

THE QUEEN

When the moon again becomes full, so will I. I'll rule your world...with the powers of a god.

WILL

There always balance in nature?

THE QUEEN

'Tis eternal.

WILL

Then if those girls are "between" life and death right now...so are you.

THE QUEEN

Till the moon is full.

(smiles)

But tell me, Mr. Grimm. In these last sweet seconds...whosoever is going to slay me?

She waves her hands and a VIOLENT WIND blows through the trapdoor! It lifts Will and Jacob into the air, slamming them against the portrait--

--as the Portrait Queen spits a GOB OF PAINT -- from two-dimensions to three -- into both brothers' faces--

--and the WIND SLAMS them higher, trapped at the ceiling! The Grimms struggle to grab their remaining weapons--

JACOB

The daggers, Will!

--but the Queen just purses her lips and blows.

THE GRIMMS' ARMS

suddenly BEND, spellbound to face each other...such that each brother holds his dagger to the other's throat.

THE QUEEN

A family that kills its own. Is there anything less human?

EXT. NIGHT SKY

The shadow has almost passed across the moon...

INT. TOWER CHAMBER

...as the Queen raises her hands, long fingernails X-crossed at her own neck, as if to command the daggers...

...and the 'real ones begin to draw the brothers' blood...

THE QUEEN

Farewell, Brothers Grimm.

WILL

(a last gasp)
Hey your highness...

The Queen hesitates, amused.

WILL

You underestimate the nineteenth century.

JACOB

CAVALDI!!!

EXT. RUINS - SAME

The HEAD OF A WOLF looks up, and then pops off -- to reveal battered Cavaldi beneath the pelt. At the tower's base.

He swiftly puts a lit match to a FUSE and bumbles to cover, toward a horse-and-cart at the trees' edge--

--as angle REVEALS the fuse is linked through the French GUNPOWDER CRATES, now encircling the tower...

INT. TOWER CHAMBER

The Queen races to the window. In horror, skyward--

THE QUEEN
I SUMMON ALL THE--

EXT. RUINS

The crates EXPLODE. A chain reaction BLOWS APART the base of the tower, blasting out stone--

INT. TOWER CHAMBER

As the structure QUAKES and the top-story CRUMBLES, tilting to one side--

--sending Will and Jacob sprawling, spell broken! They roll into the Woodsman's cape and bones -- and his axe--

And as the Queen struggles to keep her balance--

THE QUEEN
--my forest...defend me--

WILL
Fight magic...with magic...

--Will grabs the axe, springs up and FLINGS it at her! It WHIPS SIDEWAYS, right for her neck as she turns their way--

--just as a CLOUD OF SMOKE blasts up from the trapdoor, obscuring the Grimms' view!

JACOB
Take cover!

Jacob tugs his brother to the canopy bed, diving between its two thick mattress, burrowing in--

--as stone falls around them and the room gives way--

EXT. RUINS

--as the entire tower TOPPLES, smashing to ground in an eruption of rubble and smoke.

There's a long, smoky silence.

Thrown by the blast, Cavaldi struggles up, dumping his wolf-pelt and surveying with pride:

CAVALDI
My masterpiece...

Then hears a COUGH.

EXT. TOWER RUBBLE - MOMENTS LATER

Amidst the bits and blocks of scattered stone, the two mattresses of the canopy bed are still sandwiched. An arm sticks out...and moves.

Will and Jacob, covered in dust, crawl from beneath the cushions. Coughing, battered and musket-shot.

CAVALDI (O.S.)

My friends! My brothers! Project
Fairy Godfather a success!

The Grimms roll their eyes.

Cavaldi stumbles the rubble to reach them, clapping their backs like a long-lost sibling.

CAVALDI

So beautiful! Such torture! Her
screams, did you hear them?

WILL

We heard them, Cavaldi--

CAVALDI

What a team we make! If my ancestors
could only have seen! It's a whole
new profession -- using violence for
good! Swift violence! Brute violence!

(beat)

Hey, are you hurt?

JACOB

We'll survive, thanks for asking--

He stumbles, kicking rubble aside. Will does the same, trudging the debris until--

WILL

Jake!

He reaches into the rubble and pulls out...the Queen's SEVERED HEAD, held by her hair. Jacob and Cavaldi smile--

WILL

You know the scary thing? She's still
my type.

--as the head's eyes and bloody mouth pop open:

QUEEN'S HEAD

SLAUGHTER THEM!!!

AS THE FOREST ERUPTS

with movement! The TWENTY SKELESECT WARRIORS emerge at full sprint, swords raised, chittering from all directions!

Will leaps, dropping the head! It hits the ground beside the corpse, CACKLING WILDLY.

Cavaldi draws his pistols, back-to-back with the Grimms in a cluster of panic--

CAVALDI
But we killed her!

The Queen's head LAUGHS. The Skelesects closing in--

WILL
(like a mantra)
Think of them as rules, think of them
as rules -- the goddamn fairy tales,
what are the rules?!

JACOB
You kill the body, you still have to
kill the soul!

CAVALDI
HOW THE HELL DO YOU KILL A SOUL?!

JACOB
(remembering)
A hiding place...it seeks a hiding
place...

WILL
Destroy the hiding place...

JACOB
The place where it's...

WILL
...at home...

He looks to Will -- who understands. They leap into rubble, hefting stones aside, searching desperately--

CAVALDI
WE'RE IN TROUBLE HERE, GRIMMS!

An insect CACOPHONY, the Skelesects almost upon them--

AS THE GRIMMS UNCOVER

--the framed portrait, lying face-down in the dirt. They spin it around, to see the Portrait Queen is grinning--

 PORTRAIT QUEEN

 Don't you know the meaning of
 eternity?

 JACOB

 Eternity's over.

With all his strength, he takes the frame--

--and HURLS it through the air like a hammer throw -- and as the spinning visage sees where she's headed--

 PORTRAIT QUEEN

 NO!!!

--over the onrushing bugs-and-bones, just as they cast a fatal shadow over the Grimms and Cavaldi--

 JACOB

 (watching her fly)

 Say hi to the pagans for me.

--she hits a SPLASH-LANDING in the fountain spring of Charot.

IN THE SPRING

The painting hits the water and starts to sink...with the Queen's two-dimensional face now one of terror...

She CRACKLES PAINT, slamming fists against her canvas, trapped within, as her frame-prison slips...

EXT. UNDER THE WATER

The gold frame DRIFTS DOWN, with the visage fighting, uttering ghostly, watery SCREAMS...

...as the paint begins to BLEED, colors mixing, the Queen's face running into her dress, limbs into her backdrop, becoming an anguished, amorphous color-blob...

...as IVY VINES drift up from the inky depths...with the GHOSTLY MOANS of avenging spirits...latching onto the portrait...and pulling it down, down, down...

Never to be seen again.

DISSOLVE TO:

EXT. RUINS - SAME

Will, Jacob and Cavaldi are crouched back-to-back, eyes closed, still awaiting the bite of Skelesect blades.

But none comes. They open their eyes to see...

A CARPET OF DEAD INSECTS AND BONES

covering the ground around them, amidst the tower rubble. Where the Queen's head fell, there's a red gown...and a patch of blackened TOADSTOOLS.

The three trade an amazed look...

AS CRYPTS NOW SLIDE ASIDE

And ELEVEN GIRLS climb from lilac-bed graves with sleepy frowns -- as if waking from a dream. Little Elsie and Isabel and the berry-picker among them. Feet bare again.

The Grimms stare, incredulous, and then turn to the twelfth crypt...which remains shut.

EXT. RUINS - MOMENTS LATER

Will and Jacob struggle to push Angelika's crypt aside. With a STONE GROAN it moves, swinging away...

...to reveal the lilac grave. Angelika lies still, eyes shut, shattered glass around her feet. Will leaps in--

WILL

Angelika, be alive! Wake up, it's me!
Be alive! Angelika! It's me!

No movement. Scared, Will clutches her folded hands. He looks helplessly to Jacob--

ANGELIKA (O.S.)

Hey Charming.

--then spins back. Her eyes still shut, but with a smirk.

ANGELIKA

I'm waiting for my kiss.

Will smiles with relief, and bends to wrap her in his arms, giving her a passionate one.

Her eyes open. And she greets his smile with her own.

ANGELIKA
Thanks, Grimm. I had faith in you...

CUT TO:

EXT. MARBADEN OUTSKIRTS - DAWN

Gregor has his own HORSE-AND-CART loaded up, headed out of town with several other families--

--when he hears a THUMPING from his cart. He frowns, dismounts and climbs into the back. Stacked with his possessions is a SMALL COFFIN.

SASHA (O.S.)
Help! Papa! Help me!

More THUMPING, as shocked Gregor scrambles to open it...and little Sasha springs up, coughing, eyes stinging--

SASHA
It stinks in there! What is this, papa? What'd I do?

GREGOR
God in heaven...
(to the others)
Stop! Wait! It's my Sasha!

He hugs her wildly, shattered glass around her feet...

SASHA
What's happened? Where's everyone going? Where's the Brothers Grimm?

And as she looks off toward the forest...

A THOUSAND RAVENS BLAST OUT

of the forest sky, rocketing past, shooting off in all directions -- freed to fly to points unknown...

AND FROM THE FOREST

Nine missing girls come scampering free! Into the meadow, followed by Angelika -- who's hand-in-hand with her smiling sisters, Gretel and Caroline.

And behind them all, march Will and Jacob...with Cavaldi.

A heroes' return.

IN THE VILLAGE

The leaving procession erupts with CHEERS, embracing one another and leaping from their horses and carts--

--sprinting back through town to meet them--

IN THE MEADOW

Where mothers and fathers lift their daughters into their arms, hugging, crying and dancing. Townsfolk surround, clapping their hands. The cheers continue.

Angelika -- now wearing her father's cape -- glances back to the forest -- her smile fading...

WILL

He meant no harm. Remember him well.

ANGELIKA

(nods, touched)

As I will you, Wilhelm Grimm.

(her smile returns)

As I will you...

A hefty HAUSFRAU hugs Cavaldi within an inch of his life.

CAVALDI

Not necessary, Madame. I beg you...
not...aggh...necessary...

Angelika gives Will another wonderful kiss, pecks Jacob on the cheek, and goes spinning her sisters around the meadow...

WILL

(off the kiss)

It's not so bad, is it? The simple life.

Jacob gives him a wry look. They're left side-by-side, exhausted, but Will with a devilish look in his eye...

WILL

Still want to write that book of folk tales?

JACOB

It'd take time. Take research. Might take more days like these.

WILL

Truth's hard to come by, they say.

JACOB

We'd be back where we started. A
whole world to discover. Not a cent
to our name.

His brother nods, shrugs, puts a warm arm around him.

WILL

Good name, though, isn't it?
(with a smile)
It's a damn good name...

...as angle RISES SKYWARD, above the celebration, above the
meadow, above the forest...leaving the Grimms arm-in-arm,
brothers till the end...

And as BLACK WINGS sweep frame with a RAVEN'S CRY, we--

CUT TO BLACK.