THE NEVER ENDING STORY

A FILM

BY

WOLFGANG PETERSEN

BASED ON

THE NOVEL

BY

MICHAEL ENDE

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1 INT. APARTMENT/BASTIAN'S ROOM -- DAY 1

A small boy asleep in his bed -- suddenly sits up. He stares off into space for a few moments, trying to wake up as the bad dream fades away.

He is BASTIAN, a ten-year-old who is a little small for his age, with large, sad eyes and a sensitive face.

We can see part of his room. It is almost a typical American boy's room -- except for all the books. There are some beautiful pictures of horses he has taped to the wall, an E.T. poster, a Rubik's cube by his bed, but mainly we see books, many books, lined up and cared for -- and appreciated. In fact, the boy now realizes he went to sleep reading a large book. Bastian puts a bookmark in place, sets it on his bedside table, and turns out the night light.

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Bastian is now dressed, his bright red nylon knapsack filled with schoolbooks on the counter beside him. Bastian is finishing a breakfast that apparently he is making for himself: a bowl of Fruit Loops cereal, plus two cherry "Pop Tarts" that he takes out of the toaster. While quickly eating his breakfast, he is also making himself a peanut butter and jelly sandwich.

The breakfast was pretty easy, but we see the first of Bastian's many daily struggles begin: he can't twist the top off the Welch's grape jelly jar.

Bastian's FATHER strides into the room. He is one of those men who is so immaculately groomed and carefully dressed, it is almost distracting. He wears a suit and tie and a very polished pair of dark shoes. He is a good man, but distant and formal.

FATHER
Good morning, Bastian.

BASTIAN
Good morning.

The father now moves into a number of automatic and very efficient morning rituals: carefully folding the morning newspaper just so, then he double-checks the knot on his tie in a mirror, making sure it is perfect, then as he walks by Bastian (who is still struggling with the jar) he takes the jar, gives it one good twist, and hands it back, all on the way to complete three more rituals. Bastian watches his father for a moment, with love and envy.

His father quickly sorts through five pieces of mail then remembers something, takes out a pocket note pad, jots a note to himself, all in the time it takes Bastian to get some grape jelly on his sleeve and unsuccessfully try to wipe it off without leaving a stain. Bastian speaks in a halting, shy manner.

BASTIAN
(quietly)
I had a dream, Dad... about Mama.

This makes the man pause for a moment, and then he sighs sadly.

FATHER
(responding as warmly as he is able to)
I know, son. But she... she died eight months ago and we need to get on with things somehow, don't we?

Bastian nods, then tries to spread the Skippy's peanut butter on a piece of bread but it doesn't spread. Instead, Bastian is sort of half-destroying the bread.

FATHER
Bastian, we each have responsibilites and we can't let... your mother... be an excuse not to get the old job

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cont'd. 2 Bastian nods, but he can't even get the sandwich job done. He shrugs, gives up, takes the messy sandwich and now tries to fit it into a too-small Ziploc plastic bag. It doesn't fit. 2

FATHER
(on the move)
Bastian, I think it's time you and I had a talk.

Bastian doesn't look his father in the eye.

FATHER
I got a call from your geometry teacher yesterday. She said you were drawing horses or something in your geometry textbook --

BASTIAN
(mumbling, as he struggles with sandwich)
Unicorns. They were --

FATHER
What?

BASTIAN
(embarassed)
Nothing.

FATHER
And she said your homework was not done on time. I also am very disappointed that you didn't try out for the swim team at school.
(now he's tidying up a table so everything's perfect)
Even those horseback riding lessons you wanted. You love horses, that's fine, but you seem to be afraid to get on a real one. You're old enough to get your head out of the clouds - and start keeping both feet on the ground. You must face problems, not avoid them.

He pauses and looks at Bastian who still can't quite get the sandwich in the plastic bag.

FATHER
(briskly; a brief, warm smile)
There! I think we've had a good talk. We should have more of them. Have a nice day, son, and don't be late for school

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cont'd. 2 (2)

Efficiently, his father gathers up all his things and is out the door, as Bastian starts to say something in response, but his father is gone. 2

CUT TO:

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3 EXT. STREET -- DAY 3

Bastian is walking to school. It is a middle-class city street, in an older neighborhood, an area that has seen better days but isn't yet as bad as some.

Bastian has his paper sack in one hand, his red knapsack with his schoolbooks on his back, and is licking a finger and still trying to get the grape jelly stain off his sleeve.

He stops when he hears:

STREET KID No. 1
Hey! It's the nerd!

Bastian looks up, startled, seeing

THREE LARGE BOYS

not much older than he is, but bigger, and rougher-looking. Two are white, and one is black; one wears a black-leather jacket, another wears a "Donkey Kong" video T-shirt, and the third has a jacket that says "Elvis Costello." The three seem to take a sadistic delight in seeing Bastian.

STREET KID No. 2
Hey, nerd-o? You got your lunch money for us today?

THE CHASE

Bastian runs fast, weaving in and out of people on the sidewalk.

The street kids run even faster, not always bothering to run around people.

ANGLE BEHIND APARTMENT BUILDING

where Bastian is running behind a parked car. He crouches down, not even breathing, everything is quiet. Then three shadows slowly fall across him.

(CONTINUED)

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cont'd. 3

STREET KID (V.O.)
Nerd-o wants to play hide and seek?

3

ANGLE ON SCENE

as Bastian tries to run, but they grab him. His knapsack and lunch bag are tossed aside, his pockets are searched and he's shoved around a little in the process; it all happens fast.

STREET KIDS
Hey, we'll play hide n'seek... Sure, only where's your money, man? No money? This dude's holdin' out...

They pause. Clearly, he has no money. Almost routinely, they pick him up and carry him over towards a gigantic, dark green, metal trash container, a "Dempsey Dumpster."

BASTIAN
Hey, no, not again, come on —

STREET KIDS
You gotta hide in the trash again, man, or bring us some coin. Okay... one... two... three!

On "three," Bastian is rather expertly heaved up over into the trash, where he disappears from sight in the almost full trash container. The street kids laugh, then reach up and swing the metal lid down, which crashes down with a loud bang! They laugh and run on back down the alley... and soon they are gone. Everything is quiet and still; camera stays with the now-silent trash bin. Then a rustling sound. Bastian swings the lid open and stands there, waist-deep in trash, a few wrappers sticking to him; he is safe and free for the moment.

CUT TO:

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4 EXT. BASTIAN WALKING DOWN ANOTHER STREET -- TEN MINUTES LATER 4

He keeps checking himself, making sure no more trash is sticking to him anywhere. He has his knapsack back on, his lunch in hand, but his hair is now mussed and his shirt badly wrinkled. He trudges onward, toward school. Then suddenly he freezes, staring ahead.

THE SAME THREE STREET KIDS

half a block away. They happen to see Bastian again.

STREET KIDS
(laughing and pointing)
Hey! Who told you to get out of the trash, man! You get back there!

They must be having a slow morning in the old extortion game because they happily start running towards Bastian again.

BASTIAN

who can only stare in shock for a moment; it isn't fair, not twice in one morning.

BASTIAN
NO!

He turns and is off like a rocket, the shouts of the kids behind him.

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5 INT. KOREANDER'S BOOKSTORE 5

Bastian runs into a store, panting, and quickly closes the door after him. He moves to one side of the opaque-glass doorway, where a shade is half-drawn. Seconds later, the racing shapes and muffled shouts of the street kids go by the door -- and keep on going. Bastian exhales slowly, safe for the moment.

Then he realizes how quiet and still it is in this little shop; the traffic noises and city bustle fade almost into nonexistence. He turns and looks around....and he sees...

BOOKS! His face lights up! He's astonished and delighted! Books are everywhere! On rows, stacked high, all sizes and colors -- he has stepped into a world of books! But then suddenly:

GRUFF VOICE (V.O.)
Get out of here! I don't like kids!

Bastian is startled, and confused for a moment. Where did the voice come from? He looks around. There are no customers, just musty stacks of books. Then Bastian notices a little movement towards the rear of the store. From behind a counter, piled high with books, we see part of a chair, its back to us, and smoke, as if from a pipe, in rhythmic puffs, like smoke signals, illuminated from behind a small reading light.

BASTIAN

who moves forward, quietly, with curiosity.

BASTIAN'S P.O.V.

The first thing he can see clearly is the edge of a huge, old book, caught by the light of a reading lamp.

BASTIAN

reacts to this, eyes opening wide; what a strange-looking book!

BASTIAN'S P.O.V.

He continues moving closer. Now he can see that holding the book is a man with curly, graying hair who is sitting with his back to us, smoking a pipe and reading the book. We still can't see very well.

(CONTINUED)

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ANGLE ON SCENE

cont'd. 5 as Bastian takes one more step even closer -- and the floor CREAKS. 5

The man who is sitting in a big old leather chair now turns around, immediately hiding with his arm a large, heavy old book. The man's name is KOREANDER and he is an aging, but somehow, ageless man who has a curved, European style pipe he is smoking and he glares at Bastian.

KOREANDER
(gruffly; with a slight accent)
Are you still here ?

BASTIAN
(with a nervous glance toward street)
I, uh...

KOREANDER
You're hiding?

Bastian is caught off-guard, he nods, then shakes his head, confused.

KOREANDER
You broke something? No, vou must have stolen something!

BASTIAN
No, I, uh --

KOREANDER
(with a gesture of dismissal)
The video arcade is down the street. Here we sell small, rectangular objects. They are called books and require a little effort on your part and make no beep-beeps. On your way, please.

It takes Bastian a few moments to recover from all this sarcasm.

BASTIAN
I know about books!

KOREANDER
My books don't have pictures.

BASTIAN
I read books!

KOREANDER
Comic Books!

BASTIAN
No! I've read Treasure Island, Lord Of The Rings, 20,000 Leagues Under The Sea and Tarzan!

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cont'd. 5 (2) ANGLE ON KOREANDER 5

who realizes: this boy READS, he must be different.

KOREANDER
(much more gentle than before)
So, who are you running away from?

SCENE

BASTIAN
Just some kids from school.

KOREANDER
Why?

BASTIAN
They take my lunch money.

KOREANDER
(truly curious)
And why is it you don't punch them in the nose?

Bastian starts to answer, then just shrugs; it isn't easy to explain childhood to a grown-up.

Koreander sighs, blows some new smoke signals into the air and starts reading again.

BASTIAN
What's that book about?
(points to Koreander's book)

KOREANDER
(tries to cover the book with his arm)
Oh, this is something... special.

BASTIAN
What is it?

KOREANDER
Look. Your books are safe. While you read them, you become Tarzan or Robinson Crusoe --

BASTIAN
But that's what I like about them!

KOREANDER
Yes. But later you get to be a little boy again.

(CONTINUED)

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cont'd. 5 (3)

5

BASTIAN
What do you mean?

KOREANDER
Have you never been Captain Nemo? Trapped in your submarine and attacked by the giant squid?

BASTIAN
-- Yes --

KOREANDER
Weren't you afraid you couldn't escape?

BASTIAN
But it's only a book!

KOREANDER
That's what I'm talking about! The ones you read are safe.

He turns back to his book to continue to read. Bastian thinks for a moment.

BASTIAN
(skeptical, but intrigued)
I suppose that book's different.

Curious, he comes one step closer.
(Bastian is starting to take the bait, so Koreander hooks him even more -- by moving the book away again.)

KOREANDER
(meaning the opposite)
Oh, no...

BASTIAN
(insisting)
What's so different about it?

KOREANDER
(acting as if it isn't important)
Don't worry about it ...

BASTIAN
(not giving up, totally hooked)
But... but you just said...

Somewhere in the back, a PHONE RINGS. Koreander gets up, then shoves the big book under some papers. Then he turns to Bastian again.

(CONTINUED)

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cont'd. 5 (4)

KOREANDER (the final teasing comment:)
Forget about it. It's not for you.

5

Koreander lumbers back to the rear of the shop, answers the phone and there is a muffled conversation.

CLOSER ANGLE ON BASTIAN AND THE BOOK

The strange old book is resting on the counter. The soft light from the reading lamp bathes it in a soft glow; a gentle spotlight. Bastian moves closer, reaching out for it, his fingers almost trembling.

The cover of the old book has two serpents, one black, one white, each eating the tail of the other, forming an oval. Inside the oval is the title, "THE NEVER ENDING STORY." Bastian moves even closer, glances toward the rear of the shop, where Koreander is still busy on the phone.

Suddenly, Bastian can't stand it anymore. He must have this book! He grabs the book, shoves it under his arm, and is out the door and running down the street as fast as he can go!

We pan slowly up to an opening in one of the book shelves, and see Koreander looking out, having seen all this. He smiles to himself.

CUT TO:

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6 INT. SCHOOL HALLWAY 6

Bastian hurries down past a row of lockers. He still cradles the special book in his arms and half-runs towards his first class. He is obviously late. The hallways are empty and quiet; classes started some time ago.

HALL OUTSIDE GEOMETRY CLASS

Bastian stops half-running, and pauses just outside a closed classroom door. There is a glass panel beside the door. Bastian peers around and looks inside and we look with him. A woman is teaching geometry; she is a no-nonsense type of teacher.

BASTIAN -- CLOSE UP

as he just stands there a moment. He glances at the book, then the class, hesitating; he does not want to study geometry at this moment. Then suddenly he hears the sound of a TEACHER'S FOOTSTEPS... Bastian is in panic!

ANGLE ON TEACHER'S FEET

and we follow a man's legs and feet (with ominous, echoing footsteps) as he walks towards the classroom, past a row of closets, and walks right on by -- Bastian is gone.

NEARBY ROW OF CLOSETS

A door opens a few inches...
Bastian peeks out, looks around, then hurries on through the corridors, clutching the strange old book.

CUT TO:

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7

7 INT. KEY BOX -- CLOSE ANGLE

as a boy's hand takes a key from a key box somewhere on a hook marked "Attic."

CUT TO:

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8 INT. ATTIC 8

CLOSE UP ON A KEY being slid into a keyhole.

CLOSE UP on a mouse on a dimly-lit wooden floor. It sits up on its back feet, stares in fright at the camera and disappears - whoosh - into a hole in the floor.

The attic door opens slowly. It creaks. Bastian slips in, locks the door and then looks into the musty room.

There is spooky, semi-darkness. A faint, milky light comes through a skylight in the roof, and there is a pool of direct light coming through a high window with angled slats.

Spider webs, as big as hammocks, sway back and forth eerily in the slight draft.

Strange things are scattered about: school desks, old maps, faded pictures, stuffed animals - mysterious props.

It is silent.

Bastian climbs through the strange assortment of junk, then he drags an old gym mat to where the pool of light comes through the high window, over behind a desk. He sits down, takes the book and looks at it solemnly.

As Bastian opens the book, not sure what to expect, we SLOWLY MOVE IN on his eager eyes. Bastian turns to the first page and starts to read "THE NEVER ENDING STORY."

BASTIAN (V.O.)
"It was midnight in the Howling Forest and something was moving through the eerie woods..."

CUT TO:

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9 EXT. HOWLING WOODS -- NIGHT 9

1. We are suddenly transported to a different (and perhaps better) world: something big is moving through a strange, frightening forest at midnight! And we are experiencing it from his point of view, with a subjective camera moving rapidly through the woods! There is also a strange RUMBLING NOISE as we move along, plus the sound of something big PANTING, like he is out of breath!

Bright moonlight illuminates some of the ancient, thick, twisted trees, and the gnarled bark and scarred knots create the fleeting images of faces: trees with faces, waving their many arms and fingers into the night sky. There is something almost comical about how we keep relentlessly plowing on, past eerie trees and patches of moonlight.

ANGLE ON CAMPFIRE

in a distant clearing. We see some strange creatures around a small campfire, hearing the RUMBLING SOUND getting closer and closer. First we see:

2. THE NIGHT HOB

a strange creature a little over 2 1/2 feet tall with distinctive features: large, almost-wild eyes peer out at us from an unruly mop of stringy, wooly hair that is black and white. It has a smooth, tan-brown body and strange flipper-like appendages instead of hands or feet; in fact, as we'll soon see, it walks with the gracefulness of a drunken penguin, with little hopping motions.

He reacts to this rumbling noise, looking afraid at:

3. THE TEENY WEENY

a man half his size. Only this man is as elegant as the Night Hob is unruly. He has a top hat and a formally-cut coat with tails and a over-sized bow tie. The Teeny Weeny has a dignified manner (as though in a former life he was a Kentucky aristocrat who raised beloved race horses.)

He cocks an ear towards the noise and looks scared, then looking at

4. THE LARGE SNAIL

a creature with a friendly cartoonish face and an English saddle on his back. He tilts his head, listening, afraid.

5. The only creature, which doesn't take any notice of the RUMBLING SOUND is a BAT, hanging upside down behind the Night Hob. THE BAT is really large and never far away from the Night Hob's side. Now he's asleep. We hear him SNORE QUIETLY.

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cont'd. 9 SUBJECTIVE CAMERA 9

6.7.8. moving through the dark woods as before. The same rolling-rumbling noise, crushing all in its path, can be heard as before. (Our general impression should be, as we hear all this, and see small trees and branches crushed in the path of this thing is that it's like a comical version of King Kong moving through woods.)

9.10. ANGLE ON THE CAMPFIRE SCENE
11.12.

as the creatures duck and hide! The Night Hob quickly hops over behind a small bush. Teeny Weeny, however, heads for his beloved Snail, patting him in a comforting way, reassuring him (the way a horse lover would try to "gentle" a horse that smells smoke.) But the Bat doesn't react at all.

---

13. LONG SHOT OF CLEARING

as the three creatures remain hidden, but in the center of the shot, we see an unbelieveable sight: a large, crude-looking giant of a creature, about twenty times bigger than Teeny Weeny, is riding something straight at the clearing (and straight at the camera!) As it gets closer and closer, we can see that it seems to be made of pure rock -- and riding a large, strong bicycle, also made of rock! No wonder it moves so fearlessly through the forest -- we'll soon know this creature as a ROCK BITER, a gentle soul trapped in a monstrous body.

14.15.16. The noise gets louder and louder! The Night Hob and the Teeny Weeny and the Snail duck lower and lower, scared to death! (The Bat still doesn't even flinch however.) Finally, the
17. giant on his bicycle with huge stone wheels stops just short of the clearing.

18.19. ANGLE ON CREATURES

as they look frightened.

---

20. ANGLE ON ROCK BITER

who looks down at the tiny fire and the tiny, half-hidden creatures. The Rock Biter's voice is as deep and scary as you might imagine.

ROCK BITER
Oh, excuse me. Would it be all right if I joined you this evening?

21.22. ANGLE ON CREATURES

as they exchange surprised looks.

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cont'd. 9.
(2)

23. ANGLE ON ROCK BITER

as he starts to get off his bicycle, not waiting for an answer.

ROCK BITER
I've been traveling all day...

He doesn't realize how much he scared the other creatures.

24. 25. ANGLE ON

Teeny Weeny and the Night Hob slowly, hesitantly, emerge from their hiding places, nervously smiling. The Snail bravely moves forward a few feet. And all three of them watch the Rock Biter, exchange worried looks, then their eyes follow him as apparently (off-camera) he sits down -- which causes the ground to shake, bouncing them around a little like an earthquake!

26. THE BAT

close up, from same angle! (the back, and upside down) as he now turns his head to one side over at the Rock Biter.

27. ROCK BITER

sitting in front of campfire but FILMED UPSIDE DOWN, simulating a hanging Bat's point of view on the world.

28. ROCK BITER
I'm very pleased to meet each of you. It's nice to rest with nice people when --
(suddenly seeing something)

29. Aha! I see why you picked this campsite!

31. ANGLE ON NIGHT HOB AND TEENY WEENY

30. as the Rock Biter's huge hand comes down near them, causing them to flinch -- but the giant hand picks up a nearby large rock.

ROCK BITER

close up. He holds the rock up towards the moonlight a moment, then sniffs it, reacting like a wine snob with a fine Burgandy.

ROCK BITER
(admiring the rock)
A delicious-looking limestone rock!
Nice bouquet, must be a good vintage year...

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cont'd. (3) 31. CLOSE ANGLE ON NIGHT HOB AND TEENY WEENY 9

as they nervously look up and nod, agreeing with anything.

NIGHT HOB
(loudly, to Rock Biter)
Yes -- you're right. Those delicious rocks are the reason we camped here, all right ...
(quietly to Teeny Weeny)
32. Is he nuts?

TEENY WEENY
No, he's a Rock Biter.

NIGHT HOB
A Rock Biter?!

33. ROCK BITER -- CLOSE ANGLE

as he puts the rock in his mouth, eating it with a loud CRUNCHING sound! A number of tiny rock "crumbs" spill as he eats and fall upon

34. NIGHT HOB AND TEENY WEENY

who duck and try to cover their heads! The rock "crumbs" are large, heavy stones to them!

35. One bounces off the head of the Snail, who flinches, silently mouths the word "OW!" then turns and glares at the Rock Biter. But Teeny Weeny
36. immediately gets up and comforts his Snail, patting him, then reaching into his vest pocket, gets out a sugar cube, and tosses it to the Snail -- who opens his mouth and catches it in mid-air, and happily eats it!

37. Night Hob gestures in an off-hand way to his Bat who is hanging behind him, his back to us.

NIGHT HOB
You fuss over that snail too much! You don't see me jumping around because of my stupid bat!
38. (Teeny Weeny looks a little startled at this)
39. Oh, don't worry, one thing about bats, they can't hear a word.

40. Behind him, unnoticed by the Night Hob, the Bat now rolls his head straight back (in an impossible-looking way), stares at Night Hob a moment, then goes back to his resting position.

41. ROCK BITER

who has been busy eating rocks. He smiles, and rubs his stomach.

ROCK BITER
(loudly belching)
BRRA-A-A-C-C-C-K-K-K!!

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cont'd. 9
(4)
42.43. TEENY WEENY 9

exchanges an offended look with Night Hob, who just shrugs.

44. ROCK BITER

who licks his fingers and smacks his lips.

ROCK BITER
That was limestone -- with a dash of quartz! Very good! Where I come from in the north, we used to have exquisite gourmet rocks...
(suddenly very sad)
Only now... now... they're all gone.

---

45. ANGLE ON NIGHT HOB

NIGHT HOB
(sarcasticly)
I know how it happened!

46. ROCK BITER

as he stops eating. He holds his right hand into the air, just as if taking an oath.

ROCK BITER
I swear it wasn't me!

47.43. ANGLE ON WHOLE SCENE

as Teeny Weeny looks up at the Rock Biter, losing his fear.

TEENY WEENY
No! I think I know what it was. Tell me more about it!

ANGLE ON ROCK BITER

ROCK BITER
Near my home there used to be a beautiful lake.
But then... then it was gone.

ANGLE ON SCENE

TEENY WEENY
Did the lake dry up?

ROCK BITER
No! It just wasn't there anymore. Nothing was there anymore, not even a dried up lake.

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cont'd. 9 (5)

TEENY WEENY
A hole!

ROCK BITER
A hole would be something. But it was nothing. And it got bigger and bigger. First, there was no lake anymore. And then, finally... no rocks.

9

49. CLOSE ANGLE ON TEENY WEENY AND NIGHT HOB

as they exchange looks and speak quietly.

NIGHT HOB
(sarcastically)
If he keeps eating like that, soon there won't be any rocks here either!

TEENY WEENY
Night Hob, this could be serious.
(up to Rock Biter)
Rock Biter, what you have told us is also happening where I live. A strange sort of -- Nothing is destroying everything.

50.51. NIGHT HOB AND TEENY WEENY
52.53.

NIGHT HOB
(serious now)
We Night Hobs live in the South, and it's there too!

ANGLE ON ROCKBITER

ROCK BITER
(surprised)
So, it's not just in my part of Fantasia?

ANGLE ON TEENY WEENY AND NIGHT HOB

as they exchange worried looks.

TEENY WEENY
(to Night Hob)
And it seems now it's not just in our homes. I'm afraid it's much worse than we thought.

(CONTINUED)

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cont'd. 9 (6)

NIGHT HOB 9

Maybe it's already everywhere in Fantasia! Maybe the whole of Fantasia is in danger! What shall we do?

A pause.

ANGLE ON ROCK BITER

ROCK BITER

My people sent me to the Ivory Tower, to the Childlike Empress, for help.

TEENY WEENY AND NIGHT HOB

TEENY WEENY

We are on the same mission. After all, if the Childlike Empress, who rules over all of Fantasia, can't save us, who could?

54. ANGLE ON SCENE

Rock Biter, Teeny Weeny, the Night Hob, the Snail and even the Bat (without looking up) all nod in agreement. There's a thoughtful pause. The fire flickers. There's the sound of the wind in the trees. The fun atmosphere has ended; clearly, this is serious.

NIGHT HOB

Then why are we all sitting around here instead of taking off to the Ivory Tower? At this rate, the Nothing would be there before we are!

TEENY WEENY

(getting up)

Right! What are we waiting for?

55.

ROCK BITER

Yes! Let's go now!

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cont'd. 9
(7)

56. CLOSE ANGLE ON CAMPFIRE SCENE 9

as the Rock Biter's large hand comes down and he puts out the campfire with his thumb.

57. Teeny Weeny who is adjusting his Snail's saddle quickly.

58. ANGLE ON NIGHT HOB

as he runs up to the Bat, who is just hanging there.

NIGHT HOB
(giving it a rough slap)
Hey! Wake up!

Then he grabs one of the Bat's wings and roughly opens it, like an umbrella.

59. ROCK BITER

starts to get on his bicycle, but hesitates.

ROCK BITER
We can't wait on a snail. Can I carry you?

60. ANGLE ON TEENY WEENY

who finishes adjusting the saddle, takes out a sugar cube, and tosses it to the snail who again catches it in mid-air. Teeny beams with pride.

TEENY WEENY
Don't worry! It's a racing snail!

61. ROCK BITER

who is still confused.

ROCK BITER
But we can't even wait on a racing snail!

62. Then, suddenly, Night Hob (positioned just under the Bat by straps like a hang glider) sails through the air with his Bat, right under Rock Biter's nose!

(CONTINUED)

== Script Fly.com ==

cont'd. 9 (68) NIGHT HOB 9

Nobody worries about me and my stupid bat!

63. TEENY WEENY

is in the saddle. He lowers some racing goggles onto his face, pats his Snail in a nice way, then crouches like a jockey, kicks his heels just a little -- and suddenly the Snail takes off like
64. a rocket with a cloud of dust!

65. ANGLE ON ROCK BITER

who is the last one left in the clearing. He stares after the disappearing creatures.

ROCK BITER
(amazed)
It really is a racing snail...
66. (looks down)
67. I should bring a few of these gourmet rocks with me...

CLOSE ANGLE ON HAND - OMIT

ROCK BITER'S FACE

as he turns and looks very concerned off towards the woods.

68. THE TREES

where we see the smallest beginning of some strange effect. The limbs of the trees start to sway a little, but not as if by a regular wind...

69. THE ROCK BITER

ROCK BITER
Oh, no...

(CONTINUED)

== Script Fly.com ==

cont'd. 9
(9)

70. THE TREES 9

as their limbs keep swaying.

71. THE ROCK BITER

who is now on his bicycle, his back to us, ready to go.

ROCK BITER
(scared)
The Nothing...

72. He now begins to peddle directly away from us as fast as he can! From the back, we see a comical view: His huge rear end on the small bicycle seat are like two watermelons in a large sack, rolling around.

As he rides out of frame, the strange SOUND INCREASES.

73. ANGLE ON TREES
74. ROCKBITER on bike - peddling away.
75. near clearing. For a moment or two, there is only a minor, strange reaction, as though the trees were swaying for some reason. There's a weird SUCKING/WHOOSHING NOISE -- and then suddenly, SEVERAL BIG TREES ARE RIPPED OUT OF THE EARTH WITH A BIG BA-A-A-NG!!

Roots exposed, they fly through the air, along with dirt and rocks and bushes! The distinctive SUCKING/WHOOSHING NOISE builds in volume!

76. ROCK BITER

from the side, peddling as fast as he can, obviously scared.

77. THE SCENE

as the clearing is suddenly RIPPED IN HALF WITH A TERRIBLE NOISE! There's a swirl of dust, filled up with flying bushes, trees and rocks! More cracks in the earth appear -- and with a blast of dust and dirt, the ground is pulled away! Into NOTHING!

CUT TO:

== Script Fly.com ==

10 INT. BASTIAN IN THE ATTIC 10

reading the book, suddenly startled by a loud crashing noise, similar to the CRACKS caused by the Nothing! We are close up on Bastian's face -- and he jumps, looking up, startled!! But for a long moment, there is only silence in the attic. Then a noise makes him look to one side, then quickly duck his head down, even lower behind the desk.

ANGLE ON CUSTODIAN

who comes clumping up into the attic, carrying some boxes after having kicked the door shut behind him. The CUSTODIAN is a middle-aged man, in a bad mood. He tries to set the boxes down, but some other junk is in the way, he finally gives the stuff a kick to one side, half-sets, half-throws the boxes down, pauses for to take a deep breath -- and looks up, around the attic.

THE ATTIC -- CUSTODIAN'S P.O.V.

He just sees a big, dark, messy attic. The desk where Bastian was hiding behind, sitting on gym mats, does not reveal him.

BASTIAN -- CLOSE ANGLE

as he crouches, wide-eyed, just barely out of sight. If the custodian should walk forward a few feet, he would see the boy... But the custodian turns, goes clumping loudly back down the stairs, then shuts the door loudly behind him. Bastian waits a few more moments, then slowly sticks his head up, peering around. There is no one there. He seems to be safe for a while. Exhaling slowly he resumes sitting up where he was, leaning on the gym mat, then he opens the large, old mysterious book and anxiously turns the page, which immediately takes him away from an old dusty attic...

CUT TO:

== Script Fly.com ==

11 EXT. FLYING THROUGH GOLDEN CLOUDS 1.

We are suddenly, almost magically, sailing high above Fantasia at sunset, through beautiful, golden-reddish clouds! There is only the sound of the WIND to accompany us as the SUBJECTIVE CAMERA carries us past tiny clouds, which melt past us like wisps of golden smoke, and right into and then out of large, puffy, pinkish-yellow clouds! We are simulating someone's P.O.V. but we don't even care whose it is; the flight is so glorious we're just glad to be along for the ride.

REVERSE ANGLE ON TWO STRANGE FACES

one on top of the other: it is the NIGHT HOB, arms outstretched, strapped under his living hang-glider, the stupid Bat, whose face is above. But the contrast is amusing: the wild-eyed Night Hob, his woolly hair blowing in the wind, looking around as he sails through the golden clouds, while above him is the deadpan, expressionless Bat, who has his eyes closed as he sails along, wings outstretched, filling the screen.

NIGHT HOB
Faster, you stupid bat!
(reacting)
Hey!

The Night Hob suddenly bangs his own head hard, up against the Bat's body, suddenly jarring the Bat awake, his eyes opening.

NIGHT HOB
Stay awake! This is important!
(he looks up, just as a strange glow lights both their faces; his attitude softens)
Look! There it is! The heart of Fantasia!

THE IVORY TOWER -- LONG SHOT

Through the clouds, we now see an incredible and inspiring sight: an immense, white tower stretches miles straight up, into pink and gold clouds! It is an incredibly huge, pure white tower which is broader at the base, but narrower towards the top, which is lost in the clouds. The light blue twilight sky makes the pureness of the color almost translucent; a shining shaft of white light.

Then suddenly from above, almost filling the frame for a moment, the Night Hob and the stupid Bat soar down in a straight line, like a spaceship! Quickly, they get smaller and smaller. Some beautiful MUSIC that both excites and inspires us should accompany this wonderful soaring sensation towards a magical place.

CUT TO:

== Script Fly.com ==

12 EXT. HILLSIDE -- DAY 12

Teeny Weeny races up on his racing Snail to the top of a hill, raising a cloud of dust. He takes off his racing goggles, dismounts, tosses the Snail a cube of sugar -- but his eyes never leave something in the distance.

CLOSE ANGLE ON TEENY

as he stares off in the distance; a strange glow is on his face now, a light from a distant source. He looks very impressed, almost inspired.

Then a RUMBLING SOUND is heard behind him, getting closer and closer. He turns around, and looks up.

ROCK BITER

pushes his stone bicycle up to the top of the hill near Teeny.

CLOSE ANGLE ON ROCK BITER

as he stops and just stares off into the distance also. And the strange, almost magical, light can be seen on his face as well.

ROCK BITER
I never knew it was <u>that</u> beautiful...

CUT TO:

== Script Fly.com ==

13 EXT. FLIGHT TO IVORY TOWER 13

From point of view of Night Hob and the Bat, we now fly over the vast plains towards the incredibly beautiful Ivory Tower.

CLOSE ANGLE ON THE NIGHT HOB'S FACE

as he flies along -- MUSIC CONTINUES. (He's rarely happy but this is a special moment!)

NIGHT HOB'S P.O.V. FLYING THROUGH THE CLOUDS

We now get a closer view of the Ivory Tower for a moment, just getting a quick suggestion that it is an incredibly big city-state, with tiny windows and rooms where thousands of creatures live!

The closer we get, the more magnificent the structure becomes, since more details of archways and windows and everything that suggests a world-within-a-world, now glimpsed quickly as we soar past!

Then the Bat catches an updraft and sails up towards the clouds and the top of the tower!

We now see the huge tower framed against the magically-golden sky. We are overwhelmed by the enormous height of the tower!

With the sound of WIND in our ears, we soar right into a golden cloud... and there are a few moments of cloud-fog that cover the screen, and then we BURST OUT OF THE CLOUD and see:

THE IVORY TOWER'S TOP

which is a beautiful round white flower bud, like an immense magnolia made of ivory, that rests on a brightly-lit, open terrace where we see a crowd of tiny figures.

CLOSE ANGLE ON NIGHT HOB AND THE BAT

as both are wide-eyed with wonder as they approach closer and closer...

NIGHT HOB
The home of the Childlike Empress! She can save us from the Nothing! She is our hope!

== Script Fly.com ==

14 EXT/INT. ESTABLISHING SHOT OF TERRACE -- "MAGIC HOUR" 14

We now cut to the large open terrace atop the Ivory Tower. It is so big we can only see part of its beautiful, rounded expanse! In the center of the terrace, with reddish-gold clouds, stars and a light blue sky behind it all, is a strange, beautiful, almost glowing flower bud, its tall ivory petals now up. And outside, waiting respectfully, almost reverently, are about two dozen of the strangest creatures ever seen! They wear fancy robes and garments of every color of the rainbow and there are no two alike: from this distance, we can see some sort of small elephant creature -- with wings; there is a fish-like head, with human legs; a three-headed creature who looks around constantly! And more!

THE CREATURES

as we are now amongst them, with CAMERA PANNING around slowly, behind or beside them, as they eagerly face the beautiful Magnolia bud. It is like a book from mythology combined with fairy tale creatures as we get a closer look: a bird's head, an insect-like creature with antennae, a sultan in a turban with an animal's claws, even some human-like cavemen, one human woman with green skin, an aristocratic man with the head of a goat -- they all blend together as the most intriguing group of creatures ever seen!

SERIES OF QUICK ANGLES ON CREATURES

and sometimes just parts of creatures, images, glimpses: some are beautiful, some bizarre, all intriguing, but the atmosphere in the room is hushed, respectful, as though there was a royal collection of noble men and women outside a king's chamber; except in this case, they wait outside the inner chamber of a goddess and they know it. There is a low MURMUR of different voices and sounds as they talk; there seems to be a nervous tension throughout the room. They are waiting...

Suddenly, the wait is over! Creatures nudge each other and all get very quiet as they turn and behold a shimmering bright light that comes from inside the Magnolia bud as one of the ivory petals slowly lowers, like a drawbridge; bright radiant light pours out!

The room grows hushed and quiet.

ANGLE ON A CORNER

over to one side of the huge terrace. From near the bottom, we see the face of the Night Hob slowly peer around, watching the scene in the vast terrace. And then, just above his head, but angled in a downward slant, the face of the stupid Bat comes into view, also watching the exciting moment.

NIGHT HOB
(half-whispering
to Bat)
The Childlike Empress will save
every creature from the Nothing...
including stupid bats.

The Bat gives him a look, then turns back to the excitement

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cont'd. 14 ANGLE ON SCENE 14

The bright light is almost blinding, but then figures emerge from inside. And we see a strange sight come into view and slowly, majestically, move down the ramp-like ivory petal which has now lowered all the way down.

All the creatures move forward , curious and excited.

The bright light from behind obscures whatever is coming, adding a dramatic feeling to the arrival. Then the petal begins to close.
The blinding light is now almost gone, enabling us to see a striking dignified presence. We see a person who has the respected and commanding manner of a prime minister.
Around his neck he wears the AURYN, a magical necklace.

THE CROWD

as the creatures start to surge forward, crowding, pushing.

The small, fat elephant-with-wings steps on a bird-like person's foot as they shove forward!

A lizard-like man elbows a sultan-creature to one side.

And many begin chirping, squawking, growling or talking at once! But there are a few clear comments we hear:

CREATURES
(urgently)
Cairon! I was here first! Listen to me!
The Empress has to see me! Please. Let me
through! What about the Nothing?

ANGLE ON CAIRON AND THE CREATURES

as they continue to surge forward, CAIRON holds up his hands.

CAIRON
(a dignified voice)
Friends, I know why you are all here.
Your people have sent you because we are
facing the most catastrophic danger in our
entire history. The Nothing is destroying Fantasia.
(alternative: ...in our history. The Nothing is
destroying our entire land.

== Script Fly.com ==

cont'd. 14 14

THE CREATURES

reacting with fear and alarm, turning to each other: We now PAN OVER the Creatures as they quiet down and listen, deeply concerned.

CAIRON (V.O.)

I also know that as representatives of the thousands of delegates now gathered at the base of the Ivory Tower, you have come to beseech the Empress for help.

CAIRON -- CLOSE ANGLE

CAIRON
(becoming emotional)
But I have terrible news. Ever since the Nothing invaded our land, the Empress ...
(voice cracks a little; he regains control)
... the Empress herself has become deathly ill!
(we HEAR the Creatures react for a moment)
... and the Court Physicians cannot cure her.

THE COURT PHYSICIANS

THREE OF THE STRANGE CREATURES over to one side, bow their heads in shame and look down.

CAIRON (V.O.)
There seems to be a mysterious link between her illness and the Nothing ...

THE CREATURES

reacting with a horrified exchange of looks among themselves, and a quick murmuring of shocked disappointment, but then they grow quiet.

CAIRON

as the room grows silent.

CAIRON
(almost whispering)
She is dying --- so she cannot save Fantasia.
(alternative: cannot save us)

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cont'd. 14 14

THE CREATURES

reacting first with shocked silence, exchanging horrified looks, then they panic, all speaking at the same time, a frightened buzz of alarmed voices and sounds.

CREATURES
(in panic)
But we'll be annihilated. That's the end of us all! What can we do?

CLOSE ANGLE ON NIGHT HOB AND THE BAT

who also exchange looks that convey their fear and alarm!

THE SCENE

as Cairon holds up his hand amid the confusion.

CAIRON
(loudly)
But there just might be one chance!
(the place gets quiet)
The Plains People who hunt the purple buffalo have among them a great warrior. He is the bravest of the brave. He alone has a chance to fight the Nothing and save us ! The Empress has already sent for him, so he should be here soon. He is our only hope. His name is Atreyu.

== Script Fly.com ==

15 15

INT. ATTIC

Bastian looks up from his reading, excited about what he has just read. Then he happens to glance over at

HIS KNAPSACK

which has a large, partially-faded printed drawing on it: a dramatic illustration of a tall, muscular, bigger-then-life Sioux Indian riding a pinto at a dead run beside a huge buffalo; the big warrior has his bow stretched back all the way, arrow poised for flight!

BASTIAN (V.O .)
ATREYU!

BASTIAN

his eyes light up at the thought of who this mighty warrior will be, and then he turns from the knapsack-illustration and eagerly goes back to the book.

BASTIAN (V.O.)
"When Atreyu arrived at the Ivory Tower ...

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16 16

EXT. TERRACE (ON TOP OF THE IVORY TOWER) - SUBJECTIVE CAMERA

BASTIAN (V.O.)
(continuing)
" ... the hopes of all Fantasia were with him."

We are slowly moving towards the backs of the strange creatures we saw before.

We can hear the crowd murmur (but they still do not turn and look at the slowly moving camera):

CREATURES (V.O.)
(murmuring quietly)
Atreyu ... he's coming ... the great warrior ... he's on the way... Atreyu will soon be here.

And then one creature turns and looks AT CAMERA in surprise as we slowly move by; the creature steps back, out of the way. Then another creature nudges yet another, and they all stare and exchange looks before moving out of the way. Then more. Now a different murmur goes through the crowd as they turn and look AT CAMERA.

The crowd of creatures has now parted and reveals Cairon, looking down, lost in thought. Then he looks up, right AT CAMERA.

CAIRON
(with a dismissing gesture)
I'm sorry, this is not the time nor place for children.

ATREYU

who we now see is a small, skinny boy about eleven years old! His hair is long and dark, down to his shoulders. His features suggest that of a Cheyenne Indian boy of another time and place. Truly, his sunburnt body and the proud way he stands and carries himself strongly suggest such a warrior's culture. He carries a bow and arrow, and there is a knife in his crude, leather pants. He wears no shirt: And he looks Cairon right in the eye.

CAIRON (V.O.)
Didn't you hear what I said, boy? I must ask you to leave.

ATREYU
If you don't want me here, you shouldn't have sent for me.

THE CREATURES

reacting in shocked astonishment; the room is instantly quiet.

== Script Fly.com ==

cont'd. 16 16

THE NIGHTHOB

as he turns to the Bat.

NIGHT HOB
Is he a nutcase?

ANGLE ON CAIRON

who successfully controls any reaction.

CAIRON
It was not you we sent for.
We wanted Atreyu.

ATREYU
I am Atreyu!

CAIRON
Not Atreyu the child,
Atreyu the warrior.

ATREYU
I am the only Atreyu among the
Plains People!
(he turns and starts walking
away)
But I'd be happy to get back to hunting
the purple buffalo.

CAIRON
No, wait! Come back, please!

The boy stops and turns around.

CLOSE ANGLE ON CAIRON

CAIRON
If you really are the Atreyu we sent
for, you would be willing to go on
a quest.

ANGLE ON ATREYU

ATREYU
(too quickly)
Yes, of course ... what kind of a quest?

ANGLE ON CAIRON

CAIRON
To find a cure for the Empress and to
save Fantasia.
(alternative: our land)

== Script Fly.com ==

cont'd. 16 16

ATREYU

surprised at this.

ANGLE ON THE CREATURES

in the crowd, who exchange serious, surprised looks.

There is a moment of silence, then:

ANGLE ON ATREYU

ATREYU
But how can I do that?

CAIRON
I don't know. All I can tell you is: just follow your heart.

ATREYU
But where shall I begin?

CAIRON
Nobody can give you any advice. Except this: you must go alone. You must leave all your weapons behind. It will be very dangerous.

ATREYU
(after a moment)
Is there any chance of success?

CAIRON
I don't know. But if you fail, the Empress will surely die. And all of Fantasia will be utterly destroyed. (alternative: our entire land will be utterly destroyed).

There is a tense silence in the room. And a long pause.

ANGLE ON ATREYU

with the crowd of creatures behind him. Atreyu then quietly sets aside his bow and arrows, and his knife, then looks at Cairon.

ATREYU
(quietly)
When do I begin?

The creatures react with respectful looks and nodding amongst themselves.

== Script Fly.com ==

cont'd. 16 16

ANGLE ON CAIRON

CAIRON
Now. And you must hurry, Atreyu. The Nothing grows stronger every day!
(gestures for the boy to come closer, then slowly removes the AURYN and holds it out in a formal manner.)

ATREYU'S P.O.V.

as he walks up to the Auryn: we see a beautiful gold medallion with two snakes, one black, one white, each holding the tail of the other, forming a never-ending circle.

CAIRON (V.O.)
He who wears the Auryn speaks for the Empress. Take it. It will guide and protect you.

CUT TO:

== Script Fly.com ==

17 INT. ATTIC 17

where Bastian is engrossed in the story, then he pauses, turning the book around, staring at the cover.

THE COVER OF THE BOOK

which has the same snakes forming the same oval, that surround the words, "THE NEVER ENDING STORY."

BASTIAN

as he stares in wonder at the cover, then thinks a moment.

BASTIAN
(astonished)
A little boy!

Then he eagerly returns to the magical pages.

CUT TO:

== Script Fly.com ==

18 EXT. HILLSIDE (WITH IVORY TOWER IN DISTANCE) — MORNING 18

It is a beautiful, red dawn! A rainbow surrounds the Ivory Tower! We see a hillside, and hear the sound of hoofbeats! A horse and rider are approaching... then Atreyu comes riding, hard, towards us on his beloved pony, ARTAX. He rides in a fast, determined way, with the beautiful Ivory Tower behind him! (We're impressed at what a tremendous horseman this boy is! As he rides by, we see first TEENY WEENY move INTO FRAME, watching Atreyu, and then THE SNAIL, and they seriously watch him go by.

TEENY WEENY
(quietly)
Farewell, Atreyu...

CLOSE ANGLE ON NIGHT HOB

as he stands next to his Bat (who hangs upside down, his back to us.) The Night Hob nudges the Bat, who makes the impossible-looking head moment where he raises his head up towards us, and they watch Atreyu ride by, the horse's hoofbeats now retreating in the distance.

CLOSE ANGLE ON ROCK BITER

who is also staring off, watching the boy ride off. The Rock Biter seems very serious and speaks quietly, with a quiver in his voice.

ROCK BITER
Our hopes are with you...

== Script Fly.com ==

19 EXT. VAST FANTASIAN LANDSCAPE — DAY 19

Atreyu rides off across a vast, open panorama of Fantasia's beautiful but unique rocky landscape. We see an immense, wide-angle view of the beautiful morning light causing strange shadows which are thrown across reddish rocks, twisted blue-green trees, a blue creek and three white unicorns and a white unicorn colt.

The dawn light illuminates this fascinating world where horse and rider now grow smaller and smaller, disappearing into the vast, rocky landscape of Fantasia!

The quest has begun!

CUT TO:

== Script Fly.com ==

20 EXT. DARK STORM CLOUDS -- DAY 20

fill Fantasia's skies. Huge, furious, churning thunderheads electrify the air! There's a FLASH OF LIGHTNING! Then a booming, deep, rolling THUNDER!

== Script Fly.com ==

21 EXT. MYSTERIOUS CAVE -- DAY 21

which we are slowly moving towards, during this strange storm! The cave is sinister and there is something very scary about it! Then there is a VIOLENT CLAP OF THUNDER which immediately triggers, from deep insde the cave, from deep inside Hell itself, a HORRIBLE HOWLING! Something dark and evil and vicious is responding to the thunder -- or the thunder is a response to this supernatural-sounding HOWLING!

We continue to move closer to the front of this cave, moving straight into the frightening darkness, into the entrance of Hell itself! A FLASH OF LIGHTNING makes us jump! Then more THUNDER -- immediately answered by a very loud HOWLING! Whatever is in the cave has been moving closer to us, as we move even closer... closer...we now are at the mouth of the cave... then we see in the blackness that almost fills the screen that this terrible animal force inside has two LARGE GREEN EYES! They could be anything and we wish the camera would stop bringing us closer and closer -- then, all at once -- LIGHTNING, THUNDER -- a VICIOUS SNARL and suddenly SOMETHING HORRIBLE AND WOLFLIKE LEAPS RIGHT AT US!! The SNARL blends into a SHRILL SCREAM ...

== Script Fly.com ==

22 INT. ATTIC -- DAY 22

where the horrible HOWL of the supernatural creature blends into a very LOUD SCHOOL BUZZER which makes Bastian jump! The BELL is a shrill scream and we realize how loud it is a few moments later when it stops and Bastian's heart starts again.

In the sudden silence, Bastian hears the distant sounds of children going to lunch (which quickly fade away). Bastian comes back to reality now -- and he remembers something. He sets the book aside, gets to his feet and peers around the attic, as if trying to remember where he may have seen something.

He moves around some boxes -- and then he looks up and sees it.

A STUFFED WOLF'S HEAD

piled up on top of some boxes (along with some other things from the biology department). The wolf's head is frozen forever in the act of snarling and lunging. His eyes seem to stare through Bastian and his teeth look sharp and white... and then a strange noise is heard, not unlike the sound of a LOW GROWL coming from an animal...

BASTIAN

as he stands his ground, but his eyes dart around nervously. What is going on? What is that noise? What is real? What is his imagination? Then he looks straight up at

A SKYLIGHT

where drops of rain have started hitting the glass. Dark storm clouds quickly move across the sky and there is a low rolling THUNDER which, along with the rain, has caused the growling-like noise.

BASTIAN

who looks back at the

STUFFED WOLF'S HEAD

which is now suddenly illuminated by a FLASH OF LIGHTNING.

BASTIAN

looks at it a moment more, then there's again distant THUNDER. Bastian goes back to his gym mat behind the desk and sits down.

He takes a deep breath, looks uncomfortable once more over towards the wolf's head, then opens the book and reads.

(CONTINUED)

== Script Fly.com ==

cont'd. 22

BASTIAN (V.O.)
(reading)
The evil creature, the Gmork, jumped out of the entrance to Hell...

22

CUT TO:

== Script Fly.com ==

23 EXT. VAST FANTASIAN LANDSCAPE -- DAY 23

and a rapid, TRAVELLING SHOT by a STEADICAM is quickly running, low and fast over the ground, tracking Atreyu's horse's hoofprints across the vast Fantasian landscape while we continue to hear:

BASTIAN (V.O.)
... and began following Atreyu!

Faster and faster, this creature must be running, right on the trail!

SIDE ANGLE

as the fast-moving GMORK stays on the trail, only now we can hear PANTING as the predator runs along, and see large BIG BLACK PAWS, so that we know this wolflike monster is big and terrifying.

CUT TO:

== Script Fly.com ==

24 EXT. GIANT FOREST — DAY 24

1. Atreyu (close angle) is sleeping on the grass somewhere outdoors; he may be a hard-charging hero but he can also be an exhausted little boy. Where he is seems to be quiet, peaceful and safe. 1.

---

2. LONG SHOT OF THE GIANT FOREST 2.

We can now see the whole scene. Artax, the pony, is standing near his sleeping master, alert, as if on guard — but the place Atreyu has chosen to rest seems so safe as to be enchanted!

This is the Giant Forest, in the Land of The Giants. Atreyu sleeps in the midst of several trees that must be Fantasia's equivalent of giant redwoods. Because all we see are the base and large exposed roots of monstrous, and beautiful, trees that must be twenty meters wide! They are deep-brown, with clearly defined thick bark, and beautiful moss-grass that covers the huge roots and ground like an emerald carpet.

Adding to the striking beauty of the Giant Forest are the sharply-defined rays of sunlight that slant through the trees, made visible in a haunting way by thick, gray morning mist.

---

3. CLOSE ANGLE ON ATREYU 3.

sleeping, but then Artax leans in and nuzzles his sleeping master, gently. Only "gently" doesn't work because Atreyu pushes his friend's nose away and tries to sleep. So Artax pushes him a little harder, snorting a little, and Atreyu opens one sleepy eye.

ATREYU
What... what is it, Artax? Is it time to go already?

But the pony just makes a little whinny and nuzzles the boy again.

ATREYU
Oh, it's time to eat.

---

4. ATREYU AND ARTAX 4.

as the boy sits up, stretches, yawns and looks around through the peaceful mist and the dappled patterns of leaves and branches on the scene. Then he gets up, reaches into his equivalent of saddle-bags, gets out some bread-and-apple type of sandwich, breaks off half for Artax, feeds it to him, and they both eat.

ATREYU
(patting Artax on nose)
Good idea!

CUT TO:

== Script Fly.com ==

25 INT. ATTIC -- DAY 25

Bastian leans back from the book, then grabs for his lunch and quickly starts to eat his sandwich and apple.

BASTIAN
(as if a response
to Atreyu)
No, it's a great idea!

He has his mouth full, but then hesitates and puts some of the sandwich away.

BASTIAN
(mouth full)
No, not too much. We still have
a long way to go.

CUT TO:

== Script Fly.com ==

26 EXT. THE GIANT FOREST -- DAY 25

1. Atreyu and Artax are eating, enjoying the beautiful slanting sunlight through the giant trees and the quiet. But then it isn't quiet anymore: there's the CRUNCHING SOUND of something walking across dry leaves and sticks! Together, Artax and Atreyu quickly turn and look. 1.

2. A LITTLE MAN 2.

slowly walks past them, crying. He is a bearded, middle-aged man, tanned from working outdoors, who wears the crude, simple clothes of a peasant: rough, woolen shirt, a leather vest, home-made pants designed for work, a wide-brimmed hat that keeps the rain off, and heavy shoes.

This man is only about four feet tall, but what makes him unusual, apart from the fact he's sobbing, (not noticing Atreyu and Artax) is that all his clothes are much too big for him. As he slowly shuffles by, we realize that his funny little shuffle-walk is because of huge shoes, a pair of pants with the legs much too long and waist too wide, his shirt sleeves are just over his hands, hiding them, and his hat is much too big and may fall down over his eyes. He walks on by, sort of sliding his feet along.

3. ATREYU AND ARTAX 3.

who just stare. Atreyu's food is half-way to his mouth, but he doesn't move for a moment, he's so startled by this strange sight. The boy and horse exchange looks, then Atreyu puts his food away.

4. THE SCENE 4.

Atreyu steps forward a few feet. We can still hear the man crying.

5. ATREYU 5.
What's wrong?

The little man, whom we shall know as PARMENTER, stops walking, awkwardly turns towards them in his big shoes, and tries to stop crying.

ATREYU
Who are you?

6. PARMENTER 6.
I'm a giant.

He now stops crying, but seems lost and confused.

PARMENTER
Do you by any chance have an extra pair of small shoes? I need a new pair again today.

(CONTINUED)

== Script Fly.com ==

cont'd. 26

ATREYU
No, I'm sorry, I don't. Did you say you're a giant?

PARMENTER
This is the Giant Forest in the Land Of The Giants and I'm a giant. My name is Parmenter.

26

7.8.9.

ATREYU
Hello, my name is Atreyu.

PARMENTER
(sounding sad, confused)
I'm the last giant. My entire tribe was all wiped out. I'm very tired... these clothes are quite heavy...

ATREYU
(starting forward to help the man)
I'm very sorry, let me help you —

7.8.9.

PARMENTER
(recoiling in horror)
No! Stay there! Do not touch me! There is something terrible on me! It's the Nothing!

ATREYU
I thought the Nothing was a violent force.

PARMENTER
Oh, it can be very violent. But it can also be quiet and deadly.
(holds up a loose sleeve that covers his hand)
You probably haven't noticed but I used to be much bigger. But since the Nothing, I've been shrinking. I shrink a little all the time now...

ATREYU
(amazed)
That's unbelievable.

10. Parmenter looks around, then gestures towards the ground.

10.

PARMENTER
I walked through this wood the day before the Nothing came...

Atreyu also looks down, stepping back.

(CONTINUED)

== Script Fly.com ==

cont'd. 26 ANGLE FROM HIGH ABOVE -- LONG SHOT 26
(2)

where we now can see something from up high that we couldn't have noticed from the ground: Atreyu is standing in (and was sleeping in) a giant's footprint, clearly outlined in the ground (where it is sunk down a little). The footprint is in the outline of a shoe, 10 feet long and four feet wide! Atreyu stares at it in amazement.

ATREYU
You were a giant!

11.12. CLOSE ANGLE ON PARMENTER 11.12.

PARMENTER
I still am. Now, I'm just a small giant.

From this angle, with Parmenter standing by a large rock, he takes off his hat, hangs it on a nearby branch, and wipes his eyes with a handkerchief. (But we notice a strange thing: his sleeve now seems a few inches longer; his shirt collar seems wider! Is it possible? Parmenter seems oblivious to this.)

---

13. 14. ATREYU 13.14.

Close angle, doing a small double-take, reacting as he too notices Parmenter has gotten smaller, the clothes on Parmenter now seem even bigger! But Parmenter doesn't notice or mention it, so Atreyu averts his eyes not wanting to be rude.

ATREYU
Is there anything I can do, Parmenter?

PARMENTER
(sighs)
The only thing is to hurry and stop the Nothing...

ATREYU
But where should I start?

---

15. ANGLE ON PARMENTER 15.

PARMENTER
(the sleeve flapping in the air)
Go to the Swamps of Sadness, to the Shell Mountain. Ask Morla the Ancient One what to do, she should know. She's the oldest and wisest creature in Fantasia.

(CONTINUED)

== Script Fly.com ==

cont'd. 26 (3) ANGLE ON SCENE 26

16.17. as Atreyu (still stunned by Parmenter's shrinkage) jumps on his horse. 16.1

ATREYU
Parmenter, I'll do my best to help you!

18.19. ANGLE ON PARMENTER 18.19

He is shrinking even more! But his clothes and hat remain the same size.

PARMENTER
(excitedly)
Wait! Wait! Are you sure you don't have any other shoes? You see, I have to change clothes every day. When I wake up in the morning, my clothes are bigger than the day before... only now I may have to change clothes every hour...

---

20. ATREYU 20
I'm sorry, I have to go now, Parmenter!

21.22. PARMENTER 21.22
(intensely)
Oh, keep your spirits up while you're in the Swamps of Sadness! Those who give in to life's sadness sink into the swamp.

---

23. ANGLE ON ATREYU AND ARTAX 23

as he starts to ride away.

ATREYU
I will! Goodbye, Parmenter...

24.25. 24.25.

PARMENTER -- MEDIUM SHOT

We now see that while the rock, the branch, his clothes and hat have all stayed the same size we're used to seeing - Parmenter is smaller than ever! He now stands with both feet in <u>one</u> shoe!

PARMENTER -- CLOSE ANGLE

He reaches for his now-huge-looking hat, and waves it frantically. (He is smaller than ever!)

PARMENTER
HURRY UP!

Then he puts the hat on his head -- which falls down to his shoulders, covering his entire head!

== Script Fly.com ==

27 EXT. SNOWS OF ETERNITY -- DAY 27

Atreyu's long ride across the immense and varied Fantasia now takes him slowly up an ice desert, with cold winds and snow all around. He pulls his home-made blanket around him, trying to stay warm as he and Artax move through the frozen white world of ice.

BASTIAN (V.O.)
(reading)
"... Atreyu's epic journey took him across the Snows of Eternity..."

CUT TO:

== Script Fly.com ==

28 EXT. DESERT OF LONELINESS -- DAY 28

BASTIAN (V.O.)
(continuing to read)
"... then he and Artax had to swim the Rivers of Chance and then cross the Desert of Loneliness..."

Now Atreyu and Artax are slowly moving through sand and hot, barren wastes; it is a vast desert that must be crossed. Atreyu's body glistens with sweat and Artax seems exhausted, his tongue hanging out. But on they go.

== Script Fly.com ==

29 EXT. GIANT FOREST -- DAY 29

1. Gmork's P.O.V.: We are suddenly moving low and fast over the forest lawn, across branches and leaves (with a Steadicam) simulating the evil, wolflike Gmork's rapid tracking! We can hear him PANTING but he seems to never tire; evil doesn't sleep. 1

2. He runs over gigantic, exposed tree roots and stops, looking at: a huge giant's footprint in the earth, and nearby, two empty large pairs of shoes and a hat! It is Atreyu's resting place. 2

3. REVERSE ANGLE 3

as we look now through branches and bushes, into dark shadows and get a blurred, quick look at GMORK, but all we can make out is a wolflike dark head and two glowing green eyes! But it's enough to scare us! We hear a low, terrible GROWL.

4. ANGLE ON FOOTPRINT 4

We hear the sound of PANTING, as the Gmork runs closer! The strange, frightening shadow of a wolf's head and part of his body now enters the shot, over the part of the big footprint. We hear loud SNIFFING! The Gmork is on Atreyu's trail! And he knows it: the shadow raises its head and makes a terrifying HOWL OF TRIUMPH, then the shadow jumps out of frame and runs on! As we hear his triumphant howling start to fade into the distance, we slowly pan over to one of the little giant's empty shoes and slowly move in on the top of one of the shoes...

5. TOP PART OF ONE SHOE -- EXTREME CLOSE ANGLE 5

We have cut to the top of one of Parmenter's shoes, which is just sitting there. The top fills our frame; the shoelace near the top of the shoe seems a foot thick on the screen. But then we see a bizarre sight: two tiny human hands, as if from a person about four inches high, grip the top of the shoe from inside, and we see the startled face of Parmenter the Giant as he pulls himself up into view for a fast look around!

== Script Fly.com ==

30 EXT. GIANT FOREST -- DAY 30

1. Gmork's P.O.V., running fast as the evil creature rushes on, through the forest (which we experience with a SUBJECTIVE CAMERA that sweeps low and fast over the branches and leaves.) Gmork is on the right trail, running faster and faster after Atreyu! And again HOWLS. (We feel his triumph!) 1

CUT TO:

== Script Fly.com ==

31 EXT. SWAMPS OF SADNESS/HILL TOP -- DAY 31

1. It's daylight, but there's an overcast, murky, dismal feeling. Artax climbs up a hill, panting. Atreyu is slumped in the saddle. They look exhausted. They both stare ahead and what 1

2. they see does not pick up their spirits. 2

3. SWAMPS OF SADNESS — Just ahead is the most dismal, dreary, fog-shrouded swamp anyone could imagine. Strange, bent trees stick out of the low mist and out of the few islands of moist earth. Vines hang down, from broken tree to bent tree, conveying a sense of defeat; it is as though an entire gigantic swamp had decided to quit but it took too much effort to die. There is almost no movement; who would care enough about anything to go to the trouble of activity? 3

4. ATREYU 4
Artax, my friend, they must be the Swamps of Sadness. They certainly aren't the Hills of Happiness!

5. Reluctantly, the horse moves forward, toward the edge of the terrible, dismal place. 5

== Script Fly.com ==

32 EXT. SNOWS OF ETERNITY -- DAY 32

Now Gmork is running very fast; faster than we've seen him go yet, over the ice and snow. (We experience this with the low SUBJECTIVE CAMERA -- we seem to be flying!)

SIDE ANGLE

as the Gmork races on! We see the horse's hoofprints clearly in the snow -- and the HUGE BLACK PAW PRINTS that run into the edge of the frame as Gmork closes in for the kill! He is relentless! We hear PANTING! Nothing can stop him!

CUT TO:

== Script Fly.com ==

33 EXT. THE SWAMPS OF SADNESS -- (DISMAL) DAY 33

1. Atreyu and Artax are now well into the horrible swamp; the boy is leading the horse. It is a gray-green mess, with vines clutching at their feet, dead-looking trees blocking the light and an atmosphere designed to prevent hope. 1

2. ATREYU 2
(as he trudges on)
If Morla is so wise, why would she live here?

3. The going is slow. The murky water has been ankle-deep, but now the going gets a little worse. But they keep moving forward. 3

4. CLOSE ANGLE ON ATREYU 4

who is leading Artax by the reins. Atreyu makes himself keep going, determined, even though the going gets worse and worse. Then as he moves through the water and the muck, Atreyu feels Artax stop so he turns.

5. ARTAX AND ATREYU 5

Atreyu is startled to see that Artax has sunk up over a foot into the water and mud! Atreyu quickly moves to one side of the horse,

6. trying to get him to turn around and go back. 6

ATREYU
Come on, boy, we can't go this way!
You're too heavy... come on, Artax!
Turn around!

But Artax is not turning -- he just stands there. Atreyu looks down.

7. CLOSE ANGLE ON HORSE'S LEGS 7

as Artax is actually sinking before our eyes! The level of the muddy water is now almost up to his knees!

8. THE SCENE 8

as Atreyu now fights panic but quickly tries to turn him around, leading and then shoving.

9. ATREYU 9
Artax! TURN AROUND! YOU HAVE TO! NOW!

10. But then Atreyu realizes something that we now notice too: Artax is not turning, either because he physically cannot or because he isn't even trying! Artax just stands there, his head held low, acting listless.

11. CLOSE ANGLE ON HORSE'S LEGS

as the horse now sinks even more, the mud now above his knees!

== Script Fly.com ==

12. as Atreyu first tries to get in front of Artax and now pulls him forward, in the other direction! 12.

ATREYU
ARTAX! YOU'RE SINKING! COME ON -- NOW !

13. But Artax just lets himself be pulled at -- he doesn't react at all. And yet he continues to sink! 13.

14. CLOSE ANGLE ON ATREYU 14.

as he rushes up to Artax, hugging his horse, patting him, coaxing him.

15. ATREYU
(voice cracking)
Artax, please! You're letting the sadness of the swamp get to you! You have to try!
(crying now)
Please, boy, you've got to care! You've got to try -- for me! You're my friend -- I love you!
(he looks down) 15.

16. CLOSE ANGLE ON HORSE'S LEGS 16.

as the rising water is within a foot of his body! And still Artax just stands there!

17. THE SCENE 17.

ATREYU
(now pulling and shoving with everything he's got)
ARTAX! YOU'VE GOT TO CARE! FIGHT AGAINST THE SADNESS! ARTAX!

18. But the horse is still sinking quickly into the quicksand and water! The water has reached the horse's body! 18.

19. CLOSE ANGLE ON ATREYU 19.

who is crying and screaming.

ATREYU
(now furious)
YOU STUPID HORSE! YOU'VE GOT TO MOVE OR YOU'LL DIE! ARTAX!
MOVE! PLEASE! MOVE IT!

== Script Fly.com ==

cont'd. 33 CLOSE ANGLE ON ARTAX 3.
(2)

20. as his reins are pulled and jerked on, but he doesn't act like a horse in panic, a horse fighting to live. Instead, he just lowers his head, not caring. 20.

---

21. THE WATER LEVEL 21.

which is now halfway up Artax's body! The horse is sinking fast now!

---

22. ATREYU 22.

who fights for the horse's life! Every muscle in his small body is stretching and strained as he tugs and pulls! Tears stream down his face! He's losing and he knows it!

---

23. ATREYU 23.
ARTAX! DON'T GIVE UP! I'M NOT GIVING UP! I WON'T QUIT! PLEASE! ARTAX!

---

24. ANGLE ON HORSE AND BOY 24.

and it is a horrible sight: only the horse's head is above the water! The boy (in knee-deep water for him) is leaning almost over backwards as he pulls on the reins! It is a lost cause now, but Atreyu still doesn't give up!

---

25. ATREYU 25.
A R T A X! PLEASE!

CUT TO:

== Script Fly.com ==

34 EXT. DESERT OF LONELINESS -- DAY 34

With a terrible HOWLING, the Gmork is closing in faster and faster, running over the hot sand of the desert area; we're low to the ground and experience the chase with the SUBJECTIVE CAMERA and hear the wolf PANTING! Artax's hoofprints are in the sand and the Gmork does not ever leave the trail!

CUT TO:

== Script Fly.com ==

35 EXT. THE SWAMPS OF SADNESS -- DAY 35

1. Long shot: the Swamps of Sadness and again we notice the immense, dreary world and how quiet it is; to make a noise one has to care. So the swamp seems still and silent. 1.

2. ANOTHER LONG SHOT OF SWAMP 2.

Everything is quiet and still. And sad. Then we hear a MUFFLED SOB from a little boy.

3. ANGLE ON ATREYU 3.

He's sitting down on a rare bit of high, moist ground. And we see him from far enough back so that we can see that we can see Artax is no longer there, and no longer alive. Atreyu holds his head in his hands as we slowly move in on him. He looks like the loneliest boy in the world, sitting in the middle of this huge swamp.

4. CLOSE ANGLE ON ATREYU 4.

as we see that he is dirty, exhausted, close to giving up -- and there are tears brimming in his eyes. He looks back, to where he last saw Artax, but then looks away quickly.

5. ATREYU 5.
(voice cracking)
...I can't give in to it...

6. And he forces himself to get to his feet and walk on. Alone. 6.

CUT TO:

== Script Fly.com ==

36 INT. ATTIC -- DAY 36

Bastian is crying very hard. Tears stream down his cheeks. He gets out his handkerchief and wipes his eyes and has to put the book aside for a moment while he blows his nose. Then he just looks around for a moment, sighs, and goes back to the book. But then he starts to cry again...

CUT TO:

== Script Fly.com ==

37 EXT. ATREYU IN THE SWAMP 37

1. Atreyu trudges along through the swamp; he is caught up now in his sadness. The fog is thicker than ever. The time of day is difficult to tell here, but like everything else, it doesn't seem to matter. 1

2. Atreyu pays little attention to where he is going. He seems to be wandering in circles. Then he hears something and looks up. 2

3. A strange formation rises out of the fog: a high, round mountain covered with uneven greenish-squares, like large sections of shell. It rises slowly up out of the muck and the fog. 3

4. Atreyu comes to life a little, staring at it. 4

ATREYU
(softly)
Shell Mountain...

5.-7. He goes forward and starts climbing up the mountain, using the rough, hard squares as footholds and handholds. Atreyu seems 5.-
8. to have regained some energy.

9. He finally reaches the round dome at the top and stands and looks around.

10. LONG SHOT: Shell Mountain in The Swamps of Sadness. No creature, no sound, nothing. Just a small boy standing on top of a mysterious dome. The Swamp is mist-shrouded and lonely and sad.

11. Atreyu as he peers out into the fog. 1

ATREYU
Morla! Morla, the Ancient One!
Where are you?

12. No answer. Nothing moves. It is as though nothing in the world makes any difference. Atreyu sighs, defeated by it all for a moment. 1.

13. Then, suddenly, a strange motion! The mountain trembles! Atreyu 1.
14. gets down low, looking for a way to hang on and not fall. There is 1.
15. a deep, rumbling sound, then a GURGLING and BUBBLING and then a voice that sounds like it comes from somewhere as deep as the sea and as old as Time is heard throughout the Swamp.

VOICE
SOMEONE IS CRAWLING AROUND ON US!

16. Atreyu looks around in horror. Then the mountain starts moving again! It is growing! 1(

17. WIDE SHOT: The mountain grows larger and larger....Mud slides off and splashes down into the swamp. Atreyu seems trapped on top of a rising mountain! 1.

(CONTINUED)

== Script Fly.com ==

cont'd. 37 Another RUMBLING SOUND and more movement from whatever Atreyu is 3
18. sitting on. Atreyu YELLS, loses his balance and slips, half- 18.
sliding and half-falling off...

19.-21. Atreyu tries to grab a handhold on the way down but there is too 19.-2
much shaking, the mountain is too slippery! Atreyu falls!

22. Atreyu lands in the mud! Scared, he scrambles forward through 22.
the mud, looking back over his shoulder!

23. The mysterious, rising dome: it continues to rise out of the 23.
swamp in a frightening way!

24. Atreyu comes to a small tree and begins quickly climbing, then 24.
stops, grabbing his right leg in pain!

25. ANOTHER ANGLE 25.

Atreyu in the tree, now stares in horror at the mountain just in front of him. It has stopped rising and now there is a large cave in front of him. (The mountain must be 50 feet high, and 60 feet long!) The huge cave is as dark as the night!

26. Atreyu just stares into the darkness. Then there's a watery 26
SLOSHING SOUND from inside the cave, echoing...

27. Black mud moves around inside the cave, then something very big 27.
is starting to come out.

28. Atreyu holds onto the tree, in terror! He's 10 feet up in the 28.
air himself, eye-level with whatever this monster is now coming out towards him!

29. A craggy rock edges out of the dark cave. It is larger than a 29.
house! It is a HUGE, HORRIFYING FACE — and then it OPENS ITS EYES!

CUT TO:

== Script Fly.com ==

38

38 INT. ATTIC -- DAY

BASTIAN S-C-R-E-A-M-S!!

CUT TO:

== Script Fly.com ==

39 EXT. SWAMPS OF SADNESS -- DAY 39

1. Bastian's terrified scream echoes through the swamps. 1.

The monstrous face stops, its eyes move to the left and right, as if searching for the source of the scream.

2. Atreyu looks around too... 2.

CUT TO:

== Script Fly.com ==

40 INT. ATTIC -- DAY 40

Bastian looks up from his book, totally confused...

He shakes his head in disbelief.

BASTIAN
(stunned, not believing it)
That's impossible!
They couldn't have heard me?!

A pause.
He slowly continues reading....

CUT TO:

== Script Fly.com ==

41 EXT. SWAMPS OF SADNESS -- DAY 41

1. We now see that the monster's face is one huge, wrinkled, greenish-black head, with a long, wrinkled neck, skin like an elephant's and eyes as large as black ponds... The head is that of MORLA, THE ANCIENT ONE who is a gigantic swamp turtle! Atreyu is only a few feet away from her head! And the Shell Mountain is her shell!

CUT TO:

2.-6. ATREYU AND MORLA (INTERCUTTING AS THEY TALK) 2.-6

ATREYU
(staring)
Are you Morla? The Ancient One?

MORLA
Not that it matters, but yes.

ATREYU
Please help me, Morla.
(fumbles for the Auryn, holds it up quickly)
Do you recognize this?

MORLA
Well, we haven't seen the Auryn in a long time, have we? No, we haven't.

ATREYU
(confused)
We? Is there someone else here?

MORLA
We haven't spoken to anyone else for thousands of years, have we? No, we haven't. So we started talking to ourselves. And just a few hundred years ago, we started answering. Right? Right.

Morla suddenly starts to sneeze. It is one of those slow-building sneezes, but you can tell it will be a mighty blast.

MORLA
(eyes closing, head moving back a little)
AH... AH... AH-CHOOO!

(CONTINUED)

== Script Fly.com ==

cont'd 41 The sneeze is as LOUD as a cannon blast and almost as powerful, and is aimed right at Atreyu. 41

7.-8. ANGLE ON ATREYU IN THE TREE 7.-8

as the sneeze BLASTS HIM RIGHT OUT OF THE TREE! Atreyu falls out of the tree, lands in the soft swampy ground! And the tree is bent and the branches bend, then shake after the blast of wind passes! Atreyu gamely climbs back up the tree to his place.

9.-12. 9.-12

ATREYU
(while climbing)
Morla, I bring terrible news! Did you know the Empress is very ill?

MORLA
Not that it matters, but yes. Actually, we don't care, do we, old girl? No, we don't.

ATREYU
If I don't save her, she will die. There's a terrible Nothing sweeping over Fantasia. (Alternative: The Land) Don't you care about that?

MORLA
We don't even care whether or not we care, do we? No, we don't.

ATREYU
How can you not care about life or death or anything?

MORLA
We're old. We're very old. We've seen it all and then some. Birth, death, innocence, evil, peace, war; everything goes full circle.

Morla's eyes close, her head goes back.

ATREYU
Do you have a cold?

MORLA
No, we're allergic to youth. We sneeze when we're around anyone under three hundred... AH... AH... AH-CHOOO!

Again, a LOUD and mighty BLAST!

(CONTINUED)

== Script Fly.com ==

cont'd 41 (2) ATREYU 41

13.-14. who is again right in the line of fire! The tree bends and shakes, and Atreyu falls down to a lower part of the tree, but grabs the branches and doesn't fall out of the tree, and then starts climbing back to his place; no one said a quest would be easy. 13.-1

15.-18. 15.-18.

ATREYU
(as he climbs)
You know how I can help the Empress, don't you?

MORLA
Not that it matters, but yes, we do.

ATREYU
But if you don't tell me, and the Nothing keeps coming, you'll die too! Both of you!

MORLA
(perking up)
Die? Hhmmm... now that at least would be something...

Morla's eyes close, her head starts back.

MORLA
AH... AH... AH...

ATREYU -- CLOSE ANGLE

Atreyu is ready this time. He is tightly hugging the tree as hard as he can! He squeezes the tree, waiting for the blast! But then there is only the sound of Morla exhaling... Atreyu looks up. False alarm. Then he relaxes, letting go of his tight grip on the tree.

ATREYU
Please, help me! You said you know the answer--

MORLA (V.O.)
(louder than ever)
AH-CHOOOOO!

---

19. The sudden blast knocks the unsuspecting Atreyu out of the tree -- and our of frame! 19.

---

20. ANGLE ON MORLA 20.

She looks and acts grumpier than usual, if that's possible.

(CONTINUED)

== Script Fly.com ==

cont'd 41 (3)

MORLA
I'm tired of sneezing. Go away. Nothing matters.

41

---

21. ATREYU CLIMBING THE TREE

21.

He's climbing back up again to his same place, not giving up.

22.-25.

ATREYU
(after a moment)
It's not true that nothing matters to you. Because if it didn't really matter at all, you could tell me just as easily.

22.-25.

The ancient turtle now begins to make a deep-throated chuckle, amused at this.

MORLA
Clever boy! How long has it been since anyone amused us? Oh, about three thousand years. Is that right? Yes, at least that --

ATREYU
Tell me, please!

MORLA
We can only tell you that the Childlike Empress needs the courage and spirit of a special creature. That will save Fantasia and save her.

ATREYU
Where can I find this special creature? Where?

MORLA
We don't know. But ask the Southern Oracle.

ATREYU
How can I get there?

MORLA
You can't. It is ten thousand miles away.

(CONTINUED)

== Script Fly.com ==

cont'd 41 (4) CLOSE ANGLE ON ATREYU 41

who feels suddenly sad, almost defeated. He sighs, looking down.

ATREYU
(sadly, almost to himself)
But that's so far...
(rubs his wounded leg then winces in pain)

MORLA
That's right. Forget it. Give up.

---

26. But then Atreyu begins climbing down out of the tree. Now he feels like there is almost no hope. 26.

---

27. ATREYU AND MORLA 27.

as Morla watches him climb out of the tree.

MORLA
Are you going to the Southern Oracle, even though we told you it can't be done?

---

28. ATREYU 28.
(sadly)
Not that it matters... but yes.

---

29. The Ancient Turtle goes back into her shell. As Atreyu limps away, we hear Morla's final comment echoing from inside the blackness of her shell. 29.

MORLA (V.O.)
Does it matter if he tries? No, it doesn't. Because he'll never make it anyway...

---

30. The enormous shell starts sinking. Bubbling, gurgling, then only the mountain is left. 30.

CUT TO:

== Script Fly.com ==

42 INT. ATTIC -- DAY 42

Bastian hears something and looks up. It is the SOUNDS OF CHILDREN LEAVING school for the day. (A stampede of little feet, lockers slamming shut, cries of "Bye!" and "Wait for me!" are heard, then the sounds of the children are heard outside, and then they fade away.)

Bastian gets up as the last of the yelling and lockers being shut is heard, goes down the attic stairs, hesitates at the inside of the attic door, and listens. He doesn't hear anything now. He opens the door and peeks down the hall. (A last few children run out the far doors.)

The school corridor is now empty and silent. Someone (a last teacher or a custodian) turns off some of the lights and the school grows darker inside. And deathly quiet. And creepy.

Bastian returns to the attic, now very aware of the eerie quiet, except for the continual rain on the roof. It is not yet dark, but it is an overcast rainy afternoon and darkness is not far away. Suddenly, there is a FLASH OF LIGHTNING!

Biology and drama department props are suddenly illuminated in a sudden frightening way: a stuffed owl seems to peer down on Bastian just before an attack; a strange mannequin in a pirate's costume who seems to be watching him; a full-length skeleton that seems to grin! Bastian suddenly sees a figure moving -- and jumps! Then he sees it was only his reflection in a large, antique-style mirror.

That did it. Bastian hurries over, gets The Book and his knapsack and starts back towards the door; this is getting too scary -- time to go home! But then Bastian pauses at the door, thinking.

BASTIAN
No, Atreyu wouldn't quit now...

So Bastian bravely starts back towards his reading place. Suddenly, there is a loud clap of THUNDER and a FLASH OF LIGHTNING!

This startles Bastian, who turns, then trips over something, and falls back, knocking over a tall pile of boxes.

The boxes fall towards Bastian, landing on one side of him! He has fallen back -- the boxes and junk land beside him -- he looks up and sees

THE STUFFED WOLF'S HEAD -- BASTIAN'S P.O.V.

FALLING RIGHT ON HIM! A FLASH OF LIGHTNING illuminates it in a frightening way and it seems to be lunging right at him!

(CONTINUED)

== Script Fly.com ==

cont'd. 42 SIDE ANGLE 42

as the wolf's head, mouth open in a terrible snarl, falls towards Bastian as the boy falls back even more, terror across his face! They are nose to nose! Bastian SCREAMS in fright!

THUNDER rumbles and turns into a howling sound...

CUT TO:

SCRIPTY

== Script Fly.com ==

43 EXT. SWAMPS OF SADNESS -- DAY 43

1. Gmork's P.O.V.: the terrible HOWL of the wolflike creature is heard, blending into the THUNDER we just heard! The evil Gmork runs quickly through the Swamps of Sadness! We hear SNIFFING sounds! He is right on Atreyu's trail! 1.

CUT TO:

== Script Fly.com ==

44 EXT. SWAMPS OF SADNESS -- DAY 44

1. Atreyu fights on determinedly through the black swamp. 1.

2. His face is very pale, and creased with pain -- his body very muddy and caked with blood from his wounds. He struggles with his injured right leg. 2.

He stops and inspects the deep wound.

3. He limps and staggers further, becomes weaker all the time, his legs occasionally buckling under him, but he struggles on. 3.

CUT TO:

SCRIPT

== Script Fly.com ==

45 EXT. SWAMPS OF SADNESS -- DAY 45

1. Gmork's P.O.V.: Gmork is on the move, rapidly. Somehow, this supernatural creature can hurry through the swamp without getting stuck...and we hear the PANTING as it hurries through. It is moving fast now, closing in for the kill... 1.

CUT TO:

== Script Fly.com ==

46 EXT. SWAMPS OF SADNESS -- DAY 46

1.-3. Atreyu is in a different part of the swamp, up to his waist in muck. It grows darker...he's exhausted, absolutely spent... but he trudges on, going slowly. He looks around, he's lost and it looks like soon he'll decide Morla was right and just sink back into the swamp...but for the moment, he has a little strength left and a little determination and keeps going, very slowly. 1.-3

4. He sinks ever deeper into the quagmire, the slime coming up to his thighs. His movements become more sluggish, he is gasping for breath. He can now hardly remain standing. 4

5. Utterly exhausted, he aims toward a jutting tree root, reaching out desperately to it, he manages to cling onto it. He tries to pull himself up, but he is too weak. He grits his teeth and heaves, but he can't manage to pull himself up. 5

6. Slowly his grip on the root weakens. The boy slowly begins to sink back into the swamp. 6

SCRIPT

== Script Fly.com ==

81-82 (missing)

48 EXT. SWAMPS OF SADNES

1. The boy is sinking bac.., giving in t
mind, body and spirit. He has no st

2. Then he hears a magical, melodic SOU
heavenly sound as if from another wo
to exert its pull over him, Atreyu l

3. ATREYU'S P.O.V.

Up through the dark tree-tops of the
to now be bathed in a bright, golden
clouds, with gold sunlight streaming
Atreyu is the small, distant image o
with incredible grace through the s

4. ATREYU'S FACE

as his hopes rise. His hands grip t
branches he can try to use to pull h
late. Golden images may fill the he
end in a dark, dismal green swamp.

== Script Fly.com ==

49 EXT. SWAMPS OF SADNESS -- DAY 49

1. as the evilness runs low and fast over the swamp's surface, seeing: Atreyu sinking into the swamp, only 100 feet away! 1.

2. RUNNING FASTER THAN EVER, the wolflike creature rushes forward towards Atreyu! We can hear his SNARLING! Faster and faster! 2.

3. Atreyu's vulnerable body is 75 feet away...he'll be attacked any second...50 feet away...the GMORK will rip him to pieces... 25 feet away...Atreyu's back is to us, he's helpless...15 feet away...the SNARL builds...10 feet...! 3.

4. A shadow from above covers Atreyu and a GIANT PAIR OF WHITE CLAWS swoop down INTO FRAME, gently grab the boy and lift him up out of the frame! The shadow disappears, the boy's dangling feet are lunged at by the Gmork -- he jumps -- but too late! 4.

The GMORK'S fury at missing his prey by inches knows no limits as he SNAPS and SNARLS, going almost insane in anger at barely missing the boy!

5. ANGLE ON SKY 5.

from over the wolflike GMORK'S shoulders! A dragon who carries a small, exhausted boy in his claws! It is a distant image, a quick glimpse, soon lost among the twisted tops of the trees in the swamp! And there is a GIANT WOLF HOWL in pure rage and echoes like something from Hell itself!

CUT TO:

SCRIPT

== Script Fly.com ==

50 INT. ATTIC -- DAY 50

BASTIAN
(big sigh of relief)
W-H-E-W!!

Bastian is sitting behind his desk, reading this very intensely, but now leans back. Bastian seems almost exhausted by all this! Then he eagerly turns the page of the old book and his eyes widen as he reads.

BASTIAN (V.O.)
(reading)
"After days and nights of being unconscious, Atreyu slowly opened his eyes..."

CUT TO:

== Script Fly.com ==

51 EXT. -- ROCKY LANDSCAPE/GNOME CAVE -- NIGHT 51

1. Close angle on Atreyu: the boy is sleeping against something large and white. It is night but there is bright moonlight throughout the scene. Something curved and white is across Atreyu's body. He slowly wakes up, then looks around a little, confused. He notices that he wears his (clean) clothes, and has on bandages made from plants on his wounds. 1.

Then he notices the long, curved, white thing that is across his body, almost pinning him in. He is confused, and looks around, looking up -- and is very startled. (Camera PULLS BACK to a LONG SHOT.)

We now see what surprises Atreyu: from a long distance back, we see a huge, white dragon, curled up and sleeping -- with Atreyu curled up in one of his claws in the center! It is a surprising and yet somehow charming sight! Resting upon a rocky landscape against stars and bright moonlight, the white dragon is almost luminescent in this light! He is forty feet long and his huge head is not far from the tiny-looking boy!

---

2. CLOSE ANGLE ON ATREYU 2.

who looks a little scared by all this. He tries to push what he now realizes is the dragon's protective claw away from him. And he manages to budge it a few inches.

---

3. DRAGUN'S FACE 3.

who has been sleeping. The dragon has a large, white head and he opens one of his large eyes.

---

4. ATREYU -- CLOSE ANGLE 4.

as he pushes the claw away just enough so that he can slip out. He very gently tries to move away, then quickly turns and looks toward the dragon's face.

---

5. DRAGON'S FACE -- ATREYU'S P.O.V. 5.

The dragon quickly closes his eye just in time.

---

6. ATREYU AND THE DRAGON -- LONG SHOT 6.

We are back very far now, and see Atreyu successfully climb down off the dragon (out from under his claws) and he starts to sneak away.

(CONTINUED)

== Script Fly.com ==

cont'd. 51 ATREYU -- CLOSE ANGLE 51

7. as he tip-toes away until he hears a deep but friendly voice. 7.

FALKOR (V.O.)
Leaving so soon?

Atreyu freezes, then turns.

8.-10. ATREYU AND THE DRAGON 8.-10.

as the Dragon now has both eyes open and raises his head.

ATREYU
(quickly)
I, uh, was just going to... I have to... I was trying to ...

FALKOR
Sneak away?
(Atreyu reacts sheepishly)

FALKOR
(warmly)
I like children!

ATREYU
(smiling)
For breakfast?

FALKOR
(friendly)
No, never. I'm a luckdragon! My name is Falkor.

ATREYU
And my name is --

FALKOR
(casually)
Atreyu and you're on a quest.

ATREYU
(amazed)
How do <u>you</u> know all about me?

FALKOR
You were unconscious but you talked in your sleep.
(Falkor's face reacts uncomfortably)
Uh... could you climb up and scratch behind my left ear? I can never quite reach it...

(CONTINUED)

== Script Fly.com ==

cont'd. 51 (2) 51

11. Atreyu climbs back up behind the dragon's head and scratches his ear while they talk. 11.

ATREYU
Here?

---

12. 12.

FALKOR
(closing his eyes in pleasure at the scratching)
Yes... ah, that feels good. Thank you...
(then opens eyes and makes small talk)
So, little fella, you're on your way to the Southern Oracle.

ATREYU
(sadly)
Yes, but it's hopeless. It's too far away.

---

13. OMIT 13.

14.- 16. 14.-16.

FALKOR
(tongue in cheek)
I wouldn't necessarily say that.

ATREYU
(amazed)
You know how to get there?

FALKOR
(casually)
Sure. It's right around the corner.

ATREYU
(puzzled)
How did all this happen?

FALKOR
With luck.

ATREYU
(he can't believe it)
You've already brought me entire ten thousand miles?

FALKOR
(modestly)
Only nine-thousand eight hundred and ninety-seven, as the dragon flies.

(CONTINUED)

SCRIPTY

== Script Fly.com ==

cont'd. 51 (3)

ATREYU 51
You're amazing!

CLOSE ANGLE ON FALKOR

who beams with cheerful good spirits.

FALKOR
Having a luckdragon with you is an excellent way to go on a quest! Things will work out fine, Atreyu! Never give up -- and good luck will find you!

ATREYU AND FALKOR

ATREYU
It's good to have a friend again.

FALKOR
You have more than one. Go look over there!

---

17. ATREYU'S P.O.V.: The rocky landscape in the moonlight with strange kinds of moss. There are bright stars overhead. Several yards away, there is a light coming from inside a small cave. 1

---

18. Atreyu walks over to the cave. (It is only three or four feet high, and he must bend over to peer inside, which he does.) There's a delighted expression on his face when he sees: 1

== Script Fly.com ==

52 INT/EXT. CAVE -- NIGHT

1. Atreyu bends down, looks into cave, looks astonished (Dragon in b.g.) 1.

2. The kitchen area of an alchemist -- all done in miniature! We see an absolutely charming little home, for two gnomes who are about wo feet high. There's a fire crackling in the fireplace. Dozens of strangly shaped flasks, bottles, tubes and bubbling concoctions of all kinds! There are boxes, sacks and containers of herbs, plants and strange remedies. 2.

The furniture has a charming crudeness about it, made of root wood, fastened together in some obvious, makeshift way. But, like the rest of the place, every piece of furniture looks comfortable and lived-in.

3. Atreyu hears a cough. 3.

4. He sees a small gnome sitting in an armchair by the fire. He even looks comfortable and lived-in, with a face as wrinkled as an apple that's been left on the window ledge in the sunlight too long. He wears big eyeglasses and is writing in a huge old book that is in his lap. He wears baggy pants, suspenders, and home-made shirt and smokes a pipe. 4.

5. We shall soon know him as ENGYWOOK. 5.

6. From the next room, a female gnome comes waddling in; she is his mate in every way, round wrinkled and very much at home in the little cave. Her name is URGL, and she goes over to the fireplace where there's a tea kettle hanging over the fire. 6.

7.-9. 7.-

ENGYWOOK
(irritable)
Get out of my light, wench!
You're disturbing my scientific
work.

URGL
(scolding him)
Aaaggh! You and your scientific work!!
What this boy needs is one of my potions.

ENGYWOOK
The boy will need my scientific advice
much more!

URGL
Yes, yes, but not until he's well.

She pushes his chair out of the way.

URGL
Get back in your own corner. I need
plenty of space.

10. ANGLE INCLUDING ATREYU 10.

Atreyu, who has been peering in on all this in amazement, clears his throat to draw attention to himself.

(CONTINUED)

== Script Fly.com ==

cont'd. 52
11.12.

52
11.12

ENGYWOOK
(his face lights up)
Aha -- he's well. Now it's my turn with him!

He jumps out of his chair.

URGL
Oh, no you don't. I decide when he's well. It's your turn when I say it's your turn.

13. She pushes him back down in his chair and waddles over to Atreyu with a steaming bowl. She looks up at him. 14.-1

URGL
(inspecting him)
Well, little man -- still in pain?

ATREYU
(confused)
A little. But it's all right.

URGL
(snorting)
I like that, the patient telling the doctor it's all right. It's all right when I say it's all right child. It has to hurt if it's to heal. Here, drink this!

Atreyu looks at the tiny, steaming bowl skeptically, but drinks it.

URGL
Good, mmmhh?

ATREYU
(nods)
Yes.

URGL
That's my batwing broth.
(Atreyu looks dubious)
There's eye of newt in there, tree mold, old lizard brains, scales from a rancid sea serpent, flavored with sandworms... organically grown of course.

Atreyu stops drinking quickly, tries not to look ill and hands it back.

ENGYWOOK
Just where did you and your dragon come from? What are you on to? Anything of interest to the scientific community?

URGL
(indicating Engywook)
He thinks he's the scientific community.

(CONTINUED)

== Script Fly.com ==

ATREYU
My name is Atreyu. I came here to find the Southern Oracle --

Engywook suddenly comes to like, jumpint out of his chair. Urgl reacts only to Engywook's excitement.

URGL
(sotto voce)
Oh, here we go again.

ENGYWOOK
You've come to the right place, my boy! I am somewhat of an expert on the Southern Oracle.

URGL
(quietly)
'It's my scientific speciality.'

ENGYWOOK
(not hearing her)
It's my scientific speciality.

URGL
Why don't you sit down and keep quiet for once?

ENGYWOOK
(sternly)
You keep quiet, wench! It's my turn now!

He steps in front of Atreyu, takes his hat off and scratches his bald little head.

ENGYWOOK
(importantly)
My name is Engywook.
(unimportantly)
She's Urgl. Ever heard of me?

ATREYU
(politely)
I don't think so.

ENGYWOOK
(somewhat disappointed)
Aha - you don't travel in scientific circles.
(he puffs himself up)
I am the expert on the Southern Oracle. You've come to the right place, my boy.

URGL
(leaving)
There's no fool like an old fool...

(CONTINUED)

Script Fly

== Script Fly.com ==

cont'd 52 (3)

ENGYWOOK

52

Wait! Stay here!
(he points his arm upward)
To the observatory!
(to his wife)
To the winch, wench!

CUT TO:

== Script Fly.com ==

53 EXT. ROCKY LANDSCAPE -- NIGHT 53

1.-4. 1.-4

URGL pants, strains and sweats as her entire strength goes into turning the crank of a strange, crude-looking winch.

ENGYWOOK (V.O.)
(yelling at her)
Come on, slow-poke! Can't you go any faster!

5. WIDE SHOT: We can now see what is going on. A home-made rope-and-pulley system leads from the edge of a cliff, across a chasm, to a high narrow peak -- an adventurous construction! And Engywook is on his way up and across, travelling in a basket, fueled by pure wife-power. 5

6. Atreyu, however, is big enough to jump across the chasm and he climbs up the peak on his own, in an agile manner. 6

7.8. CLOSE ANGLE on Engywook in the basket, having a glorious time. 7.

ENGYWOOK
I've been studying the mysteries of the Southern Oracle for years. Some day I'll publish a book, "A Century of Studying The Southern Oracle," by Professor Engywook, Volume I, "The Early Years."

9. ATREYU 9
Have you been to the Southern Oracle yourself?

10. ENGYWOOK 10
(insulted)
What do you think! I work <u>scientifically</u>!

Script Review

== Script Fly.com ==

54 EXT. OBSERVATORY/PLATFORM WITH GATE -- NIGHT 54

1. A flat platform rests on top of the high narrow peak. There's a very strange telescope, made from twisted root wood with a series of bottles filled with water in the middle, and at the far end, is a huge, multi-faceted crystal -- as the lens! It rests on a crooked, wooden tripod. 1.

2. The basket arrives. Engywook hops out and waddles over to the telescope. 2.

3. Atreyu also arrives at the platform and he looks down to the vast plains below while Engywook fiddles with his beloved telescope. 3.

4. THE MOONLIT PLAINS BELOW -- ATREYU, ENGYWOOK FOREGROUND 4.

There's a desert-plain, but with a natural valley that curves around, almost enclosing it. Facing each other at the natural "gate" where the two rocky sides of the valley end are TWO GIANT SPHINXES. They look mysterious and imposing in the silence and the moonlight, as through they possess all the mysteries of the universe and know how to keep a secret.

5. ATREYU AND ENGYWOOK 5.

Engywook continues to polish, adjust and focus his bizarre telescope.

6. ATREYU 6.
Is that the Southern Oracle?

ENGYWOOK
No, it's the first of two gates you
7. (P.O.V. Telescope) have to pass through before you can 7.
meet the Southern Oracle, and get me
the information for my book... of course
most people never get that far.

ATREYU
Why?

8. ENGYWOOK 8.
The sphinx's eyes stay closed
until someone who does not feel
his own worth tries to pass by...
(looks into telescope)
Aha! Here comes a man who looks fancy!
We'll see what he really thinks of
himself!

Engywook gestures for Atreyu to take a look. (The boy has to lay down on the rocks to be able to peer through the tiny telescope.)

(CONTINUED)

== Script Fly.com ==

cont'd. 54 KNIGHT--THROUGH TELESCOPE 54

9. We see a medieval knight in shining armour galloping towards the sphinxes. He rides a beautiful horse and carries a lance. But then he stops the horse, hesitating. 9

10. ENGYWOOK 10
Go on...scaredy cat...

11. The knight now spurs his horse on, and he tries to slowly ride by the two sphinxes, towards the gate opening. 11

12. ENGYWOOK AND ATREYU 12

Atreyu keeps peering through the telescope, while Engywook impatiently dances around.

ENGYWOOK
It's my turn, let me see! I'm the scientist!

But Atreyu keeps looking through the telescope.

ATREYU
He's going on...I think he'll make it...

13. ENGYWOOK 13
(hopping up and down, impatiently)
The sphinxes' eyes! Are they open or shut? Let me see!

ATREYU
(not letting him see)
The eyes are closed...no, wait...the eyes are opening...

ENGYWOOK
Oh, no!

14.-15. THE KNIGHT AND THE SPHINXES 14.-15.

as the knight and his horse advance a few more paces -- and then suddenly there is an INCREDIBLE FLASH OF LIGHT and a POWERFUL EXPLOSIVE SOUND! It all lasts only a split-second -- then the horse rears up, the knight falls to the ground and lies motionless, and the horse turns, gallops away, safely. The knight lies still.

16. ATREYU AND ENGYWOOK 16

as Atreyu finally looks up.

ENGYWOOK
Did he make it? Did he?

Atreyu just shakes his head, frightened by what he has just seen.

(CONTINUED)

== Script Fly.com ==

cont'd. 54 (2) 54

17. ENGYWOOK 17.
(finally getting to look through telescope)
Fancy armor doesn't help. The sphinxes can see straight into your heart. Listen, boy, next time let me see what happens!.... It's my telescope!

---

18. But Atreyu isn't listening. He's thinking -- and Engywook finally notices and shuts up. 18.

ATREYU
(more to himself)
I'll try it!

---

19. And then Atreyu starts climbing down the rocks to the plains below! 19.

---

20. ENGYWOOk 20.
No, Atreyu, don't go yet! I haven't even told you about the next gate -- it's even worse than this one! Atreyu!

CUT TO:

== Script Fly.com ==

55 EXT. SPHINX PLAINS/OBSERVATORY — NIGHT 55

1. Long shot: The eerie moonlit scene on the plains below. We see a tiny figure and the strange natural walls, ending in two sphinxes. 1.

2. CLOSE UP 2.

Atreyu. He moves, step for step, unerringly forward.

3. POV ATREYU 3.

The Sphinx Gate lies approximately fifty paces in front of him. It's much, much bigger than it had seemed from a distance. Behind the gate is nothing but desert.

Atreyu strides bravely forward, rapidly closing the distance between himself and the gate.

4. ANGLE ON ATREYU 4.

It is a tense moment. He looks up carefully and stares at the sphinx on the right.

5. P.O.V. ATREYU: The gigantic sphinx in the moonlight. Its face resembles a human being and is beautiful. It seems to be smiling... It's eyes are closed. 5.

6. ATREYU looks up at the other sphinx. 6.

7. ATREYU'S P.O.V.: The mighty creature also has its eyes closed. (So far - so good!) 7.

8. OBSERVATORY 8.

Engywook is watching through the telescope.

9. ENGYWOOK
(nervously)
No! He'll never make it. He'll never make it! 9.

(CONTINUED)

== Script Fly.com ==

cont'd. 55 SPHINX PLAINS 55

10. Atreyu walks forward, then stops, seeing something. 10.

11. ATREYU'S P.O.V. 11.

It is the fallen knight in shining armor. He lays still in the moonlight, dead. (He has fallen at an angle where we can't see his face yet.)

12. ATREYU 12.

walks on towards him, walking past the fallen man.

13. ATREYU'S P.O.V. OF FALLEN KNIGHT 13.

as he walks closely and we see the knight from Atreyu's point of view: the shining armour glimmers in the bright moonlight as we go by first the silvery boots, then the armor on the legs, then the iron-gloved hands, then the chest...

14. ATREYU -- CLOSE ANGLE 14.

as he stares at the fallen body.

15. KNIGHT'S BODY -- CLOSE ANGLE 15.

We now PAN UP SLOWLY and see the helmet has fallen off and we see a SKELETON'S FACE looking up at us in the moonlight! And the frightening image has bizarre, mysterious eyeholes shaped like stars!

16. ATREYU -- CLOSE ANGLE 16.

He reacts with fear and horror!

17. ANGLE ON SCENE 17.

as Atreyu stumbles back, afraid -- then his foot knocks over a small rock which slides down and hits another with a loud SOUND that echoes throughout the silent valley!

18. ATREYU 18.

suddenly looks up at

19. THE FIRST SPHINX 19.

who regally sits there -- eyes still closed.

(CONTINUED)

== Script Fly.com ==

cont'd. 55 (2) ATREYU 55

20. whirls around and looks at 20.

---

21. SECOND SPHINX 21.

whose eyes are also closed.

---

22. ENGYWOOK WATCHING THROUGH TELESCOPE 22.

very agitated.

---

23. ENGYWOOK 23.
Oh, no... now don't start to doubt yourself... be confident!

---

24. ATREYU 24.

as though hypnotized, looking ahead, then he looks up, and freezes, looking scared (with the gate-opening about 20 feet ahead.)

---

25. THE FIRST SPHINX 25.

which is now starting to open his eyes!

CUT TO:

== Script Fly.com ==

56 INT. ATTIC -- DAY 56

as Bastian is reading wide-eyed.

BASTIAN
(almost whispering)
Run, Atreyu... run!

CUT TO:

== Script Fly.com ==

57 EXT. SPHINX PLAINS/OBSERVATORY — NIGHT 57

1. Angle on second sphinx, now also opening his eyes! 1.

2. OBSERVATORY 2.

Engywook is watching through telescope but starts jumping up and down!

3. ENGYWOOK 3.
RUN, ATREYU, RUN!

4. ATREYU 4.

who looks around quickly, at both sphinxes' eyes, looking scared and desperate.

5. FIRST SPHINX — ATREYU'S P.O.V. 5.

his eyes are now almost open as well!

CUT TO:

== Script Fly.com ==

58 INT. ATTIC -- DAY 58

Bastian is now excitedly yelling as he stares into the book!

BASTIAN
RUN! ATREYU! RUN NOW!

CUT TO:

== Script Fly.com ==

59 EXT. SPHINX PLAINS/OBSERVATORY -- NIGHT 59

1. as Atreyu now breaks into a dead run! 1.

2. SPHINX EYES 2.

completely open, staring at Atreyu, as we hear a terrible sound begin like just before an explosion!

3. ATREYU 3.

runs as fast as he can towards the gate-opening in the rocks, and then he DIVES THROUGH!

4. OTHER SIDE OF GATE 4.

as Atreyu sails through the air, right behind him is a GIGANTIC FLASH OF BRIGHT LIGHT and the SOUND OF A HUGE BLAST! Atreyu lands on the snow on the other side, rolling -- and comes up safe! He made it! But he finds himself in some sort of blinding snowstorm!

5. OBSERVATORY 5.

Engywook comes out of his shock, and begins jumping up and down, out of his mind with excitement!

ENGYWOOK
(yelling)
HE MADE IT! HE MADE IT! I ALWAYS SAID HE COULD DO IT!

6. He hurries over to his basket and pushes off without hesitation... 6.

7. LONG SHOT of Engywook in the basket. 7.

== Script Fly.com ==

60 EXT. LANDING SITE FOR THE BASKET -- NIGHT 60

1. as Engywook sails into view, coming down too fast, not noticing. 1.

ENGYWOOK
Urgl! Falkor! He made it! He made it through the sphinx gate!

CRASH! The basket lands too hard and fast and Engywook tumbles out!

CUT TO:

== Script Fly.com ==

61 EXT. MIRROR GATE AREA -- NIGHT 61

1.-2. Atreyu is staggering around, half-blinded by the sudden snowstorm! 1.-2.
He can't see -- but bravely keeps going forward:

CUT TO:

== Script Fly.com ==

62 EXT. NIGHT 62

1. Close shot on Urgl. (She is testing a huge hypodermic needle by shooting giant bubbles straight up in the air.) 1

URGL
This contains powdered porcupine quills, dehydrated whale blubber and crocodile tears.

---

2. (We see she is sitting atop Falkor. As she plunges the huge needle into him, he roars with pain.) 2.

URGL
It has to hurt if it's to heal.

---

3. OMITTED 3.

---

4. Engywook excitedly runs into view, waving his arms. 4.

ENGYWOOK
(happily)
Atreyu made it through the sphinx gates! I always said he could do it!

---

5. URGL 5.
Oh good. But hardly reason for you to fall out of your basket again!

---

6. FALKOR 6.
(matter-of-fact)
I knew he would be safe.

---

7. ENGYWOOK 7.
(angrily)
What?

---

8. FALKOR 8.
I knew there wouldn't be any problem.

9.-12. This sets Engywook off again -- now he's furious! 9.-12.

ENGYWOOK
(red-faced, yelling)
NONSENSE! You don't understand anything! The worst one is coming up! Next is the magic mirror gate! Atreyu has to face his true self!

FALKOR
So what? That won't be any problem for him.

(CONTINUED)

== Script Fly.com ==

cont'd. 62 62

ENGYWOOK
(jumping around, even more upset)
THAT'S WHAT EVERYONE THINKS! BUT KIND PEOPLE SEE THEY ARE CRUEL! BRAVE MEN DISCOVER THEY ARE REALLY COWARDS! CONFRONTED WITH THEIR TRUE SELVES, MOST PEOPLE RUN AWAY SCREAMING!

FALKOR
(confidently)
Atreyu will make it past this gate.

ENGYWOOK
(sarcastically)
And I suppose you can tell me how?

FALKOR
With luck!

ENGYWOOK
Aaarrgh! A famous scientist like me shouldn't even be arguing with a dumb dragon!

---

13. He stomps off to one side and sits down, feeling dejected. 13.

ENGYWOOK
Atreyu will never make it - so I shall never finish my book.

---

14. 14.

URGL
(consoling Falkor)
He didn't mean it that way, my poor, old Engywook. Basically, he's a good gnome.

---

15. 15.

ENGYWOOK
(angrily)
Wench! I'm not a good gnome! I'm a tragic figure.

---

16. Urgl takes her little man by the hand they waddle to their cave. 16.

URGL
It's all right, it's all right.

CUT TO:

== Script Fly.com ==

63 EXT. MIRROR GATE AREA -- NIGHT 63

1. Atreyu is staggering around through the great, blinding snowstorm There's a constant roaring of the wind which swirls around him, throwing snow into his eyes, hair and clothes. 1.

2. But Atreyu covers his eyes with his arm, and forces himself to move on, not giving up! But the storm has no mercy! It is terrible! 2.

3. CLOSE ANGLE ON ATREYU 3.

who squints out, looking ahead, into the gusting storm!

4. ATREYU'S P.O.V. 4.

For just a few moments, the storm stops gusting as much as before and Atreyu can see a strange sight: a big, rectangular shape seems to be suspended in mid-air about twenty feet away -- then the image of it is lost again in the storm!

5. ATREYU 5.

lowers his face into the crook of his arm, sheltering his eyes, and he fights his way forward, towards the shape!

6. ANOTHER ANGLE 6.

Atreyu fights forward. It is as if the storm doesn't want him to reach the shape ahead! The noise builds -- the wind is SCREAMING in his ears! But Atreyu doesn't give up! He fights on!

7. ATREYU'S P.O.V. 7.

for brief moments between gusts, the storm dissipates long enough for quick looks at the rectangle ahead! Atreyu is getting closer to it!

8. ATREYU 8.

fighting for every inch!

9. ATREYU'S P.O.V. 9.

We now see that the shape ahead is a mirror -- a large mirror exactly like the mirror with the antique-like frame we saw in the attic with Bastian!

10. ANGLE ON SCENE 10.

The snowstorm blows harder and harder. Its HOWLING is terrible! But Atreyu struggles and fights -- fighting even harder himself! And he's winning, gaining ground!

(CONTINUED)

== Script Fly.com ==

cont'd. 63 ANGLE ON MIRROR 63

11. We can see Atreyu's reflection in it as he slowly makes his way through the storm, towards it! 11.

12. ANGLE ON ATREYU 12.

as his face is covered by his arm. He fights forward! Then the mirror comes into frame. We notice that the roaring of the storm has died down somewhat; Atreyu turns to one side and slowly lowers his arm from his face, also realizing there is a lull in the storm. He faces the mirror... he is shocked by what he sees!

13. ATREYU'S P.O.V. -- INTO MIRROR 13.

Atreyu looks into the magic mirror -- and he sees a small boy reading a large book in an attic! It is BASTIAN! He stares into his book IN TOTAL SHOCK!!

CUT TO:

== Script Fly.com ==

64 INT. ATTIC -- DAY 64

Bastian jumps up and hurls the book aside! It hits the wall and falls!

Bastian just stands there, his whole body trembling! He is breathing heavily, panting...

He slowly calms down. He shakes his head.

BASTIAN
(softly)
This is going too far!

He presses his lips together and tries to pull himself together.

A pause. It is very quiet.
Bastian's expression changes again suddenly, he starts shaking again.

BASTIAN
(whispers)
What if they really know about me in Fantasia?

For the first time, the idea seems tempting. He suddenly jumps up and reaches for the book!

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65 EXT. MIRROR GATE — NIGHT 65

1. We see Atreyu staring into the mirror -- and within mirror (from this angle) we see Bastian pick the book up again. 1.

2. REVERSE ANGLE ON ATREYU 2.

who is amazed at what he is seeing! Then slowly, he reaches out with his right hand to start to touch the mirror...

3. CLOSE ANGLE ON ATREYU'S FINGERS 3.

as they are extended towards the surface of the mirror... slowly... then the tips of his fingers touch the magic mirror -- causing the mirror's surface to RIPPLE LIKE WATER! This causes everything in the mirror to blur and disappear!

4. CLOSE ANGLE ON ATREYU 4.

as he hesitates.

5. CLOSE ANGLE ON ATREYU'S FINGERS 5.

now within the magic mirror as he then courageously puts his hand further into the mirror!

6. ANGLE ON MIRROR AND ATREYU 6.

as Atreyu now removes his hand, stares at it, then takes a deep breath and slowly walks into the mirror!

7. ATREYU'S FACE — CLOSE ANGLE 7.

It is an expression of fear and wonder!

8. ANGLE ON "NEW" SIDE OF MIRROR 8.

Atreyu steps through!

And the snowstorm starts fading away and the mirror gate is gone!

9. There is a strange light on his face, and he takes a few steps forward, cautious and afraid of what he sees -- but what is it? He looks up and then off to both sides! He is very guarded and cautious. (But the soft lighting and MUSIC should start to suggest a tranquil, peaceful atmosphere; the snowstorm has faded away now.) 9.

10. It is quiet and eerie in the moonlight and Atreyu looks up, still tense, and ready for anything. 10.

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66 EXT. SOUTHERN ORACLE (Atreyu in front of Sphinxes)

Atreyu has stepped out on the other side of the Mirror Gate --- and on the "other side" are the Sphinxes.

Atreyu is poised for flight, ready for the blast and the danger!

A blue night-sky with stars: the Sphinxes look like they are made out of ice. The atmosphere is now quiet and peaceful. We hear music that is both mysterious and re-assuring. The Sphinxes are different now, and not aggressive as before.

THE FIRST SPHINX

THE SOUTHERN ORACLE (V.O)
(a deep magical voice that echos and reverberates throughout the valley)
Do not be afraid, we will not harm you. We have been waiting for you a long time, Atreyu.

ANGLE on Atreyu and first Sphinx

Atreyu relaxes his guarded stance, but looks around, confused as to the exact source of the voices. (The mood is serene and peaceful.)

ATREYU
Are you the Southern Oracle?

First Sphinx
up close. The icy glow combined with the moonlight creates a majestic presence

THE SOUTHERN ORACLE (V.O.)
(magical, echoing voices)
Yes, we are.

ATREYU
looking around, to the second Sphinx.

ATREYU
Then you must know what can save Fantasia.

THE SOUTHERN ORACLE (V.O.)
Yes, we do.

ATREYU
Well, what is it? I have to know.

THE SOUTHERN ORACLE (V.O.)
The Empress ... needs ... a new name.

ATREYU
(dumbfounded)
A new name? ... That's all? But that's easy!!! I'll give her any name she wants.

THE SOUTHERN ORACLE (V.O.)
Nobody from Fantasia can do it. Only a human child can give her this new name.

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cont'd 66

A strange RUMBLING/CRUNCHING noise seems to come from within the Sphinxes. It is an eerie sound. Then the noise dies down, but Atreyu now stares at the second Sphinx, noticing something.

SECOND SPHINX
close angle, as a trail of dust begins falling down the face of the second Sphinx!

First Sphinx and Atreyu
as Atreyu now turns to the other one.

ATREYU
A human child? Where can I find one?

Atreyu as he turns and looks around quickly.

THE SOUTHERN ORACLE (V.O.)
You can only find one ...

Atreyu's P.O.V.
on rocks on one side of the valley as vioces echo.

THE SOUTHERN ORACLE (V.O.)
... beyond the boundaries ...

Atreyu quickly looking at:
other rocks
Up close

THE SOUTHERN ORACLE (V.O.)
... of Fantasia.

Atreyu and the Southern Oracle as he stops looking around; the voices seem to be everywhere at once.
Suddenly the strange RUMBLING/CRUNCHING SOUND is heard again! Atreyu stares closely at the first Sphinx. It is as if the Sphinx has been crumbling from within for a long time.

ATREYU --- CLOSE ANGLE

reacting with fear and awe!

Something is happening to the Southern Oracle! He turns and looks at the other Sphinx.

THE SOUTHERN ORACLE (V.O.)
(now a slight emotional tremor in their voices)
If you want to save our world ...

SECOND SPHINX
where several little trails of dust fall from its face also! Then several pebbles seem to crumble and fall down its shoulders.

THE SOUTHERN ORACLE (V.O.)
... you must hurry! We don't know how much longer we can withstand the Nothing!

ATREYU --- CLOSE ANGLE
His eyes grow wide with fright as the Nothing sounds grow louder and louder and louder!!

ATREYU (turning and yelling)

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67 EXT. FLIGHT OF THE DRAGON --- DAY

1.-3. We see an exhilarating sight: Falkor the luckdragon soaring up through the sky! There are beautiful clouds and the dragon is a beautiful animal, especially in flight, white body and ruby-red eyes. And sitting just behind Falkor's ears is ATREYU! 1.-3.

---

4. CLOSE ANGLE ON ATREYU AND FALKOR

as we hear the wind and see Atreyu purposely holding his head up high, so he can feel the wind in his face and his hair. But Atreyu seems serious. 4.

ATREYU
Hurry, Falkor! The Nothing is everywhere!

FALKOR
(cheerfully)
Dont worry! We only have to find the borders of Fantasia!

ATREYU
(hopefully)
Do you know where they are?

FALKOR
(happily)
I have no idea!

ATREYU
Then how will we find a human child?

FALKOR
WITH LUCK!
(Falkor laughs - carries over)!

---

5. LONG SHOT - FLIGHT 5.

---

6. ATREYU 6.
Faster, faster, Falkor!
We have to hurry!

FALKOR
All right, hang on tight!

Atreyu leans closer and suddenly Falkor zooms right out of frame!

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68 EXT. FLIGHT MONTAGE/DIFFERENT LANDSCAPES -- DAY 68

MOUNTAIN LANDSCAPE

The boy riding the dragon are below us, and small figures, as they now fly very fast over rugged mountainous landscapes! We see the vast Fantasian landscape as they go zipping along, over purple mountains' majesty above a fruited plain.

Falkor flying through Fantasia's sky. He flies at an enormous speed. We see the changing landscapes passing by below:

From the vast forests to the mighty rivers...

...from the wide canyons to the green valleys...

...from the volcanic peaks to the jungle plateaus!

ATREYU -- CLOSE ANGLE

The boy is getting the ride of his life! Every child's dream: flying along as fast as the wind on his big friend, a dragon! Atreyu, full of hope and good spirits, raises both hands in the air and just yells out a sound of pure happiness as the wind blows in his face!

ATREYU
WHHEEE-E-E-E!!!

FROZEN LANDSCAPE -- FALKOR AND ATREYU -- DAY

Still flying very fast, we see the boy and the dragon now flying over vast white fields of frozen ice and snow. It seems to stretch out endlessly and we get a sense of how immense and different Fantsy's lands must be!

THE SKY

filled with clouds -- then suddenly Falkor and Atreyu go flying by us!

CUT TO:

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69 INT. ATTIC/SKY -- DUSK 69

filled with clouds. Then we PULL BACK TO REVEAL that we are looking at this sky and clouds over a boy's shoulder.

It is Bastian and he looks at the gray, late-afternoon clouds from a skylight window in the roof of the school attic. It has stopped raining for a while, but the clouds are impressive.

BASTIAN'S FACE

as he stares up into the sky, as though trying to imagine what it must be like to soar through the clouds on the back of a dragon! Then he just sighs to himself and closes the window.

THE ATTIC

as we see Bastian climbing down off a tall stack of boxes (which enabled him to reach the skylight.) He climbs down, then gets some candles and matches from a box he notices, and lights several candles. Bastian then goes to his reading place on the gym mat behind the desk, picks up the large, old book and begins to read by the flickering light of the candles.

BASTIAN (V.O.)
(reading)
"They flew for days and nights until they came to the Sea of Possibilities..."

CUT TO:

== Script Fly.com ==

70 EXT. SKY WITH DARKER CLOUDS -- DAY 70

Atreyu is asleep, his arms around Falkor's neck. Falkor is flying along, slower now, against dark grey clouds -- then suddenly Falkor sees something ahead, and reacts (the flying-dragon version of putting on the brakes a little) which causes Atreyu to wake up and look around.

ATREYU
(yawning)
What is it, Falkor? What's wrong?

FALKOR
Look up ahead...

ATREYU'S P.O.V.: There are blue-black mountainous clouds building to the North; to the West, glowing clouds with blood-red streaks; a grey wall of thunder clouds to the East; and to the South, sulphurous yellow clouds with lightning flashes through them!

FALKOR (V.O.)
If this is what I think it is, it won't be any fun, believe me...

The four strange cloud shapes now seem to be converging -- straight ahead.

ATREYU AND FALKOR

Atreyu stares and is very excited.

ATREYU
What can it be, Falkor?

FALKOR
The four wind giants. They fight to see who is the strongest. It's just a game to them but for anything caught in the middle of them...

THE SKY AHEAD

The terrifying clouds approach with increasing speed! But they are experiencing the calm before the storm...

ATREYU AND FALKOR

Atreyu takes a deep breath.

ATREYU
(determined)
We'll wait here for them! I want to ask them something!

(CONTINUED)

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cont'd 70 Falkor is so shocked he makes a jump in the air. 70

FALKOR
What do you want to do?

ATREYU
They know all the points of the compass. Maybe they can tell us where the boundaries of Fantasia are.

Atreyu's hair and cape begin to blow...
The wind begins to howl!

FALKOR
How do you think you can just chat with wind giants?

ATREYU
(teasing)
With luck!

The wind becomes a gale! Falkor fights the turbulence. Atreju almost falls off him.

FALKOR
(yells)
Be careful, Atreyu! Hold on tight!

THE SCENE

A horrible hurricane begins!! Ear shattering noise! The black clouds tangle with the sulphur clouds, the grey walls slam into the bloody red ones! The massive clouds howl!

Falkor is bounced around like a match in a raging whirlpool!

CLOSE-UP: ATREYU. He yells and pants and holds on to Falkor desperately!

The faces of the four WIND GIANTS, for a few brief moments, become visible! They appear in the raging, tangling winds, then disappear again....They open their mouths wide and roar and scream and howl and laugh!! Then their faces melt back in the churning clouds!

ATREYU
(holding up the Auryn)
In the name of the Childlike Empress, be silent and listen!

The unbelievable happens!

The raging clouds become peaceful, the loud noise dies down, the whole scene stops moving. Suddenly, total silence. Eight enormous eyes stare at AURYN...

(CONTINUED)

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cont'd 70 (2) 70

ATREYU
(yells)
Where are the boundaries of Fantasia?
(to the Northern Wind Giant)
Do you know?

The face in the black cloud gives him a puzzled look, then shakes its head.

NORTHERN WIND GIANT
(a chilly, deep voice of a winter storm)
To the North, where I make ice storms, there are no boundaries!

EASTERN WIND GIANT
(a raspy, powerful, storm voice)
In the East, where I blow down prairie villages...no boundaries there!

ATREYU
(to the other two)
PLEASE! YOU MUST KNOW THE BOUNDARIES!

SOUTHERN WIND GIANT
(a dry, parched voice)
To the South, where I make burning desert winds, there are none!

WESTERN WIND GIANT
(a mean voice that rises and falls)
I make typhoons at sea to the West -- there are no boundaries there!

Then the Four Wind Giants gather together, an angry grotesque mixture of storm voices.

THE FOUR WIND GIANTS
FANTASIA HAS NO BOUNDARIES! NEVER STOP THE WIND AGAIN!

ATREYU -- CLOSE ANGLE

Atreyu sits there as if struck by lightning!

THE SKY

THE BATTLE OF THE GIANTS STARTS!! The roaring masses of clouds attack each other and become tangled in a titanic wrestling match!!

THE SCENE

Falkor is knocked upward by a swirl of wind, Atreyu holding on with his fingers dug into his back. Bolts of lightning flash past them, thunder roars in their ears!

Bluish-black cloud masses whirl around the dragon. Horizontal rain whips him in the face....Atreyu just barely manages to

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cont'd 70 (3) Then they are pulled downward...grey clouds pelt them with a hail of icicles. 70

And it gets even worse!

A great force pulls them upward!! Raging masses of clouds throw them around, back and forth. Atreyu's strength leaves him...

FALKOR
(yells desperately)
Hold on!!

ATREYU AND FALKOR

Falkor tries to turn and get away, but they are caught in the middle! The angry faces get very close and blow as hard as they can! The noise is deafening! Lightning flashes! Thunder roars!

CLOSE ANGLE ON ATREYU

at the height of the attack! He hangs on as tight as he can but the wind forces him to lose his grip and he is slipping...he tries to regain his hold...but he's sliding off...ATREYU FALLS!

CLOSE ANGLE AS ATREYU FALLS

through the stormy sky! He can only try to look back up towards Falkor and he tumbles through the storm to the sea below!

FALKOR AND THE WIND GIANTS -- ATREYU'S P.O.V.

as he falls, the tiny white dragon and the large clouds quickly shrink above him in the stormy grey sky...

ANGLE ON FALKOR

who tries to twist and turn in the air, trying to regain control of himself, but he is blown suddenly off into a different direction by a final, loud BLAST OF WIND!

CUT TO:

== Script Fly.com ==

71 INT. ATTIC -- NIGHT 71

as suddenly, an attic window is blown up by the wind and CRASHES open with a BANG! Bastian jumps! And his candles now flicker, their flames almost horizontal, nearly blown out by the night wind.

Bastian jumps up, climbs up on the boxes and closes and fastens the window. It is suddenly quiet and still in the attic; the candle flames now grow steady again. Bastian looks out into the night, where the night wind can be heard, even through the window. Bastian stares up to the sky, as if appreciating what may go on up there on windy nights. Then he goes back over to his book.

CUT TO:

== Script Fly.com ==

72 EXT. BEACH -- DAY 72

The scene is as quiet and tranquil as the earlier moments had been violent. We slowly PAN ALONG the edge of a sandy beach. It is a grey, overcast type of day. We come to Atreyu. He is lying on wet sand, the waves lapping at him. He must have washed up during the night. His eyes are closed. (Wisps of fog blowing through the scene.) Then he slowly regains consciousness, opening his eyes, looking around.

CLOSE ANGLE as Atreyu reaches up for the Auryn -- but it is gone! Suddenly upset, he looks around in every direction, but the Auryn is not there.

Atreyu jumps to his feet, looking around, looking up at the sky.

ATREYU
(shouting)
FALKOR! CAN YOU HEAR ME? FALKOR!!!

Silence. The only sounds are the gentle lapping of the waves. Atreyu turns and starts to walk away, looking forlorn and lost.

ANOTHER ANGLE

Atreyu walks on -- then suddenly comes to LARGE WOLFLIKE TRACKS in the sand! He doesn't know what they are...but we do. Atreyu looks worried, and goes off in a different direction.

CUT TO:

== Script Fly.com ==

73 EXT. FALKOR FLYING -- DAY 73

Falkor flies over the sea, turning his head around, frantically searching, without any of his famous luck.

FALKOR
(calling)
ATREYU! WHERE ARE YOU?? ATREYU !!!

CUT TO:

== Script Fly.com ==

74 EXT. ATREYU -- NEAR LARGE ROCK WALLS -- DAY 74

Atreyu walks past some large ancient walls and landscape. He seems listless, without hope. And the weather seems to match his mood: it is still a grey day, with a small amount of fog.

ANGLE ON LARGE ROCK

as Atreyu stops and looks around, leaning on one large round rock which is almost as big as he is. Then he hears a strange sound: as though someone is WEEPING not far away. But where? He looks around. And then he slowly looks behind him and up. His eyes widen and he slowly starts stepping back, staring up...

THE ROCK BITER -- OVER ATREYU'S SHOULDER

It is our old friend, the Rock Biter. He sits against the large, ancient walls, slumped down. He has been crying and now wipes a tear away, then looks down and sees Atreyu. (The Rock Biter's foot is the large rock Atreyu was just leaning on!) The Rock Biter then stares at the palms of his powerful, rock-like hands; he seems to be in shock, talking more to himself than to anyone else, like a dazed refugee from a recent violent disaster.

ATREYU AND THE FOOT

as Atreyu stares in surprise, touching the rock-foot of the giant, but then Atreyu hears the Rock Biter SOB and he is moved by this immense figure of sadness.

(INTERCUT BETWEEN ROCK BITER AND ATREYU)

ROCK BITER (sobbing sound, then a pause) (voice cracking, he speaks in a sad, quiet voice while he continues to stare at his hands)
... they look like big, good, strong hands, don't they? I always thought that's what they were ... I used to tear big rocks in half, they've never let me down before ... ever ...

ATREYU
What's wrong? Can I help you?

(CONTINUED)

== Script Fly.com ==

cont'd. 74 74

ROCK BITER
(still staring at his hands)
... my little friends ... right there in my hands ... the little man with his racing snail, a Night Hob, even a stupid Bat ... but I couldn't hold on to them, the Nothing pulled them right out of my hands ... I failed ...

ATREYU
(almost crying, himself)
No ... no, you didn't fail. I'm the one who failed, I was the one chosen to stop the Nothing ... but I lost my Auryn.I can't find my luck-dragon. So I won't be able to find the boundaries of Fantasia.

The distant RUMBLING SOUND of the NOTHING is now heard in the distance!

ROCK BITER
(just staring off)
Listen! The Nothing will be here any minute. I will just sit here and let it take me away, too ...
(stares at his hands again, then holds them out towards Atreyu, his voice cracking now)
They look like good, strong hands, don't they?

Atreyu just nods, yes, then sort of awkwardly pats the giant's stone foot and then Atreyu just sadly walks on. The NOTHING'S RUMBLING/CRUNCHING SOUND is coming closer.

== Script Fly.com ==

75 EXT. FALKOR FLYING -- DAY 75

Falkor is flying, slowly but with determination, over the sea, searching, not giving up.

FALKOR
ATREYU!

LOW ANGLE OVER SEA -- FALKOR'S P.O.V.

as Falkor flies over it.

FALKOR (V.O.)
ATREYU!

CUT TO:

== Script Fly.com ==

76 EXT. RUIN LANDSCAPE -- DAY 76

Atreyu has now walked to a different place, a strange, grey, dying place: it is a landscape of ruins. This is an ancient, crumbling place of partial walls, sides of old buildings which have caved in, a city that has been dead for hundreds of years. Children now dead for hundreds of years once brought laughter and life to this decaying city of ruins.

The earth shakes a little now, as we hear the NOTHING getting closer; part of a wall crumbles. There's a crack in the earth!

There is eerie, grey light and foggy mist which seems to envelope everything; a clear horizon cannot be seen. There is a depressing, timeless atmosphere about this ghostly place and Atreyu walks through it, without much sense of purpose or direction.

Like a shell-shocked soldier moving through a battle zone, he does not react to the coming Nothing, it doesn't matter any more. Then he notices something which suddenly piques his interest and goes closer....

THE ANCIENT PAINTINGS -- CLOSE ANGLE

Atreyu moves closer to a strange, ancient wall, which is covered with a series of ancient, stylized drawings and paintings...at first they don't make sense...but then a pattern emerges which almost hypnotizes Atreyu. (The Nothing SOUNDS grow loud and then fade throughout scene; and this wall of paintings often cracks now -- the end is near!)

First, there is a large, white tower against a sky...then a boy on a horse riding off...then a small man wearing large shoes...there is a large turtle...(these drawings take a moment to understand, and we suddenly realize what they are! Each is a puzzle for a moment, then recognition!

THIS IS THE STORY OF THE QUEST! THIS IS ATREYU'S STORY!

Atreyu now walks quickly, anxious to get to the end of this unbelieveable series of old drawings.)

(CONTINUED)

== Script Fly.com ==

cont'd. 76 Then there is Engywook and Urgl holding hands by a cave... 76
two large sphinxes... (Atreyu walks even faster now, almost running, his eyes never leaving the drawings.) Then there's a drawing of Falkor and Atreyu...
... then a picture of Atreyu looking at a wall filled with ancient drawings! And at the end of those-drawings-within-the-drawing, the last one is Atreyu looking at another wall of drawings -- and on into a seemingly infinite series! (Atreyu continues to ignore the way the wall paintings crack and chip just behind him -- he's too fascinated by the paintings! But like an advancing force of nature that gets closer and closer, the Nothing will clearly be back in force within minutes!)

ANGLE ON ATREYU

who is totally stunned by all this! He cannot believe his eyes! He touches the ancient paintings and the wall... and they easily chip off and crumble... yes, they are hundreds of years old! Atreyu looks just above the infinite-NEVER-ENDING-series-of-paintings of the boy looking at a wall and he sees a final painting:

ANGLE ON THE LAST PAINTING

which is Atreyu standing near a wall as a gigantic wolf-like creature is leaping towards him!

ATREYU

who stares at this last painting, genuinely puzzled. Then there is a moment of comprehension, and his warrior instincts take over: he turns and whirls, going into a fighting stance, looking around everywhere, suddenly seeing:

THE GMORK

who lies hidden in a dark, cave-like opening in an ancient wall, behind him! The Gmork's shape is largely hidden, but his white teeth and large green eyes are visible in the darkness. And he makes a loud growl ..We still do not see it clearly -- but it is more frightening than ever!

ATREYU AND THE GMORK IN SHADOWS OF CAVE WALL (INTERCUT)

(Throughout this, the RUMBLING/CRUNCHING SOUNDS of the Nothing grows LOUDER and the walls around them begin to CRACK and CRUMBLE and the strange sucking force begins...)
The Gmork makes strange gasping noises like a dying creature who is struggling to breathe. Atreyu moves toward him.

GMORK
Leave me alone!

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cont'd. 76

ATREYU
Can I help you?

GMORK
If you come any closer, I will rip you to shreds.

ATREYU
(surprised)
Who are you?

GMORK
(from the shadows)
I am the Gmork, and you, whoever you are, can have the honor of being my last victim.

ATREYU
I will not die easily; I am a warrior.

GMORK
Ah, brave warrior! Then fight the Nothing!

ATREYU
But I can't. I can't get beyond the boundaries of Fantasia.

GMORK
(sinister laugh)

ATREYU
(annoyed)
What's so funny about that?

GMORK
Fantasia has no boundaries.

ATREYU
That's not true! You're lying!

== Script Fly.com ==

cont'd 76

(The wall behind Atreyu cracks and half-falls over now. There is an almost blinding gust of dusty wind between boy and wolf. The SOUNDS of the Nothing peak and then fade ... but the peaks grow louder, and closer. Both boy and wolf ignore the catastrophe around them.)

GMORK
Foolish boy! Don't you know anything about Fantasia! It's the world of human fantasy. Every part, every creature of it is a piece of the dreams and hopes of mankind. Therefore, it has no boundaries.

ATREYU
But why is Fantasia dying then?

GMORK
Because people have begun to lose their hopes and forget their dreams. So the Nothing grows stronger ...

ATREYU
But what is the Nothing?

GMORK
It's the emptiness that's left. It is like a despair ... destroying this world. And I have been trying to help it!

ATREYU
But why?

GMORK
Because people who have no hopes are easy to control, and whoever has the control has the power.

ATREYU ATREYU
(puzzled)
Who are you, really?

The wall nearby CRACKS and falls. The dust billows up. There's a crack in the earth. The two have to yell now over the sound of the Nothing! The Nothing is almost there in full force!

GMORK
I am the servant of evil, of the power behind the Nothing. I was sent to kill the only one who could have stopped the Nothing. I lost him in the Swamps of Sadness - his name was Atreyu. I have stalked him for so long, I am almost too weak to kill you. But I will find the strength.

== Script Fly.com ==

cont'd. 76

Eagerly, as the world is ending around them, Atreyu picks up a jagged piece of wall that has cracked and fallen and holds it like a crude but deadly sword-dagger. And he goes into a fighting stance --- as the ROARING NOTHING descends around them! (Dust swirls everywhere!)

ATREYU
Let me give you new strength, Gmork! If we are about to die by the Nothing, I would rather die fighting --- come for me, Gmork! I AM ATREYU!

Pause. A terrible SNARL begins from deep in his soul, in a louder, more vicious way than we've ever heard; HE IS INSTANTLY GOING INTO A FROTHING RAGE!

ANGLE ON THE GMORK

inside the shadows of the cave-wall. He moves slowly into partial view although the swirling dust still hides him somewhat. But we now can see how big and vicious and evil this werewolf is, and his teeth are bared and his green eyes become almost slits... his SNARL becomes low and guttural as his shadowy shape gets ready to spring forward!

ANGLE FROM BACK OF WALL-CAVE

over the Gmork's shoulder — as a cloud of dust almost hides Atreyu (who stands his ground) and the cracking of walls everywhere around us is heard! The Gmork SNARLS, tenses -- AND LEAPS FORWARD AT ATREYU -- JUST AS THE ENTIRE WALL-CAVE IS SUCKED AWAY BY THE NOTHING, OBSCURING OUR CLEAR VISION, ALONG WITH THE DUST; WE SEE ONLY THE WOLF SHAPE LEAPING UPON THE BOY!

The CRACKING of the wall ripping away — pieces of the wall go flying by -- the SUCKING NOISE OF THE NOTHING fills our ears!

ANGLE ON ATREYU AND GMORK

which is still obscured by the dust and flying pieces of wall for a moment, but then there is a lull, long enough for us to see the back of the huge Gmork which lies upon Atreyu, motionless -- the wolf is impaled on the jagged piece of wall Atreyu held! Atreyu, bloody and scratched, now crawls out from under the big, dark, bloody body. The boy is almost blinded by the Nothing which will carry him away at any moment. He half-crawls and half-walks towards a piece of wall, not yet carried off and tries to hang on -- but any moment he'll be sucked away by the Nothing!

CUT TO:

== Script Fly.com ==

77 EXT. FALKOR FLYING ALONG -- DAY 77

Falkor's flight through the clouds and mist takes him over the sea -- and he suddenly stares at something below.

FAKOR'S P.O.V.: Far below, a golden ray of light from beneath the water!

Falkor turns, flies high into the clouds, turns and now dives straight for the sea at an incredible speed!

CUT TO:

== Script Fly.com ==

78 EXT. UNDERWATER 78

SPLASH! Falkor hits the surface of the sea.

FALKOR'S P.O.V.

as he continues to search swimming through the green water. He gets closer and closer to the source of the light: It is AURYN! It hangs from a branch of coral.

He dives toward it, grabs it with his claw and shoots back toward surface.

CUT TO:

== Script Fly.com ==

79 EXT. RUIN LANDSCAPE -- DAY 79

Atreyu is now fighting through the fierce sucking force of the Nothing, grabbing onto a crumbling wall! The Nothing ROARS! The earth cracks! Pieces of walls and chunks of earth and clouds of dust all fill the air! The section of wall the boy holds onto now flies off into space -- only at the last second does Atreyu grab onto a strong tree branch as he too starts to be carried off! The RUMBLING/CRUNCHING NOISE is almost deafening! Any second Atreyu will die!

CUT TO:

== Script Fly.com ==

80 EXT. FALKOR FLYING -- DAY 80

Falkor flies along now, very fast, with the Auryn! He seems as he now knows just where to go -- but will he get there in time?

CUT TO:

== Script Fly.com ==

81 EXT. RUIN LANDSCAPE -- DAY 81.

Atreyu holds onto the tree, but the tree is cracking now! The full force of the Nothing attack is underway! The air is filled with dust and flying debris -- everything is being sucked away!

CLOSE ANGLE ON ATREYU

as the boy is almost torn away -- but he hangs on! We almost can't see him in the grey, dusty clouds! We HEAR the earth cracking, the walls crumbling -- and now the tree itself is being uprooted -- but still Atreyu hangs on! He won't give up!

Then the NOTHING BUILDS TO AN INCREDIBLE PITCH! THE SUCKING SOUND IS OVERWHELMING! And Atreyu's fingers now slip away off the tree...

ATREYU
(desperately yelling)
FALKOR!

CUT TO:

== Script Fly.com ==

82 EXT. FALKOR FLYING 82

He flies faster than we've ever seen him go!

FALKOR
(screaming)
Atreyu!

CUT TO:

== Script Fly.com ==

83 EXT. RUIN LANDSCAPE -- DAY 83

Atreyu is finally carried off, horizontally sucked across the ground, just before the tree itself is ripped up - he flies off BUT IS THEN CAUGHT BY A GIANT PAIR OF WHITE CLAWS and he is quickly carried aloft!

The tree is ripped up and flies away, all parts of the walls and the ruin landscape disappear, dust fills the air along with a terrible NOISE ... and then, it grows more quiet.

Dust swirls, filling the screen, and then even the dust is sucked away, into the Nothing's void! And it grows quiet! It is as though the Nothing has now consumed everything here... and what is left as the last of the dust clouds dissipate away is.... nothing. And this literal nothing takes the form of a light blue space... silent... empty...

CUT TO:

== Script Fly.com ==

84 INT. ATTIC -- NIGHT 84

Close angle on book: by the flickering light of the candles, we see an extremely close angle on the book. And then Bastian's hand eagerly turning the page!

CUT TO:

== Script Fly.com ==

85 EXT. "NOTHING SKY"

Falkor and Atreyu's P.O.V.: We are flying through a very strange "non-sky" with the subjective camera, flying into an eerie light blue space with stars in the background, but no clouds, no wind ...

FALKOR AND ATREYU

as they fly along against the weird non-sky. Atreyu is slumped down exhausted, against Falkor's neck. The dragon flies as if he is very tired too.

CLOSE ANGLE ON ATREYU AND FALKOR

as Atreyu raises his head. He is exhausted, scratched, bloody and his clothes are torn.

ATREYU
One thing about you, Falkor, you never arrive anywhere too early.

FALKOR
(lightly)
Well, I just took a little scenic tour before I dropped in.

ATREYU
If I ask you how you found the Auryn, I know what you'll say, right?

FALKOR
Mmmm - hhmmhh!

Atreyu looks down and around as they fly.

ATREYU
Can you see anything, anything at all?

FALKOR
No, all the land is gone. And I've never seen the sky this way. It isn't even sky any more.

ATREYU
(resting his head)
I know. And all because I failed.
(pause)
Do you suppose the Ivory Tower is still standing?

FALKOR
(grimly)
It better be, there's no place else to land.

ATREYU
Let the Auryn guide you.
(holds up the Auryn)
If the Ivory Tower still stands, take us there!

== Script Fly.com ==

86 EXT. "NOTHING-SKY" 86

Falkor and Atreyu's P.O.V.: There is again only a light blue nothingness against distant stars.

But then... something is shining! Far ahead, although distances are now impossible to judge, as if in response to the Auryn, there is a light... then we see it is a glowing column... THE IVORY TOWER! It grows larger... (The beautiful MUSIC, the Ivory Tower theme, is heard the moment it appeared.)

CLOSE ANGLE ON ATREYU

who smiles for the first time, pats Falkor on the head, and touches the Auryn.

THE IVORY TOWER

As they get closer to it. It is beautiful and glowing as usual, only it looks strange with no clouds around... (MUSIC continues.)

FALKOR AND ATREYU

as they peer ahead, happy to see it, but they grow puzzled.

ATREYU
Hurry, Falkor! ... Look! What's happened to the vast plains?

FALKOR
They're all gone!

THE IVORY TOWER

as they get closer to it. It is still an immense, glowing, ivory tower, only now we can see that it rests on an island of earth that somehow floats against the "nothing-sky"! Below, as well as above it, the Ivory Tower's base has a chunk of land around it -- but then just nothing.

ATREYU AND FALKOR

The boy stares at this, stunned.

ATREYU
The center of Fantasia... it must be the last place the Nothing hasn't destroyed yet.

FALKOR
But the Nothing will be here, very soon...

THE IVORY TOWER

as they fly closer and closer to the immense, beautiful structure, then they sail up towards the top.

(CONTINUED)

== Script Fly.com ==

cont'd. 86 ATREYU -- CLOSE ANGLE 86

as they fly almost straight up now towards the top, he leans back looking up.

CUT TO:

== Script Fly.com ==

87 INT. ATTIC -- NIGHT 87

Bastian is very absorbed in this -- and outside, the thunderstorm begins again. It grumbles in the distance and the sound of rain increases. By the light of the candles in the early hours of the morning, Bastian is very absorbed in the book, clutching it tightly.

CUT TO:

== Script Fly.com ==

88 EXT. THE TERRACE 88

We are slowly panning around the large terrace area. And we see no destruction, just an empty room where Cairon the Merman once talked with all the creature ambassadors. And we pan past the huge Magnolia bud... then one of the petals starts to slowly go down, like a drawbridge... and radiant light pours out. We continue to PAN OVER until we get to Atreyu and Falkor, as Atreyu slides down off the dragon. (The "nothing-sky" is in the background in the same light blue color with stars.)

FALKOR
Whatever you find inside there, Atreyu, remember one thing ...

FALKOR -- CLOSE ANGLE

FALKOR (smiles)
... you've got a luckdragon for a friend!

ANGLE ON ATREYU

as he smiles at his friend, rubs the dragon's nose in a friendly way, then turns and starts to limp away towards the glowing light.

ANGLE ON MAGNOLIA BUD

with its drawbridge-petal down. Atreyu walks up to it, hesitates, then bravely walks into the blindingly white light. As he goes inside, the petal closes up behind him, and he is now inside the inner chamber of the Childlike Empress.

== Script Fly.com ==

89 INT. MAGNOLIA BLOSSOM 89

as Atreyu squints his eyes as the petal shuts behind him. Then the brightness of the light grows softer and the boy can look around the strange, glowing, flower-like home of his goddess, a source of worship few have ever seen.

ATREYU'S P. O. V.

What he sees is a magically glowing room, a round room, with opaque walls and no source of light, but light is everywhere and yet it is not too bright but soft, warm, reassuring. There seem to be a soft carpet and billowing folds of silk overhead, as though teased by the night wind.

But it is the center of the room, about twenty feet from him, that holds his attention. For there sits the EMPRESS. She half-sits, half-reclines on a round, bed-like throne, designed for comfort rather than formal occasions.

CLOSE ANGLE ON EMPRESS

The Empress, who is truly magical and ageless, looks like a ten-year-old girl, one with large, almost Oriental eyes and long hair down to her shoulders. She wears white silk, so white the rest of the room looks dark. The force of her charm and strength of personality do come clearly, however, making us believe her as both a child - and an Empress.

EMPRESS
(she speaks softly, with a dignified but charming little girl's voice)
Atreyu, why do you look so sad?

ATREYU
I have failed you, Empress.

The Empress is not at all affected by Atreyu's bad news.

EMPRESS
(reassuringly)
No. You haven't. You brought him with you!

ATREYU
(surprised)
Who ...?

EMPRESS
The earthling child ... the one who can save us all.

== Script Fly.com ==

90 EXT. BASE OF IVORY TOWER 90

We see the immense base of the Ivory Tower and the large chunk of the plains attached to it - but this entire mass looks as if it is suspended in mid-air. The light blue "non-sky" surrounds it on all sides, including underneath! CAMERA FLIES towards this base and then goes UNDER IT! As it does, we now PAN UP and see large cracks beginning to expand! The Nothing is starting its final assault on the Ivory Tower!

CUT TO:

== Script Fly.com ==

91 INT. MAGNOLIA BLOSSOM

(The distant CRACKING SOUND can be heard - but it is ignored for now).

ATREYU
(totally confused)
You knew about the earthling child?

EMPRESS
Of course. I knew everything.

ATREYU
(excited)
My horse died ... I nearly drowned ...
I just barely got away from the Nothing ...
and for what? To find out what you already knew!?

The Empress raises herself up into a sitting position. She looks at Atreyu cooly. She is very much in charge.

EMPRESS
It was the only way to get in touch with an earthling.

ATREYU
But I didn't get in touch with an earthling.

== Script Fly.com ==

92 INT. ATTIC -- NIGHT

EXTREME CLOSE-UP: BASTIAN'S face is filled with awe and amazement!

EMPRESS (V.O.)
Yes, you did. He has suffered with you. He went through everything you went through. And now he's come here with you. He's very close ... listening to every word we say ...

== Script Fly.com ==

93 INT. MAGNOLIA BLOSSOM

All of a sudden a trembling runs through the petal walls and a SOUND that is uncomfortably familiar to us.

== Script Fly.com ==

94 EXT. IVORY TOWER -- LONG SHOT

While the Ivory tower is passing by like a space ship, its trembling. A few tiny pieces of what is left from the landscape are pulled away. All of a sudden, there's a sound like from an explosion. A huge piece slowly breaks off and is sucked away by an incredible powerful force.

== Script Fly.com ==

95 INT. MAGNOLIA BLOSSOM

ATREYU
(looking around)
Where is he?
(panicked)
If he's so close, why doesn't he show up?

The walls of the blossom start trembling again.

EMPRESS
He doesn't realize he's already a part of the Never Ending Story.

The trembling gets stronger.

ATREYU
The Never Ending Story? What's that?

The Nothing tugs at the Magnolia Blossom, but the Empress shows no fear.

EMPRESS
It's the story that never ends. Just as he is sharing all your adventures, others are sharing his. They were with him when he ran into ...

== Script Fly.com ==

96 INT. ATTIC -- NIGHT

There is a THUNDERSTORM overhead now, but Bastian ignores it. He is totally absorbed in the book.

EMPRESS (V.O.)
... Koreander's book store ...

BASTIAN
(completely bewildered)
But that's impossible!

== Script Fly.com ==

97 INT. MAGNOLIA BLOSSOM

Atreyu can't fathom it any more than Bastian.

EMPRESS
They were with him when he took the book ...
with the Auryn symbol on the cover ...

== Script Fly.com ==

98 INT. ATTIC -- NIGHT

LIGHTNING FLASHES and the rain pounds down as Bastian sticks his finger between the pages. He takes another look at the cover of the book.

EMPRESS (V.O.)
... in which he is reading his own story ...
right now.

Bastian shakes his head in disbelief. Excited, he paces back and forth.

BASTIAN
(excitedly)
I can't believe it; they can't be talking about me!

The only way to find out whether all this is really happening is to read further. He flips open the book again.

== Script Fly.com ==

99 EXT. IVORY TOWER

AGAIN! A huge piece of rock breaks off from the rest of the landscape and is sucked away.

== Script Fly.com ==

100 INT. MAGNOLIA BLOSSOM

Now the room is shaken so hard Atreyu can hardly keep his legs from being pulled out from under him.

ATREYU
(dismayed)
What will happen if he doesn't appear?

EMPRESS
Then our world will disappear. And so will I.

== Script Fly.com ==

101 EXT. IVORY TOWER

Several minor pieces of landscape are sucked away. While passing by, the Tower keeps trembling, then, with the sound of a huge EXPLOSION, half of the remaining landscape breaks off!

== Script Fly.com ==

102 INT. MAGNOLIA BLOSSOM

Atreyu's legs are knocked out from under him and he falls down, then gets to his feet again in the swaying room.

ATREYU
How could he let that happen?

EMPRESS
He doesn't understand that he's the one who has the power to stop it.

== Script Fly.com ==

103 INT. ATTIC

The thunder crashes overhead the way this thought crashes into Bastian's brain! He continues reading!

EMPRESS (V.O.)
He simply can't imagine that one little boy could be that important.

BASTIAN
(looking up mystified)
Is it really me?

== Script Fly.com ==

104 INT. MAGNOLIA

ATREYU
Maybe he doesn't know what he should do.

== Script Fly.com ==

105 (OMITTED)

== Script Fly.com ==

106 INT. MAGNOLIA

EMPRESS
He has to give me a new name.

ATREYU
What if he doesn't come up with the right name?

EMPRESS
He's already chosen it. He just has to call it out.

== Script Fly.com ==

107 INT. ATTIC

BASTIAN
(closes the book)
(to himself)
Come on Bastian. That's going too far. You're dreaming again ... I can't holler out a name. That's ridiculous!.....
O.K. One more page.
(Bastian re-opens the book)

== Script Fly.com ==

107A EXT. BASE OF IVORY TOWER

Giant chunks of land crack and sail off into space.

== Script Fly.com ==

108 INT. MAGNOLIA

The Magnolia Blossom is ripped apart with a deafening roar!

ATREYU
Where is he? Why isn't he here?

EMPRESS
He still doesn't have the confidence!

== Script Fly.com ==

109 INT. ATTIC -- NIGHT

BASTIAN'S face. He's in an agony of indecision. Lightning and thunder rock his world.

BASTIAN
But it's only a story ... it's not real ...
it's only a story!

== Script Fly.com ==

110 EXT. BASE OF IVORY TOWER

More giant chunks of land break off and fly away. In a few seconds the Ivory Tower will be destroyed!

== Script Fly.com ==

111 INT. MAGNOLIA

Atreyu is thrown to the ground suddenly and lies still.

BASTIAN (V.O.)
(yelling out)
Atreyu, no!

== Script Fly.com ==

112 The Nothing whipping around the base of the Ivory Tower!
Lightning!
Thunder!

== Script Fly.com ==

113 The Magnolia Pavilion is cracking!

== Script Fly.com ==

114 BASTIAN

as he stares at the book in total awe! Lightning and thunder explode outside his attic!

== Script Fly.com ==

115 The Empress looking around her dying world.

EMPRESS
(softly)
Don't you have the courage to save us, Bastian?

And then, she turns, and this exquisitely beautiful girl looks right into the camera and smiles.

SCRIPT X

== Script Fly.com ==

116 BASTIAN

As he is riveted by this and he turns and looks at the camera! He has never seen anyone so beautiful or been so moved by any moment in his life!

BASTIAN
I wish I could!

QUICK CUTS:

== Script Fly.com ==

117 The Ivory Tower base is cracking.

SCRIPTY

== Script Fly.com ==

118 Fantasia is dying in a great roar!

== Script Fly.com ==

119 The EMPRESS - EXTREME CLOSE - UP - staring into camera. We hear the Nothing crashing around her!

EMPRESS
Why don't you do what you want, Bastian?

Script Fly

== Script Fly.com ==

120 BASTIAN

staring into camera!

BASTIAN
(torn by indecision)
But I can't. I have to keep my feet on the ground.

== Script Fly.com ==

121 INT. MAGNOLIA

The EMPRESS - EXTREME CLOSE-UP - staring into camera.

EMPRESS
(softly but firmly)
Call my name.

Script Fly

== Script Fly.com ==

122

BASTIAN
(into camera)
All right, I'll do it. I'll save you.
I will do what I dream.

(he puts away the book)
(to himself)

O. K. What have I got to lose? Nobody'll hear me anyway.
(he jumps on a chair)

BASTIAN takes a deep breath, then hesitates for an instant. The lightning flashes over his face and the sound of thunder crashes all around him.

Finally he makes up his mind.

He shouts into the deafening noise, his voice blending with the sound of the thunder, so that we can barely hear him.

Immediately after he has finished calling out, the lights go out. BASTIAN is enveloped in darkness now ...

Slowly the noise of the storm subsides into

deathly silence.

Darkness. Silence.

== Script Fly.com ==

123

Then we hear a thin trembling voice ...

BASTIAN (V.O.)
Hey, where am I?

EMPRESS (V.O.)
You are here with me, Bastian.

BASTIAN (V.O.)
Why is it so dark?

EMRPESS (V.O.)
In the beginning it is always dark.

In the darkness a child's hand slowly opens, holding something tiny that illuminates the hand and the two children's faces - Bastian's and the Empress's. It looks like a sparkling grain of sand.

BASTIAN
What is that?

EMPRESS
One grain of sand. It's all that remains of my vast empire.

BASTIAN
(astounded)
Fantasia has totally disappeared?

EMPRESS
Yes.

BASTIAN
(sadly)
Then everything has been in vain.

The Empress shakes her head.

EMPRESS
No, it hasn't. Fantasia can arise anew from your dreams and wishes.

BASTIAN
How?

EMPRESS
Open your hand.

Bastian opens his hand and the Empress places the sparkling grain of sand in it.

Script
== Script Fly.com ==

124

EXT. IVORY TOWER

It is the Ivory Tower - standing in a restored Fantasian landscape - it's more beautiful than ever before.

We approach it swiftly, passing by fantastic cloud formations.

== Script Fly.com ==

123 cont'd.

EMPRESS
What are you going to wish for?

BASTIAN
I don't know ...

EMPRESS
Then there will be no Fantasia any more.

BASTIAN
How many wishes do I get?

EMPRESS
As many as you want. And the more wishes you make, the more magnificent Fantasia will become.

BASTIAN
Really?

EMPRESS
Try it!

The tiny grain of sand weighs very lightly in Bastian's hand.

BASTIAN
Then my first wish is ...

All of a sudden the grain of sand starts to hover in the air. Bastian quickly withdraws his hand - the grain of sand hangs suspended between the two children's faces sparkling like a tiny star.

The camera holds on the star until the entire screen is filled by its light.

In this light we see something approaching us from afar - quickly becoming more distinct.

Script Archive

== Script Fly.com ==

125

EXT. CLOSE ON BASTIAN

Bastian has completely changed - he's not worried, but exhilarated - no longer sad, but laughing with joy!

BASTIAN
Falkor, it's even more beautiful than I thought!

The wind blows in Bastian's face. We see he is sitting astride Falkor, as they fly to the Ivory Tower.

== Script Fly.com ==

126

EXT. FANTASIAN LANDSCAPES

A montage sequence as Bastian and Falkor are seen racing above Fantasian landscapes we have never seen before.

SCRIPTY

== Script Fly.com ==

127

EXT. A BEAUTIFUL MESA TOP

Far down below we see an unusual looking rock. As Falkor flies down toward it, we discover it's the Rockbiter. He's sitting next to his bicycle, and is placidly munching on a rock. Close to him we see Teeny Weeny, next to his Snail, and the Night Hob, beside his Bat, which hangs from a tree fast asleep.

== Script Fly.com ==

128

ANGLE ON BASTIAN AND FALKOR

BASTIAN
Look, Falkor! It's like the Nothing never was!

Falkor flies very fast.

SCRIPTY

== Script Fly.com ==

129

ANGLES ON CREATURES
reacting to Falkor's rapid overhead flight.

QUICK CUTS

The Night hob is chewing on some roots. He flails out at his Bat.

NIGHT HOB
Wake up, you stupid Bat!

The Snail's antennae spring up in surprise.

The Rockbiter gets so fascinated watching Falkor, he forgets to eat.

== Script Fly.com ==

130

EXT. THE HOMELAND OF THE PLAINS PEOPLE

FALKOR
And look what we have here!

BASTIAN'S P.O.V.
We see a weapon-laden Indian boy racing on his pony. It is Atreyu on Artax.Atreyu looks up at Falkor and Bastian and waves to them.

FALKOR
(to Atreyu and Artax)
Good luck, my friends!

Atreyu and Artax happily race away.

FALKOR
(to Bastian)
What would you like to wish for next?

Bastian thinks for a moment, leans forward and whispers into Falkor's ear. Falkor gives a HEARTY LAUGH and speeds out of the scene.

SCRIPT FLY

== Script Fly.com ==

131

EXT. STREET DAY

(It's the same street on which we saw Bastian and the tough kids in scene 3). We see people moving on the street. Among them are the three little bullies on their way to school. Suddenly one of them looks up and reacts, startled. The others also stare skyward in amazement.

== Script Fly.com ==

132

ANGLE ON FALKOR

FALKOR
(roaring like a diving airplane)
R - R - R - R - R - OW - OW - OW - OO - OO - !!!!

Falkor races toward the three boys. One of them throws himself flat on the ground. The other two seek safety in a quick side-step into the garbage container.
LAUGHING LOUDLY, Falkor abruptly changes direction and disappears upward into the sky.

SCRIPTY

== Script Fly.com ==

133

ANGLE ON THE THREE BOYS

Cautiously, two heads peer out from the garbage container. They join their prone companion in looking upward as Falkor and Bastian are disappearing into the clouds.

== Script Fly.com ==

134

LONG SHOT OF THE SKY OVER BASTIAN'S CITY
as the three bullies look up toward an empty sky and the spot where Falkor and Bastian have already disappeared.

NARRATOR (V.O.)
Bastian made many other wishes and had many other amazing adventures before he finally did return to the flesh and blood world ... but this is another story and should be told at another time.

FADE OUT

----- THE END -----

SCRIPTFLY

== Script Fly.com ==