

THE NEVERENDING STORY (II)

Based upon the Novel by Michael Ende

Screenplay

by

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c 1988
THE NEVERENDING STORY FILM GMBH
D-8022 Geiseltal

Second Draft

FADE IN:

1 INT. VANCOUVER, SWIMMING POOL - DAY

Wintry afternoon light pours through the glass windows of an indoor Olympic sized pool. SHOUTING, SPLASHING, JUMPING and DIVING, a Junior High swim team practices.

In lane six, BASTIAN BALTHAZAR BUX, an eleven-year-old slender boy tries hard to crawl. Swallowing a mouthful of water, he reaches for the side bar, just as a girl hops into the pool and cannonballs him. Exhausted and COUGHING, Bastian gets out.

A SHRILL WHISTLE cuts through the noise.

COACH

Ok, everybody! Line up!

Pushing and shoving, the kids line up alongside the pool.

COACH

Who wants to make my team?

Arms shoot up. With a sardonic grin, the ambitious young Coach scans the row of eager applicants.

COACH

Let's see who can make it. We'll start with the jump. Good luck!

Bastian points to the diving board.

BASTIAN

Three meters, right?

COACH

For beginners! You'll go for the five! You can do it!

Bastian's eyes scale the tower. It's endless, threatening, way up there.

COACH

Ready, and go!

Blowing the WHISTLE, the Coach nods for the swimmers to climb up the tower. The first boys and girls, bigger, stronger and louder than Bastian, gingerly reach the platform -- and jump like good soldiers.

Bastian's pale, his legs are lead. Ever so casually, he lets others go ahead.

A girl does a belly flop. Fearful bravado LAUGHTER from the rest of the line. Bastian draws his breath.

1 CONTINUED:

BASTIAN
Ouch, that hurts.

ANOTHER BOY
Hurts a lot!

It's Bastian's turn and no escape. Climbing each rung is an act of courage.

Bastian reaches the five meter board. Suddenly, his ears RING with the ROAR of a WATER FALL. As he looks down, the pool becomes dangerous white water at the bottom of a steep cliff!

COACH (O.S.)
Hurry up, Bastian!

Eyes filled with horror, Bastian fakes a cramp and inches back down.

COACH
What's the matter?

BASTIAN
A cramp in my foot, coach.

COACH
Always something, Bastian, isn't it?

2 INT. VANCOUVER, BASTIAN'S HOME - NIGHT

A refrigerator door is yanked opened, as Bastian takes out a pitcher of milk. He slams it shut and pours ample sugar and milk on a bowl of cornflakes. He slumps at the kitchen table, and shovels down the cold meal.

Hearing the front door SLAM, he tightens.

Balancing a take-out pizza, a stack of dry-cleaned shirts and the mail, BARNEY BAXTER BUX walks in.

BARNEY
How's my diving champion doing?

BASTIAN
Hi, dad.

Bastian's father, a handsome, serious man, puts the pizza on the counter, the mail on a desk, the shirts over the back of a chair. He appears stressed and overworked.

(CONTINUED)

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2 CONTINUED:

BARNEY

What are you eating Bastian?

He walks into the hallway and takes off his coat.

BARNEY

I brought a pizza with the works.
But now you won't be hungry!

Bastian lifts the lid of the pizza, retrieves a slice of salami and quickly swallows it.

Barney returns, rubbing his cold hands.

BARNEY

Well, how did it go? This was
the day of the big jump, wasn't
it?

Bastian nods vaguely.

BARNEY

So? Did you do it?

BASTIAN

Nah, had a cramp. Guess I didn't
jump.

Disappointed, Barney puts the pizza into the micro-wave.

BARNEY

Oh well, at least get your
homework done. I'll check it in
the morning.

BASTIAN

Are you going out tonight?

Barney takes out plates and cutlery.

BARNEY

I'll have to teach a seminar to
the technical sales staff.

BASTIAN

Is Ms. Station Wagon gonna pick
you up?

Barney stands before Bastian, giving him a serious once-over.

BARNEY

Yes, and there's nothing wrong
with it!

(CONTINUED)

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2 CONTINUED: (2)

Bastian SLURPS the sweet milk from the bottom of his bowl.

BARNEY

It's been nearly two years,
Bastian. You can't use mom's
death as an excuse to avoid every
little challenge in your life!

BASTIAN

I know that.

Bastian tries hard not to cry.

3 EXT. VANCOUVER, BASTIAN'S HOME - NIGHT

Barney leaves the house and gets into a waiting station wagon.

4 INT. VANCOUVER, BASTIAN'S ROOM - NIGHT

Bastian stands by the window, peering through the blinds.

Watching his father get into the station wagon, he catches a
glimpse of a shock of wavy hair, of a woman's hand wearing black
gloves and a glint of light from her eyes, as she leans forward
to greet his father.

Frustrated, Bastian drops the blind and PLONKS down on his bed.

On the bedside table, below the lamp and next to a clock, is
a family photograph. It shows Bastian between his lovely young
mother and his father. Barney has a proud, impish grin on his
face. So does Bastian. Two very different people...

5 INT. VANCOUVER, BOOK STORE - DAY

Little glass bells TINKLE wildly, as Bastian enters the
comfortable old store packed with books and folios. The shelves
reach to the ceiling, but there are so many books, that even
the floor is strewn with piles and piles.

In the middle of the chaos, MR. COREANDER sits in a leather
chair behind a desk, puffing a curved European style pipe. The
rustic bespectacled gentleman is reading. Disgruntled by the
disturbance, he raises his head.

MR. COREANDER

Ah, you! It's been a while.

BASTIAN

I came, to say hi.

(CONTINUED)

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5 CONTINUED:

MR. COREANDER

Hi.

Mr. Coreander considers that the end of their conversation and goes back to his reading.

Bastian scans the rows of books. Then he peers at the stern gentleman. Something's definitely on his mind.

BASTIAN

Mr. Coreander?

MR. COREANDER

Huh?

BASTIAN

Do you carry 'How-to' books?

Displeased, Mr. Coreander looks up.

MR. COREANDER

Absolutely not! If you need advice on how to buy real estate or house train your gold fish, go to the discount store down the street.

Taking in the bundle of misery before him, Mr. Coreander softens.

MR. COREANDER

What is it you need to know?

BASTIAN

I need to know how I can do something I really want to do.

MR. COREANDER

Serious stuff! How did this come up?

BASTIAN

You see, I want my Dad to be proud of me, so yesterday I really, really wanted to jump off the five meter board. I've been going over it in my mind every night, but then...

MR. COREANDER

You didn't do it?

(CONTINUED)

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5 CONTINUED: (2)

BASTIAN

No...

Mr. Coreander stuffs his pipe.

MR. COREANDER

Sorry, I can't help you. Who knows where courage comes from.

As Mr. Coreander loses himself in a cloud of smoke and his own thoughts, Bastian wanders around the store. With a smile of recognition, he squats down and pulls a leather bound volume from a bottom shelf. It has a metal emblem of two intertwined snakes on the cover.

BASTIAN

Good old Neverending Story...

He opens it. Startled, he reads the title page.

BASTIAN

'Bastian's Adventures in Fantasia'
That's not what it said in the
book I read!

Mr. Coreander watches him with a bemused smile.

Bastian leafs through the book, stops and reads.

BASTIAN

The night of the battle was
starless, filled with smoke and
flames. Sorceress Xayide sent
in her armored Giants who wrought
havoc among Atreyu's followers.
Ardent enemies, Bastian and
Atreyu...

Suddenly, Mr. Coreander stands behind him. His voice jolts Bastian.

MR. COREANDER

Put it back! This book asks too
much of you.

Bastian holds on to it.

BASTIAN

No book can do that!

MR. COREANDER

Put it back!

(CONTINUED)

5 CONTINUED: (3)

Bastian presses the Neverending Story to his chest.

BASTIAN
Can't I check it out?

MR. COREANDER
If you insist, but I warned you.

Bastian hastens out the store.

BASTIAN
Thanks. I'll bring it back
tomorrow.

MR. COREANDER
(mumbles)
I doubt that.

6 INT. VANCOUVER, BASTIAN'S ROOM - DUSK

His chin propped up in one hand, Bastian kneels by his bed and
leafs through the book.

BASTIAN
Atreyu! And Falkor! Rock Biter!

He LAUGHS and imitates Rock Biter's deep friendly voice.

BASTIAN
Crunch, crunch, these stones taste
soooo good...
(excited)
Fantasia, everybody's still
there...

Bastian stares dreamily into the void.

BASTIAN
The Childlike Empress...I would
like to see her again...talk to
her...

From the longing in his eyes, magically, the lovely, even face
of the CHILDLIKE EMPRESS appears.

Her hair is crowned by a pearl-studded tiara, and she speaks
with a serene voice.

(CONTINUED)

6 CONTINUED:

CHILDLIKE EMPRESS

Bastian? You want to see me?
I thought you had forgotten us,
that we had become dead things
to you, buried in the print of
this book.

Bastian is in awe.

BASTIAN

Oh no! I'll never forget you!

CHILDLIKE EMPRESS

It makes me feel good to hear you
say that.

BASTIAN

Do you miss me?

CHILDLIKE EMPRESS

Of course, just like your friends,
Atreyu and Falkor.

BASTIAN

They do?

He battles skepticism.

BASTIAN

Do you think I could come back
to Fantasia?

CHILDLIKE EMPRESS

Fantasia is your world. You can
visit any time.

BASTIAN

What do I have to do?

CHILDLIKE EMPRESS

You wish it, Auryn will serve you.
With each wish, for what you truly
want, Fantasia will be ever more
magnificent.

The Childlike Empress is gone.

BASTIAN

Wait! What do I really have to
do?

Bastian turns over the book and gapes at the emblem of the
snakes on the cover.

(CONTINUED)

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6 CONTINUED: (2)

BASTIAN

Auryn!

The ruby red snake eyes seem to hypnotize him. Startled, Bastian sees the emblem begin to shine.

Pulsing with color, the snakes grow bigger and bigger as they rise off the cover at great speed, and form a luminous gate.

BASTIAN

The gate to Fantasia!

Slowly, Bastian rises -- and bravely steps inside. Suddenly, all is dark.

BASTIAN (O.S.)

Childlike Empress???

From the depth of the darkness, Auryn shoots through space.

WITH A POWERFUL SWEEP, THE SCREEN WIDENS TO ITS FULL SCOPE, and the NEVERENDING STORY THEME comes up. (TITLE SEQUENCE)

Striking a far away planet like a magic match, there's an explosion of translucent flowers and plants, bursting forth at breath-taking speed. Leaves and petals vibrate with bright, happy colors, each living cell glowing with phosphorescent intensity against the black velvet sky.

As rapidly as the growth spreads out, it stretches upwards, forming giant trees with mighty tree-house like blossoms in their crowns.

A bright red one opens with a POP, revealing a stunned Bastian.

"Auryn", the metal emblem of the two snakes hangs around his neck on a simple leather thong.

Overwhelmed by the magnificent sight all around him, Bastian CLAPS his hands.

BASTIAN

Wow!!!

Realizing, he's high up in the air, he grabs hold of the blossom's stamen.

BASTIAN

Oh boy, I'm way up here!

He peeks over the edge of the blossom.

(CONTINUED)

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6 CONTINUED: (3)

BASTIAN

Well, here we go, Auryn. I wish to be on the ground and to become the hero of a great adventure!

Auryn shimmers briefly, and a violent TREMOR shakes the tree and ripples through the jungle, rapidly dissolving it into desert sand.

The last to go is Bastian's tree. The boy SCREAMS -- and lands safely on a sand dune.

7 EXT. DESERT OF COLORS - DAWN

On the horizon, the red ball of the rising sun divides like a primordial cell, and while one half quickly rises into the sky, the other half heads straight for Bastian!

The fiery red shape approaches with a deep ROAR.

Bastian can hardly believe his eyes, but there it is, a huge Lion, engulfed in flames!

Frightened, he clutches Auryn. The amulet shines briefly, and Bastian straightens, magically filled with courage.

Gone are his blue jeans and sweatshirt! The boy who now faces the awesome creature head on, wears the coolest clothes befitting an adventurer!

The Lion halts in front of him.

GROGRAMAN

I am Grograman, the Lord of the Desert of Colors, also known as the Many-Colored Death!

BASTIAN

I'm Bastian Balthazar Bux.

GROGRAMAN

You called me!

BASTIAN

Not exactly, but I did wish for an adventure, to prove that I have courage.

GROGRAMAN

That is why I bring you Sikanda!

The Lion shakes his flame spitting mane. Bastian dives.

(CONTINUED)

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7 CONTINUED:

With a HISS, two flashes of fire separate, arch high through the air, forming into a blade and a sheath. The fire dies out, the blade slips into the sheath, and with a THUMP, it falls into the sand in front of Bastian's feet.

GROGRAMAN

You will need Sikanda, because following Auryn and the way of the wishes, is the most dangerous of all journeys.

BASTIAN

It is?

GROGRAMAN

Sikanda will fight for you whenever your life's in danger. But never force it out of its sheath, or you'll bring great misfortune to yourself and over Fantasia.

BASTIAN

I promise.

The Lion ROARS and leaps off into the desert.

BASTIAN

Thanks, great Grograman!

Up close, Sikanda is old, used and rusty. With a shrug, Bastian picks it up and ties the scabbard to his waist.

Then he cups his hands to his mouth and shouts as loud as he can.

BASTIAN

I wish to find Atreyuuuuu!!!

His voice ECHOES, Auryn shimmers, and instantly the sand beneath him changes into a violet tinted lake.

8 EXT. LAKE OF ACID TEARS - DAY

Struggling to keep his balance, Bastian finds himself in a slender silver gondola.

As he looks up, a city made of silver filigree rises like a mirage out of a shroud of light fog.

The lake is dotted with ferries and junks with glittering sails.

(CONTINUED)

8 CONTINUED:

One of the boats is occupied by a bunch of UNRULY, BAWLING monstrous black metal GIANTS who all look alike, bulging eyes, one red, one green, and antennas on their square heads.

Sighting Bastian, they elbow each other making HOLLOW, CLANKING sounds. Their red and green eyes blink furiously, as their antennas rotate in his direction.

Unaware, Bastian admires the spectacle of the dew covered Silver City. Catching the rays of the sun, it sparkles like raw diamonds.

9 INT. SILVER CITY, CAVE OF SECRET PLOTS - DAY

Weapons, battle plans and flags decorate the silver walls and violet water SLOSHES against filigree framed crystal overhead air holes.

Seven Emissaries from all the dimensions of Fantasia have assembled.

Honorable CAIRON presides over the meeting. He's a black centaur, half horse, half man, his curly hair and beard aged white, the horse part of him striped like a zebra.

CAIRON

The monstrous black Giants are multiplying by the minute. We don't know where they came from, nor how to fight them.

Fierce Indian warrior ATREYU rises. He's about Bastian's age, but his features are marked by a life of struggle and responsibility.

ATREYU

We do know that they take our freedom. They've come to my village and demanded that we kneel before them!

Luckdragon FALKOR, a gentle being with soft brown eyes, ears of a Spaniel and a fine sense of humor stretches the whole length of the hall. He raises his head and chimes in.

FALKOR

And they have terrible singing voices.

Exasperated, an INSTRUMENT CREATURE raises its resonant voice.

(CONTINUED)

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9 CONTINUED:

INSTRUMENT CREATURE

I could live with that, Falkor,
but not with the fact they forbid
all Instrument Creatures to play.
When's the last time you've heard
flutes, guitars and drums?

CAIRON

And I don't like to be watched
by those blinking eyes without
knowing who's really watching me!

10 EXT. LAKE OF ACID TEARS - DAY

With a forceful THUD, a creature falls out of the sky, lands
on the gunwale of Bastian's gondola and, pushed on by too much
momentum, somersaults into the boat. The impact nearly sends
Bastian overboard.

BASTIAN

Are you ok?

Out of breath, NIMBLY tries to compose himself, but Nimble is
always out of breath. He has a round, bland face and black
metal at the back of his head and body. His front consists of
parrot feathers. He wears sneakers and comes on like an
long-lost friend.

NIMBLY

Fine, I'm fine. Just to be in
your presence makes up for any
inconvenience.

The strange creature scrambles to his feet, dangerously rocking
the gondola.

BASTIAN

Watch it!

Nimble CHUCKLES.

NIMBLY

Oh, I can fly. You better watch
it.

(points at the water)

Pure acid.

Bastian fearfully looks at the violet lake.

BASTIAN

Acid!!! Well thanks for telling
me!

(CONTINUED)

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10 CONTINUED:

NIMBLY
Keeps the Silver City nice and
shiny.

BASTIAN
Who are you?

NIMBLY
Nobody, until you honor me with
a name.

Bastian looks him over.

BASTIAN
What do you do?

NIMBLY
I'm the fastest runner in
Fantasia, and I nimbly know my
way around.

BASTIAN
I'll call you...Nimbly.

NIMBLY
Oh, that's so fitting! Thank you,
thank you! Will you allow me to
serve you, my lord?

BASTIAN
Please, don't call me that. What
do I need a servant for?

NIMBLY
To assist you at story telling
sessions, fans, crowd
control...and secret information.

Sidling up to Bastian, Nimbly points to the Giants.

NIMBLY
For example, do you know that
those guys spell trouble?

Blinking eyes and antennas pointed threateningly at Bastian,
the Giants' boat moves straight towards the gondola.

BASTIAN
What are we going to do? They'll
run us into the lake!

NIMBLY
Think of something, quick!

(CONTINUED)

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10 CONTINUED: (2)

BASTIAN

I'm thinking,...I'm wishing!

Auryn shines, and the boat finds itself in the eye of a tornado while Bastian and the rest of the lake is totally calm.

Violently, the boat bobs up and down and swirls around, GRINDING the Giants against each other, throwing them from one end of the boat to the other, until they capsize with chaotic SHOUTS.

NIMBLY

Fabulous my lord, absolutely fabulous!

Intrigued, Bastian watches the tornado subside, and the Giants dissolve with a SIZZLE.

BASTIAN

Guess I'll need you. But what do you get out of it?

NIMBLY

You gave me a name. If time allows, could you give me my own story?

Bastian ponders Nimble for a moment and nods.

BASTIAN

Do you like spy stories, Nimble?

11 INT. SILVER CITY, CAVE OF SECRET PLOTS - DAY

Atreyu goes eye to eye with the different Emissaries.

ATREYU

Then we all agree, that we'll have to do something. What we need, is a plan, and a leader!

A STORMY debate arises.

ASSEMBLY (AD LIBS)

The Little Arrow People are too hot-headed! The Mud folks better get their goo together first! Quiet! Has anybody tried to negotiate?

12 EXT. SILVER CITY, STREETS - DAY

Walking through the buzzing streets, Bastian marvels at houses built on boats and slender silver arches. The windows and doors, the towers and balconies are made of finely wrought silver filigree. The streets are crowded with the silver-clad inhabitants of the city.

Nimbly hustles ahead.

They turn into a grandiose piazza, just as a medieval joust is about to begin between TITAN HYNREGGER, a gigantean body builder type, and a Silver Armor who's empty, but manages to sit a horse.

Two black Giants are leisurely recording the proceedings.

PRINCESS OGLAMAR, an uppity young woman is seated in an ornate chair, surrounded by her girlfriends who throw party kisses at imaginary suitors.

Nimbly fluffs his feathers, crosses most obtrusively in front of the contestants and bows before the Princess.

NIMBLY

Beautiful Princess! Before you
give your hand to any of these
dimwits fighting for your favors,
consider my lord from a land
afar...

Nimbly motions for Bastian to step forward.

Embarrassed, Bastian greets the Princess with a shy smile. Her girlfriends GIGGLE uncontrollably behind filigree handkerchiefs.

PRINCESS OGLAMAR

He's very cute, but I'll only
marry a certified hero. Nothing
less.

Heaving with anger at the disturbance, Titan Hynregger stomps over.

Bastian timidly looks up.

BASTIAN

I didn't mean to interrupt
anything...

The Empty Silver Armor on horseback slowly slumps forward and CRASHES to the ground.

(CONTINUED)

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12 CONTINUED:

NIMBLY

Everybody look! My lord has
conquered the knight without
lifting a finger!

Astonished, the Princess eyes the dead Empty Silver Armor and
Bastian. Hynregger's face darkens.

BASTIAN

I didn't conquer him. Probably
a heat stroke.

HYNREGGER

A heat stroke? I'll show you a
hot stroke!

BASTIAN

I think this is a big
misunderstanding...Nimbly!

With a horrible GRIMACE, Hynregger jerks his head towards
Bastian.

HYNREGGER

Choose your weapon, wimp!

With Silver Citizens gathering, Bastian's in a bind.

BASTIAN

Choose yours, sir!

HYNREGGER

No, no, you choose! I'm the best
at everything!

BASTIAN

How about a rope skipping contest?

Bastian doesn't expect to be taken up on his challenge.

HYNREGGER

My specialty, let's do it!

One of the girlfriends ceremoniously presents the ropes.

PRINCESS OGLAMAR

Go!

Hynregger is surprisingly agile, Bastian just average.

Seeing Hynregger proudly beam at the Princess, an impish grin
flashes across Bastian's face.

(CONTINUED)

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12 CONTINUED: (2)

Auryn shines, and instantly, the ropes turn into Rope Creatures with their own will.

Hynregger struggles, stumbles, fumbles and falls on his face while Bastian proceeds to perform the most dazzling, spectacular rope-skipping and rope-juggling number ever seen. The rope elegantly twirls above his head, to the side and around his feet which move so fast, they become a blur.

The big heads of the Black Giants twist and turn as they try to record Bastian's every move.

Bastian tops his act with an enormous jump.

Great APPLAUSE from the by-standers.

HYNREGGER
(grumbles)
Lousy rope!

BASTIAN
Anything else you'd like to try,
or have you had enough?

HYNREGGER
Yes, anything else!

Atreyu steps out of a secret passage way and walks up the piazza. He does a double-take.

Bastian cockily tilts his chin.

BASTIAN
What about story telling?

HYNREGGER
Only humans do that! We're the
creatures of their imagination.
Fantasians can't tells stories!

Carried away, Bastian smirks at Hynregger.

BASTIAN
Is this a certified hero's answer
to my challenge?

As Falkor joins Atreyu, they watch the odd exchange.

HYNREGGER
Your challenge? How dare you talk
to me like that?

(CONTINUED)

12 CONTINUED: (3)

Despite ANGUISHED SHOUTS from the audience, Hynregger draws his sword. It's huge, shiny and brand new. Bastian freezes with fright.

Nimbly watches coolly.

HYNREGGER

Here's my answer! I'll make mince-meat out of you!

Princess Oglamar's eyes glow with excitement.

So do Falkor's eyes.

FALKOR

You're right, it's Bastian.

ATREYU

He's in trouble...

Just as Atreyu is about to storm forward, Bastian gets his wits back and calls out.

BASTIAN

Sikanda!

With a blinding flash, the sword tears out of its sheath and cuts Hynregger's blade like neat slices of baloney. Then, it efficiently shreds his clothing, and Hynregger stands before the crowd in his heart-patterned underwear!

Instantly, the light fades, and Sikanda slips back into Bastian's scabbard, just a rusty old sword.

Bastian is as surprised as the stunned audience.

Atreyu's face lights up with relief.

ATREYU

We've found our leader, Falkor!

FALKOR

I agree.

Princess Oglamar shoots up from her chair.

PRINCESS OGLAMAR

Shocking!

GIRLFRIENDS

Shocking!

They leave in a huff.

(CONTINUED)

12 CONTINUED: (4)

Atreyu crosses the piazza.

ATREYU
Bastian?

Bastian recognizes him instantly.

BASTIAN
Atreyu!!!

It's a heartfelt reunion between comrades-in-arms.

BASTIAN
I was looking for you!

Atreyu responds with a serious tone.

ATREYU
I didn't know it until just now,
but I was looking for you too!

Bastian is puzzled by his friend's somberness.

BASTIAN
Why? Anything wrong?

ATREYU
We need you.

BASTIAN
You've got me!

Looking past Atreyu, Bastian discovers Falkor. Like an exuberant kid, he charges, and dives into the softness between Falkor's paws.

BASTIAN
Falkor!

Falkor pummels him.

FALKOR
Welcome back, my friend! What
took you so long?

13 EXT. SILVER CITY - NIGHT

Candles float on the lake and canals, illuminating the silver walls, creating intricate patterns and shadows.

Falkor circles the city high above, SINGING Beethoven's SONG OF JOY.

(CONTINUED)

13 CONTINUED:

Riding on Falkor's back, Bastian and Atreyu have a prime view as breath-taking FIREWORKS explode all around them. For fun they reach out trying to touch the red stars and sparkling blue ferns.

BASTIAN

I never want to leave Fantasia,
Atreyu!

14 INT. VANCOUVER, BASTIAN'S HOME - NIGHT

In the dark, the sound of a KEY being turned. The front door is pushed open and the light in the hallway switched on.

Carrying two grocery bags piled high, Barney kicks the door shut behind him.

BARNEY

Bastian! I'm home. Come and help
me!

Barney takes off his coat and unpacks the bags. Canned and frozen food.

BARNEY

I went shopping. Let's cook
tonight! Come on down!

When there's still no answer, he checks Bastian's school schedule tacked to the refrigerator door.

BARNEY

Friday...Boy's Club was out at
five!

He looks at the kitchen clock. It's seven!

Apprehensive, Barney climbs the stairs to the

SECOND FLOOR

of the Scandinavian-modern house and turns on the light.

The door to Bastian's room is wide open, there's a peculiar FLUTTERING sound.

(CONTINUED)

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14 CONTINUED:

BARNEY

Bastian?

Barney walks into his son's room and stops dead in his tracks. There's chaos as if a tornado has hit. The window is wide open, and the fluttering sound comes from the wind WHIPPING the pages of The Neverending Story which sits in the middle of the bed.

BARNEY

Bastian!

He tears open the door to the bathroom, the master bedroom, and the guest room. No trace of his son.

BARNEY

Bastian?!?!Where the hell are you?

15 INT. SILVER CITY, CAVE OF SECRET PLOTS - DAY

Bastian stands at the center of the assembly, Atreyu by his side. Nimble keeps a low profile by the entrance.

BASTIAN

We'll have to capture a Giant and interrogate him until he tells us the name of his master.

CAIRON

How do you know there's a master?

BASTIAN

Somebody's always in charge!

The Emissaries nod with serious faces.

BASTIAN

And once we know who 'somebody' is, we'll come up with a strategy to overpower him and have him judged by the Childlike Empress.

FALKOR

The Childlike Empress doesn't judge, Bastian. There's neither good nor bad before her.

BASTIAN

She will, if I ask her to!

Falkor drops his heavy head on his paws.

(CONTINUED)

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15 CONTINUED:

MUD CREATURE

I...I don't think I am authorized to participate in something unpredictable like capturing and interrogating Giants.

ATREYU

Then get authorized! We need you!

BASTIAN

No, Atreyu.

(to the Emissaries)

I understand that many of you are afraid. Atreyu, Falkor, myself, and my servant Nimble will take care of this dangerous mission.

16 EXT. SILVER CITY, PLAZZA - DAY

As Bastian, Atreyu and Nimble cross the square, Nimble pulls Bastian's sleeve and points to Titan Hynregger, who sits slumped over on the very spot of his humiliation.

NIMBLE

Oh, my lord, we better help one sad puppy.

Nimble points towards Hynregger.

BASTIAN

He doesn't look like a dog to me!

NIMBLE

Right, he looks more like a broken man.

BASTIAN

It's not easy to be a good loser.

NIMBLE

Hynregger didn't just lose his honor yesterday, he lost his lady.

ATREYU

Princess Oglamar? He should be glad!

The boys grin at each other.

BASTIAN

I agree, not my type! Can't he find another one?

(CONTINUED)

16 CONTINUED:

NIMBLY

Hynregger's a professional hero who needs monsters to prove himself. He thinks that's what women like.

Benevolently, Bastian looks at the sad hero.

BASTIAN

Well, it was because of me, that the Princess left him...I want to help him.

Auryn shines. Bastian winks at Atreyu.

BASTIAN

You know the monster Dragon Smerg? He's horrible! The worst! He has three heads spitting poisonous fumes, radar feelers with deadly stings, and a tail made of a thousand stainless steel knives. And guess what? He's kidnapped Princess Oglamar!

Instantly, a horrible greenish yellow dinosaur-dragon flies overhead, holding Princess Oglamar in its shriveled claws and leaving a trail of ugly brown air. The Princess SCREAMS at the top of her lungs.

PRINCESS OGLAMAR

Save me, Hynregger, my hero, save me!

Hynregger stirs.

HYNREGGER

What was that?

Coughing from the stench, they stare at the monster who circles again, giving them a good look.

BASTIAN

It's Dragon Smerg! He's kidnapped your princess. You have to save her. Only you can do it!

Thrilled, Hynregger blossoms.

HYNREGGER

Only me!

(CONTINUED)

16 CONTINUED: (2)

NIMBLY
(whispers)
Promise Princess Oglamar's hand.

A minute flicker crosses Aurn.

BASTIAN
If you save her, she'll marry you!

HYNREGGER
She will?

Hynregger's on his feet, his sword at the ready.

BASTIAN
Can I give you a hint concerning
Smereg's lair?

HYNREGGER
I don't care! I'll chase him
across Fantasia, until he begs
for mercy!

His sword drawn, Hynregger runs off.

HYNREGGER
My Princess! Your hero is near!

17 EXT. SKY OVER FANTASIA - DAY

Atreyu and Bastian ride on Falkor.

Holding a pair of binoculars to his eyes, his feet moving as fast as his feathers, Nimble keeps up alongside.

Atreyu spots several Giants marching down a road.

ATREYU
There!

With an elegant curve, Falkor lands in a beautiful meadow.

Nimble crash-lands, somersaults and runs off his extra momentum.

BASTIAN
First, we'll have to find their
bivouac. We'll attack at four
in the morning when the Giants
are in their deep sleep cycle,
and catch one.

(CONTINUED)

17 CONTINUED:

ATREYU

How?

BASTIAN

With your fancy rope and my good wishes.

NIMBLY

Wishes are always good!

Irritated, Atreyu ignores Nimbley.

ATREYU

They have sentries, Falkor's too visible...

BASTIAN

Right, we need ground transportation to get in close and give us extra pulling power if we need it.

FALKOR

A Giant in his deep sleep cycle! That does sound heavy.

ATREYU

I can get horses.

Bastian shakes his head.

BASTIAN

I'm thinking more of something on air cushions, something very quiet, fast and elegant. That's what I want!

Auryn shimmers and with a cheerful HONK, a bright red playful solar powered Driving Creature slides up. Atreyu and Falkor stare in awe. Nimbley nods with approval.

BASTIAN

May I introduce...Ms. Freeairy!

The Driving Creature bashfully bats her sun wings.

ATREYU

Is that how you do things in your world? Just wish, and there it is?

(CONTINUED)

17 CONTINUED: (2)

BASTIAN

Only at Christmas. That's what I like about Fantasia, it's Christmas all year round.

Nimbly nods with approval.

Bastian enjoys Atreyu's incredulous face.

BASTIAN

You had Auryn. Didn't you do the same thing?

ATREYU

Auryn protected me, but I never thought of using it to wish for things.

BASTIAN

Didn't you read the inscription?

Bastian shows Atreyu the engraved back side of the amulet.

ATREYU

I, ahh...I can't read.

BASTIAN

Oh well, it says 'Do what you wish', and that's what I'm doing. What would you like? A new horse, a bigger tepee, a girlfriend?

18 EXT. HOROK CASTLE - DAY

Like a hand, five towers reach threateningly into the sky from amidst a jungle of garish carnivorous orchids. Each battlement crawling with Giants, this is obviously Giant headquarters.

From within, the SOUND of something HOLLOW being SMASHED and a GIANT'S AWESOME METALLIC VOICE.

GIANT # 1 (O.S.)

Falling into the acid lake!
Dissolving with a sizzle! You
make us the laughing stock of
Fantasia!

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19 INT. HOROK CASTLE, THRONE ROOM - DAY

A Giant's head is torn off and hurled to the stone floor, making a HOLLOW ECHO. Red and green eyes frighteningly roll about in their sockets.

The throne room's gothic architecture, fires HISSING in huge fireplaces and colored smoke rising from precious censers, stand in strange contrast to holograms wafting through the air and the Giant-Clones that line the walls.

Throwing open double doors, sorceress XAYIDE storms in and angrily marches down the line.

XAYIDE

What next! Now I have to redesign
my army with acid resistant coats
and storm-proof brains?

She is a dangerously seductive and strangely beautiful woman with a complexion white as marble, each fingernail a sculpture of its own and one eye glowing red, the other green.

Nodding dutifully, ILWAN, a Control Creature made of transparent blue resin, who wears an enormous turban, rushes after her, trying to get a word in.

ILWAN

Mistress of Horok Castle...

Xayide KICKS a head out of the way.

ILWAN

Mistress of Horok Castle, maybe
I could brighten your day with
good news?

Another KICK.

XAYIDE

I wonder!

ILWAN

Your Giants were drowned by an
Earthling! He has Auryn!

Xayide SNAPS her fingers, and Giant # 1 stops tearing off heads. In a calm state, her voice is husky, sensuous, and dripping with sarcasm.

XAYIDE

The Childlike Empress tries to
stop my take-over! I've been
waiting for this moment!

(CONTINUED)

19 CONTINUED:

ILWAN

We are well prepared!

Ilwan nods.

Two Giants roll in a strange concoction that looks like a six-out-of-thirty-nine Lottery Machine. A glass pipe connects with a glass container with a measuring bar. Already, several colorful balls are inside the container.

Ilwan points to the balls.

ILWAN

Seems like the Earthling enjoys wishing.

They CHUCKLE.

XAYIDE

He has no idea, that every time he makes a wish, he loses a memory!

ILWAN

He'll become an empty headed piece of junk, trapped forever in the loony bins of Fantasia!

Xayide circles the machine.

XAYIDE

For the first time we have the capability to count memories, so we'll know exactly when the time is ripe to pluck Auryn from an Earthling's neck and rule Fantasia!

She caresses the machine.

XAYIDE

I can't wait to test this little sucker. Let's make the Earthling wish for stuff until his head turns blue like your chest, Ilwan!

Lusting like a cat at the edge of a fish bowl, Xayide watches a ball roll through the pipe and drop into the container. She grabs it and throws it at a Giant.

XAYIDE

Here, have a ball!

(CONTINUED)

19 CONTINUED: (2)

The Giant snaps it up like a dog and swallows it. Hitting his empty inners, the ball ECHOES.

XAYIDE

Well?

He answers in Bastian's baby voice.

GIANT (V.O.)

Daddy was gonna take me swimming, but then he had to go to an important meeting, and we didn't go. I broke a window, and he slapped me. I hate him.

Xayide is indignant.

XAYIDE

That's what humans remember?

20 EXT. LAKE OF ACID TEARS, SHORE - DUSK

With Atreyu behind the wheel, Bastian in the shotgun seat and Nimble squeezed between them, Freeairy rides down the curved shore line. Violet water and the Silver City to one side, ice palaces, mother-of-pearl and glass villas to the other, it's an incredibly beautiful ride.

Struggling, Falkor tries to keep up.

BASTIAN

Up to twenty-five miles per hour it's solar powered, then it runs on wishes.

NIMBLE

We have enough of those, my lord. Go faster, Atreyu!

ATREYU

It's already faster than any horse I've been on!

BASTIAN

It's got at least three hundred-and-fifty horse power, that's three-hundred-and-fifty times faster than your best horse will ever go!

ATREYU

I think I'm getting sick...

(CONTINUED)

20 CONTINUED:

Atreyu comes to a SCREECHING halt and jumps out, RETCHING.

BASTIAN

I don't remember what it's called,
but I used to do that in cars...

Falkor lands, pearls of sweat glistening on his scaled body.

FALKOR

Hard work keeping up with
Freeairies!

BASTIAN

Did you have time to look for the
Giants' bivouac, Falkor?

FALKOR

One could hardly miss it. There's
at least a hundred Giants in a
camp not far from here in the
woods.

ATREYU

A hundred?

He looks at Bastian who covers up.

BASTIAN

Like I said, we do it at four in
the morning. Nothing to it!

ATREYU

We better get some sleep, so we'll
be strong.

Bastian YAWNS.

BASTIAN

Yeah, it's been quite a day.

As the boys sleepily smuggle against Falkor's flank, the silver
sickle of a new moon appears in the sky.

ATREYU

Tell me about your world, Bastian.

BASTIAN

I'd rather forget about it.

ATREYU

You're sure, nobody misses you?

(CONTINUED)

20 CONTINUED: (2)

BASTIAN

Quite sure. But I miss someone.

ATREYU

Who?

BASTIAN

The Childlike Empress. She comes and goes so quickly, one never gets enough of her.

ATREYU

I haven't seen her in a long time...

FALKOR

I've never seen her at all, but I understand she's very beautiful.

BASTIAN

Very beautiful.

Dreamily, the three friends get lost in thought.

Alert and wide awake, Nimble sits by himself.

21 INT. HOROK CASTLE, THRONE ROOM - NIGHT

Ilwan is busy grabbing holograms, forming them into sheets of glass paintings and sorting them into a filing cabinet.

Xayide walks over and impatiently takes a glass painting out of his hand and holds it against the light of the fireplace, as if it was a color slide.

XAYIDE

Do we finally have a picture of the Earthling? I'd like to know what he looks like.

The glass painting shows only burns and streaks.

XAYIDE

What's this?

Ilwan looks over her shoulder.

ILWAN

Some fight in the Silver City. Seems like things went a bit too fast for our Giants to record properly.

(CONTINUED)

21

CONTINUED:

She angrily SMASHES the glass.

XAYIDE

Fix it!

A dust covered Giant STOMPS into the throne room and awkwardly falls to his knees before her.

XAYIDE

Got to fix the curtsy mechanism too!

(to Giant)

What is it?

GIANT

Earthling want capture brother tonight, my Empress.

Pleased, Xayide raises an eyebrow.

XAYIDE

Don't call me Empress yet, it's bad luck. Wait outside for my instructions!

Xayide steps to a window and glowers into the night.

Far in the distance, crowning an ethereal Ivory Tower, a Magnolia Blossom glows splendidly.

Xayide's voice trembles.

XAYIDE

The fight is on, Childlike Empress! Soon, your slick little castle will be as dark as mine!

22 EXT. LAKE OF ACID TEARS, SHORE - DAY

Falkor's SNORING. The boys are snuggled against his flank, moving peacefully with the rhythm his body.

Nimble sits above on a branch, scanning the countryside with his binoculars.

Suddenly, he jumps down and tickles them awake with his feathers.

NIMBLY

Quick, wake up everybody!

Bastian rubs his eyes.

(CONTINUED)

22 CONTINUED:

BASTIAN

Where am I?

Atreyu jumps to his feet.

ATREYU

We overslept!

Falkor sleepily opens one eye.

FALKOR

Too early to wake up.

Nimbly points to the horizon.

NIMBLY

Looks like it's too late!

Through the morning fog, ominous shapes march straight at them.

ATREYU

Giants! Lots of them!

Bastian swallows hard.

BASTIAN

Why didn't you wake me earlier,
Nimbly? You know I need time to
think!

NIMBLY

You're a genius my lord, you'll
come up with something fast.

ATREYU

My arrows are useless against
them. Let's retreat and regroup!
Wake up, Falkor!

BASTIAN

Wait a minute, they have a white
flag!

Indeed, a huge Giant at the center of the group waves a white
flag.

ATREYU (O.S.)

What does that mean?

BASTIAN

Means they want to talk, or
surrender.

(CONTINUED)

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22 CONTINUED: (2)

The Giants stop in front of Bastian. Saluting smartly, they CLICK their metal heels.

GIANT # 1

My Master demands total submission
from Bastian Balthazar Bux!

Bastian gapes.

Stunned, the friends watch as Giant # 2 presses a yellow button on Giant # 3 who prints out a parchment as he speaks.

GIANT # 3

I, the Master of all Giants, offer
you one chance to avoid certain
death. If you submit to me
unconditionally and swear to serve
me with body and soul as my
faithful slave, I will greet you
in Horok Castle where I reside
and spare your miserable life!

BASTIAN

I serve no one but the Childlike
Empress!

The mention of her name, makes the Giants SHUDDER.

GIANT # 3

Titan Hynregger is our prisoner!
If you refuse, he will perish in
our dungeons!

Giant # 2 stalks back to Giant # 3, tears out the parchment ultimatum, depresses buttons and hands it over to Bastian.

ATREYU

Don't go for it. Hynregger loves
this kind of thing, he'll escape.

Bastian nods and heroically addresses Giant #1.

BASTIAN

Tell your master I don't give a
flying cazoo about Hynregger.

Briskly, Bastian tears up the parchment and grimaces into the Giant's eyes.

BASTIAN

Got the message, Master of all
Giants?

(CONTINUED)

22 CONTINUED: . (3)

He's enjoying himself tremendously.

BASTIAN

I know you're seeing this right now! I'm no fool.

23 INT. HOROK CASTLE, DRESSING ROOM - DAY

In the multi-mirrored room, filled with zillions of tubes, jars, and racks with clothes, Xayide powders her face.

Amused, she watches Bastian's grimaces, in the mirror of her compact.

XAYIDE

I'm devastated!

She SNAPS the compact SHUT and turns to a Designer Giant with a sketch pad.

XAYIDE

I'll need uniforms, colorful ones, combat pants, simple travel suits, and a little something that hugs my body.

22
24 EXT. VANCOUVER, STREETS - DAY

The Neverending Story under his arm, Barney walks through grey drizzle, wearily checking the streets for any sign of his son. He stops in front of Mr. Coreander's book store.

25 INT. BOOK STORE - DAY

The little glass BELLS TINKLE wildly as Barney enters.

MR. COREANDER sits in his leather chair, reading and puffing his pipe.

BARNEY

Excuse me...

Mr. Coreander looks up, displeased by the interruption.

MR. COREANDER

Who are you?

BARNEY

I'm Barney Baxter Bux.

(CONTINUED)

25

CONTINUED:

MR. COREANDER

That's an odd name, all those Bs.
I am Carl Conrad Coreander.

Somewhat irritated, Barney retorts.

BARNEY

That's three Cs if I'm not
mistaken.

MR. COREANDER

Ah, so you're the type who always
has to point things out to people.

He peers at Barney across his reading glasses.

BARNEY

Not at all! But you just...

Barney lets it be.

BARNEY

I found your address in a book
in my son's room...

Barney places the book on the desk. Coreander glances at it.

MR. COREANDER

Hm...

Barney opens the book.

BARNEY

Well, it says right here...

But it doesn't, no matter how many times he flips to the page.

BARNEY

I saw it, here! Only moments ago!

Barney gets angry, as if it is Coreander's fault.

BARNEY

I'm an engineer, I see what I see
when I see it!

MR. COREANDER

Interesting concept.

Pondering the thought, Mr. Coreander leans back in his chair
and takes a puff from his pipe.

Frustrated, Barney gives up on the address.

(CONTINUED)

25 CONTINUED: (2)

BARNEY

My son's missing! Since yesterday afternoon.

Mr. Coreander nods without a trace of surprise.

BARNEY

He passes your shop on his way to school every day. I had hoped you would be able to tell me when you last saw him, to give me some information.

MR. COREANDER

I should have more information than you, his father?

Barney paces, talking more to himself than Coreander.

BARNEY

His grades are slipping, he doesn't have many friends, and he didn't make the swim team...

MR. COREANDER

Ah, you and your son have lots of fun, going swimming together?

Barney avoids Mr. Coreander's scrutinizing gaze.

BARNEY

Bastian's never been very athletic. That's why he reads so much, I guess.

Mr. Coreander, knocks the ash out of his pipe.

MR. COREANDER

People who read books are adventurers! They better be in good shape!

Frustrated, Barney gives up on the old gentleman.

BARNEY

I'm wasting your time, sir.

Mr. Coreander picks up the book and weighs it in his hand.

MR. COREANDER

Heavy book for a young man.

He gets up.

(CONTINUED)

5 CONTINUED: (3)

MR. COREANDER

Maybe the explanation for your son's disappearance is inside.

He hands Barney the book and accompanies him to the door.

MR. COREANDER

You're an engineer, you like explanations. Give it a try!

Barney is losing it.

BARNEY

Do you seriously think, that while my son's out there, alone, in all sorts of dangerous situations, that I'll sit on my behind and read your book?

MR. COREANDER

You're absolutely right. Bad suggestion.

26 EXT. ABOVE HOROK CASTLE - NIGHT

Carrying Bastian and Atreyu, Falkor circles on a reconnaissance mission. The boys look apprehensive as they observe the spooky finger shaped towers, the masses of Giants, and the Jungle of Carnivorous Orchids. The air is filled with the CLICKS of petals that devour critters.

ATREYU

We should go back to the Cave of Secret Plots and meet with the council before we take on the Master of all Giants.

BASTIAN

We won't take him on. We'll just free Hynregger.

ATREYU

I don't think he deserves it.

BASTIAN

It'll be a blow to the Master of all Giants. Then he'll make a mistake, and we'll get him.

ATREYU

I've never tried that.

(CONTINUED)

26 CONTINUED:

BASTIAN

In my world it's done all the
time.

Excited, Bastian points to the roof of the back tower.

BASTIAN

Look, a skylight! That's how I'll
get in!

27 INT. HOROK CASTLE, THRONE ROOM - NIGHT

Swinging a baseball bat, Xayide walks among the Giants like a
coach. Seated on the ground in rows, they jam the entire room.

Frantic, Dragon Smerg slithers about.

XAYIDE

What's with you, stupid creature?

SMERG

Do you think the Earthling will
attack?

He sounds high pitched and edgy.

XAYIDE

I want him to! Once he's
conquered me, I'll be at his side
at all times and snatch Auryn,
the moment he's uttered his last
wish!

SMERG

What if he kills me?

XAYIDE

Then you're dead, sweetheart.

SMERG

Not much of an incentive, Mistress
of Horok Castle.

XAYIDE

What better incentive than to
fight for your life?

She brings the baseball bat down hard on a Giant's head.

XAYIDE

Get that?

There's an extremely hollow ECHO.

28 EXT. NEAR EDGE OF THE JUNGLE OF CARNIVOROUS ORCHIDS - NIGHT

Wearing backpacks and ropes, Bastian and Atreyu climb on Falkor.

BASTIAN

Nimbly, keep the Freeairy ready,
in case we need a fast get away.

NIMBLY

I'm not a chauffeur, I'm a
runner...

Bastian gives him a hard look.

BASTIAN

You're more than a runner...you
know what I mean. Stay here, I
can't take any chances!

Atreyu snaps at Nimbly.

ATREYU

Follow orders!

29 EXT. ABOVE THE JUNGLE OF CARNIVOROUS ORCHIDS - NIGHT

Flapping his huge ears, Falkor flies in place.

FALKOR

This is where you get off. If
I go any closer, the sentries will
see us from castle.

Horrified, Bastian peers at piles of bleached bones in the
jungle below.

BASTIAN

Here?

Unfazed, Atreyu unties a lariat from around his waist and
fastens it to one of Falkor's teeth.

FALKOR

I hope my tooth holds.

ATREYU

So do I...

Atreyu slides down the rope. Bastian hesitates, pale as a
sheet.

BASTIAN

I can't leave Atreyu down there
by himself.

(CONTINUED)

29 CONTINUED:

FALKOR
That's very true.

Bastian, takes a deep breath, closes his eyes, slides down the rope...

30 EXT. JUNGLE OF CARNIVOROUS ORCHIDS - NIGHT

...and lands inside an orchid.

ORCHID
Oh, yummiie, a tender one.

BASTIAN
Nightmare!

Rapidly, the orchid's fangs tighten around him until he looks like a mummie. Suffocating, Bastian's GASPS FOR AIR.

The orchid's petals form a mouth, about to tear off Bastian's head.

BASTIAN
I want out!

Auryn shines, and the orchid wilts with sputtering PROTESTS.

ORCHID
What do you think you're doing?
This is not my idea of a date!

CRASHING into a pile of slimy bones, Bastian shudders.

BASTIAN
Atreyu?

ATREYU
I'm over here! I can see the
lights, we're nearly there!

31 INT. HOROK CASTLE, THRONE ROOM - NIGHT

A ball briskly drops into the memory jar.

XAYIDE
Good work, orchids! Nothing like
slimy bones to speed up wish
production!

(CONTINUED)

31 CONTINUED:

Ilwan keeps pulling down holograms. CHUCKLING, Xayide scans several sheets of painted glass. One shows Bastian, scared witless inside the orchid.

XAYIDE

So that's what the Earthling looks like. He's so young! Perfect, this is going to be a breeze...

32 EXT. HOROK CASTLE - NIGHT

In a niche, in the protective shadows of the walls of the castle, Bastian and Atreyu are exchanging clothes.

BASTIAN

Put up the collar, so they won't see that you don't have Auryn.

They leave the niche and inch along the castle's walls.

BASTIAN

We've got to pull the plug on all that light.

ATREYU

Do what?

BASTIAN

You'll see!

Bastian slides his hands along the stone until he hits a wooden door.

BASTIAN

Here...Fuse boxes are always in easy reach of the meter readers...

He unlatches it, revealing circuit breakers. Bastian SNAPS the switches to "Off", and the castle goes dark.

Atreyu is impressed.

ATREYU

Your world and that of the Master of all Giants must have a lot in common!

33 INT. THRONE ROOM - NIGHT

With a BUZZ, all holograms vanish, and the room goes dark except for a small fire in the fireplace. Dragon Smerg HISSES nervously.

SMERG

Get me out of here! I don't want to die!

XAYIDE

(to Ilwan)

Break out the fire flies in the attic! Pretending to lose is one thing, but being caught in the dark is quite another!

34 EXT. HOROK CASTLE - NIGHT

Bastian and Atreyu peek around the corner and watch the heavily guarded gate.

BASTIAN

Are you sure you can distract all those guys?

ATREYU

You'll see!

BASTIAN

Ready?

Making the victory sign, Atreyu splits.

Bastian looks up at the high wall.

BASTIAN

I don't know, Auryn, it's mighty steep!

He spits on his palms and takes a deep breath.

BASTIAN

I want to climb this wall!

Auryn shines. The amulet between his lips, Bastian starts the dangerous ascent.

BASTIAN

(murmurs)

Don't look down!

35 EXT. HOROK CASTLE, GATE - NIGHT

Atreyu bows before the Giants and does a pretty good imitation of Bastian's voice.

ATREYU

I am Bastian Balthazar Bux and
I've come not to beg for mercy,
but to give the Master of all
Giants a chance to avoid his own
defeat and enslavement. If he
releases Titan Hynregger, his
miserable life will be spared!

Red and green lights flashing, the Giants are recording and sending.

36 INT. THRONE ROOM - NIGHT

Without the help of holograms, Xayide believes that Bastian is at the gate.

She speaks into an Intercom Creature that mimics her lip movements.

XAYIDE

I reject his ridiculous offer!

GIANT (O.S.)

He says you'll regret it.

She LAUGHS.

XAYIDE

Xayide has no regrets!

She nods at her contingency of metal Giants.

XAYIDE

Go Giants, go! Your little friend
is waiting!

They run in step out of the throne room.

Her face a grimace, she's lip to lip with the Intercom Creature.

XAYIDE

Let's not waste any time! Make
him wish for his army!

37 EXT. HOROK CASTLE, GATE - NIGHT

The Giants move in on Atreyu. He skillfully backs away.

(CONTINUED)

37 CONTINUED:

ATREYU

Keep your iron paws off me, or
I'll call my troops!

Pretending he has the magic amulet, Atreyu shouts at the top of his lungs.

ATREYU

I wish for a thousand warriors!
I wish for cannons and horses!

As clumsy Giant arms reach for him, he drops, rolls, and runs in the direction of the jungle, then zigzags back to the niche.

38 EXT. HOROK CASTLE, WALL

Cumbersome Sikanda dangling by his side, Bastian keeps scaling the steep wall. Suddenly, a jutting stone crumbles away, leaving him hanging by one hand.

BASTIAN

Don't look down.

He pulls himself up by one arm!

39 EXT. HOROK CASTLE, NICHE - NIGHT

Atreyu opens the backpacks and lets out an army of tiny WHAM-BOS. They are Snails with gramophone speakers instead of heads, Walking Volcanos and Scurrying Caterpillars. Each has a pin stuck in its back.

Moving cautiously, he distributes them in a circle around the castle and pulls the pins as if activating grenades.

Instantly, the Volcanos spit fire, the Caterpillars make dust, and the Snails the SOUND of a hundred charging HORSES' HOOFS, WAR CRIES, and RIFLE SHOTS.

One Snail SINGS a silly tune, and Atreyu quickly pushes the pin back in.

40 INT. THRONE ROOM - NIGHT

Gleefully, Xayide listens to the SOUNDS of battle.

XAYIDE

Now we're cooking! Warfare and coronations gobble up more wishes than anything else!

(CONTINUED)

40 CONTINUED:

But as much as she stares at the memory machine, not a single ball drops in!

XAYIDE

I don't understand! Is it jammed?

She angrily shakes it. Sweat forms on Ilwan's forehead.

ILWAN

I don't know...

41 EXT. HOROK CASTLE, ROOF - NIGHT

With one last pull, Bastian hoists himself atop the tower. He's trembling and out of breath. Peering down the endlessly steep wall, he wipes the sweat off his forehead.

BASTIAN

Oh boy, I hope I'll never have to do that again for any story in the world!

He pries open the skylight and slips inside.

42 INT. HOROK CASTLE, HALLWAYS - NIGHT

Bastian comes to a narrow winding staircase and starts down. Reaching the floor below, he encounters two Giants standing at a window. Oblivious to the intruder, they are watching the excitement outside.

Bastian sneaks a look at Atreyu's 'battle'. It's his turn to be impressed.

On he goes, through passages and corridors until the walls become moist and musty, the stairs narrow, and Hynregger's WALLS are heard.

Just outside the dungeon, a Giant stands, legs apart, filling the whole width of the hallway. Bastian checks the space between the monster's legs. Just as he dives through, the Giant takes a step. Quickly pulling in his legs, Bastian escapes being squashed.

BASTIAN

Have a nice day!

GIANT

You too!

Bastian collects himself and pushes a SQUEAKY heavy door open.

(CONTINUED)

42 CONTINUED:

Hanging by his wrists over a bottomless pit, Hynregger is a miserable sight. He comes alive, seeing Bastian.

HYNREGGER

You! It's all your fault!

BASTIAN

Right, but now I'm risking my life to save you!

HYNREGGER

You are?

The long iron chain he's hanging on is connected to a winch, and the winch is fastened with a padlock. Bastian tries to move it, but it won't budge.

HYNREGGER

Cut the chain!

BASTIAN

Do you want to fall into the bottomless pit?

Hynregger looks at the pit, suddenly terrified.

HYNREGGER

Uhhh, I hadn't noticed! Make that sword of yours do something useful for a change.

Bastian looks at the sheath.

BASTIAN

I can't force it.

HYNREGGER

That's the trouble with magic swords. When you need them, they go on strike.

43 EXT. HOROK CASTLE - NIGHT

Atreyu has created the illusion of a righteous battle. More and more Giants spill out of the main gate, stupidly push and shove and run after different Wham-Bo effects.

In the smoke and confusion, Atreyu sneaks inside.

44 INT. THRONE ROOM - NIGHT

Still no memory balls! Xayide closes her eyes and concentrates on the SOUNDS.

XAYIDE
How stupid of me! They're using
Wham-Bos!

She SHOUTS at Ilwan who fearfully backs off.

XAYIDE
So where is he? Somebody in this
castle find Bastian! Make him
wish!

45 INT. DUNGEON - NIGHT

Bastian stands on a brick taking a key from a hollow space in the wall.

BASTIAN
Giants are like people, they like
things handy.

The SOUND of approaching Giants. Hynregger anxiously RATTLES his chains.

HYNREGGER
Hurry, Life-saver!

BASTIAN
Hurry! You could've told me about
the key!

HYNREGGER
That wouldn't have been dangerous
enough. Quickly! Here they come!

The FOOTSTEPS are near!

Hands flying, Bastian opens the padlock, removes it from the winch and unwinds it until Hynregger jumps to safety. Bastian quickly unties his wrists.

Several Giants burst through the door, draw ragged-edged swords and rush Bastian and Hynregger.

BASTIAN
Get one of their swords!

Bastian is balanced on the edge of the bottomless pit. One hit from a Giant and he'll fall to his death!

(CONTINUED)

45

CONTINUED:

Sikanda shoots out of its sheath, and does a heroic job.

One after another, the attackers are slain or go tumbling into the pit.

One Giant escapes.

Hynregger collects an arsenal of swords.

When there's no Giant left, Bastian hurls himself away from the pit.

BASTIAN

I don't believe what we just did!

Junked Giants lie about like cracked shells.

BASTIAN

Look, they're empty!

Bastian scrambles to his feet next to one of them and investigates.

HYNREGGER

That's creepy. Let's get out of here!

BASTIAN

There's a master control somewhere. Let's find it and zap these freaks right now!

46 INT. HOROK CASTLE, THRONE ROOM - NIGHT

The Giant who managed to escape, reports to Xayide.

GIANT

Sword of fire. No way make good fight. I run.

XAYIDE

Sword of fire? The Earthling has Sikanda!

Xayide personally tears off the messenger's head.

XAYIDE

Why wasn't I informed? Auryn costs memories, but the darn sword's for free!

(CONTINUED)

46

CONTINUED:

She hurls the head to the other end of the hall -- and collects herself.

XAYIDE

Fortunately, Giants and swords
aren't everything!

47

EXT. EDGE OF THE JUNGLE - NIGHT

Bored, Nimble sits in Freeairy, his feet propped up.

Falkor SNORES.

Suddenly, several Giants sneak out of the jungle and deposit a shiny, aluminum mobile home. Nimble hops out and approaches them. He turns the metal part of his body towards them, and opens slits for eyes, nose and mouth in his black face.

NIMBLE

What's up, Brother?

GIANT

It's a secret.

NIMBLE

C'mon, I told you the other night
about the kidnapping! You owe
me!

GIANT

Can't say nothing. Take this for
troubles.

The Giant lifts one leg, and a memory ball falls out. Nimble instantly sweeps it up with his feathers.

Falkor briefly opens one sleepy eye.

NIMBLE

Hmmm, just what a man needs when
the night is long in Fantasia.

The Giants vanish back into the jungle and Nimble gets comfortable in Freeairy. He fingers the memory ball like a precious gem. Then, using his round face for the purpose, he swallows it and quickly covers his mouth with his feathers, to muffle the sound of Bastian's small boy voice.

(CONTINUED)

47 CONTINUED:

BASTIAN (V.O.)

Jasmin was my girlfriend in kindergarden. She had peachy skin and dimples and long, long eye lashes and the most beautiful laugh. One day I took a necklace from my mommie and gave it to her as a present and asked her to marry me. After that it was all over between us, and I got into a lot of trouble with my mommie, 'cause she saw Jasmin's mommie wearing the necklace. That's why I don't like girls.

Blissfully, Nimbly closes his eyes.

NIMBLY

Oh, I don't know, Earthling, I'd sure like to have some Jasmin.

48 INT. HOROK CASTLE, HALLWAY - NIGHT

Tense and guarded, Bastian and Hynregger make their way down a wide corridor. All is quiet except for the eerie ECHO of their own footsteps.

HYNREGGER

It's too quiet. There should be Giants everywhere!

BASTIAN

We killed a lot of them.

HYNREGGER

Not enough!

Suddenly, they see a shadow. ROARING, Hynregger goes for it. Elegantly, the shadow side-steps him, and Hynregger runs into a wall with a loud BANG. He falls flat on his back and is out.

Atreyu rounds the corner. Bastian can't help LAUGHING.

ATREYU

We saved Hynregger all right!

BASTIAN

We're quite a team, huh?

Congratulatory, the boys slap each other's shoulders.

Hynregger comes to, rubbing his head.

(CONTINUED)

48 CONTINUED:

ATREYU

Let's go!

BASTIAN

Not yet!

Hynregger wrinkles his nose.

HYNREGGER

I smell Dragon Smerg!

Brown smoke seeps from the space underneath a double door straight ahead.

BASTIAN

Dragon Smerg? He shouldn't be here!

HYNREGGER

We were captured together. You see, I had my hands around his neck, my legs were pinning down his tail...

BASTIAN

Try again!

He throws open the double door.

49 INT. THRONE ROOM - DAWN

With the first rays of day light, Bastian, Atreyu and Hynregger enter. Out of semi darkness and smoke, the yellow eyes of Dragon Smerg glower at them and then, as Bastian slowly proceeds into the room, the red and green eyes of Xayide.

Hynregger and the Dragon stare each other down. Atreyu takes care of Bastian's cover, while Bastian has only eyes for the beautiful sorceress.

Languidly posed on a chaise, black gloved fingers twirling a string of pearls, she is quite aware of the effect she has on the boy.

Bastian straightens and tries to appear older. His lips barely move, Auryn shines and instantly hangs from a gaudy gold chain! Gone is the simple leather thong...

Rising slowly, exposing her beautiful curves and shapes, Xayide speaks with a voice smooth as velvet.

(CONTINUED)

49 CONTINUED:

XAYIDE

My lord, I am Xayide, the Master
of all Giants...

BASTIAN

You?

In one elegant motion, she glides to the ground in front of him.

XAYIDE

No one in Fantasia can withstand
you, you're mightier than the
mighty and more dangerous than
all of my Giants.

Xayide looks up, hypnotizing Bastian with her eyes.

XAYIDE

If you wish to take your revenge
on me for being too ignorant to
recognize your greatness, trample
me. I have earned your wrath.

With a dramatic gesture, she lowers her head again, ready to
be decapitated.

Smitten, Bastian looks down at her. His voice CRACKS.

BASTIAN

Trample you?

Coyly she raises her head.

XAYIDE

But if you wish to demonstrate
your far-famed magnanimity, suffer
me to become your slave, who
swears to obey you body and soul.
I repent of the harm I tried to
do you and beg your mercy.

Bastian clears his throat and musters all of his authority.

BASTIAN

Will you obey me unconditionally
and without argument?

XAYIDE

I will, my master.

BASTIAN

Arise, Xayide!

(CONTINUED)

49 CONTINUED: (2)

She does and nods for one of her Giants to serve champagne. Xayide takes two glasses and hands one to Bastian.

XAYIDE

You will see, there is nothing we cannot accomplish, if we combine my knowledge and your power. Cheers!

They drink.

At a loss of how to deal with this unexpected development, Bastian clears his throat.

BASTIAN

Very well.

Dumb-founded, Atreyu tries to understand what's going on.

ATREYU

Bastian...

Bastian silences him with a snappy gesture. Resuming an authoritative tone, he addresses Xayide.

BASTIAN

You will leave this castle as our prisoner and go to the Ivory Tower where the Childlike Empress will decide your fate.

For a fraction of a second, every being in the throne room QUIVERS as Xayide's eyes glow with a nasty sparkle. Veiling them with her long lashes, she manages a ravishing smile.

XAYIDE

I am yours to command, my lord and master.

BASTIAN

Call me Bastian.

50 INT. VANCOUVER, POLICE PRECINCT - DAY

BARNEY

Bastian!...Bastian's Adventures in Fantasia...

The Neverending Story on his lap, Barney sits on an uncomfortable wooden bench amidst other waiting parents. He looks at them apologetically for having read aloud -- then goes back to the book.

(CONTINUED)

50 CONTINUED:

BARNEY (V.O.)

The book in Mr. Coreander's store seemed to have magnetic power. Bastian Balthazar Bux had a vague feeling...

POLICE OFFICER (O.S.)

(to parents)

Richard Smith, yellow windbreaker, freckles, fourteen years old...

MRS. SMITH shoots from her seat next to Barney.

MR. SMITH

That's my son!

POLICE OFFICER (O.S.)

They picked him up trying to steal a wrist watch.

MR. SMITH

But he has a wrist watch...

Barney goes on reading.

BARNEY (V.O.)

...had a vague feeling that touching the book had started something irrevocable...The Neverending Story. A story that never ended! He had to have it at any price.

Barney jumps up.

BARNEY

God, what price is he paying? Officer!

POLICE OFFICER

Can't you see, I'm busy!

Barney storms behind the counter.

BARNEY

Officer! You've got to do something right now!

The Officer still doesn't respond. Barney pushes past Mrs. Smith who's on the phone, TALKING to her son. He SLAMS the book on the Officer's desk.

(CONTINUED)

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50 CONTINUED: (2)

BARNEY

I found an important lead!

POLICE OFFICER

Please...one at a time.

Barney tries to sound reasonable.

BARNEY

There's a nice old man who runs a book store. My son's name is in this book! And this book was on my son's bed after he...vanished.

He pokes at The Neverending Story.

POLICE OFFICER

So?

Several officers and secretaries assemble around them and exchange amused glances.

BARNEY

He makes children believe in some place called Fantasia. Maybe he publishes their diaries, so they feel important, then he kidnaps them, sells them! Right now, he's using every minute you sit here, to cover up!

Barney points to the emblem on the cover.

BARNEY

It could be a cult, something to do with snakes!

Weary, the Police Officer taps his pencil on the desk.

BARNEY

You don't believe me, do you?

Barney picks up the book.

POLICE OFFICER

Your kid got himself into some kind of trouble, just like this lady's boy.

He points to the Mrs. Smith who nods. Barney can't help smiling.

(CONTINUED)

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50 CONTINUED: (3)

BARNEY

My kid doesn't get into trouble,
my kid creates it!

Dejected, he walks to the door, opens it and turns back, giving the Police Officer a heart-wrenching look.

BARNEY

Will someone please come with me
and check out the book store?

The Police Officer motions at his colleague.

POLICE OFFICER

For heaven's sake, run it down,
Mary.

MARY, a tough young police woman gets up and follows Barney, grimacing at her colleagues. After they've left, the Officer turns to Mrs. Smith.

POLICE OFFICER

If the kid's as whacko as daddy,
he probably is in La-La land!

51 EXT. HOROK CASTLE - DAY

Closely supervised by Hynregger, Dragon Smerg's cage is carried by six Giants.

Then Xayide, Bastian, Atreyu and Ilwan leave the castle, followed by several more Giants, marching in step.

With a simple gesture, Xayide makes the jungle vanish, and there is Nimbley waiting with Freeairy, and Falkor, a curious expression on his face.

Nimbley jumps out and bows deferentially.

NIMBLEY

My Lord! Mistress of Horok
Castle!

FALKOR

Congratulations!

Bastian speaks in his new manly tone.

BASTIAN

Thank you, Luckdragon Falkor.
Thank you, Nimbley.

(CONTINUED)

== Script Fly.com ==

51 CONTINUED:

Falkor exchanges a quick glance with Atreyu who shrugs helplessly.

BASTIAN

We will now travel to the Ivory Tower to present our prisoner. To get there as quickly as possible, I suggest Atreyu takes Freeairy...

Atreyu nods "yes".

BASTIAN

...and Xayide and I will ride on you, Falkor.

The Luckdragon's neck hair rises.

FALKOR

I will not carry that woman!

Politely, Xayide looks the other way. Bastian signals to Falkor to be nice. But Falkor shakes his head.

BASTIAN

Oh yes you will!

FALKOR

No way!

Bastian hisses at him.

BASTIAN

I command it!

Xayide takes Bastian's arm.

XAYIDE

Please, my lord. I don't want to be the reason for any aggravation.

Xayide points to the aluminum trailer that was brought out earlier.

XAYIDE

My Xobile will do just fine.

Bastian is intrigued.

BASTIAN

All right, we'll ride in that.

(CONTINUED)

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51 CONTINUED: (2)

FALKOR

May I have a word with you and
Atreyu in private?

BASTIAN

(impatient)

Briefly, yes.

The three move aside.

BASTIAN

What's your problem?

FALKOR

The carriage was brought out hours
ago.

ATREYU

Do you think she knew in advance
we would conquer her and take her
to the Ivory Tower?

FALKOR

It appears to be the case.

BASTIAN

It's quite obvious what happened!
She prepared an escape, but we
prevented it.

ATREYU

What if she has planned this whole
thing, Bastian, and let us win
on purpose? Didn't everything
go just a bit too smoothly?

Bastian fumes.

BASTIAN

It went smoothly because I planned
it that way! Why would she
possibly want to lose?

ATREYU

I don't know...

BASTIAN

She's my slave! I'll keep a tight
reign on her.

FALKOR

And keep a tight reign on Auryn.
She has long fingers...

(CONTINUED)

== Script Fly.com ==

51 CONTINUED: (3)

BASTIAN

Stop treating me like a stupid
little boy, Falkor!

ATREYU

We're all in this together,
Bastian...

BASTIAN

Together? You didn't want to
accept Xayide's challenge in the
first place! You would've left
Hynregger dangling over some
bottomless pit!

Bastian feels Xayide's gazing eyes. Something make him push
on.

BASTIAN

You know what I think? I think
you're jealous because I have
Auryn! You've been jealous from
the moment I showed you what it
can do! It's not my fault you
can't read!

He turns to Falkor, for a moment at a loss for words.

BASTIAN

And it's not my fault you've never
seen the Childlike Empress!

Bastian marches off towards the Xobile where Xayide is waiting,
the door open, a red carpet rolled out.

Falkor's eyes turn moist. Atreyu is speechless.

52 EXT. VANCOUVER, BOOK STORE - DAY

Hands cupped around their eyes, Barney and Mary peer through
the window into the book store.

Inside, it's empty, except for a trash can, cardboard boxes,
paper and assorted carpentry tools.

BARNEY

This is one sophisticated outfit!
I'm telling you, this morning the
place was filled with books, wall
to wall, floor to ceiling.

(CONTINUED)

52 CONTINUED:

MARY

The book store isn't listed, and 'Mr. Coreander' isn't anywhere in the system. Are you sure this is the right address?

BARNEY

I'm not the type to imagine things, believe you me! I'm an engineer, I know what I see when...I...

His voice trails off. Mary looks at him with pity.

MARY

We'll do what we can, Mr. Bux, but you better go home now and get some rest. Can I give you a lift?

Barney shakes his head "no", and she drives off.

Frustrated and desperate, Barney grabs the brass door knob and RATTLES the door once more. Even the writing on the glass is gone.

Suddenly, he stops and stares down at his hands. Embossed in the brass, are two intertwined snakes!

53 EXT. COUNTRYSIDE - DAY

Bastian and his companions have grown into a veritable procession. Steering Freeairy, Ilwan is at the head.

Hynregger walks next to the Dragon's cage.

HYNREGGER

Where's the Princess huh? Don't look at me like that! I'm gonna get you good!

Smerg HISSES furiously.

The Xobile is followed by a crazy mix of FANS, some traveling in covered wagons, some riding trick bikes, some rolling in barrels, some bouncing along like balls.

Nimbly is busy organizing them.

(CONTINUED)

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53 CONTINUED:

FANS (AD LIBS)

When can we see him? Will he wish for a new tree-house for me? My roof leaks all the time. What time is his next story telling session?

NIMBLY

I'll talk to him, I promise. Just be patient! In time he'll fulfill all your requests!

Listlessly, Falkor and Atreyu bring up the rear of the procession.

54 INT. XOBILE - DAY

Resting on velvet cushions inside the luxurious carriage, Xayide offers Bastian a puff from a water pipe. Her long lashes bat at him atop the stem she's holding.

BASTIAN

Thank you, I don't smoke.

He is now a little man, trying to make up for it with forced manliness. His boots have high heels, and he wears a Las Vegas type shirt and pants that go well with the gold chain around his neck.

BASTIAN

I think Atreyu should apologize, he and Falkor.

He's in a brooding mood.

XAYIDE

Oh, I agree, absolutely. They've treated you with disrespect. They don't understand your great power like I do.

BASTIAN

I would forgive them, of course.

XAYIDE

Like you forgave me? To show my gratitude, may I offer you a present?

BASTIAN

A present?

(CONTINUED)

== Script Fly.com ==

54 CONTINUED:

For a moment, he is filled with child-like curiosity and watches Xayide rummage under her cushions and retrieve a richly ornamented case. She opens it and takes out a belt with chain links, each link as well as the clasp made of clear glass.

XAYIDE

This is a belt that makes its wearer invisible. If you want it to belong to you, my lord, you must give it a name.

She hands Bastian the belt.

BASTIAN

The belt Ghemmal.

XAYIDE

Would you like to try it on, see how it fits?

BASTIAN

All right.

He gets up, puts on the belt, and instantly vanishes from sight. Panicked, Bastian cries out.

BASTIAN (V.O.)

Help!!!

XAYIDE

What's the matter?

BASTIAN (V.O.)

I can't see myself. I can't see the belt. What if I can't take it off again?

XAYIDE

It takes a bit of practice. Let me help you.

She skillfully reaches for Bastian's midpoint. There's the SOUND of a BUCKLE being SNAPPED OPEN, and Bastian is visible again. He's quite pale, but immediately pulls himself together.

BASTIAN

Thank you, Xayide, I accept your present.

XAYIDE

Now you're safe from harm, and that means more to me than you can imagine.

(CONTINUED)

54 CONTINUED: (2)

Bastian lets the chains of the belt glide through his fingers.

BASTIAN
What sort of harm?

XAYIDE
The danger is inside you, and
that's why it's hard to protect
you against it.

BASTIAN
Inside me?

Xayide continues haltingly, as if searching for words.

XAYIDE
You see, a wise person stands
above things, he neither loves
nor hates, but you my lord, you're
still bound by friendship, you
care for someone in spite of all
the hate and jealousy he harbors.

BASTIAN
Say his name!

Xayide spits it out, briefly betraying her true emotions.

XAYIDE
Atreyu, that rude, arrogant little
savage!

Bastian jumps to his feet.

BASTIAN
Prove it!

XAYIDE
My knowledge is not the kind that
can be proven!

BASTIAN
Then keep it to yourself and don't
badmouth the truest, bravest
warrior in all Fantasia!

With that he pushes the door open, forcing the Xobile to a halt.

XAYIDE
My Lord, I wish I hadn't spoken...

Bastian jumps outside, SLAMMING the door.

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55 EXT. CARAVAN - DAY

Bastian pushes his way through the crowd.

FANS (AD-LIBS)

Earthling, sign my leaf! Here,
sign my wing! Look at my stupid
pointed ears, I want ears like
Falkor! I want a name! Can I
have a part in a story?

BASTIAN

(to Nimbley)

Didn't you promise me crowd
control?

NIMBLEY

I'm trying my lord, I'm trying,
but look at his ears, they are
truly disastrous, and you could
help so easily.

Bastian motions for Ilwan to move over and gets into Freeairy.

He casts a brief look at the creature, Auryn shines, and there's
a pair of huge elephant ears. Uncertain, the creature touches
his new ears. The Fans APPLAUD furiously, and the creature
seems reconciled.

Nimbley quickly hops into the back seat.

NIMBLEY

Didn't that make you feel good?

56 INT. XOBILE - DAY

Xayide moves a silk curtain and reveals the memory machine.
Slowly but surely, another ball drops into the container. It's
nearly full.

57 INT. FREEAIRY, DRIVING - DAY

In the rearview mirror, Bastian can see Atreyu and Falkor.
Manly, he suppresses his desire to be with them.

58 EXT. CARAVAN - DAY

With longing, Atreyu looks at Freeairy.

ATREYU

I think Bastian's forgotten we're
here.

(CONTINUED)

== Script Fly.com ==

58 CONTINUED:

FALKOR

He's forgetting a lot of things!

59 EXT. MOUNTAIN PASS - DUSK

As the caravan reaches a mountain pass, the elegant slender shapes and forms of the city-state of the Ivory Tower spread out before them. The Magnolia Blossom at the top is mysteriously enshrouded by a pink veil of clouds.

60 INT. FREEAIRY - DUSK

The sight of the Ivory Tower fills Bastian with excitement.

BASTIAN

I wonder if the Childlike Empress is preparing for my arrival.

NIMBLY

She must be, my lord.

BASTIAN

Can you imagine her face, when I present Xayide as my prisoner?

NIMBLY

Frankly, I can imagine Xayide's face a lot better.

BASTIAN

The Childlike Empress should receive me as her equal! Do you think she'll let me live in the Magnolia Blossom?

ILWAN

Watch out, pot hole!

To Ilwan's dismay, the Freeairy bounces into the pot hole. Bastian doesn't pay any attention.

BASTIAN

Nimbly, run ahead and announce our arrival!

61 INT. VANCOUVER, BATHROOM ROOM - DUSK

Barney splashes cold water on his face and combs his hair. Desperate to find another clue, he walks to his son's room.

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62 INT. VANCOUVER, BASTIAN'S ROOM - DUSK

Barney scans the walls papered over with posters and the shelves filled with books. "Treasure Island", "Moby Dick", "Lord of the Rings", "Tarzan".

BARNEY

He's read all this? Amazing little fellow.

Barney sits down on the bed. The Neverending Story lies on Bastian's pillow. Something forces Barney to open it. He starts reading once again. Tired and confused, he is ready for The Neverending Story...

BARNEY (V.O.)

Bastian remembered that his father had often played with him in the past. He had even told him stories. No longer.

As the wintry daylight dims outside, Barney turns and switches on the lamp on the night table. For a long moment, he gazes at the family photograph.

BARNEY (V.O.)

Bastian knew his father was sad. He himself had cried for many nights after his mother had died, but little by little his sadness passed. Why didn't his father ever speak to him? Not about his mother, not about important things, but just for the sake of talking to each other?

His eyes glaze over. Barney sees more than the pages of the book.

63 EXT. TENT - NIGHT

Bastian paces underneath a thatched roof attached to the Xobile. Doing her nails, Xayide keeps him company.

Ilwan and Hynregger stand guard.

XAYIDE

Settle down, my lord, you make me nervous.

But she is quite nervous herself.

BASTIAN

What's taking Nimbly so long?

(CONTINUED)

== Script Fly.com ==

63 CONTINUED:

ILWAN

Tell us a story...

Bastian keeps pacing.

BASTIAN

Not now, my thinking's kind'a foggy...

Ilwan winks at Xayide. As she winks back, she ruins a nail.

XAYIDE

Shucks!

XAYIDE

My lord, wish something cute for my nail.

Auryn shines, and a tiny red rose appears on her nail.

XAYIDE

Oh, thank you! How lovely.

From inside the Xobile, the soft PLOP of a memory ball can be heard.

GASPING for air, Nimble comes running. Bastian bolts towards him.

BASTIAN

Did you see her? What did she say? Was she well?

Many of the camp followers start gathering.

NIMBLY

Well, how can I say it? The Childlike Empress is not in the Ivory Tower. Rumor has it, she left weeks ago. No one knows where she is.

Xayide can hardly hide her glee. Bastian grabs Nimble.

BASTIAN

You have feathers! Didn't you fly into the Magnolia Blossom? That's where she stays!

(CONTINUED)

63 CONTINUED: (2)

NIMBLY

The blossom was closed and dark,
my lord. Everybody knows that
wherever the Childlike Empress
is, there is light. So if there's
darkness, she's not around.

Bastian drops him. Skillfully, Nimble rolls over in the dust.
It takes all of Bastian's strength not to cry with
disappointment.

BASTIAN

Dismissed! Everybody!

Only Xayide stays by his side.

BASTIAN

Why does she humiliate me like
this?

XAYIDE

She isn't doing that at all, on
the contrary.

BASTIAN

What do you mean?

XAYIDE

The Childlike Empress has left
Fantasia for ever, so that you
may crown yourself the Childlike
Emperor and govern in her place.

Bastian's eyes burn with cold fever.

BASTIAN

Get Ghemmal! I want to know what
my friends think.

She quickly hands it to him. Bastian puts it on. Concerned,
Xayide looks after something only she can see...

Nimble scurries close, displaying the black part of his body.

NIMBLY

Don't worry about him, great
Xayide, he's finished.

Jolted, Xayide spins and checks him out.

XAYIDE

Did I make you?

(CONTINUED)

== Script Fly.com ==

63 CONTINUED: (3)

NIMBLY

Indirectly, by inspiring part of my design, but in essence I'm self-made.

Nimbly slowly pirouettes, showing off both sides.

XAYIDE

Bastian's servant!

She's warming up to him.

NIMBLY

I have been since he came to Fantasia, and I have done quite a bit of work on your behalf.

XAYIDE

On my behalf?

Nimbly pulls out a pad.

NIMBLY

Let's start with saving Auryn from an attack by your Giants on the acid lake, getting the Earthling involved with Hynregger, telling your Giants about an imminent attack...

XAYIDE

Impressive, I have to admit. What do you want from me?

NIMBLY

I can see a coronation come up.

XAYIDE

So?

NIMBLY

I get the impression, that this time, your take-over is a sure thing. Any thoughts for your kitchen cabinet yet?

64 EXT. CAMP - NIGHT

Atreyu and Falkor are talking, unaware that an 'invisible' Bastian has joined them.

(CONTINUED)

64 CONTINUED:

ATREYU

I had hoped the Childlike Empress would make an exception for Bastian, that she would see him again...

Bastian sits down near Falkor, as if seeking the Luckdragon's warmth.

FALKOR

The Childlike Empress knows what she's doing.

ATREYU

But Bastian's changed completely. I thought she would change him back. Now, all is lost.

Falkor SIGHS.

FALKOR

I'm a Luckdragon, I never believe that all is lost.

ATREYU

I think it has to do with Auryn and the way he's using it.

Bastian shifts uncomfortably.

FALKOR

Yes, Auryn's many possibilities are confusing him. He's losing himself with every wish...

Before Bastian has time to understand the meaning of Falkor's words, he's alarmed by Atreyu's conclusion.

ATREYU

For his own sake, he shouldn't keep Auryn!

Bastian jumps up.

FALKOR

What do you propose to do?

ATREYU

Take Auryn away from him! By force, if necessary!

Atreyu rises.

(CONTINUED)

== Script Fly.com ==

64 CONTINUED: (2)

Outraged, Bastian glares at him.

Looking the 'invisible' Bastian straight in the face, Atreyu fastens his headband.

ATREYU

I'll have to do it tonight.
Tomorrow might be too late.

Bastian storms off.

65 EXT. TENT - NIGHT

Nimbly cowers on the steps of the Xobile and watches Xayide unbuckle Ghemmal.

Bastian becomes visible again, angry red spots on his face.

BASTIAN

Xayide...

XAYIDE

Your slave is listening.

He motions for Nimbly to beat it.

BASTIAN

At your castle, when I killed the Giants, there was nothing inside their armor. What makes them move?

XAYIDE

My will, my lord. It can control anything that's empty.

BASTIAN

Could I do that?

She smiles seductively.

XAYIDE

My will is nothing compared to yours.

At a SNAP of Xayide's fingers, a row of Giants line up.

Bastian appraises the intimidating creatures and blows himself up to great importance. His voice sounds small.

BASTIAN

Giants, I want you to obey me!

(CONTINUED)

== Script Fly.com ==

65 CONTINUED:

GIANT # 1
Command us, Master of our
Mistress.

BASTIAN
As soon as Atreyu has left his
campsite tonight, take Falkor
prisoner and bring him to me!

GIANT # 1
Master of our Mistress, it shall
be done.

The Giants march off in step.

BASTIAN
(to Xayide)
Put some pillows under the blanket
of my cot, so it looks like...

XAYIDE
I know.

Bastian waves Ilwan and Hynregger close.

BASTIAN
A thief will come to my tent
tonight. It's important that he
doesn't get away. You may ask
other creatures to help you.

HYNREGGER
Help me catch a thief? You must
be joking.

BASTIAN
It's not any thief, it's Atreyu!

HYNREGGER
Atreyu! Finally a worthy
challenge!

Bastian flashes steel at Hynregger and stalks into the night.

66 EXT. EDGE OF CAMP - NIGHT

Gusty winds enshroud the Ivory Tower with dark storm clouds.

Gazing into the bleak night, Bastian leans against a tree.

Suddenly, he is jolted by an image in front of him.

(CONTINUED)

== Script Fly.com ==

66 CONTINUED:

It's his father, sitting on a bed, a book in his lap, his face buried in his hands.

BASTIAN

That's my...that's someone who misses me. Why can't I remember who it is?

Bastian looks distraught.

A noisy RUCKUS coming from the direction of the tent annihilates the image. Bastian's face hardens.

ILWAN (O.S.)

What are you doing here? Thief!
Do you mean harm to our master?

67 EXT. TENT - NIGHT

Bastian arrives to the terrible sight of Ilwan holding Atreyu by his leather shirt. Hynregger has his sword at the warrior's throat.

HYNREGGER

(to Bastian)

Do you want me to finish him off?

As the winds kick up, Bastian squints to keep sand out of his eyes and has to SHOUT against the BLAST.

BASTIAN

Put down your sword, Hynregger!

Escorted by several Giants, Falkor arrives.

GIANT # 1

He didn't defend himself, Master of my Mistress.

Ilwan lets go of Atreyu.

ILWAN

Nor did this one. He knew he was up to no good.

Avoiding his friends' eyes, Bastian announces his verdict.

BASTIAN

I will spare your lives, but I herewith banish you forever. You're not my friends, you're traitors! Go away!

(CONTINUED)

== Script Fly.com ==

67 CONTINUED:

With a face of stone, Atreyu climbs on Falkor's back, and they take off into the starless night. Despite the gale, Falkor soon vanishes in the distance.

68 EXT. IVORY TOWER - DAY

On every roof and battlement stand elves with gleaming trumpets, BLARING away at the top of their lungs.

CRIERS

The Earthling Bastian and
beautiful Xayide honor our city!
Long live the Earthling!

Bastian can hardly wish for a more festive reception, as he rides into town in Freeairy, Xayide by his side. She's wearing outrageous sun glasses.

Slowly, they make their way through a teeming crowd along a high street which winds in an ever-narrowing spiral up the conical tower, ending by the great gate that leads to the Magnolia Pavilion.

Xayide's Giants have multiplied into hundreds, marching in step behind Freeairy.

Bastian stops at the gate. Determined, and with a hint of hope, he stares up at the tightly closed Magnolia Pavilion.

BASTIAN

I want to enter the blossom!
(whispers)
I want to see the Childlike
Empress!

Auryn doesn't shine!

Unaware, that the amulet won't support him, Bastian climbs the immaculate ivory steps. They soon give way to a stretch so steep and smooth, that he keeps sliding down. Xayide calls out.

XAYIDE

Don't hurt yourself my lord!
We'll do fine moving into the
palace. Leave the Magnolia alone!
There's nothing in there anyway.

Angry, sad and embarrassed before his subjects, Bastian gives up.

(CONTINUED)

== Script Fly.com ==

68 CONTINUED:

BASTIAN

Bring workmen! Cut steps! I'll
get up there!

Auryn shines, and instantly, Bastian is surrounded by Work
Creatures, chiseling away. But their chisels break, their
hammers fall down, and they themselves slip and slide, unable
to hold on to the smooth surface.

BASTIAN

Giants! Arrest those who disobey
my orders!

The Giants efficiently sweep up the Work Creatures, dangling
them over the steep precipice, surrounding the tower.

WORK CREATURES (AD LIBS)

Earthling, have mercy, we'll try
harder, have mercy!

Xayide leads Bastian away from the cruel scene.

XAYIDE

Let's set a time for the
coronation. What will you wear?

BASTIAN

I want a uniform. You know the
kind.

XAYIDE

I do indeed.

Frustrated, Bastian studies the closed Magnolia once again. His
face sinister, he turns away, overlooking the expanse of
Fantasia.

BASTIAN

I want the coronation tomorrow!
Send messengers! I want all
subjects to bow before me. I want
everybody to want what I want!

69 EXT. SILVER CITY, PIAZZA - DAY

The beautiful piazza is packed with boisterous Giants, not a
Fantasian is in sight.

70 INT. CAVE OF SECRET PLOTS - DAY

The Emissaries, including Atreyu and Falkor, are in council, passing a parchment.

INSTRUMENT CREATURE

There's always lots of music at coronations. So why not attend?

Pacing impatiently, Atreyu shakes his head.

CAIRON

Maybe the Earthling will change Xayide to the better.

FALKOR

Even I have my doubts.

Atreyu climbs on a stone seat.

ATREYU

Attend Bastian's coronation? Yes, as warriors!

There's a HUSH.

71 EXT. IVORY TOWER - DAY

With the pompous BLAST of CANNON and FANFARE, Bastian steps onto a terrace where a mirrored throne awaits him. He wears a garish opera style general's uniform. Xayide follows, barely one step behind.

Bastian takes his time shaking hands and benevolently waving at his Fans and Subjects who stand several rows deep around the Ivory Tower.

Hynregger, Ilwan, and a delegation of Giants come forward to do his bidding.

The Giants' curtsies have improved, and Xayide silently claps her hands in praise for every one of them.

Bastian has reached the throne. Very dignified, he takes his seat.

To rousing MUSIC and CRIES of JUBILATION, a Giant, dressed in a purple cape, presents an ornate crown on a sumptuous purple pillow.

Xayide strides over to the Giant to conduct the coronation. HEARING a COMMOTION among the subjects below, she halts. With burning eyes, she angrily reels around.

(CONTINUED)

71 CONTINUED:

The disturbance is caused by Nimbley, hopping, fluttering and pushing through the crowd. Totally out of breath, he somersaults across the terrace. Bastian leaps up.

BASTIAN

How dare you interrupt my coronation?

The MUSIC STOPS, and there's a deadly silence. Nimbley is seriously flustered for a change.

NIMBLEY

War, my lord! War!

Bastian turns pale, and even Xayide shows surprise.

But Hynregger's face lights up.

HYNREGGER

War? War. War!

He victoriously throws up his arms.

Xayide instantly adjusts to the turn of events. A brief motion of her left hand, and the metallic voices of the Giants chime in.

GIANTS

War! War! War!

Imitating Hynregger, all the Giants throw up their arms. After a moment's hesitation, the Subjects and Fans do the same.

BASTIAN

Quiet!

(to Nimbley)

Who started this war?

NIMBLEY

Atreyu, my lord! He demands that you give up Auryn. Or he'll take it by force.

Xayide utters a PIERCING LAUGH. Bastian hastens to the edge of the terrace.

A cloud of dust is rapidly approaching.

BASTIAN

Stop the coronation! After my victory, no one in all of Fantasia will question my right to be Emperor!

(CONTINUED)

== Script Fly.com ==

71 CONTINUED: (2)

Trembling with greed, Xayide stands behind him, holding the crown.

XAYIDE

Why not do it now, my lord? Why wait? Your subjects will be much better soldiers once you're their rightful master.

Determined, Bastian shakes his head.

XAYIDE

I put so much work into this...the color co-ordination, the flags, the curtsies, the music scores...

BASTIAN

It's not the way I want it!

XAYIDE

My lord! My Giants will cut paper dolls out of Atreyu and his ragtag army. Wars and coronations! That's what I do best. Here!

Again, she lowers the crown. Just as it is about to touch Bastian's head, he angrily pulls away.

BASTIAN

Your Giants? They are my Giants, Xayide! And I will conduct my war!

Bastian stomps off.

Frustrated, Xayide dumps the crown on the purple pillow.

XAYIDE

I think I'm losing my sense of humor!

72 EXT. COUNTRYSIDE - DUSK

Wearing a powerful feather headdress and carrying a war shield, Atreyu leads his army on horseback.

There's several Indian tribes, White Magicians, Falkor, a squadron of Eagles, and the Wham-Bos. Seemingly asleep with their pins pushed in, the tiny creatures rock back and forth in a box, atop an elephant.

(CONTINUED)

72 CONTINUED:

ROCK BITER, whose huge body consists of grey rocks topped by a small face with tiny, friendly eyes, brings up the rear. He carries a linen satchel filled with rocks around his massive body.

73 EXT. IVORY TOWER - DUSK

There's Giants everywhere, their black bodies and sturdy shapes in cruel contrast to the elegant white Ivory Tower.

To the STRAINS of MARCHING MUSIC, Bastian's loyal Subjects and Fans populate the streets and terraces. They carry bayonets, and seem to want nothing more than go to war and die.

Dressed in a combat uniform, Sikanda strapped to his waist, Bastian appears. He looks much older than his age and doesn't move a muscle in his face. His Subjects CHEER THUNDEROUSLY.

Suddenly, a shape approaches and flies across the city at great speed.

Bastian's loyal supporters dive and duck.

Puzzled, Bastian looks up.

It's Falkor, emptying a sack of pollen.

Moments after he's vanished, everybody starts to SNEEZE.

74 EXT. COUNTRYSIDE - DUSK

As Falkor returns from his successful mission, the SOUND of SNEEZING reverberates throughout Fantasia, Atreyu raises his war shield.

ATREYU

It's a good day to die!

He charges, the Eagles fly in formation, and everybody else follows at their own speed.

75 EXT. IVORY TOWER - NIGHT

Under a starless sky, the battle for Auryn unfolds like a Bosh painting.

Eyes glazed over, Bastian stands at his post on the high wall, Nimble by his side. Nimble watches the battle through a pair of binoculars.

(CONTINUED)

== Script Fly.com ==

75 CONTINUED:

The Eagles dive, taking prisoners.

The streets and labyrinthine pathways ECHO SWORD FIGHTS, Rock Biter's STONES being HURLED, and the ANGUISH of creature-to-creature combat.

The Wham-Bos work overtime, providing smoke, fire and battle CRIES that lead the Giants around in circles.

The Giants do much harm by stepping on small critters and clumsily falling atop the enemy.

Hynregger steps up to Bastian and attempts to stand at attention.

BASTIAN
At ease. Report!

Hynregger SNEEZES, his eyes water.

HYNREGGER
We'd be doing much better,
General, if you'd let me get down
and dirty.

BASTIAN
I want you here as my personal
body guard!

Wearing combat chic, Xayide steps up on the other side.

XAYIDE
Your Giants are putting up massive
and brave resistance, my lord.
But if worse comes to worse, we
can let Dragon Smerg loose.

Bastian is pale, withdrawn, out of it.

BASTIAN
Dragon Smerg? Who's he?

HYNREGGER
Don't you remember!?

Xayide quickly interrupts.

XAYIDE
You're exhausted, my lord. Why
don't you lie down and rest?

(CONTINUED)

== Script Fly.com ==

75 CONTINUED: (2)

Bastian doesn't respond. Obsessed, his eyes scan the chaos and eerie shadows beneath the blackened walls of the tower, until he sees what he's looking for, Atreyu, fighting his way towards Bastian's post.

BASTIAN

Atreyu! Show yourself, face me!

XAYIDE

Leave him to me, my lord, I have seven Giants after him.

Xayide has a SNEEZING attack from Falkor's pollen.

XAYIDE

Let's go inside, I've got to conjure up some anti-sneeze.

Hynregger SNEEZES.

HYNREGGER

Please do! By the way, do you have any wine Xayide?

Xayide, Hynregger and Nimble hurry inside the castle.

76 EXT. IVORY TOWER, STREETS - NIGHT

Battling his way down High Street, Atreyu has his eyes fixed firmly on Bastian's post. Nothing can stand in Atreyu's way!

Ilwan commands the seven Giants Xayide has set against the young warrior.

Suddenly, a Giant shies from a Wham-Bo EXPLOSION effect. Stumbling and falling flat on his back, he buries Ilwan beneath him, squashing his turquoise blue chest.

Ilwan MOANS as the Giant scrambles back to his feet, GRINDING Ilwan's chest to little pieces.

Ilwan manages to pull himself into a niche underneath a spiral staircase. With his last strength, he retrieves one of Bastian's memory balls from the folds of his turban. Lovingly he looks at his invention, and swallows it.

(CONTINUED)

== Script Fly.com ==

76 CONTINUED.

BASTIAN (V.O.)

Every night, my mom used to read to me. She said we were all part of a neverending story. I asked her if one was still part of it after one died. When I saw her for the last time, she said one is...

Ilwan dies.

77 EXT. IVORY TOWER, HIGH WALL - NIGHT

Eyes darting nervously, Bastian tries to catch Atreyu's every move as he makes his way up the tower through the fire and the smoke.

Hurling boulders that tear big holes into the tower's blackened walls, Rock Biter covers Atreyu. Suddenly the bombardment stops.

Rock Biter inspects a pretty piece of granite. He speaks with a sweet drawl.

ROCK BITER

Why throw good stones after bad?
I hate ivory, it hurts my gums,
but this...

He takes a BITE.

ROCK BITER

This is soooooo crunchy.

Bastian's caught up watching Rock Biter, and doesn't notice that Atreyu quickly climbs the back side of the terrace.

ATREYU

Give me Auryn, for your sake!

Jolted, Bastian spins.

In the shine of flaring torches, the boys stand face to face.

BASTIAN

Traitor! Have you forgotten what I have done for Fantasia? Kneel and beg forgiveness!

Bastian trembles with hurt pride. Atreyu glowers at him.

(CONTINUED)

== Script Fly.com ==

77 CONTINUED:

ATREYU

You're mad! You owe everything to the Childlike Empress! Now give me Auryn, so I can return it to her!

Bastian's hand shoots towards Sikanda, but the sword does not budge.

BASTIAN

Did she ask you for help? All you want, is to see her again!

Atreyu raises his bow.

ATREYU

That's all you want, isn't it?

BASTIAN

Still jealous?

Atreyu can hardly contain himself. The arrow quivers dangerously.

ATREYU

Give me Auryn!

BASTIAN

Obey me! She wants me to be Emperor!

ATREYU

Who? Your sweetheart Xayide?

Atreyu points the arrow straight at Bastian's heart.

ATREYU

You don't have the right to crown yourself Emperor, and you know it!

Bastian's eyes burn with rage.

BASTIAN

Why don't you go back to your buffaloes, country boy!

ATREYU

Why don't you go back and play hero in the real world, Earthling!

Bastian tears at Sikanda with all his might. Alarmed, Atreyu calls out.

(CONTINUED)

77 CONTINUED: (2)

ATREYU
Don't force Sikanda!

But Bastian manages to tear the sword from its sheath.

BASTIAN
Take Auryn, if you can!

There's the most terrible SOUND as the dark, rusty blade efficiently CRACKS Atreyu's bow and arrow, and strikes the young warrior in the chest.

Stained by Atreyu's blood, Sikanda CRASHES to the ground.

Atreyu's horse WHINNIES and backs towards to the edge of the terrace.

Both hands clutched to his chest, Atreyu faints and slumps over.

Paralyzed, Bastian sees him lose his balance, slide off the horse and plunge over the precipice -- to certain death.

A white flame shoots through the swirling smoke. Falkor catches Atreyu in his fall and carries him away.

Horrified, Bastian runs to the edge and stares after them. He has no way of telling if Atreyu is alive or dead.

Ever so slowly, he turns and stares at Sikanda's blood stained blade. His face softens. Bastian's emotions conquer Xayide's advice!

BASTIAN
Atreyu! Falkor!

He swings himself up on Atreyu's horse, Auryn shines, and like a skilled rider, Bastian charges into the night after his friends.

78 INT. IVORY TOWER - NIGHT

The memory machine stands at the center of one of the castle's exquisite white halls. The container is filled to the brim with room for only one more ball.

Tense, Nimble crouches in front.

Dragon Smerg shifts nervously in his cage.

With shaky hands, one eye on the machine, Xayide concocts anti-sneeze at a marble table.

(CONTINUED)

== Script Fly.com ==

78 CONTINUED:

Oblivious to the tension and a bit drunk, Hynregger tries to flirt with her.

HYNREGGER

If you're dissatisfied with your
Giants, you know...

Preoccupied, Xayide responds.

XAYIDE

Right, your kind of spunk, that's
what I need to teach my Giants.
I can make them move all right,
but I can't get them excited.

Just as Hynregger puts his arm around Xayide's slender waist,
a ball comes rolling in.

NIMBLY

There! The last one! Coming...

HYNREGGER

I'm excited all right!

Xayide drops the concoction, forcefully pulls away and storms
out.

XAYIDE

And so am I!

79 EXT. IVORY TOWER, TERRACE - NIGHT

Xayide dives onto the terrace.

XAYIDE

My lord?

Instantly, she sees Sikanda on the ground.

She bolts to the edge of the wall, peers into the darkness
below, scans the battle field and catches a glimpse of Bastian
as he rides into the labyrinth.

XAYIDE

I don't believe it! Horses!

She closes her eyes, pushes the fingers of her left hand into
the night, so they look like the towers of Horok Castle, and
with a GROAN, several Giants turns into clumsy horses.

(CONTINUED)

79 CONTINUED:

HYNREGGER (O.S.)

What is it, my sweet cactus
flower? Come back in, close the
door.

Xayide opens her eyes, and flings herself onto the biggest of
her creations.

XAYIDE

Giants, Nimibly, follow me!

Nimibly comes running, and several Giants set themselves in
motion.

Hynregger peeks out the door and gawks at the horses.

HYNREGGER

What on earth!

XAYIDE

Come on, big guy! I've got to
hunt down the kid!

80 INT. IVORY TOWER, HALL - NIGHT

Hynregger rushes back into the hall and grabs his scabbard.

Hardly believing his eyes, he sees Smerg's cage opening.

The Dragon and Hynregger lock eyes.

Slowly, somewhat unsteady on his feet, Hynregger pulls his
sword.

HYNREGGER

Remember Princess Oglamar, worm?

Without warning, Smerg HISSES and shoots out of the cage.
Hynregger tumbles away just in time. The drunken swordsman and
the scared Dragon engage in a bizarre dance.

Turning too fast, Hynregger's sword catches the edge of the
marble table and falls. Seeing his chance to flee, Smerg tries
to slither past Hynregger to the door.

Hynregger throws himself on Smerg, entangling him with arms and
legs.

HYNREGGER

This time, I got you good!

(CONTINUED)

== Script Fly.com ==

80 CONTINUED:

Hynregger opens his mouth and takes an awesome bite out of the Dragon's leg. Smerg WHIMPERS and then, like a balloon letting out air, the Dragon shrivels up with a HISS.

Puzzled, Hynregger peels a flabby piece of green yellow rubber off his lips.

HYNREGGER

Hm!!! Now he can't tell me what he's done with my Princess!

81 EXT. LABYRINTH - NIGHT

Bastian gallops through the night. At each of the labyrinthine corners, the image of his injured friend haunts him, over and over.

82 INT. VANCOUVER, BASTIAN'S ROOM - NIGHT

Legs tucked under, Barney squats in the middle of Bastian's bed. Feverishly, he turns another page. He's about half way through the book.

BARNEY (V.O.)

Carrying two bags of grocery, Barney Baxter Bux calls out towards the stairs. Bastian?

He leans back against the head rest.

BARNEY

This is crazy! I'm tired, and I'm going out of my mind. Where is he?

He whispers, his voice filled with anguish.

BARNEY

Bastian where are you?

83 EXT. COUNTRYSIDE - DAY

Steaming and exhausted, Bastian's horse stops at a high earthen wall.

BASTIAN

Come on! I've got to find Atreyu!

The animal gives him a shrewd look and stands there, stubborn like a donkey. Bastian gets off.

(CONTINUED)

== Script Fly.com ==

83 CONTINUED:

BASTIAN

Are you leading me astray to
protect him? Please...I didn't
mean to...do what I did.

Bastian notices the wall.

BASTIAN

Are you trying to tell me, they
are behind this thing? Atreyuuu!

Gingerly, he climbs the earth mound.

From the top of the wall, Bastian marvels at the strangest city he's ever seen or imagined. The houses are topsy-turvy shapes with chimneys, balconies, doors and windows all in the wrong places. The towers slant dangerously, and there are pyramids, standing on their tips and different MUSIC emanates from each structure.

Shaking his head in amazement, Bastian is magically drawn inside.

The horse gallops off.

84 EXT. CITY OF THE OLD EMPERORS - DAY

The streets teem with Earthlings of all ages, from all cultures and historical periods.

Some have waste paper baskets for hats, buckets for shoes and use picture frames for coats. With the attention span of young kittens, they eagerly run towards whatever moves or attracts them.

Bastian approaches a middle-aged Roman who plays a flute, as he does an Indian rope trick.

BASTIAN

Excuse me, what's the name of this
place?

The Roman stops, scratches his head for a while and hands Bastian the rope.

With a sweet smile, a Japanese Geisha takes the rope from Bastian and shows him knot tricks.

BASTIAN

What's going on here?

(CONTINUED)

A MONKEY CREATURE, wearing a white doctor's coat and a measuring tape around the neck, hobbles towards him. He carries a clipboard under his arm.

MONKEY CREATURE

Sorry to have kept you waiting!

BASTIAN

Where am I?

MONKEY CREATURE

You're in the City of the Old Emperors.

The woman keeps on doing knot tricks behind the Monkey Creature's back.

BASTIAN

I don't see any Old Emperors.

MONKEY CREATURE

All these people are Earthlings who tried to be Emperors of Fantasia. Obviously, they didn't succeed.

The woman wraps the rope around her head.

BASTIAN

What are they doing here?

MONKEY CREATURE

At first they didn't want to go back into their world, and now they can't. They'd have to wish for it, but they used their last wish to crown themselves or win some battle...or who knows what.

Bastian is shell-shocked.

BASTIAN

Their last wish?

MONKEY CREATURE

Or their last memory, in the end...

Noticing Auryn around Bastian's neck, the Monkey Creature does a double-take, and for a moment, his voice trails off.

(CONTINUED)

== Script Fly.com ==

84

CONTINUED: (2)

MONKEY CREATURE

...it's all the same. But you
still have Auryn!!!

As if to assure himself, Bastian's hand shoots towards the
amulet.

BASTIAN

I can't lose Auryn...

MONKEY CREATURE

The last memory is of the
Childlike Empress, when that's
gone, so is Auryn!

Bastian needs a moment to grasp the meaning of this.

BASTIAN

And I end up here?

Bastian gapes at a young man who drives nails into soap bubbles.

The Monkey Creature GIGGLES.

MONKEY CREATURE

Compliments of Xayide!

BASTIAN

Xayide!

Confidentially, the Monkey Creatures sidles up to Bastian, takes
his arm and pulls him along.

MONKEY CREATURE

Up to now, the Childlike Empress
always found a way to get her
hands on Auryn before Xayide
could. In your case, however,
everybody has been assured that
Xayide will finally get it!

Bastian halts.

BASTIAN

Atreyu was right! And Falkor too.

85 INT. VANCOUVER, BASTIAN'S ROOM - NIGHT

One hand forming a fist, Barney is totally immersed in the book.

(CONTINUED)

BARNEY (V.O.)

Feeling drained of his own will, Bastian stepped into the Monkey Creature's office. Maybe it was his just punishment for killing Atreyu and delivering Fantasia to Xayide, that he would be lost in the City of the Old Emperors forever.

(murmurs)

Don't buy into it, Bastian!

86 INT. FIELD CLINIC - DAY

The Monkey Creature measures Bastian's head, checks his eyes, the response of his leg.

MONKEY CREATURE

Step up here, please.

Passively, Bastian steps on a scale very much in the style of Xayide's wish collector.

MONKEY CREATURE

Let's see now...

The Monkey Creature doesn't quite know to operate the machine.

MONKEY CREATURE

We just got this thing.

BASTIAN

What does it do?

MONKEY CREATURE

It should tell me how many wishes you have left...

He turns on a switch and raises a glass lever. A small puppet stage lights up, and a mouse charges back and forth.

The Monkey Creature moves a joy stick until he captures the mouse in a trap. A BELL goes off, and cut-outs of numbers "one", "two", and "three" pop up.

MONKEY CREATURE

There you are, three wishes left!

BASTIAN

Three!

Bastian feels dizzy, and holds on to the scale.

(CONTINUED)

BASTIAN

So I...won't be trapped in this loony bin?

MONKEY CREATURE

There's lots of time to figure things out, young man. Let me show you to your hotel.

The Monkey Creature firmly takes Bastian's arm and leads him out of the office.

MONKEY CREATURE

It's free, and there's fresh linen every month.

There's a SNARLING SOUND.

MONKEY CREATURE

The boss, a moment please.

The Monkey Creature WHISPERS into a Xayide-style intercom.

MONKEY CREATURE

Three! Yes ma'am, I'll lock him up, tight and wait for your arrival. He's very weak, no problem.

Bastian stands in the doorway, dazed, confused and lost.

INT. VANCOUVER, BASTIAN'S ROOM - NIGHT

Barney sits as before, but his eyes are closed as if to give his plea magic power.

BARNEY

Please don't leave me too. We'll work things out. Come home, Bastian...

EXT. FIELD CLINIC - DAY

The Monkey Creature tries to pull Bastian with him, but suddenly a surge of energy jolts the boy.

BASTIAN

I can get out of here! Of course I can! I have to! Someone's waiting for me!

(CONTINUED)

Bastian tears himself away and starts running. The Monkey Creature hobbles after him.

MONKEY CREATURE

Hey! Wait! Grab him! Somebody!

Unconcerned, the inhabitants of the City of Old Emperors go about their business.

89 INT. VANCOUVER, BASTIAN'S ROOM - DAY

Barney stares at the book.

BARNEY

Impossible!

90 EXT. EARTH MOUND - DAY

Tumbling down the wall, Bastian sees Xayide's posse bearing down on him.

BASTIAN

Xayide! She's got me!

Bastian hesitates. Trapped, he has no choice.

BASTIAN

I have to use a wish. Auryn, I want to escape from Xayide!

Auryn shines, and a huge cotton tumble weed comes rolling up to him. Bastian dives inside, and instantly, a breeze blows him away...

Riding one of Xayide's creations, Nimble searches the horizon with binoculars. He focuses on the tumble weed.

XAYIDE

Anything unusual?

NIMBLE

For a moment, I thought...no, just a tumble weed.

Nimble drops the glasses.

(CONTINUED)

XAYIDE

In this part of Fantasia? Let's not waste anymore time sight-seeing! I don't know how long the stupid Monkey can keep Bastian locked up!

GRINDING and CLANKING, the posse CHURNS on.

91 EXT. RIVER OF HOPE - DUSK

Exhausted, Bastian scrambles through a thicket of thorny bushes. He can hear the GURGLE of water. Following the sound, he reaches a sparkling brook, falls on his knees and drinks.

His thirst quenched, he rests by the stream.

BASTIAN

Where am I? Where am I going?
What will happen to me?

He looks up at the sky and the first twinkling star and sacrifices a precious wish.

BASTIAN

Atreyu, I want you to live!

Auryn shines.

92 INT. TEPEE, PLAINS - DAY

Covered with sweat, Atreyu's bedded down on soft buffalo skins. A bandage of moss and herbs covers his chest wound. An old woman with gray braids tends to him.

To her surprise, Atreyu suddenly opens his eyes. He's totally lucid.

GRANDMOTHER

Welcome back! I thought I'd lost you!

ATREYU

Am I sick?

He sits up, but feeling a sharp pain, quickly lies down again.

ATREYU

Was I wrong grandmother?

(CONTINUED)

== Script Fly.com ==

92 CONTINUED:

GRANDMOTHER

You did what you had to do. You were both right, and you were both wrong.

ATREYU

What do you think will happen to Bastian?

GRANDMOTHER

The boy's going the way of the wishes, and that way is never straight. Let it be.

His Grandmother straightens the furs.

ATREYU

Even if it kills him? He's in great danger. Help me get on my feet, grandmother! Please!

93 EXT. EDGE OF DESERT OF COLORS - DAY

Under a pounding sun, Nimble kneels on the ground, reading tracks.

XAYIDE

He cheated us, he lead us around in circles!

NIMBLE

I don't think the horse carries anyone.

XAYIDE

You think? I thought you were a spy!

Annoyed, Xayide scans the countryside.

XAYIDE

Mount-up!

Nimble flutters back atop his horse. As they start to trudge on, it goes down with a GROAN. Its hoofs glow like burning coal.

XAYIDE

Don't give me any more trouble, guys! First sand in your joints and now burning feet!

== Script Fly.com ==

94 INT. VANCOUVER, BASTIAN'S ROOM - NIGHT

The quilt wrapped around him, Barney sits on the bed intently reading on.

BARNEY (V.O.)

Rapidly losing his strength, the boy kept climbing one hill after another, swam through rivers and trudged through sand. It was hopeless. He would never find his way out of Fantasia!

Barney shakes his head.

BARNEY

Don't give up, please, don't give up Bastian. You've got a good head on your shoulders, be brilliant!

95 EXT. HILLS - DAY

Exhausted and wind burnt, Bastian puts one aching foot in front of the other, as he walks along a winding path.

Suddenly, there's a familiar SOUND behind him.

Bastian spins.

Hynregger arrives in Freeairy. Skulls and trophies dangle from the added roof, a water tank is tied to the back.

Bastian greets Hynregger, overjoyed.

BASTIAN

Hynregger, you've saved my life!

~~HYNREGGER~~

I have? I thought you were in the life saving business.

BASTIAN

Take me to the border!

HYNREGGER

To the border?

BASTIAN

Of Fantasia!

HYNREGGER

Only humans can go there!

(CONTINUED)

== Script Fly.com ==

95 CONTINUED:

Bastian can't help himself...

BASTIAN

Is that a hero's answer to my challenge?

Hynregger's eyes bulge with anger.

HYNREGGER

You worm...

He picks up Bastian and shakes him roughly back and forth. Without Sikanda, Bastian is totally at his mercy.

HYNREGGER

I've been looking for you all over the place! I killed Dragon Smerg, now where's my Princess?

He shakes him again. Bastian closes his eyes.

BASTIAN

Oh no, the Princess! I totally forgot about her. Xayide knows.

Hynregger dumps Bastian on the shotgun seat.

HYNREGGER

You ask her!

Bastian struggles to escape.

BASTIAN

Not me! Please! If you knew what she's up to! No, don't take me to Xayide!

One hand pinning down Bastian, Hynregger starts Freeairy.

HYNREGGER

Scared of a woman? Are you a hero or a coward?

BASTIAN

Right now, I'm in-between.

96 EXT. TEPEE, PLAINS - NIGHT

Still wearing a bandage, but otherwise in good shape, Atreyu crawls out of his tepee and sneaks past Grandmother who's asleep against a wood back rest.

(CONTINUED)

96 == Script Fly.com ==
CONTINUED:

Falkor is waiting and nods for Atreyu to get on. They take off, as quietly as they can, but the FLAPPING of Falkor's ears stirs the air. With her eyes closed, Grandmother mumbles.

GRANDMOTHER

Good stock, the Little Arrow
People. They'll do anything for
a friend.

97 EXT. DESERT OF COLORS - DAY

Hynregger and Bastian cross the desert.

BASTIAN

What makes you think she's in the
desert?

HYNREGGER

You should know! She loves
emptiness.

A shadow falls over them. Bastian looks up. Xayide and her posse tower over them at the top of a sand dune.

Never mind the heat and travail, Xayide looks ravishing.

XAYIDE

Bastian, darling, I've been
looking all over for you.

BASTIAN

I'm not surprised.

The posse moves down the dune. Bastian gets out of Freeairy.

XAYIDE

I understand you have some trouble
with your memory, I want to help
you.

She slides off her horse. Impatiently, Hynregger leans out of Freeairy.

HYNREGGER

I know I'm an unimportant player
here, but I'd appreciate some help
with his memory too, Xayide. Make
him remember where the Princess
is.

Xayide keeps her eyes on Bastian as she answers.

(CONTINUED)

XAYIDE

Most recently, I saw her in the
claws of a werewolf, that-a-way.

She points somewhere to the north.

HYNREGGER

A werewolf? Ahhh...

Hynregger REVS Freeairy and starts to ride off. But a sudden
thought stops him, and he slides back.

HYNREGGER

Hey, Earthling! Was it really
your wish that I get married?

Bastian nods.

HYNREGGER

Couldn't you sort of leave it open
or something?

BASTIAN

Too late, Hynregger. If you save
the Princess, you're doomed, but
I think you live.

Hynregger nods and takes off with less than his usual panache.
Bastian calls after him.

BASTIAN

Come back, I'll need Freeairy!

XAYIDE

That old lady? I'll get you a
flying saucer, something that
takes you wherever you want to
go...

BASTIAN

You know that it'll cost my last
wish!

Xayide smiles, thrilled.

XAYIDE

Your last wish! Is it down to
that?

Bastian realizes, he's given himself away.

(CONTINUED)

97 == Script Fly.com ==
CONTINUED: (2)

BASTIAN

It's what you've been waiting for,
isn't it?

She purses her lips.

XAYIDE

Who spreads that kind of talk?

Nimbly unloads an object covered with a silk cloth. For a second, Bastian has a glimpse of Nimbly's black side.

BASTIAN

Nimbly! You work for Xayide?

Uneasily, Nimbly steps from one foot to the other.

NIMBLY

Only indirectly, only indirectly.

He smiles, resigned somehow.

NIMBLY

Isn't that's what spies do, work
for the wrong side?

BASTIAN

I hope you have a point there!

Xayide elbows Nimbly to the side. Pulling away the silk cloth, she reveals the memory machine.

XAYIDE

Here, my lord!

Baffled, Bastian marvels at the strange set-up.

XAYIDE

You were rather careless with you
memories, so I collected them for
you.

BASTIAN

That's what my memories look like?

Xayide puts her arms around Bastian's shoulders and caresses his neck.

XAYIDE

A couple of them are missing, I
admit, my Giants ate them.

(CONTINUED)

== Script Fly.com ==

97 CONTINUED: (3)

BASTIAN

What?!

Xayide shrugs, a little girl smile on her face.

XAYIDE

Kiddie stuff, like when you
couldn't go swimming with your
daddy.

BASTIAN

My daddy?

His face lights up.

BASTIAN

My father! He's the one who's
waiting for me across the border!

There's a great SIGH of relief. Shrewdly, Xayide gambles.

XAYIDE

I just gave you the wish to get
home!

Bastian's tempted.

BASTIAN

If I could only trust you...

98 EXT. SKIES OVER FANTASIA

Pushing through puffy violet clouds, Atreyu rides on Falkor,
straining to find Bastian.

ATREYU

We've been flying all night,
Falkor! Where can he be?

FALKOR

I smell the perfume...I smell the
perfume.

Atreyu points to a blinding glare. It's Bastian's memory jar,
reflecting the sun.

ATREYU

There they are!

== Script Fly.com ==
EXT. DESERT OF COLORS - DAY

Xayide shoves Bastian away from her and angrily glowers at him.

XAYIDE
Enough niceties! I've had it with
your shenanigans! Whimper away
your last wish! I want Auryn now!

Falkor swoops out of the sky.

Holding his bow, Atreyu dismounts in a flash.

ATREYU
We'll help you!

XAYIDE
(growls)
I don't believe this!

Bastian bolts towards Atreyu.

BASTIAN
Atreyu, you're alive!!! I was
so worried about you.

ATREYU
You were?

Nimble quickly hands Xayide the glass belt. She puts on Ghemmal
and is instantly 'invisible'.

BASTIAN
Friends?

Before Atreyu can respond, Xayide commands her troops.

XAYIDE (V.O.)
Giants, charge!

Confused, Atreyu spins, and Falkor SNIFFS.

XAYIDE (V.O.)
I'm tired of playing games.
You're outnumbered and
out-witched!

Xayide's voice comes from the right, then the left of Bastian.

ATREYU
Where is she?

BASTIAN
She's wearing the Belt of
Invisibility.

(CONTINUED)

99 == Script Fly.com ==
CONTINUED:

He jumps, her voice is right behind him.

XAYIDE (V.O.)

Very good, my dear! Now my Giants will destroy the arrogant little savage and the outrageous flying puppy! Maybe they deserve your last wish!

An invisible hand pulls Falkor's tail. Annoyed, he SNARLS and whips up the sand.

XAYIDE (V.O.)

This one will rot in my bottomless pit!

The Giants form a tight ring around the friends, and stretch out their tongues to grab them.

Atreyu fires his bow, creasing Nimbley. The spy tumbles, flutters, and somersaults.

XAYIDE (V.O.)

Ah yes, little arrows!

An invisible hand BREAKS Atreyu's supply in half and forcefully knocks him to the ground.

XAYIDE (V.O.)

This one will never ride the Prairie again!

Her voice is directly in front of Bastian's face. He's trembling with fright, but stands his ground.

BASTIAN

I know your Giants are empty Xayide, and...so are you!

Xayide LAUGHS.

XAYIDE (V.O.)

You think you're very clever, don't you?

BASTIAN

It's my will against yours, Xayide! You told me that mine is stronger!

XAYIDE (V.O.)

And you were foolish enough to believe me!

————(CONTINUED)

== Script Fly.com ==

99 CONTINUED: (2)

Bastian doesn't blink an eye. Xayide feels the danger, and her voice quivers.

XAYIDE

It was a lie of course, it was
my will, my power!

BASTIAN

I want you to freeeeeeeze forever!

Sincere and powerful, Bastian's VOICE ECHOES throughout Fantasia.

Auryn glows with a flicker...and fades. Bastian jumps with fright as Xayide turns into a black metal sculpture. Red and green glass eyes glare at him. Her mouth is a black hole. One hand clutches his hair, the other one is barely an inch away from Auryn.

In awe, Atreyu and Falkor seem to freeze too!

Ever so carefully, Bastian disengages himself from the embrace.

Relieved, Falkor and Atreyu break into LAUGHTER. At the silly sight of Xayide and the Giants frozen stupidly in mid-step, and Nimbly, balancing on one foot, wings spread for flight, Bastian can't help joining in.

From far away, FLUTES, GUITARS and DRUMS can be heard.

ATREYU

What I saw just now was a very
brave warrior!

FALKOR

Same here.

Bastian's face lights up with pride. Then a horrible thought strikes him.

He sits down in the sand, sad, exhausted and serious.

FALKOR

What's wrong?

BASTIAN

I just spent my last wish!

ATREYU

For us?

Bastian nods ever so slightly.

(CONTINUED)

BASTIAN

I can't go back into the real world.

ATREYU

You can stay in my village.

BASTIAN

But someone misses me, Atreyu. For a while I didn't want to believe it, but now I'm quite sure.

(a deep SIGH)

If only I could tell my dad that I tried to come home and that it's not his fault that I left...

Falkor and Atreyu look at him with great empathy.

A heavy tear rolls down Bastian's cheek.

It drops into the desert sand and magically turns into a pearl, as the Childlike Empress appears.

CHILDLIKE EMPRESS

There's a new light in my Magnolia Pavilion. Thank you.

Bastian and Atreyu hardly dare to breath. Falkor's eyes sparkle with the greatest pleasure he's ever known.

BASTIAN

Childlike Empress. I tried so hard to find you, and yet...

CHILDLIKE EMPRESS

Haven't you found me?

Bastian takes off Auryn.

BASTIAN

I'm just so glad I still have Auryn to return to you.

He hands it to her. Thoughtfully, the Childlike Empress looks at the amulet.

CHILDLIKE EMPRESS

Material wishes are limited to matter, and they change us, until we forget who we are. If you wish for what you really and truly want, there is always abundance!

(CONTINUED)

== Script Fly.com ==

99 CONTINUED: (4)

BASTIAN

So I don't need Auryn to do what
I really and truly want to do?

The Childlike Empress tilts Auryn against the light, once again,
it sparkles, reflecting the rays of the sun.

CHILDLIKE EMPRESS

Auryn is only a mirror of what's
inside you.

Out of the blinding light, the emblem's snakes grow and grow
forming a massive wall.

Whiteness immerses the Childlike Empress, and she is gone.

100 INT. VAULTED BUILDING - BEYOND TIME

As the white light forms into a glass dome and Bastian finds
himself looking straight into the ruby red eye of the black
snake that holds the tail of the white one.

Falkor and Atreyu are by his side.

Astounded, the three friends gaze at a Water Fall springing up
at the center, creating and dispersing thousands of forms faster
than the eye can see, its fine mist refracting with all the
colors of the rainbow. It ROARS and LAUGHS.

BASTIAN

The Water of Life!

WATER OF LIFE

Name your names!

The water has a deep and no-nonsense tone.

ATREYU

I'm Atreyu.

FALKOR

I'm Falkor

BASTIAN

I'm...Lord, Earthling, call me...

Bastian has forgotten his name!

WATER OF LIFE

No one passes here without a name!

Bastian's drained.

(CONTINUED)

== Script Fly.com ==
CONTINUED:

100

ATREYU

I can vouch for him! I'm his friend.

WATER OF LIFE

No, you cannot!

101 INT. VANCOUVER, BASTIAN'S ROOM - NIGHT

The clock shows five minutes before midnight. The Neverending Story lies on the bed, open.

Barney stands by the window. Heavy rain SPLASHES against the window panes.

BARNEY

Your name is Bastian! It's a lovely name. Your mother wanted you to have a name with three Bs...like mine.

Barney presses his forehead against the cold window pane.

BARNEY

Bastian!

102 INT. VAULTED BUILDING - BEYOND TIME

Bastian's face brightens as the faint ECHO of his father's VOICE bounces around the walls.

BASTIAN

Bastian! My name is Bastian Balthazar Bux!

Falkor SIGHS with relief. Atreyu smiles.

WATER OF LIFE

Thank you. Now Atreyu. Why are you wearing that bandage?

ATREYU

Eh...well, it's a long story...

WATER OF LIFE

Who wounded you?

Bastian is red-faced.

(CONTINUED)

ATREYU

All I have to say is that the person who inflicted it and the person who received it, were both right and were both wrong.

Bastian signals a "thank you".

WATER OF LIFE

Bastian! Have you completed all the stories you began in Fantasia?

Bastian thinks hard.

BASTIAN

I'm not sure.

ATREYU

I'll complete them for him.

BASTIAN

(whispers)

Can you do that?

Falkor winks.

FALKOR

With luck my boy, with luck!

WATER OF LIFE

Now name the wish that has the power to take you home!

Scared, Bastian bites his lips. Falkor nods encouragingly. Bastian musters all his courage.

BASTIAN

I want to tell my dad that I love him.

WATER OF LIFE

You have chosen the wish that will open any gate, anywhere, and at all times!

With an ACHING GROAN, the snakes slowly arch up, forming a gate.

WATER OF LIFE

Return to the real world!

Bastian steps forward, then whirls around.

(CONTINUED)

102 == Script Fly.com ==
CONTINUED: (2)

BASTIAN
Will I ever see you again?

Nobody knows.

WATER OF LIFE
(with urgency)
It's time!

BASTIAN
Atreyu, Falkor, I won't forget
you!

ATREYU
I won't forget you either!

FALKOR
Nor will I.

WATER OF LIFE
(growing impatient)
Are you ready?

Bastian tears himself away. His friends shout after him.

FALKOR/ATREYU
We'll always be your friends
Bastian!

He steps through the gate and halts. He finds himself at the edge of a steep cliff! Way below, the Water Fall ends in a pool of dangerous white water...

WATER OF LIFE
Jump into the Water of Life!

Bastian looks over his shoulder. The gate is firmly closed.

He swallows hard, takes a deep breath, holds his nose, and jumps, SCREAMING.

BASTIAN
Dad!!!!

103 INT. VANCOUVER, BASTIAN'S ROOM - NIGHT

Still standing by the window, Barney also jumps. There's a NOISE. He peers out, but there's no sign of traffic or commotion. Straining, he hears the front door CLICK! Barney bolts out of the room and

(CONTINUED)

== Script Fly.com ==
CONTINUED:

DOWNSTAIRS

where his rain soaked son stands, puddles of water around his feet.

BARNEY

Bastian!

He sweeps him into a big embrace.

BARNEY

God, I was so worried about you.
I was so worried...

BASTIAN

I'm sorry, dad...

BARNEY

The main thing is you're back.

He hugs his son.

BARNEY

I love you Bastian! I love you
so much!

Bastian's back on his feet, gazing up at his father.

BASTIAN

It was you! You helped me get
back, didn't you?

BARNEY

You heard me?

Bastian nods and sees something he's never seen before. Tears
in his father's eyes.

BASTIAN

(softly)
'Course I heard you!

EXT. HOUSE - NIGHT

Bastian's home is but a small dot in the big city.

(CONTINUED)

== Script Fly.com ==

104

CONTINUED:

NARRATOR (V.O.)

Bastian was home for now. One day, not far away, he would discover many other doors that lead to the magnificent land of our dreams. But that's another story and shall be told another time...

FADE OUT.

NEVERENDING...