

THE NEVERENDING STORY III

"The Nasty"

Based upon the novel by Michael Ende

Screenplay

by

Jeff Lieberman

ScriptFly.com
Visit us for more movie scripts

**FOR EDUCATIONAL
PURPOSES ONLY**

REVISED MARCH 1993

FADE IN:

1. EXT. FANTASIA - DAY

1.

MAIN TITLES AND THEME MUSIC BEGIN AS WE- embark on an exiting roller coaster ride over the Fantasian terrain, through fantastic shimmering chasms-- over and through the tree tops, zigzagging in and out of treacherous hairpin turns -- up this crystal lined canyon and down the next-- then climbing higher and higher through the clouds into the--

WANDERING MOUNTAINS- a great white, snow swept expanse of glittering blue peaks. An enormous plateau sits at the summit of the center peak, protected by concentric rings of inverted blue icicles, jutting into the sky like sharks teeth.

It's here we find the white bearded OLD MAN OF WANDERING MOUNTAIN, hunched over the biggest, thickest book in all creation; The Neverending Story. He shivers and squints at the blank page before him as letters and words magically appear under the wand-like writing stylus guided by his shaky hand. He reads along as the new text forms--

OLD MAN

"... The mountains of destiny are the highest point in all of Fantasia. And by far the coldest..." AND-- I'M FREEEEZING!!!

ECHO

I'm freezing-- I'm freezing--

WIDE PANORAMA SHOT- as the tiny speck of the old man calls out from his isolated, icy perch.

OLD MAN

They don't care. Who's they, there is no they. Only ice!

ECHO

Only ice! Only ice--

BACK TO CLOSE SHOT OF THE OLD MAN AND THE BOOK - as he shouts to the echo.

OLD MAN

Shut up! I'm sick of you!

ECHO

I'm sick of you--

OLD MAN

Then it's mutual. What was I thinking when I signed up for this job. "A chronicler." Easy money. Just wave the stylus over the pages and it records everything automatically. Only they left out that what I'd be recording is the Neverending story and it NEVER ENDS!

ECHO

It never ends. It never ends--

But suddenly, the words stop appearing on the page.

OLD MAN(CONT.)

Now what...

ECHO

Now what. Now what--

OLD MAN

Hold your horses, I'm finding out...

Blowing on his hands to keep warm, he pages back through the great book until he finds a particular passage.

OLD MAN(CONT.)

...Writing stylus, writing stylus, yes, here we are..."The day will come when the Old Man of Wondering Mountain's writing stylus will suddenly be rendered helpless and he will no longer be able to record the Neverending story. This is a sign that the Nasty is about to take over the human world..."
The Nasty?

He quickly pages back even further, finally settling in on a spot in the text with his finger.

OLD MAN(CONT.)

Nasty, Nasty-- got it. "An evil force that first takes hold in young human's who have turned away from books and reading ..."

INT. COREANDER'S BOOK STORE, HUMAN WORLD - DAY

2.

Everything in the cluttered old store is on sale, but yet, there is only one customer, SLIP, a man sized late teen hoodlum, perusing the tall stacks of drastically discounted books. MR. COREANDER, the store's heavy set, bulldog faced proprietor, puffs his pipe while he reads an old volume.

SLIP

Yo, these books on sale too?

COREANDER

Just pick out any one of them.

Slip grins maliciously, reaches down and pulls out the bottom book from the tallest pile, triggering an avalanche.

Coreander chases Slip out the door, then, distraught and defeated, gazes back at his stacks of old friends, standing like lonely ghosts from the past. Sadly, the old fellow hangs a 'closed' sign on the door.

3. EXT. ANGLE OUTSIDE THE STORE- DAY

3.

A huge "Going out of Business" sign.

.. INT. PRIVATE HOUSE- DAY

4.

A horde of "PARTY PEOPLE"-- youngsters cutting school-- check their books at the door, then pay admission to SLIP, who's now surrounded by his 'posse' of older teen buddies. The young students merge into a dancing, frenzied crowd of partyers, while Slip and his crew greedily count their take.

OLD MAN(V.O) (CONT.)

"With their time spent partying instead of learning..."

5. INT. VIDEO ARCADE- NIGHT

5.

Slip and his posse of delinquents swarm into the arcade, bully the younger players out of the way and take their places at the controls with glazed, wild looks in their eyes.

OLD MAN(V.O.) (CONT.)

"...and their minds dulled by images of meaningless havoc and destruction..."

Which are depicted here on the video game screens--

EXT. MOUNTAINS OF DESTINY- DAY

6.

The old man continues reading with growing concern.

OLD MAN(CONT.)

"...they are now ready to be
controlled by-- The Nasty..."

MOVE IN ON- the cover of the book-- embossed with two gold,
intertwining snakes-- the insignia of Fantasia.

7. THE SKY- NIGHT

7.

A crackle of ominous lightning and thunder explodes!

8. INT. VIDEO ARCADE

8.

The lightning flash illuminates Slip and his posse's menacing
expressions, hooting and grunting as if seized by some primal
force as the destruction on the screens builds to a crescendo --

9. EXT. COREANDER'S BOOK STORE- NIGHT

9.

The storm continues as a bulldozer smashes into the side of a
brick building. WIDER REVEALS- Mr. Coreander stands in the rain,
sadly watching from the sidewalk as his book store is demolished
across the street.

CLOSE ON- a glowing object among the debris-- a brass doorknob,
embossed with the inter-twined snake Fantasian insignia.

OLD MAN(CONT.)

"...Without the poetic inventions
nurtured in books, the Nasty is
sure to spread and the human world
is doomed-- And Fantasia, the land
of dreams, shall be doomed as
well..."

The doorknob is shoveled over and the glow is extinguished.

10. EXT. THE MOUNTAINS OF DESTINY- DUSK

10.

CLOSE ON THE OLD MAN- frozen with wide eyed terror.

OLD MAN(CONT.)

Fantasia is doomed? Then I'm
doomed!

ECHO

I'm doomed!-- I'm doomed!--

Now the dark clouds of doom gather all around him, the trembling
old man returns to the book and reads further --

OLD MAN

"...once unleashed, it is unlikely this powerful force can be reversed. To stop the Nasty, even temporarily, would require a special young human, a voracious reader of great imagination and extraordinary courage..."

MAIN TITLES END AS WE CUT TO --

11. INT. HILLSBURY JUNIOR/SENIOR HIGH-SCHOOL- MORNING 11.

CLOSE ON- stick straight hair, bobbing up and down, spiked up with gobs of Vaseline--

WIDEN OUT - to BASTIAN, thirteen, scared out of his wits, scrambling through the crowded halls, chased by the gang we saw in the video arcade. SLIP, their leader, shouts ahead.

SLIP

You're dead meat, Balthazar!

NICOLE- also thirteen, pretty, stylishly dressed, takes special notice of Bastian as he runs by with the gang of older boys in hot pursuit.

INT. SECOND FLOOR STAIRWAY 12.

Bastian springs from the stairs and looks in every direction for an escape. But here they come! He rushes to the nearest door and slips inside--

13. INT. THE LIBRARY 13.

where he quickly shuts the door and ducks down low, then peeks up through the door window to watch for his pursuers. At the far end of the room, an ELDERLY GENTLEMAN, his back to us and Bastian, busily stacks books in the shelves while he calls out.

ELDERLY GENTLEMAN

Books listed according to the Dewey decimal system. Check the card catalogue along the wall, alphabetized by author, before asking for help. I'm a librarian, not a baby sitter...

BASTIAN

Shhhh!

Startled, the old gent leaves his stacking and rushes up to Bastian. We now see it's Mr. Coreander.

MR. COREANDER

I'll do the shushing around here
young man! That's a librarian's
job, not some snotty little kid's
with hair that looks like the back
side of a Porcupine!

Bastian keeps his eyes glued on the hallway and watches Slip and
the others run off out of sight.

Greatly relieved, Bastian turns from the door, then brightens at
the sight of the old gent standing before him.

BASTIAN

Mr. Coreander!
(off Coreander's
puzzled look)
Don't you remember me? Bastian.
Bastian Balthazar Bux.

MR. COREANDER

Bastian?
(eyeing his hair)
What in the world happened to you?

BASTIAN

It's sorta hard to explain...

MR. COREANDER

I see... And why so far from home?
Playing hooky from school, are we?

BASTIAN

No, we moved. This is my school.
Unfortunately...

MR. COREANDER

First day?

Bastian nods.

MR. COREANDER(CONT.)

Me too.

BASTIAN

Really?

MR. COREANDER

New school librarian. You're my
first customer! First days can be
pretty scary, can't they. I don't
know a soul in this building.

(then)

Accept for you!

Mr. Coreander returns to his stacking. Bastian pitches in.

MR. COREANDER

What about you, make any friends yet?

BASTIAN

No. Just a few enemies.

Coreander tracks Bastian's glance to the back door and now fully understands the situation.

MR. COREANDER

Well, you can stay here 'til the bell rings. But no longer. Don't want to be late on your first day.

Thankful, Bastian handles another book, which he recognizes.

BASTIAN

Treasure Island, I remember this from your store! Are the rest of these from there too?

Coreander nods sadly as he places a heavy leather bound volume into the shelf, which immediately catches Bastian's eye.

BASTIAN

The Neverending Story!

As Bastian goes for the book, Coreander grabs hold of it, then directs Bastian's glance to the 'reference section' sign.

MR. COREANDER

This is strictly a reference book from now on, not to leave this library under any circumstances.

Bastian nods gravely. Satisfied he's made his point, Coreander surrenders the book and resumes his work. Bastian handles the formidable volume almost sacredly, then gazes at the familiar insignia of intertwined snakes on the front cover. Then, he notices a book mark sticking out from the pages and cracks it open at the marked point.

BASTIAN

Is this where I left off?

Coreander nods as he continues stacking. Bastian flips to the next page and reacts to something very strange.

BASTIAN(CONT.)

But it keeps going!

MR. COREANDER
Of course it keeps going. Every
move you make is part of your
story.
(mischievously)
Remember that next time you pick
your nose.

Coreander enjoys a little chuckle as he heads for the door.

MR. COREANDER
Well, off to get more books...
(checks wall
clock)
Remember, late first day, pay and
pay and pay.
(off Bastian's
look)
Chinese proverb.

Bastian watches Coreander go out the front door, glances up at the
clock which reads ten minutes of eight, then shifts his gaze to
the window in the rear door. Fearful of the danger lurking
outside, he returns his gaze to the beginning of the new chapter.

14. CLOSE ON THE PAGE

14.

A picture of a band of demonic looking, wild eyed, late teen,
hellish bullies. Bastian reads the chapter heading:

BASTIAN
The Nasty...

He swallows hard, then summons up the courage, turns the page and
reads--

BASTIAN(CONT.)
"... One year after his second
visit to Fantasia, Bastian's
father finally found a woman he
wanted to marry, a divorcee named
Jane Baxter..."

15. MOVE INTO THE OPENED PAGE-- AS THE IMAGE OF JANE BAXTER
BURNS IN-- SHE'S HANDED A LARGE CARTON. WIDER REVEALS--

15.

16. EXT. JANE'S HOUSE- DAY

16.

Jane, (pretty, fortyish) is helping Bastian and his dad, BARNEY
BUX, (early forties) unload their belongings from a moving truck.

BASTIAN(V.O.)

"...Jane's house was more suited for a family of four, which for Bastian meant a new room, a new neighborhood, and worst of all, a new school..."

Bastian looks pretty glum as he receives his precious telescope from a MOVING MAN and piles it in with a stack of his other personal stuff.

BASTIAN(V.O.)

"But maybe his dad was right and it'd all be worth it. All his life Bastian wanted a sister or brother to share his dreams and confide in his secrets. Now at last he would have one..."

BARNEY

(to Jane)

Honey, where's Nicole?

Jane glances back uneasily toward her large Victorian house.

17. INT. JANE'S HOUSE, NICOLE'S ROOM- DAY

17.

Nicole is seated on her bed, depressed and withdrawn, listening to rock music in her headphones. Jane enters.

JANE

Come on, kiddo. This is a family effort.

NICOLE

They're not my family and it's not their house!

JANE

Nicole, Doctor Du Champ said this was going to take time. But you've got to meet them half way.

NICOLE

Why bother? You'll only wind up getting divorced again.

JANE

This time it'll be different. I promise. Just think, you've got a wonderful new brother now!

Bastian passes the opened doorway, stumbles under his heavy load of personal junk and sprawls to the floor in a heap. Nicole regards him.

NICOLE

Wonderful.

18. INT. BASTIAN'S ROOM- DAY

18.

Bastian unpacks his stuff-- an eclectic mix of mystical and magical paraphernalia; a telescope, crystals, colorful rocks, and finally, an antique bronze Unicorn. He polishes the Unicorn with his shirt and admires it's beauty. Then, sensing someone approaching, he quickly sets it down behind him, shielding it from Nicole as she enters.

NICOLE

This is my mom's sewing room. She loves sewing so much. I'm surprised she's letting you use it. I wouldn't.

Bastian resumes unpacking, breaking open a box of clothes. Nicole peruses the room, picks up a large crystal.

BASTIAN

You can have that one if you want. I've got loads of 'em.

NICOLE

(putting it down)

What for, crystals are so stupid. Like a crystal can really grant a wish or something. Pul-eeze spare me.

BASTIAN

It's not supposed to grant wishes.
(then secretly)
Only AURYN can do that.

NICOLE

AURYN?

Bastian closes the door, then comes up close to Nicole, face to face. Looking deep into her eyes, he confides in low secretive tones.

BASTIAN

You can't tell this to anybody.

NICOLE

Okay...

BASTIAN

AURYN is the necklace of the
childlike Empress.

(off her look)

The ruler of all of Fantasia, the
most awesomely awesome place the
human mind could possibly imagine
in ten million light years.

NICOLE

You're weird.

BASTIAN

I'm not making it up. It's all
written in black and white.

NICOLE

In what, a book?

BASTIAN

The Neverending Story.

NICOLE

And I'm like listening to you like
it's real.

(notices the
Unicorn behind
him)

What's that?

BASTIAN

Nothing...

She reaches for it. He pulls it back protectively.

NICOLE

(indignantly)

I'm not gonna break it. What, is
that from your stupid "Fantasia"
too? You are completely weird!

Nicole storms out.

19. INT. JANE'S HOUSE, HALLWAY-

19.

Barney lights up excitedly as Nicole rushes by him and Jane.

BARNEY

(calling after
Nicole)

So, you two gettin' into trouble
yet!

(to Jane)

See, they're bonding already!

(Nicole disappears into her room and slams the door.

19A. EXT. JANE'S HOUSE- NIGHT

19A.

Two bedroom windows are still illuminated on the second floor.

20. INT. NICOLE'S ROOM - DAY

20.

A glum Nicole is sitting up in bed. She reaches into her night table drawer and pulls out a photograph.

CLOSER, PHOTO- A much younger Nicole, seated on a swing, joyfully hugging her DAD.

Nicole gazes at the photograph. A tear streaks down her cheek.

21. INT. BASTIAN'S ROOM- NIGHT

21.

Bastian sits up in bed, feeling very alone in these strange surroundings. His gaze settles on a framed photograph on his night table-- a younger Bastian with his natural mother.

ANGLE OF A UNICORN FIGURINE- setting on the shelf, seemingly watching over Bastian. The Unicorn gradually illuminates with a wash of golden sunlight--

(INT. LIVING ROOM- FOLLOWING MORNING

22.

Barney descends the stairs, making his tie on the fly. Jane is dressed, waiting at the door.

BARNEY

Bye-bye, wife. Hubbie'll be home around six.

JANE

(calling upstairs)

Come on kids, let's get this show on the road!

BARNEY

(impressed)

That was forceful.

JANE

I'm being too harsh... Bastian needs more time.

(calls upstairs)

Take your time Bastian. I can always write you a late note...

BARNEY

Jane, you had it right the first time.

JANE

I don't want Bastian thinking I'm
some kind of drill sergeant.

BARNEY

(screams like
Sgt. Bilko)
Down stairs, les' go, look alive,
hee - yah!

JANE

Barney...

BARNEY

I've been doing it since he was
three.

He gives her a reassuring kiss, then goes out the door. Jane turns
back to the stairwell and meekly calls upstairs.

JANE

...I'll be pulling the car out of
the garage-- When you're ready...

23. INT. BASTIAN'S ROOM- MORNING(SAME)

23.

Bastian combs his hair in a simple side part. Nicole passes by
and notices her step brother's appearance which induces a sudden
wave of nausea.

NICOLE

You're not going to school like
that.

He stops combing while Nicole inspects his hair.

NICOLE(CONT.)

That is so un.

BASTIAN

Un? Un what?

NICOLE

Un- cool, un- sophisticated, un-
happening, just-- Un.

Nicole heads off, leaving Bastian turning back to the mirror for
some serious re-consideration. He gets an idea --

24. INT. BATHROOM- MORNING

24.

Bastian opens a jar of Vaseline and scoops out a big gooey hand
full.

25.

INT. STATION WAGON- MORNING

25.

Bastian opens the back door and slides in next to Nicole, sporting the hideous spiked "do" we saw in the opening scene.

NICOLE

Oh-my-God, you are so weird!

JANE

Nicole!

As Jane drives them off to school, Bastian laughs and combs his hair out with his fingers.

26.

EXT. HILLSBURY JUNIOR/SENIOR HIGH- SCHOOL- (MORNING)

26.

Young middle class suburban STUDENTS- seventh to twelfth graders- in an assorted array of fashion looks from collegiate to hip-hop, mill about, animatedly reporting on the past summer's adventures. SAMANTHA and RACHEL, two early teen fashion plates, are drawn from the chatter by the sight of the Bux station wagon pulling up to the curb.

SAMANTHA

Oh-my-God, there's Nicole!

RACHEL

Oh-my-God the new brother!

(calls out)

Nicole!

27.

INT./ EXT. STATION WAGON- MORNING

27.

Bastian is having trouble with his hair. Each re-arrangement looks just as bad as the previous one. Nicole spots her friends, kisses Jane, gets out and runs off to join the group.

JANE

Nicole, wait for Bastian!

But she continues on. Bastian checks his reflection in the rear view mirror. His hair still sticks out in every direction.

BASTIAN

Jane, would you happen to have a comb, or a brush?

JANE

(angrily)

I think you should've thought of that before you put all that gop...

(checks herself)

JANE (CONT.)

...No, I don't have a comb or a brush, but don't worry, you look perfectly-- impressive.

She leans in to kiss him but he's already headed out the door.

28. EXT. CURB SIDE- MORNING

28.

Bastian emerges from the wagon and is immediately stunned by the alien social scene before him. All eyes turn to him, followed by a smattering of snickers. He nervously searches around for Nicole.

29. INT. SCHOOL HALLWAY, NICOLE, RACHEL AND SAMANTHA

29.

walk toward their homerooms. Bastian shouts from behind.

BASTIAN

Nicole!

Nicole pretends not to hear him and speeds up, but Bastian overtakes her and pulls her aside.

BASTIAN(CONT.)

I need to wash this stuff out.
Where's the men's room?

Suddenly a REVERBERATING BOOM BOX RATTLES THE HALL WITH HARD CORE "GANGSTA" RAP MUSIC.

SAMANTHA

Ich, they're back for another year.

RACHEL

I was hoping they'd all be in jail by now. They're sure old enough.

Samantha and Rachel continue ahead. Nicole hangs back momentarily with Bastian.

NICOLE

I'd run for it if I were you.

BASTIAN

Why? Who are they?

NICOLE

The Nasties.

Bastian repeats the word as he watches Nicole catch up with her friends, then he turns back and suddenly finds himself all alone, standing right in the path of --

THE NASTIES- the gang of older hoodlums we saw earlier, now sporting "Nasty" emblomed jackets, approaches through the hallway, bopping along in a synchronized groove to the blasting base.

SLIP, the wild eyed leader, catches an eyeful of Bastian and signals for a halt. The rest of the crew stops on a dime, with the boom box music stopping just as abruptly. Slip inspects every inch of the odd little squirt standing chest high before him.

SLIP

What's up wi'chu, homes?

The NASTIES encircle Bastian.

30. ANGLE DOORWAY UP AHEAD -

30.

Nicole hesitates at her homeroom and looks back at Bastian with concern.

SAMANTHA

Nicole!

The other girls pull Nicole into her homeroom.

31. BACK TO BASTIAN-

31.

now frozen with fear. He breaks a nervous smile in a feeble attempt at a hip first impression.

BASTIAN

Yo, what it is?

The Nasties crack up, but Slip stays dead serious and inspects Bastian's hair, feeling a sample of it between his fingers.

SLIP

'What it is,' is monkey snot!

The other Nasties laugh and exchange fives. DOG, the most garishly decked out of the lot, switches on the boom box and does a wild solo dance. Slip signals for quiet and Dog shuts the music. Then Slip moves up closer to the much smaller Bastian-- chest to face.

BASTIAN

Can you guys show me where the men's room is? Or at least tell me?

SLIP

Well, le's see. Dog, should we tell 'im, or should we show 'im?

DOG

You know I hate those two part questions, Slip.

SLIP

That's 'cause you got a no part
mind!

The others exchange a barrage of high and low fives and butt-butts. Bastian allows a giggle to escape, which is frozen by Slip's glare.

SLIP

This your first day here, homie?
(Bastian nods)
Well, I think it only be right we
personally escort you to the men's
room.

They take each of Bastian's arms and lift him off the floor--

32. INT. DARK STAIRCASE- MORNING

32.

The boom box echoes off the walls as The Nasties hustle Bastian down the stairs --

SLIP

So, what's your name, homes?

BASTIAN

Bastian Balthazar Bux.

MOOKIE

'Balthazar?' What kind'a name is
that? You a Viking or somethin'?

33. INT. DARK BASEMENT- MORNING

33.

they continue on, passing exposed light bulbs. A rat scampers away. Bastian's fear grows.

BASTIAN

You sure this is the way to the
men's room?

SLIP

Yo, relax, we live there.

They shove Bastian into a room and slam the door shut.

SLIP

Don't forget to flush, Balthazar!

Bastian turns around and WIDER REVEALS he's trapped in a--

INT. SPOOKY BOILER ROOM!

34.

He tries the doorknob. It's locked.

5. OUTSIDE IN THE HALL-

35.

the Nasties exchange a barrage of fives, then suddenly quiet down as MISTER JOHN, a cigar chomping, heavy set JANITOR pushes his garbage cart up to the door. The Nasties back off. There's a history here, especially between the gruff voiced Mr. John and Slip.

SLIP
(innocently)
Yo, Mister John, s'up?

MR. JOHN
How many times are you dweasels
gonna repeat the twelfth grade?

MOOKIE
We're goin' for the record.

MR. JOHN
Well, you ain't gonna make it.
The principal said the next time
he catches you down here he'd have
youz all expelled.

SLIP
Yo, chill. We're only down here on
a field trip, homes. Checkin'
out for any ecological violations
in the pipes and stuff for the new
semester.

BASTIAN(O.S.)
Help, lemme out!

Mister John pulls out a key and opens the boiler room door revealing Bastian.

MR. JOHN
(to the Nasties)
You delinquents are history ...

SLIP
Yo, we didn't lock 'im in there,
we were sent down here to look for
'im! That's the real truth. Just
ask 'im!

Mr. John shifts his glance to Bastian.

BASTIAN
You can really have them expelled?
(Mr. John nods)
They kidnapped me and locked me in
there to die!

The Janitor cracks a big gooey grin around his half chewed cigar, then signals Bastian to get out of there quick. Bastian takes off while the Nasties are forced to wait for the Janitor to continue on into the boiler room. When he does, the Nasties fly off in pursuit like bats out of hell--

MOVE IN ON SLIP-- ON THE RUN-- shouting ahead with fire in his eyes--

SLIP

I'm gonna get you Balthazar. I'm gonna get everything about you! I'm gonna own you, run your life and make hell feel like a summer vacation!

36. INT. FIRST FLOOR HALLWAY- DAY

36.

As Bastian emerges from the basement and-- WE PICK UP RIGHT WHERE WE FIRST MET BASTIAN -- BEING CHASED THROUGH THE HALLS BY THE NASTIES, RUNNING FOR HIS LIFE!

BASTIAN (V.O.)

(reading)

... Bastian ran with all he had through the dark corridors of the strange school. Slip's threats seemed so real, like he actually intended them to happen...

SLIP

You're dead meat, Balthazar!

Again, Bastian passes Nicole and she watches him run up the hall and disappear into the stairwell --

37. INT. UPSTAIRS HALLWAY-

37.

Bastian emerges from the staircase, searches around, then slips into --

38. INT. THE LIBRARY- DAY

38.

and slinks down and watches through the back door window as the Nasties run by. Over this, Bastian continues reading the story--

BASTIAN(V.O.)

... It was there in the school library that Bastian would be reunited with an old acquaintance; Mr. Coreander.

BACK TO THE PRESENT - ANGLE BASTIAN

39.

as he gasps and slams the book shut. He forces a swallow through his dry throat, wipes at the perspiration beaded across his forehead, then glances around the quiet deserted library-- his gaze finally resting on the wall clock. Only three minutes have passed since Mr. Coreander left to get more books!

BASTIAN

The story really is still
happening...

THE BELL RINGS! Bastian stiffens with fright, then edges to the door. As he opens it, he sees- MOOKIE - standing right there next to him!

MOOKIE

Got 'im!

Bastian pulls back and slams the door, then locks himself inside. A voice echoes from out in the hall:

SLIP

The front door!

Bastian eyes the front door of the library and makes a run for it. When he gets there, it's too late to lock it. He pushes a heavy box of books in front of it. Then another and another. Then, as the Nasties shove in the door, he backs off into the library. Hopelessly trapped, he finds his hand resting on the familiar leather bound book. He grabs it and rushes to a closet in the back of the room--

40. INT. DARK CLOSET- DAY

40.

Bastian crouches down, opens the book to the next blank page, then appeals in low strained tones.

BASTIAN

Help-- Atreyu! Get me out of here!

41. WE MOVE IN TO THE OPENED PAGE-

41.

the blank sheet is now being filled with Bastian's words!

BASTIAN(CONT.)

Atreyu, hurry, take me back to
Fantasia!

(then finally)

It's my story and I say Bastian
returned to Fantasia to escape the
Nasties!

INT. LIBRARY- DAY

42.

as the Nasties shove the door clear, then fan out, searching the book lined aisles. No sign of Bastian.

SLIP

Where'd he go?

43. EXT. FANTASIA TWINKLING, STARRY SKY - NIGHT

43.

It is clearly not the sky we know here on earth. The stars are all different colors. And instead of a moon, there's a series of colorful and odd sized planets, some far as the distant stars, others so close we can see the swirling clouds of their gaseous atmospheres.

44. INT. GNOME HOVEL- NIGHT

44.

The crotchety little old gnome named ENGYWOOK, studies the night sky through his telescope, set on a scaffolding in this two storied, twig roofed, antique cluttered dwelling.

URGL, his equally little and old leathery skinned wife, is in the kitchen below, busily preparing a new potion among a configuration of bubbling tubes and beakers. A gnarly, long finger tipped tree root suddenly reaches for a taste of the potion, but Urgle slaps it away and scolds it like a child.

URGL

Wash up first! There's a terrible root rot going around!

She carefully ladles some of the smoking green slime into a test tube. Takes a taste. Then calls up to Engywook.

URGL(CONT.)

Come and get it, Sweetshkins. Your favorite, Frog and Lizard puree!

ENGWYOOK

Don't bother me now, wench! Can't you see I'm observing the night sky!

She grumbles something under her breath-- crosses the hovel to her massive twelve burner stove and empties a fresh bucket of purplish swill into a giant bubbling tub, then stirs it with a long pole, while-- up on the scaffolding, Engywook studies the colorful array of planets, then shakes his head disappointedly.

ENGWYOOK

Same as yesterday and the day before that...

URGL

What were you expecting, naked ladies!

Suddenly-- A LOUD RUMBLE-- an earthquake? No, worse! A FOOT! A giant Nike sneaker comes crashing through the roof, knocks Engywook off the scaffolding, then lands right smack in the middle of Urgl's potion!

45. EXT. GNOME HOVEL- NIGHT

45.

Bastian, now appearing to be a giant next to the miniature dwelling, pulls his smoking foot out of the hovel and hops around in pain.

BASTIAN

Ahhhhhh!

46. EXT. NEARBY HOWLING FOREST- NIGHT

46.

Odd CREATURES react to Bastian's booming cries and peek out from the gnarled great ancient trees to see what all the commotion is about. One of the trees is actually a BARK TROLL, with leafy branch-like arms, roots for legs, and a Don King-like bird's nest wig atop his head with resident birds peeking out. His thick bark creaks and groans, then releases a great yawn through a dark orifice in his trunk! He belches and creatures scurry from his mouth, then his dark knot hole eyes annoyedly blink into focus.

BARK TROLL

After two months of root rot, I finally get to sleep and now this...

47. INT./EXT. GNOME HOVEL- NIGHT

47.

Urgl emerges, shaking her fist up at Bastian, the giant human, who's hopping around before her in pain.

URGL

Serves you right for sticking your foot in other people's potions!

Engywook surveys the damage to the ceiling, then comes running out fuming mad.

ENGYWOOK

If I were five feet taller I'd show you a thing or two young ma...

He stops and studies the giant a moment--

ENGWYOOK

Bastian?

The little gnome rushes back inside, returns with a bucket of water and douses Bastian's foot. Bastian finally sighs with relief.

ENGWYOOK

Welcome back my boy!

BASTIAN

Sorry for wrecking your house. I must've taken a wrong turn somewhere...

ENGWYOOK

Inter-world travel is a very imprecise science. There's no telling exactly where you'll land. I wrote a paper on it!

Bastian regards the damaged roof.

BASTIAN

Are you insured?

URGL

Not for a penny. You know what the deductible is on human intrusion insurance these days!

BASTIAN

Don't worry, I'll fix it.

Bastian gets down on his hands and knees and searches around for the right size twigs to shore up the roof. Meanwhile, back at the-

48. INT. LIBRARY- DAY

48.

Baffled by Bastian's disappearance, the Nasties finally give up their search.

SLIP

When I get my hands on that little weasel, I'm gonna rock his world like an H- bomb...

DOG

Yo, maybe he's hidin' in one of these books.

(calls into an encyclopedia)

Oh, Balthazar!

Slip shoves Dog's shoulder, sending him tripping to the back of the room-- drawing Slip's attention to the closet door.

SLIP
Anyone check in there?

MOOKIE
Yeah, just a pile of junk.

Slip steps over, opens the closet door and sees the leather bound book lying on the floor, face down. He picks it up and turns it over.

SLIP
The Neverending Story.

DOG
I don't believe I have read that one. I must put it on my preferred reading list.

SLIP
Why don't you put "learnin' to read" on your preferred list first.

DOG
Yo, why you always dissin' me?

SLIP
Go check the mirror and find out.

The other Nasties enjoy this, exchanging fives, bumps and straight left jabs. Slip reacts to something on the page and signals for quiet.

SLIP
(reading)
"...in order to escape the Nasties, Bastian rushed inside the nearest door; the school library..."

DOG
The Nasties. Tha's us. Yo, we're famous!
(then realizing)
Yaaaaah!

Slip drops the book like a poisonous snake and they all back off fearfully, glaring at the strange tome as if it were alive.

SLIP
How's it know what just happened?

DOG
Must be psychedelic.

SLIP

That's "psychic," you psycho. Go
pick it up and bring it here.

(Dog stiffens
with fright)

MOOKIE

Sic it, Dog!

Dog cautiously steps up to the book, kicks it to see if it moves,
then retrieves it and hands it to Slip who opens it and flips
through, searching for where he left off.

SLIP

...Blah, blah, blah-- "with the
Nasties right at his heels,
Bastian clung to The Neverending
Story and hid inside the closet at
the back of the room. Then, in the
nick of time, he escaped to the
land of Fantasia..."

DOG

Fantasia. Yo, that near Asia?

SLIP

(pondering)

How can somethin' that's happening
right now be in this book? It
ain't possible!

(reading further)

"...Slip, the leader of the Posse,
exclaimed to the others, "How can
somethin' that's happening right
now be in this book..." Yo, I just
said that!

(reads)

"Yo, I just said that..."

DOG

Tha's dope! Lemme try --

(snatches book,
clears his
throat, then)

Uh-- prints too small...

Slip grabs the book back and continues reading--

SLIP

"Safe at last among his tiny little friends, Bastian settled in front of the patched up gnome hovel, chewing on the last tiny morsels of a gnome cooked meal. When he finished his account of what brought him back to Fantasia..."

49. EXT. FANTASIA, GNOME HOVEL- NIGHT

49.

Under the fabulous, planet filled night sky, Bastian, sits cross legged before the illuminated hut, picking at a tiny dish cradled in the palm of one hand.

SLIP(V.O.)

(continuing)

"... Engywook popped a fresh tooth pick in his nearly toothless mouth, shook his onion sized bald head and sighed to his human friend..."

ENGYWOOK

That's quite a story, young man!

URGL

These Nasties sound downright -- nasty!

(eyeing Bastian's plate)

Finished with your snake patties, dearie?

Bastian pales as he gives his plate a second glance.

ENGYWOOK

Where exactly is the book now?

Bastian hesitates uneasily.

ENGYWOOK(CONT.)

It's in a safe place, isn't it?

OFF BASTIAN'S UNEASY EXPRESSION- WE:

50. CUT BACK TO: INT. THE LIBRARY- DAY

50.

Slip's gaze is fixed on the opened book.

SLIP

Yeah, it's safe alright...

He suddenly jolts and freezes in place. Dog signals for quiet, watches his leader eagerly, then finally sniffs the air around Slip's head.

DOG
I smell wood burnin'!

SLIP
...If Balthazar could make up anything he wanted to happen in Fantasia while he read this book, maybe we can make a few things happen to him.

Mischievous grins cross all their faces--

DOG
What are you waitin' for? Let's get Nasty!

They do an impromptu hip-hop war dance celebration while-- The evil gleam of revenge radiates from Slip's eyes, cutting like a laser beam into the open page of the Neverending Story--

51. EXT. FANTASIA- THE HOWLING FOREST- NIGHT

51.

as the night sky suddenly darkens and erupts with lightning and thunder. The immense tree trunks creak and groan in response to a sudden heavy wind, which is particularly unwelcomed by Bark Troll.

BARK TROLL
I just had my leaves raked out.
Fifty acorns, it cost me!

A variety of residents; rodents, bats and all forms of birdlike creatures poke their heads out of their caves, nests and burrows and take notice. Something strange is afoot! Suddenly, a spidery bolt of lightning ignites the sky-- then converges into a single laser like spear and rockets downward -- splitting through a tree and exploding it in two!

52. EXT. GNOME HOVEL - NIGHT

52.

Bastian, Engywook and Urgl react to the abrupt change in weather when suddenly-- the bolt of lightning streaks through the tree tops, disintegrates every leaf on Bark Troll's branches, sends the birds in his nest wig fluttering-- then the deadly lightning heads straight towards Bastian!

BASTIAN
Watch out!

He pushes the gnomes away then leaps clear of the lightning bolt, which then strikes a direct hit on the hovel, exploding it to pieces in a brilliant ball of fire!

Engywook and Urgl uncoil from protective crouches, then step up to the smoldering spot where their hovel once stood.

URGL

My frogs... My lizards... My Cusinart!

ENGYWOOK

And my scientific experiments! A whole life's work ruined!

Bark Troll comes lumbering up to Bastian, branches smoldering.

BARK TROLL

My leaves! My leaves! Autumn's just beginning and I'm prematurely bald! You gotta help me!

BASTIAN

What can I do?

53. QUICK CUT TO: INT. THE LIBRARY- DAY

53.

The Nasties laugh hysterically at what Slip just read.

SLIP

Nothin' you can do Balthazar. I am the king and you are my slave. I own you now, sucka. I own your story! I own Fantasia!

54. CUT BACK TO: EXT. THE HOWLING FOREST- NIGHT

54.

As the storm builds in intensity, blocking all color from the sky. Creatures of every description swing from the trees and scurry out of their underground nests, maniacally bopping each other with branches and viciously poking each other's eyes. Bastian, the gnomes and Bark Troll stand bewildered amid all the chaos.

BASTIAN

The Nasties must have the Neverending Story. They're making all this happen.

BARK TROLL

The Nasties? Who's the Nasties. I'll slap 'em with a defoliation suit that'll make their heads spin!

BASTIAN

You can't. They're in the human world.

URGL

Well go back and stop them before
they destroy everything!

BASTIAN

How can I? I can't get back
without the book.

ENGWYOOK

...There's only one other means of
inter-world transportation. AURYN.

URGL

Fine, then let's go to the Ivory
Tower to see the Empress.

BASTIAN

The Ivory Tower. Isn't that more
than half a life time from here?
How do we get there?

Engwyook settles into deep contemplation, then something pulls his
attention to--

55. EXT. FANTASIAN SKY- NIGHT

55.

It's FALKOR the Luck Dragon, with ATREYU, the boy Indian warrior
riding on his back, weaving through the turbulent, thunderous
storm! Falkor calls back to Atreyu in the familiar flight
attendant's drone--

FALKOR

Attention passenger. Please stow
all carry on luggage in the
overhead racks and fasten your
seat belts for some rough
turbulent air. (beat) Yikes!

DOWN BELOW- Bastian flails his arms to flag them down. Atreyu
spots them.

ATRAYU

Look, it's Bastian! Land Falkor!

FALKOR

You mean crash...

ATRAYU

No, you can do it. Remember, you
are a luck dragon!

A very reluctant Falkor swoops down as Atreyu hugs onto his neck
for dear life. Now the frightened luck dragon braces himself for a
paws out, skidding, thumping landing!

26. BASTIAN AND THE FANTASIANS -

56.

The lightning and wind storm rages as Atreyu hops off his traumatized mount, rushes up excitedly and shouts over the storm.

ATREYU

Welcome back, Bastian my friend!

Bastian raises his hand for a high five. But Atreyu just holds his hand up, Indian greeting style. Bastian beams and slaps his friend's hand.

ATREYU

Why do you strike me? Has this terrible thing that's happening to my people happened to you too?

BASTIAN

What terrible thing?

ATREYU

(sadly)

Instead of hunting the purple buffalo, my people poke each other's eyes and act crazy like...

(referring to forest creatures)

Like they do.

Bastian and the gnomes exchange knowing glances.

BASTIAN

Don't worry, Atreyu. I wasn't being nasty. That was just a high five.

ATREYU

Oh-- We are on our way to the Ivory Tower to seek the counsel of the Empress.

BASTIAN

What a coincidence, so are we!

Falkor smiles and winks. Bastian pats the dragon's head.

BASTIAN(CONT.)

He's not called the Luck dragon for nothing!

57. INT. LIBRARY- DAY

57.

The Nasties are all huddled around the book as Slip continues reading.

SLIP

"...as Bastian and his Fantasian friends flew off into the stormy skies toward Silver City, Bastian could only wonder what the Nasties would do to him next..."

They all laugh and make cat calls. Slip remains focused on the book with dogged determination.

SLIP(CONT.)

Wanna know what's next Balthazar? We're takin' over Silver City-- then the Ivory tower, too. Then there'll be no place to hide for you and your little freako friends...

Suddenly -- A NOISE distracts him. Dog checks out the front door window.

DOG

Someone's comin'!

Slip tucks the book under his shirt, then they all sneak out the back door just as Mr. Coreander enters through the front door, laden with a tall pile of books.

He crosses to the shelves and starts stacking the books when he notices something-- the missing space in the reference section, previously occupied by 'The Neverending Story.'

MR. COREANDER

Bastian?

(looks off to the door)

Bastian Balthazar Bux!

OFF COREANDER'S FUMING EXPRESSION WE DISSOLVE BACK TO--

58. EXT. FANTASIA, SILVER CITY ESTABLISHING SHOT- DAY

58.

We're looking across Silver Lake to the shimmering, pearl walled structures, sitting like a diamond on an island surrounded by aquamarine waters. The sun shines brilliantly in the pastel planet filled skies.

PULL BACK TO REVEAL- this is a window view from inside some massive stone structure--

59. INT. ROCK BITER DWELLING- DAY

59.

We suddenly realize what we're looking at is not a stone wall, but rather a face of stone -- a living creature! The huge creature, MRS. ROCK BITER, checks the contents of a massive stone kitchen cupboard, rummages through a variety of boulders, shakes her head with disappointment, then trudges over to her husband MR. ROCK BITER who's contentedly watching old re-runs of "The Flintstones" on a stone carved TV with his toddler, diapered son; JUNIOR ROCK BITER, sitting on the floor, munching on a bowl of bite sized rocks.

MRS. ROCK BITER

I said no more rocks before lunch,
Junior.

(then to Mr. Rock
Biter)

We're all out of lime stone dear.
Would you mind running into Silver
City and picking up about a half a
ton?

ROCK BITER

Anything for you, honeyschins!

He gets up and kisses her. Rock splinters chip off both their lips and cause the whole place to rumble. Rock Biter glows lovingly.

ROCK BITER

You still turn my lips to lava!

MRS. ROCK BITER

Oh, you go on now! And while
you're in Silver City, see if you
can drop by the Ivory tower and
give the Empress this little thank
you note for the rock candies she
gave Junior on his birthday.

She hands Rock Biter the "little note" -- a Ten Commandments type, thousand pound stone tablet!

60. EXT. OUTSIDE THE ROCK DWELLING- DAY

60.

Rock Biter mounts up on his huge stone carved bicycle. JUNIOR scampers up to his father.

JUNIOR

Da- da. Wanna come!

60 A. INT. HILLSBURY JR./SR. HIGH SCHOOL, LIBRARY- DAY

60 A.

Slip reacts to what he just read.

SLIP

Be sure to make a pee-pee first!

61. BACK TO: FANTASIA- OUTSIDE THE ROCK BITER DWELLING 61.

WIDE SHOT: Jr. rides off on the bicycle with his dad, flattening a path as they go. Their voices trail in the distance--

JR.

Gotta make pee-pee!

ROCK BITER

You should've thought of that before we left!

62. EXT. ESTABLISHING SHOT OF THE IVORY TOWER- DAY 62.

In the distance, a conical mountain-- mysterious, white and shimmering-- so large that it's peak pierces the clouds. Falkor swoops into frame headed for the ivory tower, with Bastian, Atreyu and Bark Troll on board. The gnomes are perched inside Bark Troll's vacated nest wig. Suddenly, the clouds start to swirl as the wind picks up--

53. CLOSER- THE IVORY TOWER- DAY 63.

A delicate structure of towers, domes, alcoves, balustrades-- all carved from the finest Fantasian ivory. WE MOVE INTO-- a large, brightly lit, floor to ceiling window--

64. INT. IVORY TOWER- DAY 64.

A magical room of unbelievably immense proportions. A wide ivory stairway spirals upward, crowded with countless, strangely formed creatures-- gigantic djinns--three headed trolls, fairies, fauns, and kobolds.

65. INT. AT THE TOP OF THE STAIRS, THE EMPRESS' CHAMBERS- 65.

where the CHILD-LIKE EMPRESS-- now about fifteen years old and looking as ravishingly innocent as ever, watches her magic crystal screen with dismay.

66. ON THE CRYSTAL SCREEN- 66.

the plague-like chaos sweeping through the distant countryside is all too visible to her. Then, the image of Bastian and his entourage appears.

EMPRESS

Bastian!

On the screen, A LARGE HEADED CREATURE talks to Bastian, then hurries off into the tower.

The Empress turns away from the screen excitedly, runs out to the top of--

67. INT. THE GREAT STAIRS- (SAME)

67.

where she encounters the large headed creature. He bows at her feet.

LARGE HEAD

You have visitors, my Empress. One is from the human world!

EMPRESS

I know, his name is Bastian.

Large Head looks past her to the crystal screen in her chambers, then smacks his large forehead with his palm while the Empress continues on down the stairs to--

68. INT. THE GREAT HALL- (SAME)

68.

where Bastian, Atreyu, the Gnomes, Falkor and Bark Troll await her, surrounded by a host of other concerned FANTASIANS of every description.

EMPRESS

Bastian, I'm so glad you're here!

BASTIAN

You know what's happening?

EMPRESS

(gravely)

Humans have stolen the Neverending Story from the safe hands of the keeper of the book. Now their nastiness is taking over Fantasia.

Rumbles from the crowd; "the Nasty-- the Nasty..."

BARK TROLL

Look at me, Empress. I'm down to my bare branches. What kind of human would do such a thing?

EMPRESS

Humans with evil hearts now possess the Neverending Story and have total control over this new chapter. A chapter that could be our last. Left unchecked, their influence will reach all of us here in the Ivory tower.

An eruption of nervous rumbles from the masses. Engywook rushes over to the great window, pulls out a pocket telescope, focuses it in the distance, does some quick calculations on his fingers, then hurries back to Urql.

ENGYWOOK

In precisely twenty three hours,
forty seven and a half minutes,
we'll all be at each other's
throats!

URGL

Good! Why not start now!

Urql starts choking Engywook.

EMPRESS

Stop! We must not give in to the
Nasty. We must all stay open to
the light or the land of dreams
will be lost forever!

BASTIAN

This is all my fault.

(then)

...Empress, if I could take AURYN
back with me, I could use it to
just wish the book back to the
library and Mister Coreander'll
never take his eyes off it again!

The idea is met with general approval from the Fantasians. But not from the Empress. She handles her necklace thoughtfully. Possessively.

ENGYWOOK

Making wishes in Fantasia is one
thing, laddie, making them in the
human world is quite another.

BASTIAN

(to Empress)

It's okay, I'll only use it to get
the book back, then I'll wish the
AURYN right back to you! Trust me.

EMPRESS

I do trust you. But what if AURYN
should fall into the wrong hands,
just as the The Neverending Story
did. You've already told your step
sister Nicole about the powers of
AURYN.

BASTIAN

It's okay, she didn't believe me.
I promise not to tell anyone else.

Reluctantly, the Empress lifts the amulet from her neck and places it around Bastian's. He handles it, revealing the two golden intertwining snakes, then grips it firmly.

BASTIAN

Well-- here goes...

He closes his eyes and wishes as hard as he can, squeezing the amulet with all his might. Atreyu, Falkor and the others watch expectantly. But Bastian remains right where he is.

ENGYWOOK

You'll have to wish harder than
that to achieve inter world
transport!

BASTIAN

(straining)

--- I can't!

BARK TROLL

If he wishes any harder, he'll
break his wish bone!

ATREYU

Then Falkor and I will help.

Atreyu steps forward and takes one of Bastian's hands, then reaches out with the other and takes hold of Falkor's ear. The three clamp their eyes shut and wish as hard as they can. The Amulet emits a few beams of light, but alas, Bastian is still there. A wave of anxiety sweeps through the circle of Fantasians.

BARK TROLL

Looks like the kid can use a
helping branch.

Bark Troll pitches in, grasps Falkor's other ear with his branch and wishes hard. The amulet spews laser-like darts of color. Bastian's lower body suddenly vanishes into thin air-- but his upper half is still there, floating in place!

68A. ANGLE THE GREAT DOOR

68A.

Rock Biter bursts through, clutching the tabloid "note," with Jr. in tow. The little tike reacts excitedly to what looks like a game in progress before him-- everyone is joining hands.

JR.

Me play too!

Junior shuffles over to Bark Troll, takes hold of his free branch and clamps his eyes shut like the others, thus unwittingly completing the wish circuit. Rocks shake and shatter off Junior's body in every direction -- a few completely covering Engywook and Urgl-- then the light emissions from the amulet suddenly increase ten fold. Now Bastian's lower body vanishes too! Then-- sections of the others in the wish chain start vanishing too-- Bark Troll's branches, then face, then trunk-- then Jr.'s head, arms, torso-- and finally, his diaper!

ROCK BITER

Junior!

Rock Biter searches around frantically, while the colorful beams of AURYN light flare in every direction.

ENGYWOOK- peeks his little head out from an opening in the rocks and immediately understands what's happening.

ENGYWOOK

Wish overload!!!

Urgl screams for her life. Seeing he and the wife are still there, Engywook puts a reassuring arm around Urgl.

ENGYWOOK

Don't worry, my little kumquat. We weren't making physical contact with the wishers.

Urgl's gaze settles on Engywook's other hand, which is resting against one of the rocks shed by Junior. Low and behold, Engywook's body vanishes too, leaving only his suspended little head. Urgl cackles at the sight.

URGL

Ha- ha! You ain't got no body!

ENGYWOOK

(eyeing her
shriveled figure)
Well, neither do you!

Urgl takes a swing at her husband's head, but it vanishes in thin air. She smugly slaps her hands together, savoring the victory-- then suddenly, the rocks around her vanish-- then she does too, along with the last brilliant flashes of light. Rock Biter waddles over to the Empress.

ROCK BITER

Empress, where's my son?!

EMPRESS

On his way to the human world...

ROCK BITER

The human world! Oh, no-- the
wife'll have a land slide!

The Empress suddenly gasps at a terrible realization.

EMPRESS

No-- this must not happen--
Fantasians-- Come back!

She sweeps over to her magic crystal. On the crystal screen, body parts of Bastian and the other Fantasians swirl around in hyper-space-- heads, arms, noses, ears comically combining with the wrong bodies-- as they journey toward the human world --

EMPRESS

Bastian! Can you hear me! Hold the
necklace to your ear-- I have
something of great importance to
tell you!!!

69. WE MOVE INTO THE CRYSTAL SCREEN-- AND THE SWIRLING COLORS
GRADUALLY DISSOLVE TO-

69.

70. INT. HILLSBURY JR./SR. HIGH-SCHOOL LIBRARY - DAY

70.

WIDE ON THE EMPTY ROOM. Then A LOUD THUD-- something dropped into the closet. The closet door cracks open and Bastian's headless body appears! Then, THWACK-- his head implodes into place upon his neck. But it's on backwards! He clutches the AURYN and clamps his eyes shut.

BASTIAN

I wish I had my head on straight.

Incredibly, his head rotates to it's proper position. Then, he approaches the empty space on the book shelf once occupied by The Neverending Story. Now, he clutches the amulet again and clamps his eyes tight.

BASTIAN

Well, here goes...I hereby wish
the Neverending Story would leave
the Nasties and return right here
to this--

As the amulet starts to glow-- a tiny voice--

EMPRESS(O.S)

No Bastian-- stop!

His eyes pop open. What was that? He puts the amulet to his ear.

BASTIAN

Empress?

EMPRESS(O.S.)

Bastian-- the Fantasians who helped you got caught in a wish overload and are there with you in the human world!

BASTIAN

Are they alright?

EMPRESS(O.S.)

I don't know. But you must not use the powers of AURYN to stop the Nasty while the Fantasians are still in the human world!

BASTIAN

Why not?

EMPRESS(O.S.)

Because the new Fantasia that follows will be different. It won't include them.

BASTIAN

But it's my imagination. I'll just make sure they're part of the new Fantasia.

EMPRESS(O.S.)

No, Bastian, even the powers of AURYN can't put beings in two places at the same time. You must find them, get them all together and wish them back to Fantasia before you return the book to the keeper or they'll be lost forever!

Bastian removes the necklace, tucks it in his pocket, then goes to the window and searches the cloudy sky.

71. EXT. THE HEAVENS- NIGHT

71.

Star filled, full silvery moon, fluffy blankets of bluish white clouds. Suddenly the peaceful tranquillity is broken by a boy's scream.

ATREYU

Yaaaaaaa!

Falkor swoops into frame in a spinning free fall, with Atreyu clinging onto his fur for dear life. Finally, the luck dragon manages to right himself into a normal flying pattern. Atreyu fights his way onto Falkor's back, then peers down through the clouds, trying to get his bearings.

ATREYU

A voice in my heart tells me we
are no longer in Fantasia!

FALKOR

(with a roll of
the eyes)

No duh.

Suddenly, a clearing in the clouds. Atreyu beholds the awesome
sight before him --

ATREYU

The human world!

POV- An aerial (stock) shot of that glitzy neon human wonderland;
Las Vegas!

72. INT. HILLSBURY JR./SR. HIGH-SCHOOL, HALLWAY- DAY

72.

The Nasties are gathered at their lockers, cleaning out their
belongings, while Slip peruses The Neverending Story.

SLIP

Yo, check this out-- "All his life
Bastian wanted a sister or brother
to share his dreams and confide in
his secrets. Now, at last, he
would have one.."

MOOKIE

Only problem is, he's stuck in
Fantasia. Maybe we'll let 'im send
'er a postcard!

They all exchange fives. Then Slip reacts to something--

POV- Bastian approaching.

SLIP

Balthazar-- He's back!

BASTIAN- sees the Nasties and makes a run for it. Slip tucks the
book into his carry bag, then leads his posse in hot pursuit --

73. INT. LAS VEGAS CASINO- NIGHT

73.

Noisy and glitzy. In the slot machine area, BLUE HAIREd GAMBLERS
are glued to their one armed bandits, feeding in coins and coming
up with every combination of cherries and bananas but the winning
ones.

Atreyu leads Falkor into the casino. Pre-occupied with their gambling, nobody pays any attention to the strange visitors as they pass by the slot machines just as A WOMAN holds up a single precious silver coin.

WOMAN

Well, this is it. My last quarter in this world. A whole life's savings, my husband's pension, the stocks, the bonds, the food stamps-- everything is gone except for this.

The other gamblers stop feeding in money and watch respectfully as the desperate woman puts the quarter in the machine, closes her eyes and pulls the handle.

74. ANGLE FALKOR-

74.

as he turns to the woman and winks. The machine spins, then registers four cherries, followed by a noisy avalanche of money! The other gamblers applaud. When they put in their next quarters, all their machines pay off huge jackpots too!

75. OVER AT THE BAR- A DRUNKEN MAN-

75.

nurses his drink, looks up and sees Falkor float by, two feet off the floor. He eyes his drink, and on second thought, puts it down.

A scantily clad BAR GIRL winks at a gawking Atreyu as she saunters by.

76. A CASINO MANAGER-

76.

notices the strange duo approaching and rushes up to greet them.

MANAGER

You must be the new warm up act for Pia Zadora!

ATREYU

Is this the human world?

MANAGER

Human world? Nope, never heard of it...

Atreyu and Falkor turn away and head out. The manager calls after them--

MANAGER

You might wanna try Atlantic City!

77.

EXT. DEEP FOREST- DAY

77.

The natural tranquillity of chirping birds and gently rustling leaves is suddenly broken by the sound of rustling branches. Bark Troll emerges, his nest wig all eschew. He lumbers through, studying the barks of the trees as he passes --

BARK TROLL

Sycamores Elms-- Birch-- What is this, a Green Peace convention?

(shouting to the trees)

I'm looking for a human named Bux!

(no reply from trees)

What's the use, they don't understand a word I'm saying...

He forges ahead and comes upon a gathering of trees that look remarkably similar to his own species.

BARK TROLL(CONT.)

Finally, a familiar bark formation...

(lumbers up to them)

It's me, Artie!

(no reply)

Sorry, you look just like my Aunt Gertrude...

(to the others)

Would any of you happen to know a human, about a root and a half tall, goes by the name of Bastian Bux?

The trees remain silent. Fed up, Bark Troll continues on.

BARK TROLL(CONT.)

Some nice place, this human world.

(shouts back at the forest)

Better never get up rooted in the Howling Forest. See how I help you out of the woods...

He suddenly pulls up at the shocking sight of several freshly severed tree trunks. Then, the sound of a screaming chain saw. Bark Troll looks and is petrified by the sight of--

78.

POV-

78.

A blazon-eyed, goggled and helmeted LUMBER JACK attacking an innocent Elm with the veracity of a crazed chain saw massacrer. The Elm tree twists and tumbles to the ground. Then, the lumberjack spots Bark Troll. He breaks a grin, licks his chops, then approaches with very bad intentions.

Bark Troll screams, flailing his branches in every direction.

The Lumber Jack stiffens with fright at the sight and emits a blood curdling scream too. This sets Bark Troll in motion, running for his life.

BARK TROLL

Help-- someone-- chain saw
massacre!

Petrified by the vision of this strange tree creature, the Lumber Jack glances back at the felled Elm tree and is suddenly wracked with guilt--

LUMBER JACK

...I'm sorry-- I was only doin' my
job...

He regards his chain saw and heaves it away.

EXT. LOGGING DEPOT- DAY

79.

at the edge of the woods, where a logging truck is being loaded with corpse-like felled timber.

80.

EXT. ANGLE NEARBY THICKET- (SAME TIME)

80.

Bark Troll bursts through and pulls up short when he beholds the gruesome scene before him. He turns back, then bristles at the sound of distant chain saws screaming out from dark forest. He's trapped!

81.

A DISPATCHER-

81.

watches his WORKERS lift the heavy logs onto the logging truck. When the job is complete, he checks off his clip board, then calls out:

DISPATCHER

Next timber!

Two other workers carry a strange looking specimen to the truck. It's BARK TROLL! -- playing dead, eyes clamped shut, branches at his side. The dispatcher shakes his head pitifully.

DISPATCHER(CONT.)

I hate to see the chair this one
winds up to be.

BARK TROLL

A chair?!

The workers pile the Fantasian decoy on top of the heap of timber.
Then the truck engine roars-- and from a--

82. EXT. HIGH ANGLE- DAY

82.

the truck pulls out and makes it's way down the winding mountain trail. WE PAN AWAY FROM THIS-- to the mountainous terrain in the far distance --

83. EXT. BLACK HILLS- DAY

83.

WHERE WE FINALLY SETTLE- on the stone carved faces of the presidents on Mt. Rushmore and behold the sight in solemn silence. Then, a familiar voice--

JUNIOR (O.S.)

Da da?

84. ANGLE JUNIOR ROCK BITER-

84.

smiling at the face of George Washington. But sadly, George remains stone faced. Puzzled, Junior reaches for George's nose and breaks it off! He tastes it--

JUNIOR

Ummm, yummy nose!

85. EXT. ANGLE TOURISTS- AT THE FOOT OF THE MOUNTAIN- DAY

85.

A woman stands by impatiently while her husband, HERB, records the surrounding countryside on his video camera. He suddenly notices something up on Mt.Rushmore and directs his camera at the strange creature on the mountain --

WOMAN

Herb...

HERB

Not now, honey!

86. JUNIOR -

86.

continues his feast, breaking off chunks of Abe Lincoln's jaw and Thomas Jefferson's forehead-- causing a cascade of rocks to tumble down the mountain--

87. DOWN BELOW- A FOREST RANGER-

87.

lowers his binoculars.

FOREST RANGER

Avalanche!

88. ANGLE TOURISTS - 88.

as they drop their cameras and flee. But Herb remains steadfast, recording every frame of it-- while his wife tries to pull him away--

89. EXT. ANGLE SKY- DAY 89.

Atreyu rides Falkor through the clouds. He spots something below and shouts in Falkor's ear.

ATREYU

Down there!

The luck dragon swoops down toward Mt. Rushmore, then Atreyu pulls the giant tyke on board and flies off into the distance!

90. EXT. THE FOOT OF THE MOUNTAIN- DAY 90.

Herb is still recording it all.

HERB

This is gonna be worth a fortune!

His wife holds up a video tape cassette.

WIFE

It would be if you had the tape in, dear.

OFF HERB'S EXPRESSION--

91. EXT. THE SKY- DAY 91.

Junior clings safely to Atreyu, enjoying the ride through the clouds--

92. INT. - THE IVORY TOWER, EMPRESSES CHAMBERS- DAY 92.

This same image appears on the crystal screen. Rock Biter sighs with relief, then continues watching the screen with the Empress. Then-

93. ON THE CRYSTAL SCREEN- 93.

the image switches to the front doors of the Junior High-school as they burst open. Bastian runs out, then searches around for a place to hide. The Nasties emerge from the school. Bastian ducks behind a thick stand of shrubbery and holds his breath as Mookie comes up ever closer-- then suddenly stops right next to Bastian's hiding place. The Nasty scans the distance.

MOOKIE

Looks like he took off.

DOG

What if he's goin' to the cops!

SLIP

Let 'im. We didn't do nuthin.'
He's the one who stoled the book,
not us. Says it right here in the
Neverending Story.

Slip and the others exchange fives, then, switch on their boom box and do their Nasty-bop strut away from the school-- singing out a new lyric--

NASTIES

"The Neverending Storeeee!"

Bastian handles the amulet, frustrated that he can't use it.

94. INT. JANE'S HOUSE- NIGHT

94.

Nicole lies on the floor, watching MTV. Barney enters through the front door, returning from work.

BARNEY

Honey, I'm home!

Jane emerges from the kitchen, looking very distraught. Barney takes her in his arms, swirls her around. Kisses her.

BARNEY

It's so cool to have a nice family
to come home to--

JANE

Barney...

BARNEY

Sis in front of the T.V.-- Ay,
Nicole, what's shakin'! How was
your first day?

NICOLE

Fine...

BARNEY

Great! And Bastian-- I'll bet
he's upstairs studying already!

JANE

Barney!

(he sets her
down)

I got a call from the school
today. Bastian cut his first three
classes. He also stole a book
called The Neverending Story from
the school library.

Barney reacts to the familiar title and heads for the stairs.
Nicole watches after them as Jane follows at Barney's heels.

JANE

Doctor Du Champ, Nicole's
pediatrician, says stealing is one
of the most common cries for help.

95. INT. BASTIAN'S ROOM- NIGHT

95.

Bastian has the window open. Leaning outside, he shouts to the
stars.

BASTIAN

Falkor-- Atreyu-- Engywook. I'm
over here! I have to wish you all
back to Fantasia before I wish the
book back or you won't exist
anymore!

96. INT. HALLWAY- NIGHT

96.

Barney and Jane are listening in through Bastian's closed door.

BARNEY

(softly, gravely)
The Fantasia thing again.
(off Jane's look)
Right after his mother died, he
started talking about all those
same imaginary characters from
this place called 'Fantasia.'

JANE

Then that's it. Don't you see? At
times of great stress, he retreats
into a fantasy world as a defense
mechanism.

Barney starts to open Bastian's door, but Jane stops him.

JANE(CONT.)

Doctor Du Champ says it can be very disruptive to intervene while they're expressing themselves through fantasy.

Barney thinks this over and sees the wisdom in it. They proceed quietly back down the stairs--

97. INT. LIVING ROOM- NIGHT

97.

Nicole waits for Barney and Jane to descend the stairs and vanish deeper into the house.

98. INT. BASTIAN'S ROOM - NIGHT

98.

Bastian keeps his eye glued to the telescope. Nicole enters without his noticing.

BASTIAN

...Come on Atreyu, you've gotta find me. I'll never find you, the world's just too big for someone without a driver's license...

NICOLE

Who are you talking to?

BASTIAN

(startled)

No one...

NICOLE

My mom and your dad think you've gone bonkers. They're talking about having you committed to a mental institution.

(then)

Oh, well-- at least my mom'll get her sewing room back.

BASTIAN

Very funny.

NICOLE

Why'd you steal the Neverending Story? I'm like, he read that already.

BASTIAN

I didn't steal it, the Nasties did.

NICOLE

Then why'd the school think you did?

BASTIAN

'Cause it's my story...

NICOLE

Your story? You are bonkers.

She notices the amulet on Bastian's night table and reaches for it. Bastian reacts but he's too far away to stop her.

NICOLE

Where'd you get this, from the
"Empress?"

Bastian starts to answer, then thinks better of it and busies himself with the telescope, pretending not to care, while Nicole inspects the necklace. She holds it up to her chest.

NICOLE(CONT.)

I can't believe you expect people
to believe all this stuff.

BASTIAN

I don't care what they believe...

NICOLE

Well, I don't get it, why don't
you just show us something from
this Fantasia place of yours?

Bastian suddenly springs away from his telescope and snatches the necklace from Nicole.

BASTIAN

I can't! I wish I could!

Suddenly, the amulet starts shimmering in his hand! Nicole's eyes widen in sheer wonderment. Bastian realizes what he's done, quickly hides the necklace behind him and completes the wish--

BASTIAN(CONT.)

... but I can't.

Nicole flinches confusedly, unsure of what she just saw, then finally shrugs her shoulders as if nothing happened.

NICOLE

Fine, have it your way.

As she leaves the room, Bastian breathes a sigh of relief, then handles the amulet thoughtfully.

SLIP(V.O.)

"... Bastian sadly clutched the amulet, unable to make the one wish that would set things right in Fantasia and allow him to get on with his own life in the human world..."

Bastian returns to his vigil at the telescope --

99. EXT. METROPOLIS-LIKE SUBURBAN SHOPPING MALL - NIGHT

99.

FROM A HIGH ANGLE, WE MOVE IN CLOSER - to an outside glass enclosed elevator, then follow the elevator down the side of a department store - and stay with it as it submerges below ground--

100. INT. MALL, UNDERGROUND PARKING LOT- NIGHT

100.

Where we continue on and approach a large green garbage dumpster, then -- DISSOLVE BEHIND IT TO--

101. INT. THE NASTIES' HIDEOUT- NIGHT

101.

A dark, dank, rat infested, graffiti covered hell hole, barricaded by the garbage dumpster. Slip sits at a makeshift crate table. The Neverending Story is cradled in Slip's lap, illuminated by a cluster of glowing candles. The other Nasties are huddled around behind him like Eagle Scouts at story time.

SLIP(CONT.)

"... Bastian sadly returned to his telescope, hoping against hope for some sign of his Fantasian friends. As the night wore on, his eyes grew heavier and heavier until he fell gently off to sleep..."

The sound of A CRACKLING SNORE. Slip turns around to see Dog, fast asleep snoring away in dreamland. Slip smacks him awake. Then, in the glow of the candle light, the Nasties leader sums it all up --

SLIP

... So, Balthazar can't use that AURYN thing to wish the book back 'til his freako friends get wished back to Fantasia first...

(then)

Too bad, 'cause now I'm gonna rock his life in the human world. I'll make sure he never has a sister!

The other Nasties concur. As Slip re-opens the book, Dog stops him.

DOG

Yo chief, think maybe we should
get our hands on that cloron thing
first?

SLIP

That's AURYN, you moron. But maybe
you got a point there...

(Dog takes a bow)

Those Fantasians can show up any
minute. Before we read about it,
this book could go flyin' right
outta our hands.

MOOKIE

Yo, les' jack the necklace.
Without that, he won't ever be
able to get 'em back to Fantasia
and we get the book forever!

SLIP

Permanent control over Balthazar's
story. I can mess him up into his
ripe old age...

(then)

Le's get it while Balthazar's
still in Z land!

Slip snaps the book shut with a loud thud --
102. INT. BASTIAN'S ROOM- NIGHT (SAME TIME)

102.

Bastian suddenly awakens with a start, jarring the telescope
lower. He puts his eye to the view finder and tries to re-focus --

POV- through the telescope-- trees, roofs of houses-- then a more
urban section -- a Chinese street festival-- finally focusing on
what looks like a familiar white dragon among the other dragons in
the parade!

BASTIAN

Falkor!

Bastian charges out of the room, then returns to retrieve the
amulet from his night table. He fits the necklace over his head
and dashes out --

103. EXT. JANE'S HOUSE- NIGHT

103.

Bastian bursts from the house and sprints off down the street.

104. EXT. ANGLE THICKET OF SHRUBBERY- NIGHT

104.

The Nasties peek their heads up from behind it, then follow after
Bastian.

EXT. STREET, CHINESE FESTIVAL - NIGHT

105.

Costumed revelers, firecrackers, sparklers, large colorful floats including a wide variety of dragons. Falkor marches along in the procession, blending in with the other dragons. Mounted on his back behind Atreyu, Junior waves to the crowd, while the Indian searches their faces, looking for his friend.

ATREYU

Bastian! Where are you!

Bastian appears, and makes his way through the parade of dragons.

A group of CHILDREN mischievously tie a string of firecrackers to Falkor's tail. The firecrackers ignite and Falkor bucks like a bronco, then takes off. The revelers scream and panic. Several CHINESE MEN emerge from beneath the other dragon floats and frantically run for their lives!

Bastian stands his ground and shouts to the sky.

BASTIAN

Falkor! Atreyu!

The Nasties arrive upon the scene and recoil at the sight of the flying dragon circling the sky. Dog tries to run for it, but Slip grabs him by the collar.

SLIP

He's just a luck dragon. He don't
breath fire!

(directing Dog
toward Bastian)
Now, sic the necklace!

Dog sneaks up behind Bastian, then reaches his fingers out toward the necklace --

106. EXT. ANGLE FROM UP ABOVE- NIGHT

106.

FALKOR SPOTS BASTIAN, SWOOPS DOWN LOW AND ATREYU LIFTS HIS FRIEND ON BOARD, JUST BEFORE DOG CAN SNATCH THE NECKLACE!

107. EXT. THE MISTY SKY - NIGHT

107.

Bastian, now seated between Atreyu and Junior, shouts to be heard over the roaring wind.

BASTIAN

Thanks guys!

(Falkor winks)
Where's Bark Troll and the
gnomes?!

ATREYU

We do not know. One minute we're
in Fantasia, and the next...

BASTIAN

You were caught in a wish
overload.

(then)

We've gotta find the others. The
Empress says I've gotta get you
all back before I can wish the
book back and help Fantasia!

108. HIGH ANGLE OF THE ICY, FROZEN ALASKAN TUNDRA (STOCK) 108.

108A. ANGLE BASTIAN, ATREYU AND JUNIOR FLYING ABOARD FALKOR- 108A.

The shirtless Indian, frozen to the core, shouts over the numbing
wind.

ATREYU

Can humans really live down there!

BASTIAN

Only Eskimos and Santa Claus!

ATREYU

... Santa Claus?

Bastian drops the subject and calls out to Falkor.

BASTIAN

Hang a U-ee!

As the luck dragon sweeps into a U-turn-- WE PAN DOWN BELOW --

109. A SNOW SWEPT SIGN READS "FEDERAL EXPRESS, NOME ALASKA" 109.

110. INT. FEDERAL EXPRESS OFFICE- NIGHT 110.

A SHIPPING CLERK tapes, packs and stacks boxes for air freight
transport. Behind him, the door creaks open and shut, as if a
ghost just entered.

111. LOW ANGLE (AT FLOOR LEVEL) OF THE FRONT DOOR- WE SEE- 111.

it's Engywook and Urql, all covered with snow. They glance
around, spot the giant shipping clerk, then quickly make their way
along the wall to a safe corner. They brush off the snow, then
Engywook opens a pocket map he's drawn up, takes out a compass,
gets a reading, then checks the map.

URGL

Well genius, got any idea where we
are?

ENGWYOOK

It's definitely the human world.
Who else would put up with weather
like this.

URGL

Fine. Now let's find Bastian and
get him to wish us back to
Fantasia so I can warm my toes.

ENGWYOOK

Uh, one teensy eensie problem.
(pokes at map)
Bastian lives here, and we're all
the way over here. One of the
unfortunate realities of inter-
world travel my sweet.

URGL

Marrying you was my first
unfortunate reality! How do you
propose we get there?

Their attention is drawn to an ESKIMO who enters with a parcel,
then steps up to the shipping clerk who cracks open a fresh new
box for the Eskimo customer's shipment.

ENGWYOOK

(to Urgl)
Feel like racking up some
advantage miles, my precious?

Urgl glares at him wearily. He's gotta be kidding...

112. EXT. ALASKAN RUNWAY- (STOCK SHOT)-NIGHT

112.

A Federal Express jet lifts off into the sky--

113. EXT. ELSEWHERE IN THE SKY- NIGHT

113.

Bastian, Atreyu and Junior continue the search over far more
familiar suburban terrain. But Junior has had it, it's way past
his bed time. His eyes grow heavier and heavier. Bastian checks
his watch.

BASTIAN

The Nasty is probably at Silver
City by now. Fly faster Falkor!

FALKOR

I can't. It's too much weight.
For a search mission like this,
it's best I fly solo. Which way
to your house, Bastian?

BASTIAN

Down there-- over those chimneys
and a left on Stratford.

114. EXT. FANTASIA- WIDE SHOT OF SILVER CITY- NIGHT 114.

as the swirling night sky grows more ominous, and a nasty wind
howls over the rooftops--

115. EXT. ROCK BITER DWELLING- NIGHT 115.

Rock Biter rumbles up on his stone bicycle. He dismounts, glares
fearfully at the threatening sky, then enters the dwelling--

116. INT. ROCK BITER'S DWELLING- NIGHT 116.

Mrs. Rock Biter looks up from her knitting as her husband enters.

MRS. ROCK BITER

You're home. I was beginning to
worry with all this nasty weather.

(then)

Where's Junior?

ROCK BITER

...You'd better sit down.

MRS. ROCK BITER

I am sitting down.

He glances down at her mountainous lower body.

ROCK BITER

Oh...

She suddenly stands up, rocks splintering in all directions.

MRS. ROCK BITER

Honeyshkins, what is it?

ROCK BITER

Something horrible happened.
Junior's lost in the human world.

Mrs. Rock Biter drops her knitting branches in wide eyed terror--

117. EXT. JANE'S HOUSE, BACK YARD- NIGHT 117.

Bastian and Atreyu wave to the luck dragon vanishing in the
distant sky, silhouetted against the full moon, reminiscent of a
very familiar image.

ATREYU

With luck, he'll find them by
morning.

They carry the sleeping Junior rock biter into--

118. INT. GLASSED IN PLANT SOLARIUM- NIGHT

118.

BASTIAN
(softly)
Over there.

They set Junior down behind some leafy plants, next to a friendly stone Buddha.

BASTIAN
No one'll notice him here.
(then)
Come on, you can sleep in my room.

As the two boys head toward the house, Junior sadly blinks his eyes open and gazes at the smiling Buddha.

JUNIOR
Mama...

119. INT. ROCK BITER DWELLING -NIGHT

119.

Mrs. Rock Biter sadly peeks into Jr.'s bedroom.

POV-

120.

Huge stone carved toys, piles of rocks, an empty ten foot long, heavily reinforced crib.

121. MRS. ROCK BITER-

121.

blinks away a tear.

122. INT. JANE'S HOUSE, LIVING ROOM- NIGHT

122.

Bastian cracks the front door open, then steps inside and signals for Atreyu. The two boys venture into the dark house.

ATREYU
A human dwelling!

BASTIAN
Shhhh!
(whispering)
They're sleeping upstairs. If they find out about you guys you'll all be on the eleven o'clock news!

ATREYU
(softly)
Is that bad?

BASTIAN

It is if you ever wanna get back
to Fantasia.

(Atreyu takes
Bastian's point)

Come on, let's get something to
eat.

(proceeding on)

This is the living room.

ATREYU

The 'living room?' Which is the
dying room?

Bastian starts to explain, thinks better of it, then leads Atreyu
into the--

123. INT. JANE'S HOUSE, MODERN KITCHEN- NIGHT

123.

where Atreyu is mesmerized by the myriad appliances, visible in
the glowing bluish light emanating from the stove.

BASTIAN

This is the kitchen where we cook
the food.

Bastian opens the refrigerator, emitting a brilliant light. Atreyu
jumps back fearfully, as if the appliance were alive, then shivers
from it's cold smoking breath. Bastian reaches in and takes out
some sandwich ingredients, then crosses to the counter and makes
up two quick sandwiches.

Atreyu meanwhile, surveys the other mysterious appliances. He
pokes his finger at one of the buttons on the microwave and it
turns on with a rumbling sound and light that delights the Indian.

BASTIAN

Atreyu, no!

Giggling playfully, Atreyu moves quickly to the coffee grinder and
switches it on. Energized by it's peculiar sound, he proceeds to
turn on every appliance in the kitchen, while Bastian chases
around frantically trying to shut them off!

124. CUT TO: THE MASTER BEDROOM- BARNEY AND JANE ARE AWAKENED
BY SOME VERY STRANGE NOISES.

124.

JANE

Sounds like it's coming from the
kitchen...

Barney slides out of bed in his undershorts and heads for the
door. Jane follows into the--

5. INT. HALLWAY- 125.

where they proceed past Nicole's room. WE HOLD THERE as Nicole cracks the door open and peeks out.

126. CUT BACK TO: INT. KITCHEN- 126.

where Bastian struggles to shut the electric timer. He hears footsteps!

BASTIAN
Someone's coming!

Bastian leaves the appliances running and tries desperately to find a place to hide Atreyu--

127. ANGLE BARNEY- 127.

just outside the kitchen inching closer to the doorway--

128. ANGLE-JANE- 128.

quietly approaching, while behind her, Nicole watches from the top of the stairs--

129. BARNEY- 129.

reaches his hand into the dimly light kitchen and flicks the light switch on-- then, as the florescent lights flicker on, Barney enters like a Ninja warrior.

BARNEY
Hiiii- yaaaa!

When he sees it's just Bastian, he quickly tries to cover his ridiculous actions.

BARNEY
Uh-- Hiya,-- Bastian. You mind telling me why you're running all those machines?

130. ANOTHER ANGLE- 130.

reveals Atreyu, sitting legs folded, scrunched into the space between the cabinets and the high ceiling, right over Barney's head! Jane enters the kitchen as Bastian calmly switches off the appliances.

BASTIAN
...I just came down stairs for a little snack, then I decided to sorta test to make sure everything in the kitchen was in working order.

BARNEY

At one o'clock in the morning?

Jane shoots Barney a look, then pats Bastian on the shoulder.

JANE

Good work, Bastian.

(to Barney)

Always a good idea to do this sort of thing during low usage hours.

(to Bastian)

Very cost conscious of you!

Barney eyes her wearily. Jane notices the amulet around Bastian's neck.

JANE

Nice necklace.

BASTIAN

Thanks.

BARNEY

Where'd you get that?

BASTIAN

Uh -- a pawn shop.

BARNEY

Pawn shop!

JANE

Barney--

She takes his arm and leads him away though the --

131. INT. LIVING ROOM- NIGHT

131.

then steers him toward the stairs.

BARNEY

I don't want my kid going to any pawn shops--

JANE

Shhhh! We've got to be supportive.

132. INT. STAIRWAY- NIGHT

132.

Nicole scurries back up to her room, just as Barney and Jane approach. Meanwhile, back in the--

23. INT. KITCHEN- NIGHT

133.

Bastian is satisfied the coast is clear and signals Atreyu down from the cabinet--

ATREYU

Was that your mother and father?

BASTIAN

He's my father. Jane's just the woman he married.

ATREYU

So, she is not your mother?

(Bastian shakes
his head)

She seems to care about you very much.

BASTIAN

(a beat, then)

Nah, she just thinks I'm goin' bonkers.

Bastian scoops up the two sandwiches he made, then moves to the doorway and checks ahead.

BASTIAN(CONT.)

Come on...

They quietly head out into the--

134. INT. LIVING ROOM- NIGHT

134.

where the two boys make their way to the--

135. STAIRS-

135.

then tip toe up the stairs to the--

136. HALLWAY-

136.

and proceed quietly past Nicole's room. WE HOLD THERE AGAIN-- as she cracks the door open and peeks out.

NICOLE'S POV- a quick glimpse of Bastian leading what seems to be an Indian into his room!

NICOLE

Oh-- my-- God...

137. INT. NASTY HIDEOUT- NIGHT

137.

Mookie reacts to Slip's reading of The Neverending Story.

MOOKIE

Lemme make a little addition. I'll have his precious little sister runnin' for the hills...

SLIP

Yo, chill! If Balthazar figures out we're messin' with his story again, he might get fried enough to use the AURYN before the other Fantasians show up.

(starring into
the candle light)

Tomorrow at school, we'll snatch that necklace off 'im, then we can do all the messin' we want!

As the Nasties hoot and holler on the way out-- WE MOVE INTO THE LEATHER BOUND VOLUME of The Neverending Story AND DISSOLVE TO:

138. EXT. OPEN HIGHWAY- DAWN

138.

A logging truck roars by and hits a bump, sending Bark Troll toppling off onto the road shoulder with a heavy thud! He struggles to his feet.

BARK TROLL

Eeee, my achin' limbs...

He surveys the area for some sign of civilization. Suddenly, a sniffing stray dog takes a special interest in his trunk.

BARK TROLL(CONT.)

Hey-- get away from me-- don't get any ideas...

The dog starts barking at the talking tree. Bark Troll hops away down the road, trying to get away from the persistent hound who keeps close pace, fixated on Bark Troll's inviting trunk!

139. INT. BASTIAN'S ROOM- MORNING

139.

With the door tightly closed, Atreyu plays with the telescope while Bastian dresses for school. A KNOCK ON THE DOOR! Atreyu hides under the bed. Nicole enters and looks around suspiciously, then finally looks at Bastian who nonchalantly continues combing his hair in his regular hairstyle.

BASTIAN

I know, I look un.

NICOLE

I didn't say anything. Don't be so paranoid.

Nicole keeps surveying around the room.

BASTIAN

What are you looking for?

NICOLE

Nothing...

She steals a glimpse of the amulet chain hanging out of the night table drawer, then Jane shouts from downstairs.

JANE(O.S.)

Come on kids-- Les' go, hee-yaaaah!

Nicole leaves the room. Bastian shuts the door behind her, then breathes a sigh of relief as Atreyu rolls out from under the bed.

ATREYU

What does Jane mean when she says- 'Hee-yaaaah.' In my language it means spoiled vegetables.

BASTIAN

In mine it means I gotta get my butt in gear for school. You stay here in case the Bark Troll and the gnomes show up. Take this.

Bastian removes the Amulet from the drawer and starts to put it around Atreyu's neck.

ATREYU

No-- the Empress entrusted AURYN to you. I cannot touch it.

With no time to argue, Bastian stashes the amulet back in the night table drawer. Atreyu heads for the window.

ATREYU(CONT.)

I will stand watch on top of your dwelling until your return. Perhaps I will see the other Fantasians from up there.

BASTIAN

Be careful.

ATREYU

You too, my friend.

They Indian handshake, then Atreyu climbs out the window.

As Bastian goes out and closes the door behind him , WE HOLD ON- the empty room-- until Nicole peeks her head in, looks around, then quickly snatches the necklace from the night table, buries it in her purse and leaves--

140. EXT. JANE'S HOUSE, BACKYARD SOLARIUM - MORNING 140.

Junior watches Jane back the Wagon out of the driveway. Nicole rushes up and climbs inside--

141. INT. STATION WAGON- MORNING (CONTINUOUS) 141.

Nicole slides in next to Bastian, then turns to him and flashes an innocent Cheshire grin.

142. EXT. A HIGH ANGLE- MORNING (SAME) 142.

as the wagon pulls away from the house-- REVEAL ATREYU- standing on the rooftop next to the chimney, watching the wagon drive off. Then he shouts down to Junior in the backyard.

ATREYU

They're gone! Stay back there in case the woman Bastian calls Jane returns!

Junior sadly follows orders. From his crows nest watchtower, Atreyu shields his eyes from the bright morning sun and scans the horizon for the missing Fantasians--

143. EXT. SILVER CITY, WIDE SHOT - NIGHT 143.

An incredible, spidery crackling lightning display illuminates the city. The 'Nasty' weather is hitting with hurricane force, uprooting trees in the nearby--

144. EXT. FOREST- NIGHT 144.

sending Bark Trolls screaming for their lives as they collide with each other in mid flight. One of them smashes into the great stone door of the --

145. EXT. ROCK BITER DWELLING- NIGHT 145.

Seeking shelter from the storm, the frantic Bark Troll bangs on the door.

146. INT. ROCK BITER DWELLING- NIGHT 146.

Mr. and Mrs. Rock biter are seated at the candle lit kitchen table, munching on a varied rock selection. Rock Biter reacts angrily to the pounding on the door.

ROCK BITER

Go away-- Can't a man bite his
rocks in peace!

MRS. ROCK BITER

You needn't be so nasty.

ROCK BITER

Nasty-- who's being nasty!

MRS. ROCK BITER

You are. You're taking it out on
him when it's no one's fault but
your own that you allowed Junior
to go to the human world.

ROCK BITER

Allowed! I didn't allow him---

MRS. ROCK BITER

All I know is, Junior always seems
to get in trouble when he's with
you.

ROCK BITER

What! Would you rather he lay
around the cave helping you with
your mud cakes?

MRS. ROCK BITER

And what's wrong with my mud
cakes?!

ROCK BITER

Well, now that you mention it,
after two thousand years of
marriage, they still taste like
hockey pucks!

MRS. ROCK BITER

Hockey pucks!!!

Another flash of lightning illuminates Mrs. Rock Biter's face with
a sudden surge of evil-- The Nasty has gotten her too! She
clenches her fist and pounds it down on the table, setting off an
avalanche of rock food.

147. EXT. FANTASIAN SKY- NIGHT

147.

Another Satanic inspired crackle of lightning and thunder forms
the image of Slip's laughing face in the sky!

48. INT. HILLSBURY JUNIOR/SENIOR HIGH-SCHOOL, HALLWAY - DAY 148.

CLOSE ON SLIP- chuckling evilly (exactly matching the lightning image in the Fantasian sky)

149. ANOTHER ANGLE REVEALS- 149.

what he's laughing at; Bastian, at his locker, further down the hall, working his combination lock, trying to ignore the snickering Nasties he knows are watching him. He pops the lock handle and springs open the door to a torrent of water balloons that break open and soak through his clothes!

The Nasties roar with laughter, then congratulate themselves with high and low fives. Bastian stands there, soaked to the bone, enduring a barrage of taunts and wise cracks from passing students.

150. ANGLE NICOLE- 150.

further down the hall, standing in the doorway of her homeroom with her friend Rachel, watching Bastian taking the harassment.

NICOLE

I wish he could just stand up to them.

1. CLOSE ON NICOLE'S HAND BAG- 151.

suddenly emitting beams of light from the AURYN-- which streaks through the hall and hits Bastian dead on. He reacts as if he felt something, but he doesn't know what-- THE MORNING BELL RINGS.

Nicole turns away and enters her class with Rachel.

Back down the hall, Bastian is suddenly a changed man. He angrily pulls a few books from his locker, slams it closed, proceeds right past the Nasties, then stops, turns around and comes up face to chest with Slip.

BASTIAN

This is still my story and I say that I'm gonna get you for this.

The Nasties break into a hooting frenzy. Bastian continues on his way. The Nasties start to rush him, but Slip holds them back.

DOG

But Chief, the necklace!

SLIP

Chill fool! We're not supposed to be here, remember? Let's wait 'til the three o'clock bell so we can take 'im outside without no one noticin'.

152. INT. CLASSROOM- DAY (SAME TIME)

152.

Nicole is seated at her desk, inspecting the amulet while the other STUDENTS rustle about in typical pre-home room chaos. Samantha passes by the opened door, catches a glimpse of Nicole and Rachel, then comes inside.

SAMANTHA

You guys wanna go to the mall after school? My mom's driving.

NICOLE

No way, I am like so broke.

SAMANTHA

So am I. That's why I carry plass-
-teeek!

She pulls a credit card from her purse and flashes it. Crotchety old MISS CRACKERBY, the teacher from hell, steps up behind Samantha and snatches the card away.

MISS CRACKERBY

You'll find this in the principal's office young lady. And if we don't get to our homeroom right now, we'll find ourselves in the principal's office as well!

Samantha backs away out the door. Now Miss Crackerby directs her wrath at Nicole-- and the shiny amulet in her hand.

MISS CRACKERBY

What do we have there?

NICOLE

Nothing.

MISS CRACKERBY

Hand it over.

NICOLE

I can't-- it doesn't belong to me.

MISS CRACKERBY

That's all the more reason. Let's see it!

NICOLE

No-- I wish you'd just --

Suddenly, we can hear a pin drop as everyone freezes in anticipation. Someone is actually standing up to Miss Crackerby! The old witch narrows her glare, nearly breathing fire now--

MISS CRACKERBY

Yes? We were saying? We wish?

NICOLE

I wish--

Now Nicole notices the flashes of light coming from the amulet. Miss Crackerby moves up closer, threateningly close.

MISS CRACKERBY

We- wish- what!?

NICOLE

I wish -- you'd just leave me alone-- leave all of us alone-- and stop breathing your camel breath on us-- and just go back to your cage where you belong!

The shimmering light from of the AURYN hits Miss Crackerby square in the eyes.

153. THE ENTIRE CLASS-

153.

swallows hard--

154. MISS CRACKERBY-

154.

seems overcome with rage-- shaking uncontrollably. Then finally, she looks away from Nicole, clears her throat and calmly addresses the room.

MISS CRACKERBY

Class... I shall leave you all now. My cage needs tidying.

She turns on her heels, heads for the door, where she stops, reaches in her purse, pulls out some breath spray, squirts a blast in her mouth, then marches off. The entire class watches slack jawed, blown away by what they just saw.

RACHEL

No way...

They all rush Nicole to congratulate their new hero.

NICOLE- is awed by this magical thing clutched in her fist.

NICOLE

Way...

155. INT. HILLSBURY JR./SR. HIGH-SCHOOL- HALLWAY- DAY

155.

The THREE O' CLOCK BELL resonates through the empty hallway. Students flood into the hall and make a mad rush for their lockers.

WE PICK UP BASTIAN- in the crowd, moving fast, looking around behind him for the Nasties. But when he turns around toward his locker--

He finds himself face to face with Mookie! He turns again and another Nasty is right there to block his path. Then they lift Bastian by the elbows and carry him towards the front doors--

156. EXT. HILLSBURY JR/SR HIGH-SCHOOL - DAY

156.

Nicole opens her purse, pulls out the necklace, handles it thoughtfully, then puts it around her neck. Then she notices a gleaming white Mercedes pulling up to the curb, driven by a SAMANTHA'S MOTHER, a wealthy, heavily jeweled woman. Samantha and Rachel climb into the car.

Nicole gets an idea, rushes up to the Mercedes.

NICOLE

Can I come to the mall?

RACHEL

I thought you're broke.

NICOLE

I don't need any money.

SAMANTHA'S MOTHER

(with utmost
snobbery)

Oh, how nice. Your mother finally got you a charge card. Which one?

NICOLE

All of em!

OFF THE MOTHER'S STARTLED REACTION--

157. EXT. HILLSBURY HIGH-SCHOOL ENTRANCE- DAY- BASTIAN-

157.

is carried out of the front of the building by the Nasties . He catches a glimpse of Nicole climbing into the Mercedes-- the sun reflecting off the amulet around her neck!

The Nasties finally set Bastian down on the top of the main front stairs where he watches helplessly as the Mercedes drive off in the distance.

The Nasties step back as Slip rises from his seat on the top step. With his palm out in front of him, he sashays up to Bastian.

SLIP

Okay, Balthazar, lay it on me.

BASTIAN

Lay what on you?

DOG

The Noron, you moron!

(then)

Or is it Floron...

SLIP

Come on Balthazar, no games. Let's see the gold.

BASTIAN

I don't have it.

SLIP

(to the others)

Frisk 'im.

The Nasties quickly turn Bastian upside down, hold him by the ankles, hang him over the side of the stairs and shake him up and down. Coins, a note pad and two pencils tumble from his pockets. But that's it.

SLIP

Where'd you hide it?

BASTIAN

I didn't hide it!

SLIP

You wanna make it a little harder for us? Okay, I'm gonna make it a lot harder for you. We'll just go check the book and find out where that necklace is, then after we get it, you can kiss your whole new little family goodbye. Not just your sister, all or 'em!

Slip gives the signal and they release Bastian, sending him toppling head first into the shrubs.

SLIP
You plan on that in your
stor-eee?!

They all have a big laugh, then Slip snaps his fingers and the boom box blasts on cue. The Nasties swagger off, leaving Bastian struggling to right himself and free his limbs from the shrubs. When he finally gets to his feet, he makes for home as fast as he can --

158. EXT. JANE'S HOUSE- DAY

158.

Atreyu is back on watch on the roof. He spots something in the distance-- a truck approaching-- being chased by the same barking stray dog we saw earlier.

The Indian quickly climbs down from the roof, hides along the side of the house and watches as a nursery truck pulls up in front of the house next door. Then Atreyu spots something-- Bark Troll! -- standing among a shipment of shrubs in the back of the truck! Atreyu approaches, dumbfounded as the DRIVER gets out and comes up to him with a receipt.

DRIVER
This your order?

ATREYU
I...

DRIVER
Sign here.

Atreyu signs the paper and the driver pulls Bark Troll onto his shoulder.

DRIVER
Where you want this thing?

ATREYU
That's alright-- I will take care
of him...

DRIVER
'Him?'

ATREYU
Uh, yes, my people consider plant
life to be independent thoughtful
beings.

DRIVER

Yeah? Well, between you and me,
this one looks like he'd be better
off doin' his thinkin' in a wood
chipper!

One of Bark Troll's branches swings across the driver, knocking
him to the ground.

ATREYU

See what I mean?

The befuddled driver stumbles to his feet, backs off to his truck
and drives off. Atreyu pulls Bark Troll toward Jane's backyard.

ATREYU(CONT.)

How did you find us?

BARK TROLL

I let my branches do the walking.
There's only one Bux in the phone
book. Fortunately I found a
delivery that was coming right
next door.

The barking stray stays right with them--

BARK TROLL(CONT.)

I'm warning you-- you're barking
up the wrong tree you mangy mutt!

159. EXT./INT. JANE'S HOUSE, BACK YARD SOLARIUM- DAY 159.

Atreyu drags the Bark Troll into the solarium. Excited by the
company, Junior jumps up and down, causing a minor earth tremor.

ATREYU

Shhhhhh!

160. INT. JANE'S HOUSE, KITCHEN- DAY 160.

Jane looks up from the sink, reacting to the curious ground
tremor, which soon settles down. THE DOORBELL RINGS. She draws
away to answer it.

161. LIVING ROOM 161.

Jane crosses to the front door and opens it to reveal a FEDERAL
EXPRESS DELIVERY MAN, holding a boxed package.

DELIVERY MAN

Bastian Bux live here?

(Jane nods)

Sign here, please.

Jane signs, takes the package and shuts the door.

JANE
(reading the box)
"Living things, handle with care."

BOX
(Engywook's
muffled voice
from inside)
Help-- open the box, there's no
bathroom in here!

Jane drops the box to the floor and backs off fearfully--

162. EXT. JANE'S HOUSE, BACK YARD SOLARIUM- DAY

162.

Bastian comes bursting through the bushes, out of breath and finds himself face to face with his Fantasian friends standing inside the solarium.

BASTIAN
Bark Troll. You made it!

BARK TROLL
And I have the scars to show for
it. Some young human's carved
their initials where the sun don't
shine!

Bark Troll turns and lifts up his derriere, displaying a lover's heart carved in his bark! The stray dog noses in and sniffs it. Atreyu lets loose with a giggle.

BASTIAN
Did anyone see Nicole?

ATREYU
She has not returned from school.

BASTIAN
Be right back...

He runs into the house--

163. INT. JANE'S HOUSE, LIVING ROOM- DAY

163.

Jane's eyes are glued to the Federal Express box, shaking and moving across the floor. Bastian rushes up.

BASTIAN
Jane-- do you know where Nicole
is?

JANE

She called to say she went to the mall.

Bastian reacts, starts for the back door.

JANE

Wait-- there's a package here for you.

Bastian comes back and regards the box.

JANE(CONT.)

There's something talking inside.

Bastian kneels down and reads the package, nods knowingly, then offers to Jane:

BASTIAN

This is the-- parrot I sent away for.

Jane watches wearily as Bastian picks up the box and carries it toward the back door.

164. INT. JANE'S HOUSE, BACK YARD SOLARIUM - DAY

164.

Bastian rushes in with the shipping box and sets it down and opens it revealing Engywook and Urgl, clinging to the top of the box.

URGL

Let us out-- we need a bathroom!

BASTIAN

There's no time.
(closes them back inside, then faces the others)
We have to go to the mall. Nicole has the AURYN!

The others react.

ATREYU

What about Falkor?

BASTIAN

He'll just have to find us.

ATREYU

But surely the Nasties will learn of this in the Neverending story!

BARK TROLL

If they get their hands on the
AURYN, we'll all be stuck here
forever! God forbid...

BASTIAN

Come on, let's get to her before
them!

Atreyu places the box into one of Bark Troll's branches, then
Bastian leads his strange Fantasian entourage away from the house.

165. INT. NASTIES HIDEOUT- DAY

165.

Slip snaps the book closed and sets it down --

SLIP

Come on boyz, she's someplace
right upstairs!

The Nasties scramble out of the hideout.

166. INT. DEPARTMENT STORE, JUNIOR MISS DEPARTMENT - DAY

166.

Nicole emerges from a dressing room wearing a stunning dress-- the
golden amulet shimmering from her neck. She rushes over to a full
length three way mirror and shows it off.

NICOLE

Oh, it fits so perfect! I wish I
had this dress!

The amulet flashes magically, then the beams of light ricochet off
the three way mirror and converges on a SALES LADY. She suddenly
breaks a broad toothy grin and hurries up to Nicole.

SALES LADY

You look just stunning in that
daaaarling! It's yours.

NICOLE

Could you wrap it up with big
fluffy bows?

SALES LADY

Fluffy bows-- gosh I don't know...

NICOLE

I really wish you would.

SALES LADY

Red or blue?

NICOLE

Red!

167. ANGLE SAMANTHA AND RACHEL-

167.

standing off to the side, looking completely befuddled, each holding tall stacks of boxes, all wrapped with big red fluffy bows!

168. INT. DEPARTMENT STORE, MAIN FLOOR - DUSK

168.

The store is already decorated for the Halloween season-- flying witches, glowing pumpkins, elaborate fright displays shrouded in falls colors-- An obnoxious, PHOTOGRAPHER in a fantasian inspired costume, taking pictures of costumed children in a decorated booth. The Nasties emerge from the parking exits, boom box blasting. Slip signals them to a halt.

SLIP

Okay boyz, here's where we spread out and go for the gold.

They fan out in all directions --

169. INT. DEPARTMENT STORE- ANOTHER ENTRANCE - DUSK

169.

Bastian and his friends enter. The Fantasians marvel at the strange sight.

BASTIAN

Now if anyone finds Nicole, bring her right back here to this spot. We'll wish you all back from here. Okay, let's get nasty.

Atreyu eyes Bastian warily.

BASTIAN

Just an expression.

Bastian puts his hands out and they all join in a high five, then split off in different directions. Shoppers point and laugh, assuming the Fantasians are just another Halloween mall promotion.

170. THE PHOTOGRAPHER-

170.

lines up a shot of a costumed, eight year old Child-like Empress, seated regally on the posing chair while her doting parents look on.

PHOTOGRAPHER

Big, big smile now!

He snaps her picture, then lifts the child away.

PHOTOGRAPHER

Next!

Junior appears with a giggle, shoves the photographer out of the way, then pounces down on the chair, crushing it flat. Then he smiles sheepishly for the camera.

170A. LADIES HANDBAG DEPARTMENT-

170A.

A display rack tree is draped with handbags, drawing Bark Troll's attention. As he studies the tree display, an amused SALES LADY approaches.

SALES LADY

Looking for anything special,
mister "Tree man?"

BARK TROLL

(referring to the
display tree)

I think I know this old bag!

SALES LADY

You must be mistaken, sir, those
are all brand new, just came in
today.

Junior suddenly rushes by.

JUNIOR

Rock and roll!

SALES LADY

(to Bark Troll)
Is he yours?

BARK TROLL

Do I look like a Rock Biter to
you!

Junior races toward a ROCK BAND performing on a raised platform stage in the record section.

BARK TROLL

Wait, Junior, you can't bite that
kind of rock!

The sales lady giggles and watches after Bark Troll, waddling away in pursuit, leaving a trail of dirt and tiny roots behind him along the pristine polished floor --

171. FURTHER AHEAD

171.

Bastian and Atreyu rush ahead, but are confronted by a seething Mr. Coreander, out shopping with MRS. COREANDER, a very proper, retired English teacher.

MR. COREANDER

Bux, when are you going to return that book!

BASTIAN

I'm working on it right now, Mr. Coreander.

MR. COREANDER

(regarding
Atreyu)

While we're trick or treating!
(then, calmly to
the wife)

Dear, this is Bastian Balthazar Bux.

MRS. COREANDER

I've heard all about you.

ATREYU

Have you read the Neverending Story?

BASTIAN

(pulling Atreyu
away)

Nice meeting you...

Coreander studies Atreyu with a new curiosity as the two boys continue on through the store.

ATREYU

Who was that man?

BASTIAN

The keeper of the book.

ATREYU

That was the keeper?!

Atreyu turns to get another look at this celebrity of Fantasian folklore, then turns back and recoils at the sight of the escalator.

ATREYU

A serpent!

BASTIAN
(patiently)
It's called an escalator.

Bastian steps onto it, heading for the second floor. Atreyu summons up his courage, then steps on tentatively. As the two of them ascend, Bastian spots something off in the distance-- Slip and Mookie.

BASTIAN
The Nasties!

Atreyu looks-- then trips and stumbles forward off the escalator. He gazes back at it fearfully--

ATREYU
It bit me!

172. INT. TRENDY BOUTIQUE DEPARTMENT - NIGHT

172.

DISCO MUSIC PULSES- as Nicole emerges from the dressing room in a fabulous, expensive, flashy rhinestone cocktail dress! Twirling the amulet, she vamps like Madonna and strikes a pose for a cadre of adoring SALES CLERKS. They break into applause.

NICOLE
Okay, you convinced me. I'll take it.

Samantha and Rachel stand by, trying to balance their growing piles of wrapped boxes, which are now twice as tall as before!

173. INT. THE IVORY TOWER, EMPRESS CHAMBERS - NIGHT

173.

The Empress and Large Head watch Nicole's shopping binge on the crystal screen. A bit bewildered, the Empress confides to her trusted servant.

EMPRESS
You know something, Large Head, in all this time, it never occurred to me to go shopping with the AURYN...

LARGE HEAD
That's because you serve a higher purpose, my Empress.

EMPRESS
(thoughtfully)
Oh...
(then to the crystal screen)
Nicole-- stop shopping and return the AURYN to Bastian!!

174. ON THE CRYSTAL SCREEN-

174.

Nicole shops on, sampling every shade of lipstick under the rainbow, completely oblivious to the faint voice emitted by the amulet-- and to the fact that Dog is lurking behind a nearby clothes rack!

175. INT. DEPARTMENT STORE, JUNIOR MISS BOUTIQUE (CONTINUOUS)

175.

Dog swoops in and snatches the amulet from Nicole's neck!

NICOLE

Hey!

Dog rushes off. Nicole chases after him.

RACHEL

Nicole-- what about all this stuff!

Samantha and Rachel struggle to balance the boxes as they stumble after Nicole--

176. INT. DEPARTMENT STORE, SECOND FLOOR - NIGHT

176.

Dog runs by Bastian and Atreyu, then Nicole rushes up and is startled to see Bastian.

BASTIAN

Nicole. Where's the AURYN!

NICOLE

He just took it.

Bastian races to the escalators and shouts down to Falkor and Bark Troll below --

BASTIAN

The Nasties have the AURYN!

177. INT. DEPARTMENT STORE, FIRST FLOOR - NIGHT

177.

Bark Troll reacts to Bastian's words, then spots Dog running off the escalator, right toward him! As Dog passes, Bark Troll lowers a limb, knocking the Nasty to the floor-- and releasing the shining AURYN. Bark Troll scoops it up--

BARK TROLL

I got it!

MOOKIE

You lost it!

Mookie snatches the necklace and runs off.

78. ANGLE, TOP OF THE DOWN ESCALATOR-

178.

Bastian steps on to the moving stairs with Nicole, but Atreyu pulls back, more fearful than ever of the escalator serpent. Bastian reaches for Atreyu's hand and tugs --

BASTIAN

Come on-- he's getting away!

Climbing in place, Bastian looks off toward the far end of the store--

179. POV-

179.

Mookie, clutching the shiny amulet, weaving through shoppers toward the parking exits. Bastian finally coaxes Atreyu onto the escalator and they give chase. Nicole's foot slips on the moving stairs, sending her sliding down the railing!

From below, Bark Troll looks up and basket catches Nicole safely in his branches. He blinks his knot holed eyes at her.

BARK TROLL

Are you alright?

Nicole screams with fright at the talking tree, climbs out of Bark Troll's grasp and runs off. Bark Troll shouts after her--

BARK TROLL

Ever hear the words "thank you!"

180. INT. DEPARTMENT STORE, RECORD DEPARTMENT, BANDSTAND-

180.

Junior is up on the stage, rocking out in a hot Hammer style dance step to the heavy beat. The crowds of shoppers love it.

JUNIOR

Can't bite dis!

Bastian, Atreyu and Nicole run past the stage. Junior sees them, breaks a broad grin, then jumps down from the bandstand, causing a minor earth tremor that disperses his audience in a panic --

181. INT. DEPARTMENT STORE, ANGLE PARKING EXIT DOORS- NIGHT

181.

Bastian, Nicole and Atreyu reach the doors and rush inside to the-

182. INT. UNDERGROUND PARKING LOT- NIGHT

182.

Then rumble down the ramp in hot pursuit.

ATREYU

Are you not going to introduce us,
Bastain?

BASTIAN

Nicole, Atreyu. Atreyu, Nicole.

ATREYU

Nice to meet you, daughter of
Jane!

NICOLE

Cooooo!

183. MOOKIE-

183.

rounds a corner on a ramp below, then descends further onto the
next lower ramp--

184. INT. PARKING LOT, ANGLE UPPER RAMP- NIGHT

184.

Bark Troll brings up the rear, carrying the Federal Express box in
his branches--

185. INT. THE BOUNCING DARK BOX- NIGHT

185.

Engywook and Urql are buckled into contorted positions, grimacing
painfully as they get bounced around. Urql shouts to the crack of
light in the lid of the box--

URGL

The hell with the AURYN-- I don't
care if we stay here forever--
let's just find a bathroom!!

186. INT. THIRD LEVEL UNDERGROUND PARKING- NIGHT

186.

The trio races down the ramp, makes a sharp turn and comes to a
dead end. But there's no sign of Mookie! They search around.

NICOLE

Where'd he go?

ATREYU

I fear he used the AURYN to
disappear.

Bastian kicks at the green dumpster against the wall in
frustration.

NICOLE

What'll happen if you don't get it
back?

BASTIAN

The entire civilization of
Fantasia'll go down the toilet.
And maybe ours'll go down with it.
I hope you enjoyed your little
shopping spree.

Bastian and the others start the upward trek. Nicole stands there,
shaken with guilt, then finally turns away and follows after them.

187. WE MOVE IN TOWARD THE DUMPSTER--DISSOLVING TO: 187.

188. INT. NASTIES HIDEOUT- NIGHT 188.

shielded behind the dumpster -- where the Nasties rejoice over
their achievement, grooving to the music blasting from their boom
box. Slip clutches the prized amulet in his fist, then rests his
other hand on The Neverending Story.

SLIP

Now I'll be tellin' the story
forever, Balthazar!

Slip glares evilly into the amulet.

SLIP(CONT.)

Yo, Empress!

189. INT. THE IVORY TOWER, EMPRESS CHAMBERS - NIGHT 189.

The Empress blanches at the stomach churning sight of Slip's gold
capped teeth smiling directly into her crystal screen! Slip
dangles the shimmering amulet like a Baghdad trinket.

SLIP

Check it out, Wilma, I'm the new
keeper of the book!

Confused, the Empress looks to her trusted servant, Large Head.

EMPRESS

My name is not Wilma...

Now Dog leans into the picture on the crystal screen.

DOG

Yo, Large Head-- S'up!

Large Head and the Empress exchange dismayed looks.

DOG(CONT.)

Better cover that dome. It's gonna
get pretty nasty out!

Suddenly, a crack of thunder and lightning shakes the great window! Large Head lumbers over to the great window and looks out.

LARGE HEAD

Empress, the Nasty has reached Silver City and is about to cross the lake leading to the gates of the tower!

The Empress looks away from her crystal screen in grave contemplation.

EMPRESS

Then this is it--- Bastian has failed-- all light will be gone, good thoughts shall be replaced by evil deeds-- and the Fantasia we know will be a thing of the past...

(suddenly
screaming at the
crystal screen)
Replaced by those disgusting butt
brained mutants!

Large Head regards her wearily--

LARGE HEAD

What a nasty thing for an Empress to say...

Another flash of lightning illuminates the Empresses face and a sudden evil glint in her eye-- punctuated by a CLAP OF THUNDER!

190. EXT. SILVER CITY, WIDE SHOT - NIGHT

190.

THE TUMULTUOUS HEAVENS OPEN UP-- and snakes, lizards, and rats rain down from the skies-- scampering across the rooftops and onto the streets!

191. INT. ROCK BITER DWELLING- NIGHT

191.

The Rock Biters are still at the table, now eating in stone silence as the storm rages outside. They chew their rocks, trying to avoid each other's glances during this uneasy truce. Then:

ROCK BITER

Pass me the freakin' rock salt,
will ya!

And Mrs. Rock Biter complies-- with a spiral that ricochets off a ridge in her husband's forehead!

192. INT. MALL, LOWER LEVEL PARKING LOT- NIGHT 192.

as the ceiling over Bastian, Nicole, and the Fantasians begins to tremble!

BASTIAN

Let's get out of here!

They all run up the ramp as fast as they can, causing havoc among the cars going in and out of their parking spaces.

193. INT. THE NEXT PARKING RAMP LANDING- 193.

A car backs out fast, nearly hits the group, then crashes into another car backing out behind it-- which causes a chain reaction--
-a 'nasty' pile up!

194. INT. NASTIES HIDEOUT- NIGHT 194.

Slip is on a serious power trip now. Glowing in the candle light, he gazes up from the open pages of The Neverending Story and looks to the heavens like a crazed, demonic, hip-hopping fire and brimstone preacher!

SLIP

... and Silver City was soon over
run with the plague of vicious
vermin!

MOOKIE

Yo, Slip, how 'bout doin' that
here in this world!

Slip cackles at the idea--

195. EXT. SKY OVER THE MALL - NIGHT 195.

as it crackles with lightning and thunder, momentarily illuminating the entire mall below. Then huge rain drops magically transform to giant rats, snakes and horny toads as they hit the pavement and cars running off in all directions!

196. EXT. HIGH UP IN SKY- ANGLE FALKOR- 196.

flying through the storm, pummeled by the sudden downpour of rats and snakes which wrestle him down from the sky--

197. INT. DEPARTMENT STORE, MAIN FLOOR - NIGHT 197.

Bastian, Nicole and the Fantasians emerge from the smoking underground parking lot on the run.

Just ahead, they pull up short, confronted by Mr. Coreander, backing his wife up toward a fountain, then pointing up to the second floor. When she looks up, Coreander shoves her right into the fountain!

The Fantasians and Bastian exchange knowing glances. Nicole is outraged. She starts toward Coreander, but Bastian takes her arm and leads her away --

NICOLE

Oh my God, that was so nasty!

BASTIAN

So it that.

He directs her toward the strange scene around them. Shoppers all over the store are arguing with each other over things like; who was first on line, or what's supposed to be on sale, etc. Then, Atreyu draws the group's attention to --

198. INT. DEPARTMENT STORE, TELEVISION DEPARTMENT - NIGHT

198.

where a bank of televisions are all tuned to newscasts depicting mass riots and chaos throughout the world. Then, the weather comes on and A WEATHERMAN- stands before his satellite map with a mischievous gleam in his eye.

WEATHERMAN

...So, the forecast for tonight?
Nasty. And tomorrow? Even Nastier!
We'll be back for the extended
forecast, which I'm telling you
right now is going to be ...

199. A TREMENDOUS ROAR OF THUNDER AND ALL THE T.V. SETS EXPLODE!

199.

200. THE ROCK BAND-

200.

suddenly elevates off the bandstand while they're still playing-- then they drop to the floor in a heap of instruments and sound equipment!

201. QUICK CUT BACK TO: THE NASTIES-

201.

exploding with laughter, exchanging high and low fives.

DOG

Yo, chief, what about that luck
dragon?

SLIP

He be outta luck!

202. EXT. PARK- NIGHT

202.

Falkor cowers under the shelter of a tree as the creature storm rages all around him and snarling giant rats keep him grounded.

203. INT. DEPARTMENT STORE, MAIN FLOOR - NIGHT

203.

general chaos breaks out, with shoppers poking each other in the eyes and twisting each other's noses-- women punching their boyfriends-- and their husband's lights out, etc.

Nicole stands transfixed in the midst of it all with Bastian beside her. Barney and Jane suddenly rush up to them.

BARNEY

Bastian! Why didn't you tell me you were coming here? It's like Armageddon out there! How many times have I told you to let me know where you're going!

Bastian shrugs appologetically. Barney throws his hands up in despair. Rachel and Samantha shuffle up, balancing the stacks of boxes.

SAMANTHA

Take the rest of your stuff, Nicole!

JANE

(to Nicole)

Where'd you get the money for all this?

NICOLE

They just-- gave them to me.

Barney grabs one of the boxes, reaches inside and pulls out a beautiful silk dress.

BARNEY

They "gave" this to you?

JANE

Nicole, I don't quite understand...

BARNEY

Jane, what is there to understand? Your daughter's a common thief!

Jane is rendered speechless by Barney's sudden callous tone.

204. EXT. MALL, HIGH SHOT- NIGHT -- A HUGE CRACKLE OF LIGHTNING

204.

5. INT. DEPARTMENT STORE- NIGHT

205.

The overhead lights flicker out. But, STRANGELY, the Halloween displays retain their power, emitting eerie light from glowing pumpkins, assorted candles and burning devil's eyes-- combining to cut a swath across Barney's face, transforming his expression to a dark, evil mask-like frown! A succession of thunder claps overhead fuels Barney's rage as he holds another dress up to Jane.

BARNEY

Did the stores just decide to
'give' Nicole half their
inventory?

(to Nicole)

I wanna hear the truth young lady
and I wanna hear it now!

NICOLE

I...

BARNEY

You what! Come on, spit it out!

NICOLE

...I wished for it.

BARNEY

You what!!!

JANE

Barney, just give her a chance to
explain!

BARNEY

Don't tell me what to do, Jane!

Nicole recoils at the sight of them fighting.

NICOLE

(to Jane)

See? I knew this would happen!

Nicole runs off.

BARNEY

You come back here this second
young lady!

But Nicole keeps running. Bastian watches after her--

206. INT. THE NASTIES HIDEOUT- NIGHT

206.

Slip's grinning face lifts away from the opened book--

SLIP
That's one down!

207. INT. DEPARTMENT STORE, MAIN FLOOR - NIGHT

207.

Barney turns away from Jane and Bastian.

BARNEY
Let's go--
JANE
Barney-- what has come over you?

BARNEY
You wanna know what's come over
me? Sanity! That's what you're
looking at, a sane person!

Bastian tugs on Barney's arm.

BASTIAN
Dad-- the nasty is controlling
you! Stay in the light. Don't give
in to the darkness!

BARNEY
(to Jane)
Is that more of your child rearing
pop psycho babble from the
brilliant 'doctor Du Champ!'

Barney storms off toward the exits. Jane runs after him. Bastian
stands there helplessly, unsure of what do next--

208. INT. NASTY HIDEOUT-NIGHT

208.

The Nasties hoot and exchange fives. Slip calls into the opened
book--

SLIP
Wave good-bye, Balthazar!

209. EXT. IVORY TOWER- NIGHT

209.

A mad crowd of rampaging nasty Fantasians pound at the great
silver door with a ferocity that reverberates through the
foundation --

210. INT. IVORY TOWER, GREAT HALL- NIGHT

210.

Large Head puts his full weight to the silver door to keep the
barbarians at bay, while The Empress stands behind him, bewildered
and powerless. Then a bolt of lightning flashes through the great
window and crosses the Empress' face. Suddenly she begins to enjoy
the specter of impending doom--

EMPRESS

This is so coooool!

Large Head turns to her--

LARGE HEAD

No, Empress, please, not you -- do not allow the darkness into your heart!

EMPRESS

Ah, let 'em in you globe domed geek!

She tweaks his nose and pokes him in the eyes! Momentarily blinded, Large Head struggles to stop the Empress from opening the silver gates for the mob--

211. EXT. MALL PARKING LOT- NIGHT

211.

The vermin storm rages. Barney and Jane approach the family station wagon and a RAZOR TOOTHED CREATURE suddenly leaps from the roof and bites onto Barney's shirt sleeve! This seems to fuel Barney's anger as he tosses it away, then moves in threateningly, face to face with Jane.

BARNEY

...From now on, what these kids need is some old fashioned punishment. A good whack in the fanny and no MTV!

JANE

You will not whack my daughter in the fanny!

BARNEY

Oh, now it's your daughter! I thought we were sharing parental responsibility. Good-- I'm glad this is coming out now.

JANE

Just what is that supposed to mean!

Barney just growls and unlocks the car. Jane grabs a huge lizard off the hood and throws it at him, barely missing his head.

212. INT. ROCK BITER DWELLING- NIGHT

212.

ANOTHER CRASH OF THUNDER- as Mrs. Rock Biter smashes a massive stone bolder over Rock Biter's head!

3. EXT. ALLEY WAY - NIGHT

213.

The storm rages around Nicole as she runs for all she's worth through the creepy, shadowy alley. Suddenly, A REPTILIAN CREATURE pops it's head out of an old dumpster, stopping Nicole in her tracks! She turns to run the other way, but is surprised by Bastian, who grabs her arms.

NICOLE

Lemme go!

BASTIAN

My mom and your dad are at each other's throats!

NICOLE

I don't care!

BASTIAN

You have to care. They're our parents. We're a family!

NICOLE

No we're not. It's better this way. It's better to do it now.

BASTIAN

Do what now?

NICOLE

Let them fight and get a divorce.

(off Bastian's
questioning look)

My mom and dad used to fight all the time. First my dad would start yelling at me-- then they'd yell at each other. It's all happening again.

BASTIAN

No it's not. It's the nasty. We have to stop it--

NICOLE

You can't stop it. I tried. No matter what I did, it didn't change. They still got divorced.

BASTIAN

Well this is my story and I'm not gonna let it happen!

Bastian starts ahead, but suddenly, a blazing electrical shock wave crackles through the overhead power lines -- right toward them! Bastian shoves Nicole clear but the impact throws him hard against a brick wall, then to the ground, seemingly unconscious.

NICOLE

Bastian!

214. INT. MALL, LOWER LEVEL PARKING- NIGHT

214.

Now a quagmire of fallen debris. Atreyu, Junior and Bark Troll (carrying the Federal Express Box)-- flee from the turmoil in the department store above.

215. THIRD LOWER LEVEL PARKING RAMP -

215.

they arrive at the same dead end where they lost Mookie in the chase. Atreyu recognizes it.

ATREYU

...The place the Nasty human vanished.

He looks around, then his gaze narrows on the large green dumpster. He approaches it, then leans his shoulder into it to roll it aside.

216. INT. THE NASTY HIDEOUT- NIGHT

216.

Slip sits alone at the table, reading from The Neverending Story.

SLIP

"... The brave warrior pushed the dumpster aside..."

Behind him, the dumpster rolls aside revealing Atreyu and the other Fantasians.

SLIP(CONT.)

"...and they stepped inside the Nasties hideout..."

Atreyu steps inside the hideout. Bark Troll nervously clutches the Federal Express box and steps inside too. Junior innocently follows--

SLIP(CONT.)

Then the Nasties converged on their butts, takin' 'em all prisoner!

The trap is sprung and the Nasties converge on the Fantasians from every direction! Slip lowers the book and heaves with laughter at the spectacle--

7. EXT. ALLEY WAY- NIGHT

217.

Nicole kneels at Bastian's side. A HIDIOUS CREATURE snaps at his jeans. Nicole kicks it away, then protectively holds OTHER CREATURES at bay. Bastian regains consciousness, struggles to his feet and staggers back toward the mall.

NICOLE

Bastian, wait!

(she catches up
to him)

I wanna help you get the AURYN
back!

BASTIAN

(keeps walking)

Why, at least this way your mom'll
get her precious sewing room back.

A BRILLIANT FLASH OF LIGHTNING SUDDENLY TRANSFORMS OUR HERO!
IN THE SWIRLING WIND AND FLASHING LIGHT, BASTIAN LOOKS DOWN
RIGHT NASTY! NICOLE GAWKS AT HIM-- AND HE BARKS IN THE
NASTIEST TONE--

BASTIAN

What-- I look too "UN" for you,
you spoiled little brat!

NICOLE

No-- Stop it! I won't let it
happen to you. You're too nice!

Bastian regards Nicole confusedly.

NICOLE

...I want that to be your room.
I'm sorry for all those mean
things I said to you.

BASTIAN

So-- you really want me for a
brother?

Nicole nods.

NICOLE

I just didn't want to get hurt
again.

Bastian brightens-- and the Nasty vanishes from his expression--

BASTIAN

Then let's jam!

He takes her hand. WIDER REVEALS--

218. EXT. MALL PARKING LOT-

218.

as Bastian and Nicole fight their way through the attacking vermin on their way toward the main entrances --

219. INT. JANE'S HOUSE- MASTER BEDROOM- NIGHT

219.

The television is tuned to CNN where rampaging crowds (stock footage) storm through city after city around the world--

ANGLE INCLUDING BARNEY- stuffing his belongings into a pair of suitcases, while Jane stands by glaring.

BARNEY

...I should've known better than to move into your house. A man's house is his castle. I'm going back to mine!

Jane angrily pulls out a whole drawer of Barney's clothes.

JANE

Go ahead. And don't forget your smelly socks!

She throws a barrage of rolled up socks at Barney's head.

220. INT. ROCK BITER DWELLING- NIGHT

220.

Mrs. Rock Biter chases her husband around the dwelling with a clanking jack hammer!

221. INT. IVORY TOWER, GREAT HALL- NIGHT

221.

The Empress finally shoves Large Head to the floor, then springs open the silver doors. The Nasty hoards flood into the great hall in a chaotic frenzy, tearing away at everything in sight!

222. INT. DEPARTMENT STORE, MAIN FLOOR - NIGHT

222.

The chaos among the humans is now very similar to the behavior of the Nasty creatures of Fantasia! -- pulling up plants, spilling gallons of colored paint on each other's heads, etc. Bastian and Nicole forge ahead through an onrush of frightened fleeing shoppers--

223. INT. NASTY HIDEOUT- NIGHT

223.

The Nasties hold Atreyu and Bark Troll at bay. Dog opens the top of the Federal Express box and peeks inside at the tiny Gnomes, still twisting in pain.

DOG

What's the matter, gotta make pee-pee?!

URGL

(shaking her
fist)

A pox on you, you human canine!

The other Nasties have a good laugh. Bastian and Nicole enter. The other Nasties close in around them. Slip steps up threateningly close to Bastian.

SLIP

Yo, Balthazar, what took ya so long? Hey, Yo-- I read all about your mommy and daddy. Sounds like things are gettin' a lil' nasty 'round the Bux residence.

BASTIAN

You made it that way!

SLIP

No-- you did!
(poking Nicole)
And you too. Don't go blamin' me. I didn't put those words in their mouths. They said it themselves.

BASTIAN

Don't you care about anything? You have to live in the human world after all of this. If you destroy everything, it'll be bad for you too. All of you!

DOG

He's right chief. Give the necklace back. I don't want nothin' bad happenin' to my mother!

SLIP

Somethin' bad already happened to your mother. You!

As the Nasties exchange fives and butt bumps, Bark Troll seizes the opportunity and swings a branch at Slip. The Nasty hits the ground hard, dropping the amulet to the floor. Mookie dives for it, but Nicole gets there first and snatches it up.

BASTIAN

Nicole-- over here!

Now it's hot potato with the necklace-- Bastian and each of the Fantasians taking turns flinging it over the outreached Nasties hands. Finally, Bastian breaks free with the necklace and holds it up for all to see.

BASTIAN

I wish...!

Everyone freezes, all eyes turning to the golden amulet, glowing with light in Bastian's hand. Dog rushes up to Bastian, kneels at his feet and starts kissing them.

DOG

Please don't wish anything bad on me. I always wanted to be a school crossing guard. Honest.

BASTIAN

Nicole, get the book!

With Bastian holding the Nasties at bay with the flashing amulet, Nicole retrieves The Neverending Story from the table and brings it to Bastian. Slip regards Bastian with a sneer.

SLIP

Big man, Balthazar, long as you got that necklace. You put it down and we'll see how big a man you are in front of your sister.

Bastian hesitates, alternating a nervous glance between Slip and Nicole.

BARK TROLL

Don't do it Bastian. You don't have to prove anything to him.

Nicole cracks open the book and reads--

NICOLE

"... Bastian placed the amulet down, then put into practice all those years of karate lessons..."

SLIP

Karate lessons?

NICOLE(CONT.)

"Karate lessons?" asked Slip, suddenly finding himself shaking in his Nike Air Jordons..."

Slip gazes down at his trembling sneakers. Nicole continues reading--

NICOLE (CONT.)

"...All at once, it was as if
Bastian had transformed into a
combination of Bruce Lee and
Steven Seagal..."

And sure enough, Bastian is transformed, breaking into a pre-fight ritualistic karate kata! Nicole reads the blow by blow description of the ensuing action.

NICOLE (CONT.)

"...Bastian hit Slip with a Karate
chop to the jaw, followed by six
round house kicks and a flying
drop kick that sent the Nasty
bouncing across the hideout like a
rag doll made of silly putty..."

Thoroughly beaten, Slip gets up, backs off fearfully and bumps into Falkor who's snout protrudes through the door, blocking the exit!

FALKOR

(a la
Poltergeist)
I'm baaaaack!

Slip screams. Falkor laughs and withdraws his nose, allowing Slip to run for his life. The other Nasties flee behind him. Bastian gloats while the other Fantasians pat their hero on the back. But the moment is short lived as Nicole gazes down into the book.

NICOLE

Oh, my God...

BARK TROLL

What now?

Falkor rolls his eyes to the heavens--

NICOLE

(reading)
"... Barney and Jane's short
honeymoon had turned into a living
nightmare. After only one week of
marriage, Barney decided to call
it quits..."

224. INT. JANE'S HOUSE, MASTER BEDROOM- NIGHT

224.

Barney continues packing. Jane paces back and forth, muttering to herself in a fit of rage--

JANE

...You think you know somebody--
but you keep on making the same
mistake...

BARNEY

No Jane-- I'm the one who made the
mistake!

225. INT. THE NASTIES HIDEOUT- NIGHT

225.

Bastian snatches the book from Nicole and reads--

BASTIAN

"Over in the Rock Biter dwelling,
things were just as bad..."

Rock Biter packs a huge sack of rocks while Mrs. Rock Biter glares
at him nearby.

ROCK BITER

From now on, woman, I'm gonna be a
rollin' stone.

227. INT. NASTY HIDEOUT - NIGHT

227.

Junior frowns sadly as Bastian looks up from The Neverending Story
as if he just saw a ghost--

BASTIAN

Oh no-- they've taken my story
into the future--
(scanning the
next full page of
text)

All this stuff's already happened!

Junior reacts, shuffles up, snatches the book from Bastian, then
calls into it--

JUNIOR

No, da- da-- no go bye-bye!

228. INT. ROCK BITER DWELLING- NIGHT

228.

Rock Biter stops packing and glances up toward the ceiling as if
he heard something--

ROCK BITER

...Junior?

229. INT. NASTY HIDEOUT- NIGHT

229.

Nicole grabs the book from Junior and shouts into it.

NICOLE
No daddy don't go!

230. INT. JANE'S HOUSE, MASTER BEDROOM- NIGHT 230.

Barney stops packing and gazes up toward the ceiling --

BARNEY
...Nicole?

231. INT. NASTIES HIDEOUT- NIGHT 231.

Bastian pulls the book away from Nicole. She fights for it.

NICOLE
(hysterically)
Let go!

BASTIAN
Nicole-- Falkor's here. We have to
wish the Fantasians back before we
get rid of the Nasty for good!

NICOLE
But he's leaving!!

BASTIAN
(to the others)
Quick-- everyone hold hands in
wish position!

The Fantasians quickly join hands in a semi- circle with Atreyu grasping Falkor's ear. Bastian faces Atreyu, places the amulet around his friends neck, shakes hands, then steps back with Nicole.

The Fantasians each clamp their eyes shut --

232. THE AMULET SHOOTS OFF A CASCADE OF BRILLIANT COLORS- 232.

233. ONE BY ONE, THE FANTASIANS DISAPPEAR. 233.

234. INT. THE IVORY TOWER- NIGHT 234.

CLOSE ON THE EMPRESS-- at the top of the great staircase, dancing to hard rap music like a 'Fly Girl' from the TV show "In Living Color!"

WIDER REVEALS-- The great hall below looks like a riot scene on the set of 'Soul Train'-- the Nasty Fantasians dancing orgiastically to the music.

LARGE HEAD- is at the DJ booth, spinning the platters that matter.

LARGE HEAD

Le's get nas-teeee!!

Then a voice rings out--

ATREYU

Stop!

Atreyu reaches in and pulls the needle off the record with a deafening abrasive scratch!

THE NASTY FANTASIANS- squirm from the sound.

Atreyu, Falkor, Junior and Bark Troll make their way through the Nasty creatures. But one of them-- the meanest and nastiest MONSTER of the lot--with seven eyes and nostrils flaring with fire--steps in front of the brave warrior with a threatening glare.

NASTY MONSTER

Sup' wi'chu' homes?

Atreyu swallows hard, then breaks a pasted grin reminiscent of Bastian's when he first faced the Nasties.

235. INT. NASTY HIDEOUT - NIGHT- BASTIAN -

235.

shouts into the opened book.

BASTIAN

Take a walk you seven eyed crustacean!

236. INT. IVORY TOWER, GREAT HALL- NIGHT

236.

the nasty creature scans all around nervously, trying to locate the source of the voice echoing from above--

BASTIAN(O.S.)

"This is my story, so you just stay out of it!!!

The creature lowers his seven eyes to Atreyu who's now wearing a stern, all business, warrior's expression. The creature swallows hard, then backs off fearfully. Atreyu clutches the amulet, then shouts up toward the top of the great stairs.

ATREYU

Empress! In your name, I hereby wish Fantasia to go back to the way it was before the Nasty!

THE AMULET SHIMMERS, SHOOTING BRILLIANT LIGHT IN EVERY DIRECTION--

27. EXT. THE SKY BEYOND THE GREAT WINDOW- DAWN 237.
opens up, making way for a flood of sunlight that washes though the--
237. INT. IVORY TOWER, GREAT HALL- DAWN 237.
and over the nasty Fantasians--
238. THE EMPRESS- 238.
flinches from the sunlight and her nasty expression transforms back to it's former innocent glow--
239. BARK TROLL- 239.
closes his eyes to the warm rays of the sun-- and beautiful leaves magically spring from his branches in a cacophony of fall colors!
240. EXT. SILVER CITY, WIDE SHOT - DAWN 240.
The sunlight returns the pearl-like sparkle to the city, then rejuvenates the surrounding countryside!
Fantasia is saved. All its creatures rejoice!
- EXT. CLOSER ON THE WOODS-- DAWN- MOVING IN ON 241.
MINIATURE 'HIS AND HERS' PORTO-POTTIES--
The Gnomes inside breath a long sigh of relief--
THE GNOMES(O.S.)
Ahhhhhh!
242. INT. NASTY HIDEOUT- DAWN 242.
Nicole snatches the book away from Bastian, then eagerly flips to the next blank page--
243. INT. JANE'S HOUSE- DAWN 243.
Barney reaches the front door with his packed bags and takes one last look back at Jane.
BARNEY
Well, have a nice life...
JANE
You just bet I will!
- Then, as he turns back outside, the sky cracks open with the first rays of early dawn sunlight-- and they strike him right between the eyes!

4. INT. JANE'S HOUSE- DAWN

244.

The light pours through the windows and washes over Jane. Slowly, her gaze is mysteriously pulled to the mantle and the family photo of her, Barney and the kids taken at the wedding. She reaches for it, regards it sentimentally for a moment. Then--

245. EXT. JANE'S HOUSE- DAWN

245.

as Barney reluctantly steps out the door, Jane rushes up and throws herself in Barney's arms.

JANE

Oh, Barney, I can't have a nice life without you!

BARNEY

Me neither. I didn't mean all those things I said--

JANE

Yes you did. And I did to. And it's good that we got it all out. It's the foundation for a successful marriage.

BARNEY

Doctor Du Champ?

Jane nods. Barney laughs and they melt into each other's arms, smitten young lovers once again!

246. EXT. ROCK BITER DWELLING- DAWN

246.

Where the morning sunshine is equally glorious. Rock Biter's eyes twinkle in the light, then he looks back lovingly at Mrs. Rock Biter.

ROCK BITER

Honeyschins!

He drops his sack of rocks and rushes toward her-- They collide with the force of a six point seven quake, then throw their arms around each other.

ANGLE JUNIOR- emerging from the woods. He comes shuffling up to them.

JUNIOR

Ma- ma-- Da-da!

And the Rock Biters are re-united at last!

17. EXT. JANE'S HOUSE- MORNING

247.

Bastian and Nicole come running up to Barney and Jane.

NICOLE

(to Barney)

No-- don't go!

BARNEY

Go? I'm not going anywhere. Accept
to work.

He smiles warmly at Nicole, then hugs her close-- the beginning of
a lasting bonding. Then--

BARNEY

And you guys better get your butts
in gear for school.

Jane turns her attention to Bastian in mock anger.

JANE

And you get into some dry clothes
young man and get your school
clothes on. And I don't wanna see
any surprise hairdo's either!

She ruffles his hair. Bastian laughs and runs into the house, with
Nicole at his heels.

248. INT. JANE'S HOUSE, LIVING ROOM- MORNING

248.

As the kids charge up the stairs, WE PAN OVER TO THE TELEVISION -
tuned to The Weather Channel." The gloomy weatherman we saw
earlier is now singing joyously--

WEATHERMAN

"Blue skies-- nothin' but blue
skies, from now on!"

249. EXT. FANTASIA, MOUNTAINS OF DESTINY- MORNING

249.

Brilliant blue light washes over the old man of wondering mountain
and his stylus suddenly resumes recording newly formed words on
the next blank page. The old man is now one happy camper as he
reads along, picking up the tune--

OLD MAN

"Nothin' but blue skies, from now
on..."

ECHO

Now on-- Now on-- Now on--

250. EXT. HILLSBURY- JUNIOR/SENIOR HIGH-SCHOOL- MORNING

250.

Jane's station wagon pulls up. Bastian and Nicole get out and walk together toward the school. Nearby, a nerdy looking crossing guard helps an old lady across the street. It's Dog!

Then two SCHOLARLY HYPER-NERD STUDENTS pass by. We recognize one of them behind his thick horn rimmed glasses and center parted hair. It's Slip! The other one is Mookie!

SLIP

Oh, Bastian. Thank you so much for making such a generous alteration to our characters in your story. I do hope my contribution to our school and later, to all mankind, will be up to your expectations.
(then to Mookie)

Come along, Morris. We must not be late for classes!

Bastian and Nicole enjoy a good laugh as the two born again nerds walk off. Then, Bastian holds his hand out to Nicole.

BASTIAN

Put it there, sis!

NICOLE

Yo, bro!.

251. INT. HILLSBURY HIGH-SCHOOL LIBRARY- MORNING (SAME TIME)

251.

Mr. Coreander stands by the window, holding The Neverending Story open in front of him while he gazes down at Bastian and Nicole below, slapping each other high fives.

Satisfied, the Keeper of the book snaps the leather volume closed, then carefully places it into it's proper place on the bookshelf.

252. WE MOVE INTO THE LEATHER BOUND VOLUME AND--

252.

END TITLES ROLL--

-the end-