

Never Ever After

by

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INT. BAR - NIGHT

A dimly lit downtown bar. A few regulars sit by themselves, staring into their drinks.

A guy at the bar - his back to us - downs a shot, nods to the bartender for a refill.

Who is this guy? We only see a vague reflection of him in the cracked and dirty mirror behind the bar. The man checks out a tired looking woman a few stools down.

MAN

Hey Lady, can I buy you a drink?

The woman looks up. Doesn't seem impressed.

WOMAN

Give me a reason. A good one.

He leans forward into the light. A ghoulish grin. Madness in his eyes.

MAN

I'm Prince Charming.

Whatever the guy is, he's no Prince Charming. He might have been handsome once. But those days are long gone.

WOMAN

Seriously? That's your line?

She scoffs. Picks up her drink. And sits down in a booth as far away from the bar as possible.

The man's eyes follow her. He clenches his jaw. There's a crunching sound. The man looks down. Opens his hand. Pieces of glass. Blood. A deep cut in the palm. But the man doesn't seem to feel any pain. He seems almost amused.

MAN

(mumbling to himself)

Three drops of magic blood to open the gate...

The man starts laughing. And in that moment -- WHAM! The door slams open. A gust of wind rushes in. Leaves rustle on the floor, dancing in the dim light.

The man at the bar takes a deep breath. As if he's inhaling the dark, evil energy of the howling wind. Then he gets up.

MAN (CONT'D)

It's time.

EXT. MANHATTAN - NIGHT

FLASH! Blinding lightning. Crashing THUNDER. The mother of all storms is raging in the skies above Manhattan. This is no regular storm. It feels evil. Primal. Unearthly.

EXT. CENTRAL PARK - NIGHT

The man from the bar is hurrying down a deserted path in Central Park.

CRASH. A nearby tree is split in two by a thunderbolt.

The man laughs, his voice swallowed by the howling wind. Is the storm "following" him? Ridiculous. Or is it?

FLASH. A fork of lightning is bathing Belvedere Castle in unearthly light. The man's eyes widen. This is his destination. The center of the storm. The crossroads of worlds. Are we still in Central Park?

In the constant flash of lightning the charming, little tourist attraction of Belvedere Castle is revealed as a gigantic fortress sitting on the edge of an endless abyss. Countless spires of all sizes reach up to the black sky. Like a giant claw clenched in an eternal moment of rage.

The man starts running. Up the hill. To the castle entrance. Rattling at the door. Closed! The man looks up. Starts climbing. SLIPPING. Holding on. Finally reaching the top of the castle tower.

The storm is raging around him. Engulfing him completely. The man can barely keep his grip. But he's determined. He stretches his hand out. SCREAMS into the howling wind.

MAN

Three drops of magic blood to
open the gate... !

He opens his hand. The cut is still bleeding. And we follow three drops of blood as they fall down...

...down the castle walls... into the pond at the foot of the castle. SPLASH. Ripples on the surface. A slight tremor. -- The man takes a deep breath. Closes his eyes.

MAN (CONT'D)

(whispers)

Take me back. Please. I beg you.

And with that he opens his eyes again. Spreads his arms. And dives in a graceful arc into the pond.

The moment the man hits the water... everything stops. The wind. The rain. The thunder. The world.

BOOOM. An inferno of blinding brilliance. The fabric of time and space rips apart. A gate opens in the pond. To a world that's only a step away. And worlds apart.

Castle ruins. Blazing fires. Strange creatures lurking in the shadows. Reflecting in the water.

Then silence.

The storm is gone. Like someone flipped a switch. The pond lies still. A few crickets start chirping again.

Just to stop again...

...as a MASSIVE CREATURE emerges slowly out of the water. We can't make out any details. And maybe it's better that way. The creature is grunting. Sniffing. Taking up a scent.

And letting out a terrible HOWL that could shatter the very foundations of the earth. A HOWL that can be heard in every corner of the city...

EXT. APARTMENT BUILDING - NIGHT

... including an apartment building across the park. A WOMAN stands at an open window. She's scared. Shuddering silently she closes the window...

INT. APARTMENT BUILDING / NURSERY - NIGHT

...and turns around.

WOMAN

Just the wind, honey.

Her smile seems forced, but her five-year-old DAUGHTER is relieved. If mom says everything's fine... The woman climbs back into bed, her little girl snuggling up to her.

WOMAN (CONT'D)

Okay. Where were we... ?

She picks up a fairy tale book and starts reading.

WOMAN (CONT'D)

Once upon a time there was a sweet little girl. She was the prettiest creature who was ever seen, and everyone who saw her liked her...

SMASH CUT TO:

EXT. PATISSERIE - DAY

A FEMALE FIGURE, her back to us. A head of russet colored hair. An old-fashioned white blouse. An old-fashioned plaid skirt. Old-fashioned knee-high socks. And a pair of old-fashioned polished shoes with shiny clasps.

WOMAN (V.O.)

Her grandmother loved the little girl most of all, and to show how much she loved her, she had a little red riding hood made for her...

WHOOSH. A RED CAPE is draped around the girl's shoulder...

WOMAN (V.O.)

... and a matching cap made of pure velvet.

...and a RED CAP made of pure velvet is gently placed on her head. The camera is circling around the girl... panning up... the light catching a necklace with a golden feather pendant.

WOMAN (V.O.)

They suited the girl extremely well, and she wanted to wear them all the time. So from that day on the little girl became known in all the lands as...

And we finally reveal: NINA VALENTINE (19). In a ridiculous (and slightly kinky) Little Red Riding Hood ensemble.

NINA

(incredulous)

WHY?

FRANCOIS (55), a bit on the heavy side, almost bald, with a thin Clark Gable moustache and a slight and obviously fake French accent, points up. Nina and Francois are standing in front of a slightly pretentious Upper East Side patisserie. A faux "old fashioned" sign over the door reads "LE PETIT CHAPERON ROUGE". Next to it a kitschy picture of Little Red Riding Hood.

FRANCOIS

Le petit chaperon rouge. Little Red Riding Hood. That's why.

He hands Nina an old fashioned wooden basket and a piece of paper.

FRANCOIS (CONT'D)

You wanted the job.

Nina stares at Francois. Francois stares at Nina. It's a staring contest. And who's losing? The one who needs the job. Nina sighs. Grabs the basket.

NINA
See you later...

Nina mounts an old fashioned bike.

FRANCOIS
I'd prefer sooner than later.
There are a dozen more of these.
No dawdling, you hear?

And as Nina drives away, Francois is shouting after her.

FRANCOIS (CONT'D)
And no Park Avenue bowling!!

What?

EXT. PARK AVENUE - DAY

FLASH. A Park Avenue street sign. FLASH. A Park Avenue private school. Gossip Girl territory. Preppy boys. Snooty girls.

But what's that? SCREAMING? Up the street people DASH away from an unseen threat, throwing themselves into flower beds, on parked cars, falling like... bowling pins?

And now flashes of red can be seen. The reason for the commotion: Nina, of course, using the sidewalk as her personal bowling alley. Racing through the crowd on her bike. Racing... racing... through a flurry of rapid images. Cause it's about time. Time for a MONTAGE.

INT./EXT. MONTAGE - DAY

Nina racing. And delivering. And wherever Nina turns up heads keep turning. For all the wrong reasons. People stare, point, whisper, leer, sneer, laugh. Dogs go crazy. Nina keeps them away with her trusty Mace can.

And she keeps her head down. Tunnel vision. Determined to ignore them all. Determined to get through the day. Eye on the pay cheque. But then... all of a sudden... the montage stops. And so does Nina.

EXT. ADRIENNE'S STUDIO - DAY

She checks her delivery sheet. Checks the address of the building in front of her. Checks her delivery sheet again.

NINA

Oh no. Nonononono...

A huge, blown up photo of a blonde, statuesque young woman in the window of an upscale fashion design studio looks down on Nina. A big printed quote from some magazine tells us her name: "New York's Fashion Wunderkind 2010: Adrienne van der Luyden".

We're closing in on Nina's horrified face... and - FLASH -

INT. ST. GRIMM'S ACADEMY / HALLWAY - DAY

We're back in High School. Upper East Side. Prestigious. Pretentious. Expensive.

There's Nina, a few years younger. Bad hair. Bad posture. Badly fitting school uniform. Approaching a younger but no less glamorous Adrienne and her preppy posse of adoring fans.

Nina notices the bitch brigade. But doesn't notice Adrienne's foot... TRIPPING HER UP. Now Nina's airborne. Arms flailing. Books flying. Nina screaming. FREEZE.

And in an ultra rapid succession of stylized images we see Nina being tripped up by Adrienne's ubiquitous foot in: the classroom/the library/the school cafeteria/the street/the park and...

... back on the first freeze frame in school. GO! Nina flying through the air. Colliding with a dignified, middle-aged man in a three piece suit. Nina holds on to his pants and... RRRIP.

Deadly silence.

We see the back of the man. His pants around his ankles. Nina at his feet. The only piece of clothing preventing total exposure: a pair of boxers. Nina tries to smile.

NINA

Hey, Principal Snyder. How's it hanging?

EXT. ADRIENNE'S STUDIO - DAY

Adrienne's blown up photo is grinning triumphantly down on Nina. GULP. Nina takes a deep breath. This isn't High School anymore. She can do this.

INT. ADRIENNE'S STUDIO - DAY

A minimalist foyer. A minimalist reception desk. An ultra slim, minimalist receptionist. Who eyes the food in Nina's basket suspiciously. And with a hint of disgust.

RECEPTIONIST

Food? This can't be right.

A minimalist double door flies open. A chattering gaggle of ultra-slim models, stylists and assistants emerges, led by their regent: HRH Queen ADRIENNE VAN DER LUYDEN.

Adrienne is talking to slightly confused super model Larita, handing her a set of car keys.

LARITA

A Porsche? What's a Porsche?

ADRIENNE

(with mock patience)

A caaar, sweetie, a car.

That car.

All heads turn. Outside the window we see a golden Porsche parked at the curb. Ooohs and Ahhs. Except for Larita.

LARITA

I'm supposed to drive a car? On a catwalk? A catwalk's for walking, y'know?

She throws the car keys on the reception desk. Nina notices that the receptionist puts them in a drawer on her desk.

ADRIENNE

Except when it isn't. And at the end of the show you're going to be driving the Porsche... on the catwalk... wearing my masterpiece.

Adrienne gently caresses a sparkly, multi-layered "Princess Barbie" meets "Minimalist Chic" dress hanging on a clothesrack being dragged by one of the stylists.

ADRIENNE (CONT'D)

The dress epitomizes the whole collection, you see? It's the grand finale... the coup de grace... the pièce de resistance!

Larita is seriously confused now. Adrienne smiles condescendingly.

ADRIENNE (CONT'D)

I know. So many strange words.

The receptionist whispers rapidly in Adrienne's ear. She hands Adrienne the food basket and points to Nina.

Adrienne is just irritated at first, but the moment she recognizes the delivery girl in the ridiculous costume, her eyes narrow to slits and a smile spreads across her face.

NINA
(to herself)
Here we go.

ADRIENNE
Nina Valentine...

Adrienne walks over to Nina. Towering over her in 7-inch-heels.

ADRIENNE (CONT'D)
I always wondered where you'd end up...
(inspecting her from head to toe)
The food service industry. Figures. By the way...
(whips around)
FOOD!

GASP. Her minions take a step back. Adrienne inspects the food container.

ADRIENNE (CONT'D)
(dragging out every word)
Prosciutto Quiche with extra fromage...

DOUBLE GASP. Adrienne opens the container with a flourish. People start backing away like the food's radioactive.

ADRIENNE (CONT'D)
You could feed a small East European country with this for a month. Including livestock and ugly people.

She walks in front of her troops.

ADRIENNE (CONT'D)
However... one of us here seems to live under the illusion that this nuclear carbohydrate device is just... lunch.
(whips around)
SHOW YOURSELF!

Silence. Filled with unbearable tension.

ADRIENNE (CONT'D)

If you don't step forward in the next 30 seconds...

(smells the quiche with an evil smile)

... I will make all of you take a bite.

That's it. The haughty herd is getting restless. Barely suppressed panic. Larita takes a stand.

LARITA

You can't! You can't torture us! I read about that. It's the Geneva Convention.

ADRIENNE

(arches one eyebrow)

Which only applies to the city of Geneva. And this ain't Geneva, honey.

Really? Larita is confused. Again. Adrienne glares.

ADRIENNE (CONT'D)

Enough of this. Fess up or get fat!

The panic mounts. Who's the guilty one? And then... Larita steps forward. Her head bowed. Adrienne isn't amused.

ADRIENNE (CONT'D)

YOU?!

LARITA

(dejected)

I'm sorry. I never eat. Never! I swear! But it's my birthday. And I thought once a year...

EXT. ADRIENNE'S STUDIO - DAY

BANG. The door slams shut behind Nina and Larita. Driven out of the kingdom. Exile. Nina tries to smile.

NINA

I'm sorry.

LARITA

It's my own fault. I was weak.

She drops the food container in a waste basket. Looks at Nina.

LARITA (CONT'D)

At least I'm not fat.

And off she goes. The definitely "non-fat" Nina is stunned.

NINA
At least I'm not a bitch!

She turns to leave, shaking her head...

NINA (CONT'D)
(mumbling)
Worst. Day. Ever.

... and discovers: her bike is gone.

NINA (CONT'D)
Oh, come on... !

EXT. PATISSERIE - DAY

A huge man in a ratty coat and a dirty hat is slowly approaching "Le petit chaperon rouge". He's sniffing.

Francois is standing outside the store, busily directing his minions redecorating the shop window. He notices the man. (We never see his face.)

FRANCOIS
Mmh, smells good, doesn't it?

The man looks down on him, inspecting him like an insect.

FRANCOIS (CONT'D)
Too bad you can't afford any of
it. But maybe if you check the
trash around here, you'll...

WHACK! The man sends Francois flying... CRASH! Into his own shop window. Then walks away. Bystanders backing off fast.

EXT. NINA'S STREET - DAY

A cozy, slightly unreal Brooklyn street. Brownstones (some of them covered in ivy), a few shops and cafés (nothing too fancy), blooming trees, children playing on the street.

Nina - her costume hastily stuffed in her bag - is on her cell phone, talking to Francois.

NINA
Don't do this to me, okay? Don't
take the bike out of my salary. I
need that money! Why should I
care about your shop window? Hey!
(click)
Bastard!

Nina closes her cell phone. Kicks a trash can. And hurries across the street to a crumbling, ivy-covered townhouse. In the sub basement: a shop called "The Wicked Witch", its dusty windows crammed with fairy tale and children's books (most of them of the vintage variety), costumes, toys etc.

A crying girl just leaves the shop, followed by a horrified mother - and an old woman with her white hair in a bun.

MOTHER

How can you say such things?!
You're horrible!

GRANDMA

You asked for the truth.

MOTHER

The truth?! It's a fairy tale,
for God's sake. - Come.

She grabs her daughter and the two hurry away.

NINA

You gotta stop this, grandma.
Seriously. We need customers.
Happy customers.

GRANDMA

I'm sorry. The real-life
inspiration for Cinderella didn't
live happily ever after. She was
sold off into slavery and died in
childbirth. What can I say?
Life's not a fairy tale.

Grandma puts her arm around Nina. Smiles warmly at her granddaughter.

GRANDMA (CONT'D)

So... how was your first day?

NINA

Don't ask. I'm beat. I met
Adrienne.

GRANDMA

The Wicked Witch of the Upper
East Side?

NINA

Yep. That one.

The two enter...

INT. "THE WICKED WITCH" - DAY

... the dusty, crammed shop.

NINA

I don't get it, Grandma. Why'd you send me to that school? We could have saved the money...

Grandma looks at Nina with obvious affection. And a touch of sadness.

GRANDMA

...and break the promise I gave your parents before they died? I promised them to take care of you.

She gently touches the golden feather pendant around Nina's neck.

GRANDMA (CONT'D)

And St. Grimm's is the best school in the city.

NINA

(sighs)

I know. I didn't mean to...

GRANDMA

(smiles)

I know.

She hugs Nina. Nina relaxes in her grandma's embrace.

GRANDMA (CONT'D)

But while we're talking about school... look what I found in today's book delivery.

Grandma hands Nina a few college course catalogues.

NINA

College catalogues? In your Harry Potter shipment?

GRANDMA

(shrugs)

Magic.

NINA

Yeah, right.

GRANDMA

(touches Nina's cheek)

I just worry about you, that's all.

NINA

Grams, I'm only 19. I need to find out who I am, before I...

GRANDMA
 (interrupts)
 You can do that in college.

Nina sighs and takes the catalogues.

NINA
 At least I know who I`m not.
 Little Red Riding Hood.

Grandma drops the books she was just carrying to a shelf.
 Stares at Nina. Nina doesn't notice. Picking up the books.

NINA (CONT'D)
 Seriously. This fat fake French
 guy makes me wear a Little Red
 Riding Hood costume. With a very
 short skirt.

CRASH. In that exact moment a stack of books in the back of
 the shop collapses (seemingly by itself) triggering a Rube
 Goldbergian chain reaction destroying half the shop. After
 the dust settles a meek voice can be heard.

BEN (O.S.)
 Sorry.

NINA
 Ben?!

Nina fights her way through the chaos and finds her dust
 covered neighbor BEN PORTER (20) helplessly trying to sort
 through the mess. Ben's a cute geek: shaggy dark hair,
 washed out T-shirt, old jeans, older sneakers.

NINA (CONT'D)
 What are you doing?!

BEN
 Cleaning up. Right now. Give me
 five minutes.

It's clear for everyone except Nina: Ben likes Nina. Which
 makes the current situation even more embarrassing.

BEN (CONT'D)
 I'm sorry. I don't know what
 happened. One moment, I was
 leaning at this bookshelf, like,
 real casual... and then... BANG!
 Total mayhem!

Grandma wants to pick up the books in Ben's hands. Ben
 doesn't let go. Tug of war...

GRANDMA
 It's okay. Let me handle this. Go
 back to your... research.

While Grandma sorts through the chaos, Nina picks up one of the books Ben was reading. Nina obviously regards Ben just as a friend, a socially awkward baby brother you can pick on. She's never mean, though.

NINA

Remind me. What exactly does a folklore student do? Learn how to polka?

BEN

Actually, I do know how to polka. My grandpa is Czech. He taught me. We used to polka all the time. Polka tournaments. Polka street battles...

Nina's incredulous look shuts Ben up.

BEN (CONT'D)

Never mind.

He grabs the book out of Nina's hand and takes on a "serious" tone.

BEN (CONT'D)

Folklorists record and analyze cultural traditions and legends. My current paper is about the historical background of European fairy tales and their regional variations throughout the 18th and 19th century.

NINA

Fascinating.
(yawns)
Sorry. Long day.

She heads for the back door.

NINA (CONT'D)

I really need a shower. See ya.

Ben bangs his head against the wall. Moron! Deep breath.

INT. NINA'S BUILDING STAIRWELL - DAY

BEN

Nina, wait!

Nina, already on her way to the 2nd floor, turns around.

BEN (CONT'D)

Listen, my band is playing tonight at the "Vomit Bucket".
(MORE)

BEN (CONT'D)

We go on at 11. Wanna come? I can get you on the list.

Ben looks like a puppy. Nina can't help but smile. Is she seriously crushing on the polka guy?

NINA

Sorry. Not tonight. I need my beauty sleep.

BEN

No, you don't.

Oops. Did he say that out loud? Quick! Diversion!

BEN (CONT'D)

Plus... you're an insomniac. You don't sleep anyway.

NINA

True. But I'll try. That's what an insomniac does. We can't sleep. But we try. Until we finally pass out.

They've reached the 2nd floor. Nina walks to her door.

NINA (CONT'D)

Sorry. Good luck tonight.

BEN

Thanks. And if you change your mind. I'm...

NINA

... right across the hall, I know.

With a smile Nina closes her door, leaving a dejected Ben behind. Ben sighs. Yes. That's him. That's all he ever will be. The guy across the hall.

INT. GRANDMA'S APARTMENT / NINA'S ROOM - DAY

Nina throws her stuff on an old couch in her room. The mismatched furniture is definitely "not Nina". But who is Nina? Hard to say.

The few personal touches (clothes, band posters) are inconclusive. The whole room has a transient quality. This isn't home. It's a way station. But to what? Or where?

One thing is clear. Nina doesn't like silence. The moment Nina steps over the threshold she turns on her computer and her TV showing some local news. Then she leans back in her squeaking desk chair. Closing her eyes...

NEWS ANCHOR

Yesterday's freak thunder storm left many New Yorkers scared and city officials mystified. The storm seems to have concentrated on Central Park, specifically the area around the Great Lawn. Such a localized weather pattern isn't unheard of, say meteorologists, but usually found in Tornado Alley, not New York City.

Nina doesn't listen, sits up and "rolls" to her PC. She googles Ben's band - "Mola Ram" - and finds a photo of "Mola Ram" at their last gig. Nina smiles: four geeks rocking out. She reads the caption.

NINA

Ben Porter on bass.

Nina smiles. Bass. The eternal support. Of course. That's Ben. The supporting player in his own life. The TV in the background shows images of Central Park.

NEWS ANCHOR (O.S.)

What's even stranger: following the storm, vegetation around Turtle Pond has gone wild, turning the whole area into a dense forest with previously unknown plant life.

A scientist can be seen on the screen behind Nina. But Nina has only eyes for Ben. She sighs.

SCIENTIST (O.S.)

I've never seen anything like it.
It's nature run amok. Like a...
(searches for the right
word.)
...fairy tale forest.

Nina turns toward the TV.

NEWS ANCHOR

Well, fairy tale forest or not... something very strange is going on in Central Park.

(beat)

In other news. The shocking discovery of the mutilated body of a homeless man near the 68th Street subway station on Lexington Avenue has left the NYPD puzzled.

Suddenly a wolf is HOWLING outside. Nina whips around. Spooked. Looking out of the window. Scanning the buildings.

NEWS ANCHOR (O.S.) (CONT'D)

Apparently, the victim's body was covered in bite marks. And we're not talking about a rabid Chihuahua here. According to officials these wounds were caused by a wild and vicious animal...

The camera leaves Nina's apartment...

EXT. ROOFTOP - DAY TO NIGHT

... pulling back through the evening dusk to the rooftop across the street. Hidden by the struts of a water tower someone is watching Nina. Someone wearing a ratty coat and a shabby hat.

In a TIME-LAPSE, night is falling. A humid late summer New York night. Another storm on the horizon. Distant thunder...

INT. NINA'S ROOM - NIGHT

Flickering, silent TV images. A screensaver. It's 4 am. The rest of the apartment is dark and full of shadows. Nina has finally "passed out", dozing restlessly in her desk chair.

On the TV screen, a grandmotherly woman - identified in a caption as "Mother Hulda" - is hawking her bedspreads, comforters, sheets and pillows. A message blinking on the bottom of the screen: "Sleep like Sleeping Beauty. You'll never want to wake up again!"

Nina mumbles in her sleep. Obviously having a nightmare.

And then... everything goes dark. The TV. The PC. The lights. Nina wakes up with a start. Looks around. She's still sleepy. Disoriented. What happened?

BUMP. A noise. Behind her.

NINA

Hello?

The answer is a deep, guttural GROWL. Uh-oh.

Nina gets up slowly. Stares into the darkness. Something is moving.

NINA (CONT'D)

(unconvincing)

I... have a gun. A big one!

Nina takes a few tentative steps back. Slowly. The "thing" moves with her. Approaching. Nina BUMPS into her desk. End of the line. A few seconds of silence. And then...

THE ATTACK. The thing BURSTS out of the shadows with a ROAR. And whatever it is... it's huge! PAWS! CLAWS! FUR!

WHUNK. Nina is hurled across the room. SMASHES into the bookshelf on the wall. That hurt.

NINA (CONT'D)

Oww!

Nina looks up. And in the hazy light from the street lamps outside Nina catches a glimpse of EYES GLOWING with icy fire... of RAZOR SHARP TEETH. The thing seems to walk on all fours.

For a few seconds hazy IMAGES FLASH in front of Nina's eyes -- A deep forest -- A small cabin on a clearing -- A bed -- Something growling.

And Nina's back. Just as the creature ascends to its true height. Letting out another deep, subwoofer shattering GROWL. Nina gulps.

NINA (CONT'D)

Listen... whatever you are... you can take my stuff, okay?

The thing picks up Nina's couch like a toy..

NINA (CONT'D)

You want my couch? Good choice. Good couch.

... and hurls it across the room. Nina screams... and catches the couch mid flight. WHAT?! Nina looks up. Yep. That's a couch. She's bench pressing a couch.

NINA (CONT'D)

Whouw.

The "thing" is not impressed. And LEAPS in Nina's direction with an EARTH-SHATTERING ROAR. Nina reflexively hurls the couch at the thing. The creature SWATS IT AWAY like a fly. CRASH. The couch SLAMS into Nina's desk. The creature grabs Nina. Slams her into the TV. Nina SCREAMS.

BANG. The door to Nina's room almost flies off its hinges. Nina - on the verge of unconsciousness - looks up. It's Grandma. In a nightgown. With a gun. A huge, antique gun. Grandma whistles sharply.

GRANDMA

Hey, doggy!

The thing turns around. The eyes of the two opponents meet. There's a flicker of recognition.

GRANDMA (CONT'D)

We're Team Edward.

And BOOM! The bullet - let's call it a cannonball - misses the attacker by an inch. SLAMS into the wall. The recoil knocks Grandma off her feet. And she's out.

But the attacker takes flight. SMASHES through the window. Disappears into the night -- The last thing Nina sees is the silhouette of a huge wolf-like creature in front of the full moon. A furious HOWL shatters the night. Slowly being drowned out...

EXT. NINA'S STREET - NIGHT

... by the howl of police sirens. A cop car standing in front of the house. Next to an ambulance. Grandma - still unconscious - is lying on a stretcher now. Two paramedics wheeling her to the ambulance.

Nina barely listens to the police officer talking to her. She's still in shock. Distracted by her grandma, looking frail and vulnerable.

NINA

I don't know. It was dark. He was big. Furry.

POLICE OFFICER

Furry?

NINA

Yeah. Furry.

POLICE OFFICER

(skeptical)

Oh-kay. If you remember anything else, call us.

NINA

Sure.

She hurries over to her grandmother.

BEN (O.S.)

Nina!

Nina looks up. Ben is running across the street. A guitar case in his hand.

BEN (CONT'D)

What's going on?

(notices Grandma)

Oh God! What happened?!

NINA

Long story.

Grandma's eyelids flicker.

GRANDMA
 (weakly)
 Nina...

NINA
 Grandma! Are you okay?!

The paramedics give Nina and Ben some space. Grandma tries to sit up, Nina and Ben assisting her.

GRANDMA
 Don't worry. I'm alright.

NINA
 You don't look like it.

GRANDMA
 Thanks.
 (her eyes widen)
 Oh God!

NINA
 What? What's wrong?

GRANDMA
 Your pendant! Where's your feather?

Nina looks down. The feather's gone.

NINA
 I don't know. Must have lost it during the fight.

BEN
 Fight? What fight? What happened here?!

Grandma shakes her head.

GRANDMA
 He's got it. He's got the feather. Oh God. This was never supposed to happen.

NINA
 What wasn't supposed to happen?

GRANDMA
 Someone... opened the gate!

And with that, Grandma loses consciousness.

NINA
 Who? What gate? What are you talking about?

But Grandma is out.

NINA (CONT'D)

Grams!

A paramedic comes up to Nina.

PARAMEDIC

We better get her to the hospital.

NINA

I'm coming with you.

BEN

Me too.

PARAMEDIC

Okay. Let's go.

HIGH ANGLE

As the sun slowly rises over Brooklyn, the ambulance makes its way to the hospital.

Closely watched by the creature from one of the nearby rooftops. With one inhumanly HUGE LEAP to the building across the street it starts its pursuit.

EXT. HOSPITAL / WAITING AREA - DAY

Nina is nervously pacing up and down in the waiting area of the emergency room. Ben is sitting on a chair.

BEN

I'm sure your grandma's gonna be alright. What about you?

NINA

I'm fine.

Ben doesn't believe her. But he doesn't press the issue.

BEN

Any idea who he was?

NINA

I don't even know what he was. He felt more like, I don't know... a beast.

Ben and Nina look at each other. An eerie silence filling the empty room. Suddenly:

DOCTOR (O.S.)

Ms. Valentine.

Ben and Nina spin around. Startled. Facing a friendly looking doctor.

NINA

Oh. Dr. Peterson. How is she? Is she okay?

DOCTOR

Your grandma suffered a mild concussion. Give her a few days rest and she'll be fine. You can see her now, If you like...

INT. HOSPITAL / ROOM - DAY

Knock knock. Nina opens the door. A little apprehensively.

NINA

Grandma?

Nina enters the dark room. The shades are drawn, a small light on the nightstand being the only illumination.

NINA (CONT'D)

Why is it so dark in here? Are you sleeping?

FIGURE

(hoarse)

No.

Nina stops. Frowning. The figure lying in Grandma's bed is kinda... big. And what's with all the bandages?

NINA

Wow. Why are your hands so big?

FIGURE

The better to hug you with.

Nina's getting closer. A FLASH. For a second, Nina sees a different bed. A different figure. -- Then she's back. Noticing the heavy bandages around her grandma's head, the face only partially visible.

NINA

And what's with your ears?

FIGURE

The better to hear you with.

NINA

And your eyes?

FIGURE

The better to see you with.

Nina's getting a really bad feeling about this. FLASHES in front of her eyes. Only fractures of a second. Nina's been here before. In this situation. Or has she?

NINA
And your... mouth.

The figure rises from the bed. Rising. RISING. This can't be grandma. -- Nina takes a step back.

WOLF
To better EAT YOU!

A voice rumbling like a subwoofer. Nina races back to the door. But the figure (creature?) LEAPS to the door in one single bound and corners Nina. Nina jumps back. Terrified.

NINA
Who are you?! What have you done to my grandmother?

WOLF
I ate her! I wolfed her down in one single bite...
(with an appropriately wolfish grin)
Like my father before me.

And with that... the figure starts transforming. Coarse fur growing out of the ripping head bandages. Teeth turn into FANGS, hands and feet into PAWS with HUGE CLAWS, the entire body seems to expand into something huge, something monstrous, something big, bad and... WOLFISH.

During this transformation - something else happens. Images start FLASHING in front of Nina's eyes again. This time more detailed: Nina as a little girl in a red cape carrying a basket -- a deep, mysterious forest -- a small wooden cabin on a clearing -- a bed in a darkened room -- an old woman who turns out to be a...

ROAR! Back to reality. A galaxy-shattering roar. A gust of wind and flying saliva. Nina's eyes widen with horror.

INT. HOSPITAL / HALLWAY - DAY

CRASH. Nina flies through the (closed!) door, HITS the opposite wall, splinters raining down all around her.

Nina seems slightly dazed for a moment. And now a huge shadow is hovering above her. The monster towers over its prey. And roars again. Glorious. Triumphant. Magnificent. Until... CLANK. A bedpan hits its head.

The wolf stops roaring immediately. And lets out a little yelp.

BEN
Eat shit or die, you freak!
(come again?)
Yeah. You!

The wolf creature looks down from its impressive height, eyeing the puny, pathetic human at its feet with disdain.

WOLF

Out of my way!

But Ben doesn't move. He's scared to death, but he has to protect Nina. Without letting the wolf out of his sight, he's shaking his barely conscious friend.

BEN

Get up, get up, get up.

Nina gets up slowly, holding her head.

WOLF

She's mine!

The wolf creature is closing the distance. Ben can barely contain his panic, but he has to take a stand. And geek that he is, he remembers the immortal words...

BEN

THOU... SHALL... NOT... PASS!

A second of silence. Then roaring laughter from the wolf creature... laughter that turns into a battle cry. And then... the CHARGE!

Ben drags Nina with him. And the hunt is on... Ben and Nina round a corner. Slipping on the floor. Where to? They SMASH through a door. Into the...

INT. HOSPITAL / PSYCH WARD - DAY

Ben and Nina stumble through the hallway. Enter the day room. Closely followed by the giant wolf.

BEN

Hello? Excuse me. A little help?

No reaction. The patients are either too dazed. Too confused. Or just amused: two older guys sitting at a table are the only ones noticing the chaos around them.

OLD GUY 1

God. I hate seeing things.

Nina instinctively grabs a huge table, lifts it...

OLD GUY 2

Are you kidding me? This is great!

Ben can't believe his eyes. It's Nina. Lifting a table.

BEN
How can you...

NINA
Adrenaline. Just adrenaline.

And with that... she hurls the table across the room.

CRASH. Bull's-eye. The wolf howls. Shakes his head. The confusion lasts only a few seconds. Enough for Nina and Ben to make their escape.

The wolf roars. Showering the old guys with flecks of saliva. Old Guy 2 applauds excitedly.

OLD GUY 2
I love being insane!

INT. HOSPITAL / PSYCH WARD - NURSE'S STATION - DAY

Ben and Nina race down another hallway. Past the nurse's station. A bored nurse barely looks up.

NURSE
Hey! No running!
(then a big, furry
thing)
And no dogs!

INT. HOSPITAL / STAIRWELL - DAY

Nina and Ben enter the stairwell. Ben is close to panic.

BEN
Up or down?!

A GROWL close behind. Ben runs upstairs.

NINA
Hey, wait!

EXT. HOSPITAL / ROOF - DAY

Ben and Nina stumble through the roof access door. Ben looks around, panting. Oops. Dead end.

NINA
UP?! Seriously?!

BEN
(sheepishly)
Sorry.

NINA
Now what?

CRASH. That's what. The access door flies off its hinges. Almost decapitating Nina and Ben. The wolf appears in the doorway. SNARLING. Triumphant. Ben and Nina are trapped.

The wolf takes a step towards its prey. Nina and Ben retreat, Ben stepping protectively in front of Nina. Nina rolls her eyes and steps protectively in front of Ben. The creature is herding them towards the edge of the roof.

BEN

Got a plan? I got nothing.

Closer. Closer. And... end of the line. Nina and Ben peek over the edge. It's a long way down. Ben has a slight vertigo attack. Loses his balance. Nina catches him.

NINA

Not yet.

BEN

What do you mean... not yet?

Nina doesn't answer. Takes a deep breath. Closes her eyes. Opens them again.

NINA

(more to herself)

Okay. We don't have another chance.
I can do this.

BEN

What are you talking about? Do what?

Nina doesn't leave the wolf out of her sight. He's obviously enjoying the moment.

NINA

(grabs Ben's hand)

Here we go.

BEN

Go wheAAAAAAAAAAAAAAAAAAAAAHH?

Over the edge. And DOWN! Nina wraps her arms around Ben. Holds him tight.

And TIME SLOWS DOWN. Stops. For one precious second all of Ben's dreams come true. Nina is wrapping her arms around him. Their eyes meet. Okay. If he absolutely HAS to die... this is the way to do it.

EXT. HOSPITAL - DAY

WHUMP. Nina and Ben smash onto the roof of an ambulance, speeding away (lights flashing, siren howling) from the hospital. Ben has landed on top of Nina. And she hasn't just cushioned Ben's fall, she's completely unharmed.

BEN
How'd you do that?!

NINA
(weary smile)
Adrenaline?

They turn around a corner...

EXT. HOSPITAL / ROOF - DAY

...and just as the Wolf is charging for a jump off the roof to pick up the chase he's - WHIZZZ BANG - hit by a blue flash. Throwing him back to the ground.

He's whimpering in pain, as a BLACK-ROBED WITCH right out of a fairy tale dismounts from her broomstick. HITTING him with another hex. Turning him into a puppy. She picks him up. Gets back on her broom and WHOOSH. Shoots away.

INT. GRANDMA'S APARTMENT - DAY

Nina and Ben storm into the apartment. Ben slams the door shut behind them. Locks. Bolts. A chair under the doorknob.

BEN
That was a werewolf! A frickin' full size American werewolf in... America. And you... you threw a table and you jumped from a building!
(deep breath)
Are you okay?!

NINA
I'm okay.

BEN
What about your Grandma?

NINA
(welling up)
She's not.

BEN
What happened?

NINA
 He ate her.
 (lost in memories)
 Like his father before him...

BEN
 What are you talking about?!

Nina throws down a pile of fairy tale books off her
 grandma's desk.

NINA
 I thought you knew this stuff.

BEN
 Fairy tales?

NINA
History.

Ben is seriously confused now.

NINA (CONT'D)
 Don't you get it? A big bad wolf?
 Eating my grandmother? Like his
 father before him?

BEN
 What are you saying? That thing?
 The wolf? Our wolf? He's the son
 of the... Big Bad one?
 (Nina nods)
 And your grandmother is... the
 Grandmother?

NINA
 Yes.

BEN
 So that makes you...

Nina nods.

INT. THE WICKED WITCH - DAY

Close Up of a painted book cover: "LITTLE RED RIDING HOOD -
 AND OTHER FAIRY TALES." Ben is reading frantically.

BEN
 You know I actually wrote a paper
 once on Little Red Riding Hood. I
 mean you, your story... whatever.
 But nowhere did it say anything
 about you having some kind of
 super powers.

Nina and Ben are standing between the bookshelves of the closed shop.

NINA

Well I didn't know I had them either. Until last night.

BEN

But what happened?

NINA

I don't know. I saw the wolf thing... I went all flashbacky for a second... and then... boom! Power On!

BEN

So the wolf was some kind of trigger or something...

NINA

More of a reminder...

The whole insanity of the moment dawns on her.

NINA (CONT'D)

Listen to us. The Big Bad Wolf. Super powers. This is crazy. Fairy tales aren't supposed to be real...

Ben can barely contain his excitement.

BEN

Yes, but they are! Apparently.

NINA

(quietly)

I'm not supposed to be real.

BEN

But you are.

NINA

(bitter)

And my grandma's been eaten by that thing. For real.

Ben nods. But he has an idea.

BEN

Well, one thing I did learn from my paper, is that all versions agree on the existence of a pre-digestive period.

(huh?)

Come on. You know what I'm talking about.

(MORE)

BEN (CONT'D)

You were eaten, too. By the wolf!
But you still came out in one
piece.

NINA

Sorry. Don't remember that part.
Thank God.

BEN

Anyway. According to the French
version we have about 48 hours
before your grandma goes the way
of the stomach acid...

(shrugs apologetically)

If you believe the Grimm
Brothers, though, it's more like
24 hours. But they're German.
Grim, you know.

("cheerful")

I believe the French. They
invented the croissant. They know
what they're talking about.

Ben is rambling again. Obviously trying to convince
himself. Nina sees through the charade. Clenches her teeth.

NINA

Let's give ourselves 24 hours,
okay? Next question: how do we
find the wolf?

BEN

By finding out what he wants.

NINA

To eat me?

BEN

Besides that. Didn't your grandma
say something about your golden
feather? And that someone opened
some kind of gate?

NINA

I didn't really listen. I thought
that was just the concussion
talking.

BEN

Whatever. The important thing is:
I know exactly where to look for
info.

(proud grin)

Yeah. I'm that good.

INT. THE WICKED WITCH - DAY

NINA
(spreading her arms)
Huh?

Ben and Nina stand in a dusty, half forgotten part of the shop. Around them shelves crammed with dusty books.

BEN
I do a lot of research here...

NINA
You're reading fairy tales all day.

BEN
As I said... research. Anyway. A few weeks ago, I fell asleep in the shop...
(points to a ratty couch half hidden behind a bookshelf)
... right there. When I woke up it was the next morning. Real early. About six or so. But your Grandma was already here. She thought she was alone.

He points to a book on a shelf next to him.

BEN (CONT'D)
She pulled this book out. And a door opened. A secret door.

NINA
A secret door? Seriously?

BEN
When your grandma saw me she was totally flustered for a second. Made some stuff up. About this being her rare book room or something. She made me promise to keep my mouth shut. Forget about it. And never try to get in there.

NINA
And you listened to her?

BEN
Of course not! The problem...
(pulls the book out)
It didn't work. And I tried everything. Every book.

NINA
Okay. Your point?

BEN
Don't you get it? I know why it
didn't work. Something was
missing...
(jazz hands)
Magic!
(looks to Nina)
Go on. You try it.

Nina sighs. Pulls the book out. And with a SQUEAKING SOUND the shelf retracts. Drops away. Darkness. Stairs. But in the distance... a slight, flickering, golden light.

BEN (CONT'D)
I told you.
(jazz hands)
Magic!

INT. SECRET PASSAGE - DAY

Slowly... step by step... Nina and Ben descend the stairs, A short hallway. And at the end...

INT. GRANDMA'S SECRET ROOM - DAY

... a cozy old-fashioned room. A crackling fire. An armchair with books strewn all around it. A half-finished knit sweater on a side table. An old wooden chest. And ... whispering voices. Nina and Ben exchange a glance.

NINA
Hello?

3 VOICES
Hello... hello... hello.

What's that? Movement. Is something - someone? - hiding behind that book? Under the sweater? Behind the pillow?

BEN
Was that an echo?

3 VOICES
Echo... echo... BURP.

Frantic mumbling. Tiny, angry voices. The sound of a SLAP.

MALE VOICE 1
Ow.

NINA
Echo my ass. Who are you?

FEMALE VOICE

Who are you?

NINA

I am Nina. And this is my
grandma's room.

MALE VOICE 2

Ohmygodohmygodohmygod. It's her!

NINA

Yep. That's me. Impressive, huh?
And this is Ben. Okay, your turn.
Show yourself.

MALE VOICE 1

Alright. On three. One...

FEMALE VOICE

Two.

MALE VOICE 2

Three.

And in quick succession, three tiny, thumb sized people,
SOMERSAULT out of their hiding places. JUMPING on top of
each other. Grinning. It's a pyramid!

ALL THREE

(in perfect harmony)

Ta-daaaaaa.

BEN

(incredulous)

Thumblings?

GASP. And the pyramid collapses instantly. Little Guy 1
gets up.

LITTLE GUY 1

Handlings!

(deep bow)

May I introduce myself... Tom
Thumb. The one and only.

(points to the others)

May I present my lesser known
siblings: Irina Index and Peter
Pinky.

PETER PINKY

And no, I'm not gay.

Tom and Irina roll their eyes. Nina is confused.

NINA

So, there's not only Tom Thumb...
there's a whole family of Thumbs.

IRINA INDEX

Hello?
 (shows her index finger)
Index.

PETER PINKY

(shows his little
 finger)
Pinky.

NINA

Sorry, Handlings.

TOM THUMB

We were five... originally.

PETER PINKY

There was us... Martin Middle...

IRINA INDEX

And Regina Ring.

TOM THUMB

The Finger Twins.
 (sighs)
 But they're gone.

PETER PINKY

We lost them.

IRINA INDEX

In the battle.

They all sigh deeply.

BEN

Battle?

NINA

What battle?

TOM THUMB / PETER

What battle?!

Irina whacks her brothers over the head.

IRINA INDEX

Morons. They can't remember.
 Ben's an NME. And Not-so-Little
 Red here has RA.

BEN

What?

IRINA INDEX

(points to Ben)
 Non-Magical Entity.
 (MORE)

IRINA INDEX (CONT'D)

(points to Nina)
Retrograde amnesia.

NINA / TOM THUMB / PETER / BEN

Ahhh.

PETER PINKY

Wait. What?

IRINA INDEX

She. Can't. Remember. That's what
we're here for. Remember?

(points to a wooden
chest in the corner)

Grandma told us. When something
happens and Red shows up, we're
supposed to help her. Because
we're the...

IRINA / TOM THUMB / PETER

(singing)

La... la... la...

(now in perfect harmony)

The Keepers of the Chest.

(all point to the chest)

Ta-da.

PETER PINKY

So what happened?

NINA

Grandma got eaten.

BEN

Again.

NINA

By a wolf.

BEN

Again.

Gasp. The Handlings are all business now.

TOM THUMB

Okay. Over here. Now!

Nina and Ben step to the chest. The Handlings handle the
lid. Cause that's what Handlings do.

TOM THUMB (CONT'D)

On three. One... two... three.

They open the lid. Groan. Heavy! Ben and Nina look into the
box and see - an ancient, leather-bound book. Nina picks it
up. Gently. Opens it. The pages are empty.

NINA

Huh.

BEN

Invisible ink?

NINA

And how do we make it visi...

GRANDMA (O.S.)

Hello, Nina.

Nina and Ben look up. Startled. Grandma is standing in front of them.

NINA

Grams.

She rushes over. Embracing Grandma... walking through her.

NINA (CONT'D)

What...

GRANDMA

If you found the book... if you see this... then... you are ready for the truth.

Nina and Ben exchange a puzzled look.

GRANDMA (CONT'D)

I know it's hard to believe, but you probably guessed it by now. You are Red Riding Hood.

(beat)

All the other fairy folk are real as well. And once upon a time we all lived happily in a place called Lyrulia...

Right on cue, trees and plants start growing fast, turning the room into a magical fairy tale forest. Birds are chirping, fluttering through shafts of golden sunlight.

EXT. FAIRY TALE FOREST - DAY

Grandma starts walking. Nina and Ben follow her. Both amazed by the fantastic sight.

GRANDMA

In the past Lyrulia and the human world were connected through hundreds of gateways scattered throughout the land.

Three little piggies appear, clothed and walking upright. They march merrily through the forest. Passing a cave, singing a merry song.

GRANDMA (CONT'D)

Every once in a while a human
would stumble into our world...

A young man in 16th century clothes exits the cave. Looks around confused. Catches sight of the piggies. Rubs his eyes. One of the Piggies lifts his cap. Grunts.

PIGGIE

Good morning!

Terrified, the young man turns on his heels. Flees back into the cave.

GRANDMA

And beings from Lyralia would
venture into the human world.

A gruff looking man walks into the cave...

GRANDMA (CONT'D)

Not all of them benign...

... changing into a big bad wolf. Nina stops in her track.

BEN

It's not real!

The wolf vanishes into the cave. Grandma walks on. Nina relaxes a bit.

GRANDMA

And so it was. Until some humans
became aware of the source of the
monsters which had been stalking
their lands. They decided to
banish all the wolves and witches
and Rumpelstiltskins who would
prey on their kind.

They pass a glittering waterfall. The spindrift forming a beautiful rainbow. A witch on her broomstick races towards the waterfall... and CRASHES into it.

GRANDMA (CONT'D)

They closed all the gates.
Locking the beasts in this realm.
Where they started to gather...

Suddenly dark and foreboding clouds start to form in the sky of Lyralia.

GRANDMA (CONT'D)
 Looking for a leader and finding
 the worst one imaginable.

The creepy castle we've caught glimpses of during the thunderstorm in Central Park is rising beneath the dark sky. LIGHTNING FLASHES.

GRANDMA (CONT'D)
 The Evil Queen used her new army
 to conquer the whole of Lyrulia.

On their way towards the castle Nina, Ben and Grandma pass a line of chained dwarves being whipped by ugly trolls. In the background a small village is burning.

GRANDMA (CONT'D)
 But she wanted more. One world
 was not enough...

They step through the undergrowth and enter...

INT. CASTLE / THRONE ROOM - NIGHT

... the throne room of the castle. It's filled with monsters, goblins, ghouls and trolls. The Evil Queen turns towards her minions. Holding up a silver dagger. Her minions roaring.

GRANDMA
 Using all her dark powers and the
 blood of an innocent...

The Evil Queen mumbles a curse and plunges the dagger into the heart of a beautiful young woman. Her skin white as snow, her lips red as blood and her hair black as ebony.

GRANDMA (CONT'D)
 ... she opened one of the gates
 again. To open all the others she
 forged three golden feathers...

Three golden feathers, looking exactly like Nina's pendant, float in front of the Evil Queen. Shivering at her sight.

GRANDMA (CONT'D)
 ... meant to multiply and undo
 the magic that had locked the
 gates.
 (beat)
 But we couldn't allow that to
 happen.

SMASH! Half a dozen Prince Charmings in full battle armor CRASH through the windows. At the same time 10 Fairy Godmothers appear by magic. The huge wooden door BURSTS open...

...and Hänsel & Gretel, Cinderella, Sleeping Beauty, Mother Hulda, Briar Rose, Dr. Know-It-All, Rapunzel, The Huntsman, more than seven dwarfs, the Handlings, the Scarecrow, the Lion, the Tin Man, the Grandmother and yes, Little Red Riding Hood rush into the throne room. Weapons ready! CLASHING with the Evil Queen's minions in a fight to the death.

GRANDMA (CONT'D)

Many sacrificed their lives to
stop the Evil Queen...

Nina and Ben watch in horror as Hänsel is ripped apart by a big bad wolf, a Prince Charming is turned into a mouse by a witch and STOMPED on by a troll.

GRANDMA (CONT'D)

... giving you the chance to
steal the feathers.

Little Red Riding Hood jumps into the fray. Rushes towards the Evil Queen. Brushing away trolls five times her size.

And while the Evil Queen is distracted by one of Grandma's hexes... Red grabs the feathers. Runs towards Nina and Ben. The Evil Queen turns.

EVIL QUEEN

NOOOOOO!

She aims her wand at Red... who's grabbed by one of the Prince Charmings. Both of them CRASH THROUGH A WINDOW next to our spectators. The hex HITTING Red. She screams as she falls. The next hex "hits" Ben. And with a FLASH...

EXT. BELVEDERE CASTLE - NIGHT

... Nina's, Ben's and Grandma's "tour" of the past, takes them to the entrance of another castle.

BEN

Belvedere Castle...?

Yep. The skyscrapers in the background leave no doubt.

BEN (CONT'D)

We're in our world.

They turn to the open door of the castle. The dark forest of Lyrulia visible on the "inside".

GRANDMA

But you were hurt. Badly hurt.

Prince Charming appears on a horse, carrying the unconscious Red.

They enter our world through the castle door. The prince dismounts. Gently placing Red on the ground.

GRANDMA (CONT'D)

I was able to save you...

Grandma rushes through the forest, enters our world. Followed by Dr. Know-It-All, Mother Hulda, the three surviving Handlings and about a dozen more magical creatures. Grandma uses her magic to keep Red alive.

GRANDMA (CONT'D)

And we were able to close the one gate the Queen had opened.

The Evil Queen and her minions appear on the other side, racing towards the gate. Grandmother uses her magic. A big bad wolf LEAPS at her... only to be cut in half as the gate closes. Its head hits the ground, rolls a few yards and is stopped by the foot of a grim looking Mother Hulda.

GRANDMA (CONT'D)

But our salvation and the safety of this world came with a price. None of us could ever return to Lyralia... our home. We were exiles. And here we would age... and eventually die. But you...

INT. GRANDMA'S SECRET ROOM - DAY

Little Red Riding Hood opens her eyes. And Ben and Nina are back in Grandma's room. Witnessing Grandma offering Little Red a cup of hot tea. Red is looking at her with a puzzled expression. A second Grandma is finishing her tale.

GRANDMA

... you had forgotten everything. Your name, your past... even me. I told you that you were an orphan. That your parents had died in an accident.

Both Grandmas sit down in the same chair. Merging into one.

GRANDMA (CONT'D)

I watched over you. Watched you grow up. And I tried to keep you safe. As well as I could. But my secrets, our secrets... I kept them hidden away. In this room, in this book. Until the day you would remember... the day when the past would catch up with you.

(beat)

The day when I would be gone.

Grandma leans back in her chair. And smiles directly at Nina. But when Nina - tears in her eyes - tries to touch Grandmas's cheek, the image vanishes and the terrible truth hits Nina again. Grandma isn't here. She's in mortal danger. And time is running out. Nina closes the book.

NINA

Okay... now what?

BEN

Well, what do we know? Someone managed to open the gate in Central Park. He poked a hole into the dam. And the evil queen wants to tear the whole dam down.

NINA

But for doing that... she needs the golden feathers. All three of them.

IRINA INDEX

By the way, where's yours?

NINA

The wolf's got it. Long story.

THE HANDLINGS

What?!

Tom Thumb faints instantly. Nina and Ben barely notice.

NINA

Who's got the other ones?

PETER PINKY

Dr. Know-It-All and Mother Hulda. That bitch.

NINA

What's wrong with Mother Hulda? Isn't she supposed to be some kinda super-nice human snow cannon?

PETER PINKY

Yeah, yeah... when she shakes her pillows, it snows on Earth. Cute. That's the official story. She's also a self-righteous slave driver. Did you know that? Did you actually read the fairy tale? If you work 24/7, don't ask any questions, she showers you with gold. But if you want a lunch break... have some fun...

(MORE)

PETER PINKY (CONT'D)
 or God, forbid, take a sick day,
 you'll get tarred and feathered.
 For being lazy.

BEN
 Why do I get the impression you
 used to work for her?

PETER PINKY
 Don't remind me, m'kay?

NINA
 Do you know where she lives
 today?

PETER PINKY
 Nah. No idea. Don't know, don't
 care.

NINA
 Dr. Know-It-All?

Peter and Irina shrug.

TOM THUMB
 (points to the chest)
 We're magically bound to the
 chest. We can't venture outside.

NINA
 Great. Now what?

BEN
 Now you ask me.
 (smiling)
 I know it all...

EXT. CASTLE - DAY

A FLASH of light. The CRACK of thunder. The black witch
 we've seen on the hospital roof flies her broomstick
 through a heavy thunderstorm. As the clouds part, the HUGE,
 DARK castle appears. The witch flies her broom through a
 large window...

INT. CASTLE / THRONE ROOM - DAY

... and enters the throne room. Smoothly landing in front
 of the Evil Queen who's looking into a mirror.

EVIL QUEEN
 Mirror, mirror on the wall, who's
 the fairest of them all?

MIRROR

Mhh. Let me think about that for
a... (second)

EVIL QUEEN

TELL ME! NOW!

MIRROR

You! You are fairer than all who
are here, my Majesty.

The Evil Queen eyes the mirror suspiciously. The poor thing desperately tries to keep its mouth shut. But it can't.

MIRROR (CONT'D)

But more beautiful still is
Snow...

SMASH. The mirror explodes into a million pieces. Adding to the huge pile of shards already covering the floor.

EVIL QUEEN

When will you get it?! That bitch
is dead. Next!

Three frightened dwarves appear with another scared mirror.

MIRROR 2

No, please... I have a wife and
two little compact mirrors...

While the dwarves place the mirror in front of the Evil Queen, Her Majesty turns to the mysterious man who opened the gate in Central Park. He's sitting on a smaller throne.

EVIL QUEEN

And what do you think?

MAN

There's no one more beautiful
than you, my dear. Not here...
not there... not anywhere.

Her Majesty smiles. Then turns to the black witch. Her smile gone. Back to business.

EVIL QUEEN

Did you get him?

The witch kneels before the Evil Queen, pulls out the puppy from under her robe. With a flick of her wand, the Evil Queen turns it back into the WOLF. The beast HOWLS in rage.

EVIL QUEEN (CONT'D)

Shut up!

The Wolf backs away. Lowering his head.

EVIL QUEEN (CONT'D)
 You stupid little mutt! Did you
 even think before wolfing down
 that old hag?

Of course he didn't.

EVIL QUEEN (CONT'D)
 She lied to you about the other
 feathers. And now we can't "ask"
 her again, unless...

She moves closer. Showing off her long, sharp fingernails.

EVIL QUEEN (CONT'D)
 I cut her out of you.

The Wolf stumbles back. Whimpering. Frantically shaking his
 head. The Evil Queen points to the man on the throne.

EVIL QUEEN (CONT'D)
 He offered me the chance to
 finally rule over both worlds.
 And your lust for revenge almost
 cost me that chance.

She runs her fingernails along the wolf's stomach.

EVIL QUEEN (CONT'D)
 But you've been a loyal servant
 and we have a few hours...

She pokes the wolf's stomach. Startling him.

EVIL QUEEN (CONT'D)
 ... before she's... dead meat. So
 I'm going to give you one last
 chance.

She turns to the witch.

EVIL QUEEN (CONT'D)
 I'm sure Little Bitch Riding Hood
 knows very well where to look for
 those feathers. So if you hurry
 up and get me what I want...
 (turns back to the wolf)
 ... you'll live. If not...

She raises her hand. There's a little blood on her
 fingernail. She licks it with a vicious smile.

INT. NINA'S ROOM - DAY

CLOSE UP on the home page of a search engine: "Dr. Know-It-
 All. You ask, the doctor knows."

NINA (O.S.)
A search engine?

Nina and Ben are standing in Nina's half destroyed room, looking at her laptop.

BEN
This isn't any old search engine.
Dr. Know-It-All is the Mac to
Google's PC.

Ben rapidly types a question into the mask: "SNOW WHITE LIVED WITH HOW MANY DWARVES...?" The answer appears almost instantly: "EIGHT." Errr...

NINA
Meaning... it doesn't work?

BEN
(slightly confused)
It works. Believe me. The doctor knows. It's like some kind of intuitive quasi-telepathic morpho-genetic... thing. You know?

NINA
Whatever. I just wanna know where he lives.

BEN
(points to the screen)
91st and Park.

NINA
Okay, let's go.

BEN
Nina. The Doctor is like a demigod. You can't just knock on his door and have a chat.

NINA
Why not? I'm sure grandma has told him all about me.

BEN
Him, maybe. But not his assistant or his assistant's secretary or the secretary's assistant and definitely not the grim looking guy at the front desk.

NINA
So what do you suggest we do?

BEN
We're lucky. Today is Dr. Know-It-All's annual charity party.

(MORE)

BEN (CONT'D)

The "Magic Moonlight Ball". It's fancy dress. Perfect for stealth penetration.

NINA

Great. So we stealthily penetrate that party, find the feather and offer it to the Evil Queen in exchange for the wolf and hence, grandma. The end.

BEN

That's your plan? You're gonna give uber-bitch the one thing she needs to rule the world? That's insane.

NINA

I didn't say I'm gonna give it to her. But we have to lure her out somehow. We need leverage. And she's our go-to-girl. You get the queen, you get the wolf, you get Grandma. And then we can think about saving the world.

(gets up)

Okay, did you say fancy dress?

BEN

(shrugs with a smile)

You could go as Little Red Riding Hood.

NINA

Yeah, right. Come on... I got a better idea.

Nina smiles devilishly. Ben gulps.

INT. ADRIENNE'S STUDIO - DAY

Different receptionist. Same bitchy attitude.

RECEPTIONIST

A receipt? For what?

NINA

(pulls out a piece of paper)

For the order I delivered yesterday.

RECEPTIONIST

(deep sigh)

Wait a second. Don't move.

The receptionist disappears...

RECEPTIONIST (CONT'D) (CONT'D)
 (calling)
 Adrienne... ?!

... and the second she disappears, Nina and Ben move into action. Nina pulls the car keys out of the desk drawer. Throws them to Ben.

NINA
 Okay. You get the car, I get the dress.

BEN
 What? But...

NINA
 Move! It's the gold Porsche right outside. Can you drive a stick?

EXT. ADRIENNE'S STUDIO - DAY

SCREECH.

BEN
 Come! On!

Ben is desperately trying to get the stick shift into first gear. People start looking. Ben starts sweating. And in that moment...

BEN (CONT'D)
 What the...

... a huge mass of tulle, chiffon and silk is bursting out of the door, heading directly for the Porsche. It's Nina, half hidden beneath Adrienne's "masterpiece" of a dress.

And what's that sound? CLACK, CLACK, CLACK. It's an entire army of stick figure models on their high heels in hot pursuit. Led - of course - by Adrienne van der Luyden.

ADRIENNE
 Stop her! KILL HER! Get me that dress!

Nina throws herself on the passenger seat, burying Ben under a ton of tulle.

NINA
 GO!

Ben claws himself out of the tulle trap and sees the mob descending on the Porsche. He STEPS on the clutch -- RAMS the stick shift into first gear and - SQUEEEEEAL! -- STEPS on the gas.

Adrienne LEAPS out of the way at the last millisecond -- and OFF we go.

Nina rewards her getaway driver with a spontaneous kiss -- Ben almost totaling the car -- then they both start laughing. -- But an unearthly, piercing scream follows them, promising bitter revenge.

ADRIENNE
NINA..... !!!!

Nina and Ben make their escape and we move from day...

EXT. DR. KNOW-IT-ALL'S MANSION - NIGHT

... to night. The golden Porsche stops in front of a brightly illuminated mansion. Part Modern, part Gothic, it looks like Frank Gehry had a nightmare on Absinth.

The valet opens the car door. And out steps - Nina. Transformed. Into a beautiful fairy tale princess. It's like magic. Provoking murmurs among the arriving guests.

Now the passenger door opens. And out steps Ben. Ben transformed. Into an... elf?

BEN
You look... gorgeous.

Nina smiles. Looks at Ben in his elf costume.

NINA
You look...
(glancing down to elf-
Ben's very tight
tights)
Tight.

Ben looks around, feeling extremely self-conscious. Nina smiles reassuringly.

NINA (CONT'D)
It's alright. You're like my
little elf slave.

BEN
Great.
(glances to the imposing
doorman)
Okay. How do we get in? We're not
on the list, you know?

NINA
We don't have to be...

EXT. DR. KNOW-IT-ALL'S MANSION - NIGHT

NINA

I'm Lilian van der Luyden. You know? Adrienne's sister... ?

Nina's smile is dazzling. And kinda threatening. It's a smile of entitlement. GULP. There's pure fear in the doorman's eyes. Meanwhile, Nina ruffles Ben's hair.

NINA (CONT'D) (CONT'D)

And this is my plus not-quite-one.

The doorman doesn't hesitate for a second.

DOORMAN

Miss van der Luyden. Have a magical evening.

INT. DR. KNOW-IT-ALL'S MANSION / BALLROOM - NIGHT

Warm, golden, shimmering light. The lavishly decorated ballroom is filled with thousands of candles. Countless guests in fairy tale costumes mingle around. Nina and Ben need a moment to take it all in. Ben is still a bit miffed.

BEN

Not-quite-one?

NINA

Come on. I had to be mean. I'm Lilian van der Luyden.

Ben looks up. Circling above them: four witches on their broomsticks. Dressed in red, green, blue and BLACK robes.

BEN

Wow. You see any wires?

But Nina is already scanning the crowd.

NINA

Let's split up. We need to find our host. Dr. Know-It-All must be here somewhere.

BEN

And the wolf. He needs the other feathers as much as we do. So be careful.

NINA

Says the little elf.

She winks at Ben... and steps into the maelstrom of colors, costumes and masks.

Everyone's here. New York's elite in fancy dress. Sleeping Beauties (one at least 80 years old)... Hänsel & Gretel making out... Seven Dwarfs (all of them at least 6 feet tall) dancing with seven Snow Whites... evil queens... good fairies and...

THE BIG BAD WOLF.

Nina jumps back. SCREAMING. Bumps into another wolf. SCREAMS some more. Until the "wolves" high five each other.

NINA (CONT'D)

Morons.

She turns away... locking eyes with a man. Tall, dark, handsome. And utterly... charming.

PRINCE CHARMING

Good evening.

NINA

(entranced)

Hi.

PRINCE CHARMING

You must be Cinderella.

(with a bow)

Prince Charming.

NINA

Of course.

PRINCE CHARMING

May I?

He offers her a hand. Nina can't help it. She's transfixed. Takes his hand. And is led to the dance floor. Where she joins Prince Charming in a hypnotic dance.

Meanwhile, Ben is frantically searching the guests for the elusive host. Approaching a man dressed as Puss 'n Boots.

BEN

Excuse me. Do you know where I can find Dr. Know-It-All?

"PUSS 'N BOOTS"

Why don't you ask him?

He points to a computer, sitting on a table. The PC looks like it was built in 1885. All wood and pipes. Letting off a puff of steam. Ben approaches the suspicious-looking contraption. And understands: the screen shows the "Dr. Know-It-All" search engine.

Ben quickly types in his question: WHERE IS DR. KNOW-IT-ALL? A moment later the answer appears: AT THE BUFFET, TRYING TO GET OUT OF A VERY BORING CONVERSATION.

Ben looks up. Across the room. And there he is. A small, old and very frail looking man, listening to a fat guy in an ill-fitting dwarf costume.

Ben quickly scans the room for Nina. And gasps when he finally sees her: "Cinderella" dancing with Prince Charming. Like it's their wedding dance. By now they are the only couple on the dance floor. Everyone else is watching them.

Ben is about to walk over to Nina when he sees Dr. Know-It-All leaving the room. Ben hesitates for a second, but decides to follow the Doctor.

Nina doesn't notice any of this. She isn't noticing anything at all right now. Except HIM.

PRINCE CHARMING
 (with slightly formal
 "old-world" charm)
 You have become more delicious
 than I could've ever imagined.

NINA
 We know each other?

PRINCE CHARMING
 Oh yes.
 (smiling)
 And I know you're not Cinderella.

NINA
 So, you really are Prince
 Charming?

PRINCE CHARMING
 Didn't I just say so?

NINA
 I thought you were joking.

PRINCE CHARMING
 (dryly)
 I'm charming, not funny. And for
 once I am actually glad we have
 been trapped in this world.

NINA
 Why?

PRINCE CHARMING
 Look at you.

He points to a huge mirror on the wall. He's right. Nina looks absolutely stunning. She blushes. Prince Charming smiles and sweeps Nina off her feet in an elegant move...

INT. DR. KNOW-IT-ALL'S MANSION / HALLWAY - NIGHT

Ben is walking down the long, twisting corridors of the strange house looking for Dr. Know-It-All. And for a guy who's supposed to know everything, the Doctor has posted an awful lot of signs, notes and Post-It's everywhere.

BEN
Dr. Know-It-All?

He looks at some of the notes. "Tie your shoes", "Take a shower", "Way to front door" (with a little hand drawn map.) Weird.

BEN (CONT'D) (CONT'D)
Hello?

Suddenly he spots a bigger sign buried beneath dozens of notes. "Library". Ben approaches the huge, wooden door. Muffled sounds of heavy machinery. Ben slowly opens the door. The sound now deafening. And the source of it astonishing.

INT. DR. KNOW-IT ALL'S MANSION / LIBRARY - NIGHT

A huge monster of a steam-powered... "something" fills every corner of the vast room. Built entirely out of wood and steel, hundreds of pistons of all sizes move frantically up and down. The valves trying their best to prevent the machine from blowing up.

BEN
Whouw!

He spots Dr. Know-It-All at one end of the room, "feeding" books to the machine. Ben walks over.

BEN (CONT'D)
Dr. Know-It-All?

The Doctor can't hear him over the noise. Ben grabs his shoulder...

The Doctor screams. Stumbles backwards -- almost falling.

BEN (CONT'D)
I'm sorry, I'm sorry.

DOCTOR KNOW-IT-ALL
Who are you? What are you doing here? You're not supposed to...

BEN
My name is Ben Porter. And I need your help. I need your golden feather.

DOCTOR KNOW-IT-ALL

My what?

BEN

The golden feather. You know.
Evil Queen. Opening gates.
Lyralia? Remember... ?

DOCTOR KNOW-IT-ALL

(frowning)

Lyralia... Yes... I remember...

BEN

So, where is it?

DOCTOR KNOW-IT-ALL

I... I don't know.

BEN

What? But you're Doctor Know-It-
All! You're supposed to know, you
know... everything.

DOCTOR KNOW-IT-ALL

Not anymore.

BEN

I don't understand.

DOCTOR KNOW-IT-ALL

I am old, son. I forgot.

Ben looks at the machine speed-reading the books. And understands.

BEN

That's why you're feeding it all
the books.

DOCTOR KNOW-IT-ALL

(nods sadly)

The machine is on its last legs.
Like me.

(sighs)

I was a simple farmer once. But I
wanted to know. So I read a book.
And I remembered everything. So I
kept on reading, till there was
nothing I didn't know.

(his gaze wanders)

But then the Queen opened the
gate. I didn't want to fight, but
I had to. We had to protect this
world. Even if it meant to stay
here forever.

(beat)

And grow old. And forget.

BEN

I'm sorry, I really am, but you have to remember where the feather is. Or this time the Queen will succeed.

DOCTOR KNOW-IT-ALL

This time?

BEN

Somebody opened the first gate. In Central Park?

DOCTOR KNOW-IT-ALL

But that's impossible. It can only be opened again from this world. By one of us. And nobody would...

BEN

Somebody did.

DOCTOR KNOW-IT-ALL

Oh my God.

BEN

Please.

DOCTOR KNOW-IT-ALL

And how do I know you're not one of her minions?

BEN

I'm not...I...I'm with Red Riding Hood. She's in the ballroom. Dancing. She's...

Suddenly the Doctor pulls out an old fashioned gun.

DOCTOR KNOW-IT-ALL

You don't fool me. Shapeshifter.

BEN

What? No. No. I'm not a Shapeshifter. But the Queen might've sent some and we can't allow them to get the feather!

DOCTOR KNOW-IT-ALL

Well, good thing then that I don't remember where it is.

His eyes wander inadvertently to a handwritten sign on the machine "The machine knows all!" Ben sees the sign as well. Realizing his mistake the Doctor cocks the gun.

DOCTOR KNOW-IT-ALL (CONT'D)
I swore to protect it. At all
costs.

BEN
NOOO!

The Doctor pulls the trigger. KLICK. Nothing.

DOCTOR KNOW-IT-ALL
Damn old thing...

The Doctor inspects the gun. OUCH. Ben punches the Doctor
in the face. The Doctor stumbles. And falls to the floor.

BEN
Oh God, I'm so sorry...

But there's no time to lose. Ben hurries to a 19th century
typewriter, embedded in the machine. Quickly types "WHERE'S
DOCTOR KNOW-IT-ALL'S GOLDEN FEATHER?" And a tense moment
later the machine answers: "SEARCH CINDERELLA'S MOP IN THE
BALLROOM" Huh? Oh-kay.

Ben is already turning to leave when he stops. Turns back
to the typewriter and asks: "DOES NINA LOVE ME?" A tense
moment later. BANG. Ben jerks around. What was that? BANG.
BOOM. And now Ben realizes what's happening. VALVES
EXPLODE, PISTONS CRACK. The machine is breaking down.

DOCTOR KNOW-IT-ALL
What have you done?

The Doctor is struggling back to his feet.

BEN
I don't know, I just...

DOCTOR KNOW-IT-ALL
(reads the question)
You fool. It's a machine! Without
a heart how could it ever know
the answer to that?

BEN
I'm... I'm sorry. I gotta go.

He races out of the room. The machine behind him
disintegrating further. Much to the Doctor's dismay...

INT. DR. KNOW-IT-ALL'S MANSION / BALLROOM - NIGHT

With sensuous grace Nina and Prince Charming finish their
dance. The band stops playing and the enraptured audience
breaks into spontaneous applause. Nina blushes.

While Prince Charming leads her to the bar, Ben stumbles back into the ballroom. Looks frantically for Nina.

Nina is still spellbound by the Prince who offers her a glass of champagne.

PRINCE CHARMING
To an unexpected but certainly
enticing encounter.

They toast each other... as Ben breaks the moment.

BEN
Nina!

Nina is startled. As if waking from a trance.

BEN (CONT'D)
I know where it is. Kinda.
(huh?)
The thing we came here for?

NINA
Oh yes...

PRINCE CHARMING
You two are...

NINA
No no no. We're just...

BEN
Friends. I'm her elf slave.

PRINCE CHARMING
Good. I'd really hate to break
your heart.

BEN
What?

NINA
Come on. Let's go. Where is it?

She pulls him away.

BEN
We gotta search your mop.
(excuse me?!)
Wait. That came out wrong.
(rambling)
I mean, you're Cinderella, right?
And the thing said...
(looks around confused)
There!

He points to the entrance. On either side: a golden statue.
On the left: pre-transformation Cinderella.

The work slave with her dust mop. On the right: post-transformation Cinderella in her stunning princess gown. -- Ben and Nina hurry to the left statue.

NINA
Wait, what thing... ?

BEN
Well, while you were having fun with that guy...

NINA
He's gorgeous, isn't he? And would you believe it if I told you he's the real Prince Charming?

BEN
I always thought he was taller.

They've reached the statue. And indeed: hidden in the dust mop sparkles a golden feather just like Nina's.

BEN (CONT'D)
(pulls it off)
I got... (it!)

WHOOSH. One of the witches circling the ballroom dives down on her broom. GRABS the feather. And SPEEDS away.

NINA / BEN
NO!

The witch RACES for one of the large windows. CRASHES through it. Her black robe melting into the New York night. The other three witches follow her.

Nina breaks into a sprint -- jumping over tables. The other guests believe the action to be some kind of show and applaud Nina again. -- The red and the green witch vanish into the night. The blue witch has almost reached the window as well. Out of Nina's reach. When...

WHUMP. The witch is thrown off her broom. Crashing into a table -- The broom clattering to the floor. Nina's eyes meet a smiling Prince Charming. Who nonchalantly drops a heavy candlestick. He grabs the broom.

PRINCE CHARMING
Come on.

Nina hops on it. Like on a motorcycle.

NINA
You can fly that?

PRINCE CHARMING
We'll see.

He "steps on it" and they rush out of the window. Leaving behind:

BEN

Hey...

He stops at the broken window watching Nina and Prince Charming glide towards the glittering midtown skyline.

Suddenly doors burst open behind Ben. Dr. Know-It-All, accompanied by a bunch of security guys. In the distance the sound of the disintegrating machine is getting louder.

DOCTOR KNOW-IT-ALL

(points to Ben)

THAT'S HIM!

BEN

Shit.

(shouts)

FIRE!!!! FIRE!!!

The guests start to panic. Racing to the exits. Blocking the way for the security guys. Time for Ben to bolt.

EXT. FIFTH AVENUE - NIGHT

Nina holds on for dear life as Prince Charming RACES the broomstick full speed down Fifth Avenue. The witches back in sight.

EXT. DR. KNOW-IT-ALL'S MANSION - NIGHT

Ben rushes out of the building. SLAMS the car door. STARTS the Porsche's motor...

BEN

(determined)

Don't mess with the elf.

... and SPEEDS away. Just as the security people rush out of the building that is suddenly rocked by a HUGE EXPLOSION. Dr. Know-It-All's super computer is history.

BEN (CONT'D) (CONT'D)

I'm sorry...

EXT. MANHATTAN - NIGHT

The chase is on! Zipping past the buildings on Fifth Avenue, Nina and Charming are quickly gaining on the witches.

PRINCE CHARMING

So what seems to be the problem?

NINA

Those bitches stole the Doctor's feather.

PRINCE CHARMING

(alarmed)

One of the three?!

NINA

Yep. Someone in Lyrulia wants to open the gates. All of them.

The witches race past the Plaza Hotel - and split up.

NINA (CONT'D)

Stay on the black one! She's got the feather.

Charming makes a sharp right turn -- Following the black witch into 50th Street -- Right past 30 Rock.

When WHIIIIIIZZZ BANG! A blue streak shoots past them -- HITTING a building. It's the other witches. Now right behind them -- Wands shooting hex after hex.

NINA (CONT'D)

Crap!

In the Porsche, Ben is desperately trying to keep up with them. Ignoring red lights, sideswiping cars.

WHIIIZ BANG. WHIZZZ BANG! Up in the air the witches unleash a barrage of hexes. Prince Charming barely avoiding a direct hit -- Losing ground on the black witch. Who makes a sharp left turn, down Broadway.

PRINCE CHARMING

Hold on!

He turns sharply left. Now running parallel to the black witch on 7th Avenue. WHIZZ BANG! Another close shot.

PRINCE CHARMING (CONT'D)

We have to shake them off!

NINA

Oh, really?

Nina rips a huge chunk out of her flowing dress. Just as the green witch is aiming for another shot, Nina throws the piece of fabric -- HITTING the green witch -- Entangling her -- CRASHING her into a building.

NINA (CONT'D)

One down.

WHIZZ BANG! Nina reacts. Dodges the hex. But loses balance. Slipping off the broom, DANGLING FROM IT -- The red witch fires more hexes, forcing Prince Charming closer and closer to the ground -- Nina struggling to hang on.

NINA (CONT'D)

STOOOP!

PRINCE CHARMING

I can't!

Prince Charming is barely avoiding incoming cabs and buses. Nina's feet almost hitting their roofs.

NINA

Do something!

Meanwhile, Ben is barreling down 7th Avenue. Using bus lanes and the sidewalk to get past other cars.

Prince Charming has gained a little height.

PRINCE CHARMING

Get ready!

NINA

For what?

THIS! He spins the broomstick in a barrel roll. Throwing Nina's butt back on it.

NINA (CONT'D)

Whew! So you can fly this thing.

They have reached Times Square where Broadway and 7th Avenue merge for a stretch. So has the black witch...

NINA (CONT'D)

Let's get her!

The prince pulls the broom up. HITTING the black witch from below. She's swerving. But keeps hanging on to her broom. -- They now race head to head. Repeatedly crashing into each other.

PRINCE CHARMING

The dagger!

NINA

What?

He hands her a dagger hidden in a sheath beneath his dinner jacket. Nina STABS at the witch with the dagger, but WHIZZ BANG! It's turned into a snake by the red witch closing in from behind.

Nina screams. But instead of letting go, she THROWS the snake into the red witch's face -- Now it's her turn to scream, as the snake takes a BITE out of her warty nose.

The red witch CRASHES into one of Time Square's huge video screens. The broomstick falling to the street...

Broadway and 7th Avenue are about to split up again.

NINA (CONT'D)
We can't lose her again.

Nina JUMPS over to the black witch's broom. The black witch swerves to the right down 7th Avenue -- Charming goes left, continuing on Broadway.

Ben has reached Times Square as well. But he's out of luck. A tour bus crosses his path. Ben breaks hard. Loses control of his car. CRASHES the Porsche into a streetlight.

Meanwhile, Nina and the black witch are fighting on the broom. Nina is trying to pry the golden feather out of the witch's hands. But the hag won't budge -- Until Nina whips out her trusty old Mace can and...

NINA (CONT'D)
Mace in the face, bitch!

... BLASTS a load of it into the witch's face. A horrible SCREAM. The witch loses her grip. Slides down the broom. Letting go of the feather -- But Nina fails to catch it.

The broomstick is out of control. The witch dangling on its end. Nina hanging on for dear life. They are shooting up in a STEEP CLIMB. Racing higher and higher -- The billion lights of Manhattan getting smaller and smaller -- The feather out of sight...

But the witch has recovered fast and is cackling madly. Pointing her wand at Nina. SHOOTING a hex that accidentally hits... THE BROOM. Turning it into another snake.

For a split second Nina and the witch look at each other. Stunned. -- Then they fall. Fast.

But the witch ain't stupid. She fires another hex at the falling snake. Turning it back into a broomstick. She grabs it. Breaks her fall. -- Nina's not so lucky. She keeps falling.

And Prince Charming is more than five blocks away as he sees Nina hurtling to her death!

PRINCE CHARMING
Pig Snot!

He races towards her. Full speed. Will he make it?

He does! Nina SLAMS on his broom. But the broom SNAPS. Nina continues her fall. Screaming.

PRINCE CHARMING (CONT'D)

Nina!!!

Nina's about to hit the street... when she's swept up by BEN on another broomstick (the one the red witch lost.)

BEN

Gotcha!

(smiles at Nina)

It's easier than it looks.

Nina spots the black witch racing towards something. Small, shiny and GOLDEN.

NINA

Then go faster! THERE!

It's a race to the finish. The witch vs. Ben. -- And Ben is winning. Nina is reaching for the feather. Reaching...

WHIZZ BANG! Their broom is HIT from behind. Ben loses control. CRASHES the broom into a huge stack of trash bags.

While the black witch CATCHES the golden feather and speeds away. Cackling madly. Of course...

EXT. STREET - NIGHT

Prince Charming lands his broom in front of some stunned tourists. Jumps off. Runs towards the trash bags. He sifts through the pile. -- Until he digs out Nina and Ben.

PRINCE CHARMING

Are you okay?

BEN

Yes.

PRINCE CHARMING

(ignoring Ben)

Nina...

NINA

I'm alright.

PRINCE CHARMING

Thank God. Did you get the feather?

Nina shakes her head. Devastated.

INT. CASTLE / THRONE ROOM - NIGHT

The golden feather. "Shivering" in fear as the black witch presents it to the Evil Queen.

EVIL QUEEN

Yessss!

She takes the delicate thing. Caressing it with her spindly fingers. It flutters. Afraid.

EVIL QUEEN (CONT'D) (CONT'D)

Just one more and it will be done.

Cue cackling laughter.

INT. GRANDMA'S APARTMENT - NIGHT

Nina, Ben and Prince Charming enter the apartment. Crestfallen.

NINA

Damn it. Where did that last hex come from?

PRINCE CHARMING

Must have been the red witch.

BEN

We still have a shot. The Evil Queen is still missing the third feather.

NINA

So do we.

PRINCE CHARMING

You have no idea where it is?

Nina just shakes her head. Slumps down on her battered couch. Ben eyes Charming suspiciously.

BEN

So you are the Prince Charming?

PRINCE CHARMING

No. I'm one Prince Charming.

NINA

There's more than one?

PRINCE CHARMING

Sure. Wouldn't it be terrible for all womenfolk if there weren't?

(smiling at Nina)

(MORE)

PRINCE CHARMING (CONT'D)

Oh. And you can call me Thomas.
Tom, if you prefer...

NINA

Okay, Tom. We need to find the
third feather. Before the Evil
Queen does.

TOM

What do you know?

NINA

Well, we know Mother Hulda has
it. But we have no idea where
Mother Hulda is.

BEN

Do you?

TOM

Sorry. Haven't actually stayed in
touch with the others after
the... war.

BEN

So what have you been up to?

TOM

Modelling.

BEN

Modelling?

TOM

Pays a goblet of money and you
see the world.

Ben can barely hide his disdain.

NINA

Okay, we gotta start somewhere.
(to Ben)
Ben, you take the laptop, I'll
take the phone book.

TOM

Ermm. May I suggest you take
something else first?

Nina and Ben look at him befuddled. Prince Charming makes a
sniffing sound. Nina gets it.

INT. GRANDMA'S APARTMENT / BATHROOM - NIGHT

Nina is in the shower. Allowing the water to rinse this
crazy day away. Giving her a moment of relief.

As she steps out of the shower and grabs a towel she sees the fogged up mirror. She wipes it clean. Stares into her own face. Who am I?

ROOOOAR. For a split second she looks into the red eyes of the wolf. Nina jumps back. Gasping. But now it's only her frightened face again in the mirror that's fogging up fast. Obscuring the answer to her unspoken question.

INT. GRANDMA'S APARTMENT - NIGHT

Ben returns from his apartment. The elf costume is gone.

TOM

So what are you? A servant? Or a squire?

BEN

What? I'm nobody's servant. I'm a top folklorist, okay? And I play in a band.

TOM

So you're a singer.

BEN

I write the songs.

TOM

But you don't sing them?

BEN

I play bass.

TOM

Ah. The support. Well... not everyone's made for the limelight. No need to be ashamed. - What about Nina?

BEN

What about her?

TOM

Are you supporting her... as a friend?

BEN

Yeah. So?

TOM

Come on. I'm not an inbred. Why isn't she yours?

Ben is taken aback by Tom's bluntness.

BEN
Because she doesn't know.

TOM
So tell her.

BEN
Wow, yeah. That's great advice.
Why didn't I ever think of that?

Nina steps out of the bathroom. Drying her hair.

NINA
Hey, Ben. Could you make us a cup
of coffee?

BEN
(glancing over to Tom)
No, I can't. I'm not your
servant, you know?! See you
tomorrow.

BANG. Slams the door.

NINA
What was that?

TOM
(shrugs)
Long day.

He holds up a bottle of wine and two glasses.

TOM (CONT'D)
Time to wind down a bit.

EXT. GRANDMA'S APARTMENT / FIRE ESCAPE - NIGHT

Nina and Tom are sitting on the fire escape, drinking wine.
A humid night. The moon is still full.

TOM
I love the full moon. Its light
makes this drab world almost look
like home.

NINA
I hate it. I never really sleep
well at full moon. Well, actually
I never sleep well, but...

TOM
The wolf is always strongest at
full moon.

NINA
 (bitter laugh)
 That explains it.
 (hesitating)
 Can I ask you a question?

TOM
 Certainly.

NINA
 What was I like? I mean when I was... younger.

TOM
 You don't remember any of it?

NINA
 Not much.

TOM
 Well, you were feisty. We just called you "Red". And you were ferocious in battle. Vicious.

NINA
 I was a kid.

TOM
 But you had powers.

NINA
 Yeah, why? I mean, I wasn't anything special.

TOM
 You're very special. You were swallowed by the wolf. And he died when you were freed.

NINA
 Meaning?

TOM
 His strength, his agility. You took them on.

NINA
 But how?

TOM
 Magic.

Nina lets the answer sink in.

NINA
 What about Grandma? Did she also get powers?

TOM
No. She was too old.

NINA
(reluctantly)
Then I'm really the only who can
save her...

TOM
Not just her. Everyone. The
world.

NINA
Great.

TOM
Don't worry. I'm with you.

Their eyes meet. There's something in the air. Magic,
probably... But Nina breaks the spell. Gets up.

NINA
Then let's get to work. We gotta
find Mother Hulda.

EXT. BROOKLYN - DAY

Another magical morning...

INT. GRANDMA'S APARTMENT - DAY

The sun lights up the apartment. Nina is clicking through
website after website about Mother Hulda.

NINA
I've got Hulda in Chinese.

Tom and Ben are on the phone.

BEN
So you're sure you don't know
anything about a golden...

The caller hangs up on him. Ben looks up.

BEN (CONT'D)
Apparently not.

He crosses another name off a loooooong list.

TOM
We tried Holle, Hiver, Nieve. All
her names in different
languages...

NINA
Maybe she's using an anagram.

BEN
Or she changed her name and moved
to Fiji.

TOM
You're not helping, Benjamin.

NINA
Tom's right. We only have eight
hours till Grandma dies. We need
to find that Hulda woman. Fast.
(sighs)
For all we know she could be...

RRRRRING. Someone is leaning on the doorbell.

TOM
Let me.

He slowly and carefully opens the door. Which immediately
is PUSHED open. Nina and Ben jump from their seats.

ADRIENNE
You're dead!

Adrienne storms into the apartment. Ignores Tom and Ben.

ADRIENNE (CONT'D)
Where's my... ?!

She spots the ruined dress on the floor.

ADRIENNE (CONT'D)
Oh my god. My little baby...
(glaring accusingly at
Nina)
Why did you do this to me? Why?!
What have I ever done to deserve
this?!

NINA
Errr...

ADRIENNE
What about the car?

Nina shrugs with an apologetic smile.

NINA
Totaled. Sorry. Why doesn't your
daddy buy you a new one?

ADRIENNE
Because he's broke, that's why!
The van der Luydens are history!
(MORE)

ADRIENNE (CONT'D)

I'm their only hope.

(tries to compose
herself)

I'm on my third credit extension.
The car was a rental. And I need
the dress for the show. Cause if
the show's not a success, my
family will end up in the poor
house.

NINA

Meaning you'll have to move to
New Jersey?

An anguished, tortured wail escapes Adrienne's throat.
Nina, Tom and Ben exchange glances.

NINA (CONT'D)

Oh-kay. I'll take care of that.
Promise. As soon as I've taken
care of... some more pressing
matters.

ADRIENNE

More pressing than my existence?!
Like what?

BEN

Saving the world.

NINA / TOM

Ben!

But Ben won't stop.

BEN

Nina is the real Red Riding Hood,
you know? And she's the only one
who can stop the Evil Queen from
taking over the world. Of course
we have to find Mother Hulda
first, but...

NINA

(interrupts)

He had too much... you know.

Adrienne spots the laptop. It shows the Google search for
Mother Hulda. A huge pile of fairy tale books on the table,
some open, showing pictures of Mother Hulda.

Adrienne looks to Nina... to Ben... to Tom... gets up....
and retreats. Step by careful step.

ADRIENNE

I'll be back. With help.

She turns to leave, but stops at the door.

ADRIENNE (CONT'D)
 Oh, and Mother Hulda's on the
 Shopping Channel. Every day.
 Selling pillows. Morons...

She leaves quickly. SLAMS the door. Tom turns to Ben.

TOM
 (sarcastic)
 Brilliant.

NINA
 Maybe it was.

CLOSE UP TV. BZZZ. The old TV set flickers to life. And
 after a few clicks through the channels, there she is...

ANNOUNCER (OFF)
 ... Mother Hulda!

The TV camera zooms in on a kitschy reproduction of an 18th
 century timber frame house. An old lady in an old fashioned
 apron and a head scarf appears in a window, shaking a thick
 pillow, white feathers floating down like snowflakes.

TOM
 That's her!

BEN
 So I was brilliant.

TOM
 No wonder we couldn't find her.
 She's hiding in plain sight.

BEN
 Let's go.

TOM
 Slow down. Nina and I will go.

BEN
 But...

TOM
You will make sure that whoever
 is watching us won't follow.

BEN
 Watching us?

TOM
 You don't really believe the Evil
 Queen doesn't have her spies on
 you? We need a decoy.

BEN
 Decoy? What decoy?

EXT. NINA'S STREET - DAY

It's Red Riding Hood on a bike. Pedaling down the street. Except, it isn't. It's Ben. In full Red Riding Hood regalia. And he's not happy. -- But it works. The three surviving witches are following him.

EXT. PILLOW FACTORY - DAY

An old lady with a grandmotherly smile... is actually the 10 ft. sign of "Mother Hulda's Pillow Paradise". Her huge animatronic arms are shaking a pillow. Fake snow gently floating down on Nina and Tom.

They approach the entrance to the factory. A bulky doorman eyes them suspiciously.

DOORMAN

Do you have an appointment?

WHACK! Tom knocks him out with one punch.

NINA

Ouch.

TOM

Time is of the essence...

He grabs the doorman's keycard.

INT. PILLOW FACTORY / HALLWAY - DAY

PLING. The elevator doors open. Nina and Tom step out. Notice the old-fashioned wooden door at the end of the hallway. It's completely out of place but at the same time strangely fitting. It's very Mother Hulda...

As Tom and Nina start to move, Tom notices something outside the window.

TOM

Damn! Look...

And now Nina notices them as well. The three wicked witches racing toward the factory on their broomsticks.

NINA

But how did they know... What about Ben?

TOM

Later. I'll take care of them.
You get the feather.

He starts to move.

NINA

Tom!
 (crooked smile)
 Be careful.

TOM

You too!

They move in opposite directions.

INT. PILLOW FACTORY / MOTHER HULDA'S OFFICE - DAY

The wooden door creaks open. Nina peers into the dimly lit room. It's a maze of old shelves stuffed with all kinds of pillows and duvets.

NINA

Hello? Mother Hulda?

Nina enters the maze. Searching it...

NINA (CONT'D)

Hello... Anybody here?

... until she peeks around a corner and glimpses an OLD WOMAN hunched over an antique desk, lost in sewing a pillow.

NINA (CONT'D)

Mother Hulda?

HULDA

(looks up)
 What? Who are you?

NINA

(rushes over)
 It's me! Little Red Riding Hood.

HULDA

You think that's funny?

NINA

No, please. It's true! It's me.
 And I need your help.

Mother Hulda studies Nina's face. A sense of recognition. But this can't be...

HULDA

Red?

NINA

(nods)
 Someone opened the gate in Central Park. And the Evil Queen wants to open all the others.

(MORE)

NINA (CONT'D)

She's looking for the three feathers. And yours is the last one she needs.

Mother Hulda looks at her. Now with unflinching resolve.

HULDA

She won't get it.

WITCH 1 (O.S.)

You really think so?

Nina and Hulda spin around. Facing the three witches, hovering in midair on their brooms, just ten feet away.

HULDA

I do, indeed...

With one gesture, the pillows and duvets in the shelves surrounding the witches EXPLODE. Unleashing a STORM of white feathers. The witches scream, scatter in all directions.

HULDA (CONT'D)

(German)

Daunensturm und Federteufel!

Hulda conjures a twister of feathers and sends it after them. Turns to Nina.

HULDA (CONT'D)

The main silo. Just call out to her. She'll come to you. Hurry!

She hands Nina a small golden key.

NINA

What about... (you)

HULDA

GO!

INT. PILLOW FACTORY / HALLWAY SILO - DAY

Nina scrambles out of the room into the hallway. A whisp of feathers blowing out behind her. -- Nina races towards a huge door. A sign above the door telling her it's the...

INT. PILLOW FACTORY / SILO - DAY

Nina enters. Finds herself in a large empty room, with a row of small, round doors lining the opposite wall.

Nina uses the golden key to open the round door saying "MAIN SILO". A few feathers swirl around Nina.

But that's nothing compared to the... BILLIONS and BILLIONS of feathers housed in this skyscraper of a silo.

NINA

Oh God...

Mad cackling outside the door. Nina has to act fast. She stretches her arm out. Into the silo. Hoping this works.

NINA (CONT'D)

Come to me. Please!

And all the way up in the "clouds" of feathers, a tiny golden one stirs. Shoots down through the vast mountain of white feathers, only to gently touch down... in the palm of Nina's hands.

At the same time the witches CRASH through the door and enter the room... only to be met by a jet of feathers BLASTING out of the silo with a thunderous roar. Knocking one witch off her broom, slamming her into, no, THROUGH the wall.

Nina ducks. Runs out of the room.

INT. PILLOW FACTORY / DISTRIBUTION CENTER - DAY

Nina stumbles into the factory's distribution center. Pillows and duvets are packed and shipped through a tangled web of conveyor belts.

Nina's looking for an exit as she spots... TOM lying on the floor. Unconscious. Nina hurries over to him.

NINA

TOM! What happened?!

TOM

(slowly regaining
consciousness)

The witches...

... enter the room. Spread out. Cackling. -- Nina's frantically looking for a way out. Nothing. She notices the packing machine, the address labeling machine -- and a huge sack of fake golden feathers included in each shipment as a "gimmick". -- Nina's eyes lighten up.

Meanwhile, the three witches get closer and closer. Finally closing in on Nina and Tom. Surrounding them.

BLACK WITCH

Give it to me!

NINA

Sorry, don't have it.

The witch flashes her rotten teeth in a malicious grin. Raises her wand and FIRES A HEX at Nina. She's hit. Shaken. -- An invisible force is pulling at her clothes, pockets, sucking like a vacuum. But there's no golden feather.

BLACK WITCH
Where is it?!

NINA
Here!

She kicks open the huge sack of fake golden feathers. Thousands of them flying up in the air. The witches are distracted for a second.

NINA (CONT'D)
Run!

Nina and Tom JUMP over one of the conveyor belts. Race towards the exit. -- The witches are trying to catch the feathers, desperately trying to find the real one.

NINA (CONT'D)
How the hell did they find us?

TOM
I have no idea.

But as they stumble outside they bump into the answer.

NINA
Ben?! What are you doing here?

BEN
I... I had this feeling you might need my help.

TOM
You were supposed to draw their attention. But not to us, you imbecile!

BEN
They were gone. I thought I had shaken them off...

NINA
We'll discuss this later. Go!

They run away.

INT. THE WICKED WITCH - DAY

Nina, Tom and Ben enter the bookstore.

BEN
Nina, please. I'm really sorry...

But Nina ignores him. Fuming, she disappears down the stairs into Grandma's secret room.

TOM
Leave her alone. You've done
enough harm for one day.

Ben looks down. Ashamed. Tom follows Nina. Ben stays behind.

INT. GRANDMA'S SECRET ROOM - DAY

Nina is staring into the crackling flames of the fireplace. Hears a sound. Turns around. It's Tom. The flickering light of the flames making Tom's face even more alluring.

TOM
You did the best you could.

NINA
I almost got us killed.

TOM
And I almost married Cinderella
once. That wicked wench.

A smile appears on Nina's face. Tom steps closer.

TOM (CONT'D)
I'm glad I didn't...

Nina looks up. No doubt what's in her mind now. And she can't resist. Won't resist. Their lips close in... for a long, lingering kiss. And more... -- The Handlings pop up behind the chest.

TOM THUMB
(closing his eyes)
Oh no. I can't watch this.

PETER PINKY
(admiring Tom's butt)
Now that's what I call an...
(a SLAP)
OUCH!

INT. BEN'S APARTMENT - DAY

Ben is furiously slamming chords on his electric guitar. Venting. Making noise, not music. Finally smashing the guitar into a corner. -- The doorbell rings. Ben hesitates.

Walks over to the door. Half expecting Nina, he opens. But it's just a delivery guy.

DELIVERY GUY
 Can you take an express delivery
 for Nina Valentine?

Ben checks the sender address. Does a double take. It's from "Mother Hulda's Pillow Paradise". Ben signs quickly. Then he pushes past the delivery guy...

INT. GRANDMA'S SECRET ROOM + PASSAGE - DAY

... stumbles down the stairs...

BEN
 Nina... !

... and freezes. Nina and Tom. Locked in a passionate embrace. Half naked just about to...

NINA
 (looks up)
 Ben!

Ben stumbles at the sight. Dropping the package. Running back upstairs.

NINA (CONT'D)
 BEN!
 (sighs)
 Great.

She gets up. Tom tries to hold Nina back.

TOM
 Where are you going?

... but the magic's broken. Nina grabs her clothes. Glancing warily to the Handlings...

NINA
 Show's over, guys.

... who disappear instantly behind the chest.

TOM THUMB
 I didn't see anything! I swear!

Peter and Irina shut him up. While Tom looks around slightly confused - where'd the voices come from? -- Nina picks up the package.

NINA
 Thank God.

TOM
 What is it?

NINA
The feather.

TOM
What?! The feather? But... how?

NINA
I mailed it to myself. During the fight in the factory. Express delivery. It's inside "Mother Hulda's Cozy Cloud 9 Cushion."

Nina rips the pillowcase apart - POFF! - and there it is: the Golden Feather.

TOM
Nina! You're a genius!

NINA
(smiling)
I know. - Come on. Get dressed. We gotta go.

TOM
Go? Go where... ?

EXT. CENTRAL PARK / TURTLE POND - DAY

Nina and Tom walk towards Turtle Pond. The area around the pond and its sprawling "fairy tale forest" is cordoned off with police tape.

Apart from that, it's a typical summer day in Central Park. A few mommies, lots of nannies, lots of babies. Lunch break joggers sweat it out.

A bunch of street artists are showing off their juggling skills. And what's that? Behind that tree? BEN, in stealth pursuit. Pushing his scooter.

TOM
So, what's the plan?

NINA
(eying a little box in her hand)
Easy. The feather in exchange for my grandma.

TOM
You're just going to give it to her?

NINA
Of course not. But that's what she'll believe.

TOM

Be careful Nina. She's the Evil Queen, not the Dumb Queen. And the Big Bad Wolf is her closest ally. I don't think she's just going to cut him open.

NINA

Why not? That freak is just a filthy old pooch with bad breath. And this...

(holds up the box)

... is the key to a kingdom. Besides... I got powers now. If Queen Bitch doesn't do what I want, I'll make her.

They have reached the pond. Sitting down on a bench just outside the cordoned-off section. Nina looks around.

NINA (CONT'D)

Do you think her Majesty's minions are watching us?

Tom notices a big fat frog with a heavily damaged golden crown on his head. Sitting at the shore. Staring at them.

TOM

They are. Believe me.

The frog jumps into the pond. Vanishes beneath the surface.

TOM (CONT'D)

She'll be here soon.

Nina swallows hard. Suddenly:

STREET VENDOR (O.S.)

A rose?

Nina looks up. Startled. But it's just a young Indian street vendor, selling roses.

STREET VENDOR (CONT'D)

For the lovely lady?

TOM

Of course.

NINA

(blushes)

Tom, we don't have time for this.

TOM

(with a very "Charming" smile)

There's always time. For passion.

He hands her the rose. Nina smiles. Obviously embarrassed.

NINA

Yeah, about that... I'm usually not the kind of girl who...

TOM

I know. But isn't it liberating to just... follow your instincts once in a while?

NINA

I guess...

TOM

I would even say... you should always follow your instincts. They'll never betray you. Unlike your heart.

Nina looks at him. Puzzled. But before she can inquire further... the pond starts to BOIL. -- Mommies and nannies stop dead in their tracks. Bewildered. Babies cry.

TOM (CONT'D)

Here she comes.

They get up. Nina takes a deep breath. The water GUSHES higher and higher. Like dozens of geysers going off at the same time. Sending everyone else running. Screaming. Only Nina and Tom stay where they are...

...as the Evil Queen RISES out of the water. Staying bone dry. In the midst of the liquid inferno she glides towards the shore. A vision of sinister majesty.

She steps ashore. The water calms down. And now we see that her Majesty isn't alone. The mysterious man who opened the first gate is with her, as is the black witch hovering on her broomstick.

One of the jugglers gets up behind a bench. Awestruck by the spectacle.

JUGGLER

Wicked.

EVIL QUEEN

(her head snapping around)

No. EVIL!

She ZAPS him with her wand. Turning him into a juggling ball. Then she strides towards Nina and Tom. Inspecting Nina.

EVIL QUEEN (CONT'D)

My my. You have grown...

NINA

So have you. Old I mean.

EVIL QUEEN

I heard you've forgotten a lot about your past. So may I remind you... we don't age in our world.

NINA

Whatever. Then you just look old.

The Evil Queen takes a deep breath. Obviously offended.

EVIL QUEEN

Maybe we should turn our attention to the business at hand.

NINA

Good idea. So, where's the wolf?

EVIL QUEEN

First I want to see the feather.

Nina opens the little black box. There it is.

EVIL QUEEN (CONT'D)

Yesss.

She reaches for the feather with her spindly hands... as Nina snaps the box shut again.

NINA

Not so fast. You've seen what I got. Now it's your turn. Fetch your doggy or I'll just burn this thing right here, right now.

She hands Tom the box. Takes a Bic lighter and her trusty Mace can out of her pockets. Holds the lighter in front of the Mace can. Hello, pocket flamethrower.

NINA (CONT'D)

I've got serious firepower.
(lights up the Bic)
Decision time...

EVIL QUEEN

Very well, my dear.
(beat, to Tom)
I think she wants to talk to you.

NINA

What?!

Tom is changing sides. Literally. Standing next to the Evil Queen. Smiling.

TOM

What did I tell you about instincts?

NINA

(stumbles back)
You're... not Prince...

TOM

Charming? Well, I'm charming, obviously, but I'm not a prince. That would be him.

He points to the mysterious man next to the Queen.

NINA

But... you're one of the good guys.

THE REAL PRINCE

Yeah. And what was my reward for that? WRINKLES!

The Evil Queens caresses his chest.

EVIL QUEEN

But no more of those in our world. Just endless pleasure...

The shock is too much for Nina. She falls to her knees. Tom hands the box to the Evil Queen. Walks over to Nina.

TOM

Ever since I saw you again I was wondering what you would taste like. I have to admit... the appetizer you gave me this afternoon was very, very promising.

He's now towering over Nina with a lecherous smile... WHACK!... that suddenly turns into a pained grimace. The result of a well placed KICK in the wolf nuts.

Followed by another one in the face. And just as Nina is about to unleash her rage on Tom, she's HIT by a hex. Sending her FLYING through the air. CRASHING on the lawn.

EVIL QUEEN

Enough of this.

Nina struggles back to her feet. Launching into another attack. This time on the Evil Queen... who counters it with a flick of her wand. WHAM. Smashing Nina against a tree. WHAM. And another. Nina falls to the ground. Gasping.

The Evil Queen turns to the wolf who's struggling back to his feet.

EVIL QUEEN (CONT'D)
Are her powers too much for you?

Nina is barely conscious as the Evil Queen raises both her hands. Summoning all her strength... shooting a RED BOLT out of her wand. Nina convulses in pain. Goes limp.

EVIL QUEEN (CONT'D)
Maybe you can handle her now?

Tom shoots her a look. Then he walks over to Nina with fiery eyes. Turning into the Big Bad Wolf as he speaks. Long black hair spreading all over his body. Teeth and fangs growing. Bones cracking.

TOM
On the day my father was killed,
having his guts ripped out just
to get you and your grandmother
out of his stomach, I swore I
would feast on everyone
responsible for his death.
(towering over Nina
again)
It's time for dessert.

The change is complete. Nina is paralysed. As the Wolf grabs her. Opens his jaws...

... and stumbles. Hit by Ben and his scooter the wolf loses his balance. He lets go of Nina.

BEN
Come on, Nina! GET ON!

Nina struggles back to her feet. Slumps on the scooter's backseat. A hex barely missing them. Ben steps on it.

The Evil Queen closes her eyes. Mumbles a spell and IGNITES the ground with her magic. A ripple of blue light spreads around her. Engulfing the entire park. Making the trees come ALIVE.

Their branches SNAPPING at Ben and Nina like spindly claws. Scratching them. Nina screams.

The wolf wants to follow them.

EVIL QUEEN
HEEL!
(he freezes)
You had your chance.

The wolf lowers his head and limps towards his master.

EXT. CENTRAL PARK - DAY

Ben is racing the scooter through the woods. -- Barely avoiding the wooden claws.

NINA
Get us out of here.

BEN
I'm trying.

NINA
Try harder!

BEN
In my backpack.

NINA
What?

BEN
Your Grandma's magic wand.

Nina digs into Ben's backpack. Pulls out a magic wand.

NINA
Where'd you get that?

BEN
The Handlings gave it to me. They figured it might come in... handy.

Nina points the wand at a tree up ahead.

NINA
Err... Abracadabra... ?

Nothing but another claw snapping at her. Nina ducks.

SNAP. Another branch GRABS Nina. Hauls her up in the air. Nina frantically tries to get free of the tree's grip. Ben swerves the scooter around.

BEN
NINA!

The tree is squeezing Nina. STRANGLING her. -- Ben races towards the tree. Jumps off the scooter. Just before it CRASHES into the trunk. An ungodly scream echoes through the park. The tree drops Nina. Ben pulls her up.

BEN (CONT'D)
Come on!

Now on foot it's even harder to avoid the wooden claws. But there! A glimpse of hope between the trees. Sheep Meadow.

The huge lawn is just twenty feet ahead. A bunch of picnickers watching the moving trees in horror. Running away as fast as they can, Nina and Ben barely make it. Out of reach of the trees. Safe - for the moment.

BEN (CONT'D)

We've gotta get out of the park.

NINA

This way.

She points to West Drive. A hundred yards away. They start to run again... as dozens of picnickers run towards them. -- Screaming in horror and pain. Trying to shake off hundreds of small creatures swarming over them. Nina and Ben stop in their tracks.

NINA (CONT'D)

You've got to be kidding me.

It's SQUIRRELS. Hundreds of them. Their eyes glowing red. Their teeth clattering. Like a million rattlesnakes. Closing in from ALL SIDES.

BEN

Oh God. We're trapped.

Nina is looking for a way out. But they are out in the open. Nowhere to run. Nowhere to hide.

BEN (CONT'D)

Nina. If we don't make it... I want you to know one thing.

NINA

We will make it! Trust me.

She pulls out her Mace can and the Bic lighter. Flick, flick. No flame.

NINA (CONT'D)

Come. On.

The vicious little creatures are closing in. The sound of their clattering teeth now a DEAFENING ROAR. She holds the flame in front of the Mace can. Flamethrower On! Nina's BURNING a path of death through the monster squirrels...

NINA (CONT'D)

GO!

Nina and Ben rush towards West Drive.

And they are in luck. Some of the burning, mindless squirrel monsters swarm over an abandoned Hot Dog cart, igniting the propane gas grill. KABOOOM! The Hot Dog cart explodes into a grrrrreat BALL OF FIRE. Eliminating the squirrel threat.

A moment later Nina and Ben have reached the part of West Drive that leads across the 65th Street Transverse Road.

NINA (CONT'D)

We made it!

(catching her breath)

So what was it you wanted me to know?

BEN

Me?

NINA

Yeah, just a minute ago.

BEN

I... it's...

WHIZZZ BANG. Ben is hit by a spell. Throwing him back and TRANSFORMING him midair into a FROG.

NINA

BEN!!!!!!!

She whips around. Spots the BLACK WITCH on a broomstick. Cackling. Now pointing her wand at Nina! WHIZZZ BANG. Firing off another hex. -- Nina raises her wand in a reflex. The hex hits the wand. BOOOM! A magical explosion of blue light. Throwing the witch off course and Nina...

... into the 65th Street Transverse Road beneath. Where she lands hard on a passing bus.

The witch hurtles a few blocks downtown and finally CRASHES into the statue at Columbus Circle.

On the bus Nina slowly raises her head...

NINA (CONT'D)

Ben...

...and passes out.

INT. GRANDMA'S APARTMENT - NIGHT

WHAM! The door flies open. Nina stumbles into the apartment. Dishevelled. Exhausted. STARTLED! As she almost bumps into someone she least expected.

NINA

Adrienne! What are you doing here?!

ADRIENNE

Guess.

NINA

Oh, jeez. I'm really sorry about your dress and your car and your show and your poor broke multi-billionaire dad, but you know what? NONE OF THIS FUCKING MATTERS ANYMORE.

Adrienne just raises her eyebrows.

NINA (CONT'D)

(ranting)

The Evil Queen got the last feather. She will open all the gates to the fairy world. Her armies will kill us all. And you know why? Because the guy I almost slept with turned out to be the son of the Big Bad Wolf. He ate my grandmother for God's sake.

(deep breath)

And Ben's been turned into a frog.

ADRIENNE

Heard enough?

Nina follows Adrienne's gaze. TWO BURLY ORDERLIES are standing in the living room.

ADRIENNE (CONT'D)

I told you I'd be back. With help.

NINA

Oh no. No! No! NO!

But the orderlies already grab her.

NINA (CONT'D)

Listen to me. I know this sounds insane, but it's true! I swear!

ADRIENNE

Then free yourself. Don't you have superpowers or something?

NINA

The Evil Queen stole them.

Adrienne and the orderlies exchange a glance.

ADRIENNE

Case closed.

Suddenly Nina feels the magic wand in her jacket. This could be her last chance. She WHIPS it out...

NINA
ABRACA...

But the orderlies twist up her arm.

ADRIENNE
Careful. You might poke someone's
eye out with that.

She takes the wand... while the orderlies drag Nina kicking
and screaming out of the apartment.

Adrienne watches them go. Satisfied. Her eyes wander down
to the magic wand in her hands. Nah, can't be... or can it?

ADRIENNE (CONT'D)
(whispers)
Abracadabra.

A FLASH.

ADRIENNE (CONT'D)
Ouch!

Adrienne is standing in front of a mirror. We can only see
the back of her head - and hear her SCREAM.

EXT. NINA'S STREET - NIGHT

Merging with Nina's screams.

NINA
Let me go! I'm not insane! I have
to save my grandma from the wolf!

Nina puts up a good fight, but she's powerless. The
orderlies push her in the back of the ambulance -- SLAM the
doors.

NINA (CONT'D) (CONT'D)
NO!

INSIDE Nina throws herself against the doors. Screaming.

NINA (CONT'D) (CONT'D)
We're all gonna die. Let me out.

No chance. Instead we can hear the orderlies get in the
car. Start the motor. Nina slumps down. Sobbing. The
ambulance starts to move --

NINA (CONT'D) (CONT'D)
Grams... Ben...

And all seems lost --

EXT. CASTLE - NIGHT

The full moon over the Evil Queen's castle.

INT. CASTLE / THRONE ROOM - NIGHT

The three golden feathers quiver on a golden plate. PULL BACK to reveal the Evil Queen looking at them. Smiling.

EVIL QUEEN

Three feathers. So tiny, so
light, yet so powerful.

The Evil Queen and Evil Prince Charming, are addressing an otherworldly assembly of fairy tale creatures. Witches, dwarves, trolls, wolves, flying monkeys.

EVIL QUEEN (CONT'D)

Soon they will multiply and
unlock the portals everywhere.
Then you will finally crush the
humans beneath your feet and
paws. And this time, NO ONE WILL
STOP US!

ROARS, HOWLS and CACKLES of approval echo through the room. The smile of the Evil Queen widens...

INT. AMBULANCE - NIGHT

Nina cowers in a corner of the ambulance. Sobbing quietly.

As - SCREEECH - the driver hits the breaks. Nina SLAMS into the partition to the driver's compartment. Knocked out for a moment. We only hear the commotion in the driver's cabin.

ORDERLY 1 (O.S.)

Are you insane? You could've...

WHIZZ BANG! Followed by grunts and snorts.

ORDERLY 2 (O.S.)

Oh my god... NO...

WHIZZ BANG! -- GRUNT -- SNORT. Sounds a lot like a pig sty.

Footsteps. Then someone opens the back doors. Nina's eyes flutter. A tall figure appears, backlit by the lights of another car. Nina lifts her head. The figure steps into the light. It's:

ADRIENNE

Move your ass!

Sporting a brand new NOSE. Long. Crooked. Warty. WITCHY.

NINA
Adrienne... What happened?

ADRIENNE
Your... stick did this!

Adrienne pulls Nina to her feet. Drags her out of the car.

ADRIENNE (CONT'D)
Listen, I need my nose back. Cost me 3000 bucks. And I have a fashion show tomorrow. I don't have a final dress, thanks to you. I don't have a car, thanks to you. And if I step in front of New York's fashionistas with this nose, I'm dead.

NINA
Why do you think I can help you?

ADRIENNE
Because you're the one with the hot ticket to fairy land.

NINA
Oh, I'm sorry. That was just some paranoid delusion, I'm afraid. In fact, I really should be in the nuthouse. Wouldn't you agree?

Staring contest. Adrienne knows she can't win.

ADRIENNE
Alright, alright. You're Red Riding Hood. Fairy tales are real. And we're all gonna live happily ever after.

NINA
I'm afraid, we won't...

She flags a cab.

ADRIENNE
Damn it, Nina! What are you doing? I'm on the clock here. Just give me the magic word.

NINA
Magic word?

ADRIENNE
For the stick.

NINA
The wand.

She gets in the cab. Adrienne follows her.

ADRIENNE
The wand. Whatever.

NINA
Sorry. Don't have it.

ADRIENNE
WHAT?!

NINA
I'm Red Riding Hood. Not a witch.
(slight smile)
But I know where we can find one.

CAB DRIVER
Where to, girls?

EXT. CENTRAL PARK / TURTLE POND - NIGHT

Nina and Adrienne stand at the shore of Turtle Pond.

ADRIENNE
I don't get it.

Nina takes a deep breath. Walks slowly into the pond.
Sinking deeper and deeper into the water --

ADRIENNE (CONT'D) (CONT'D)
Oh no. Nononono. Nina... you
don't have to do this. Please.

... until she's gone.

ADRIENNE (CONT'D) (CONT'D)
Oh my God. OH -- MY --

Nina's head POPS UP again. Completely dry.

NINA
You coming?

ADRIENNE
Nina, wait! Why aren't you wet?!

But Nina is gone again. Adrienne stares into the slowly
calming water. Until her horrible nose is reflected back at
her. AHH.

ADRIENNE (CONT'D) (CONT'D)
Oh, well. Desperate times,
desperate measures.
(sighs)
Goodbye, sweet world.

With that... Adrienne steps into the water as well. And as soon as she's gone... something else follows them. A SMALL FROG. SPLOSH. Jumps in the water.

EXT. DARK FAIRY TALE FOREST - NIGHT

Nina and Adrienne stumble out of a waterfall. Bone dry.

And for the first time in 12 years Nina is back --

-- in the dark and spooky forest of LYRALIA. Tree branches looking like fangs ready to strike. Terrible sounds filling the air. Glowing eyes watching them.

Nina needs a moment to take it all in. As does Adrienne.

ADRIENNE

Well, there's no place like...

(screams)

GNOME!

NINA

What?

ADRIENNE

(points frantically)

GNOME! Over there!

Nina whips around. Who's this? What's this? The ugliest little dwarf?/midget?/gnome? imaginable. Nina frowns. There's a hint of recognition.

RUMPELSTILTSKIN

(very put off)

Do I look like a gnome to you?

NINA

Yeah. And I know who you are.

RUMPELSTILTSKIN

No, you don't.

(malicious smile)

But I'll give you three days. If you find my name by then...

NINA

Rumpelstiltskin.

Rumpelstiltskin is stunned.

RUMPELSTILTSKIN

What? No! Not again. NOOO!

(furiously stomps his feet on the ground)

The devil told you my name!

NINA

No. Everyone knows your name. And now you have to grant us a wish.

ADRIENNE

We need to find a witch...

NINA

... and the way to the Queen's castle. Quick.

INT. CASTLE / THRONE ROOM - NIGHT

The Evil Queen is in deep trance. Chanting dark invocations in an arcane language.

The Evil Prince and all the Queen's minions chant along -- spellbound -- quietly at first. But as the light of the full moon is SLOWLY CREEPING towards a round window high up above the throne, the chanting grows stronger -- more furious -- turning into a frenzy -- and a horrible crescendo --

-- as the LIGHT of the full moon HITS the window. Turning it into a LASERLIKE BEAM of BLINDING WHITE LIGHT which HITS the three screaming feathers. Charging them with dark energy.

GLOWING WHITE the feathers slowly float up in the air.

EXT. DARK FAIRY TALE FOREST - NIGHT

Rumpelstiltskin is leading the way, hurrying through the dark forest. Nina and Adrienne follow him quickly.

While they are being followed by the small frog desperately trying to keep up.

RUMPELSTILTSKIN

You're late to the party. Long journey, eh?

ADRIENNE

There's a party?

Nina shoots her a look.

RUMPELSTILTSKIN

Well, everyone's going to the castle tonight. What's the occasion? Another beauty contest for the Queen to win?

NINA

Why do you want to know?

RUMPELSTILTSKIN
Hey, just making smalltalk.

NINA
Or spying on us. For the rebels.

She clearly wants to find out what's the situation in Lyralia.

RUMPELSTILTSKIN
Rebels? What are you talking about? You know there are no rebels.

NINA
How do we know?

RUMPELSTILTSKIN
Because your lot helped the queen to either kill `em or throw `em in the castle dungeon.
(catches himself)
Not that I disapprove, of course.
We don't need no troublemakers.

NINA
Right. We don't.

Rumpelstiltskin is racing up a hill.

RUMPELSTILTSKIN
(points)
Voilà. Wish granted. Sleeping Beauty's Castle. Say "hi" to the Queen for me. I'm off.

And off he runs. Nina and Adrienne reach the cusp of the hill -- and gasp. Looming in front of them: THE CASTLE!

Dark. Huge. An aura of pure evil emanating from every brick. Its windows glowing in the eerie moonlight streaming inside the throne room on top of the highest spire.

NINA
We've gotta get in there.

ADRIENNE
I don't think they'll let us.

NINA
Not us. But a witch they will...

EXT. CASTLE GATE - NIGHT

A hunched figure with a head scarf is approaching the two guards at the castle gate.

GUARD
Halt! Who goes there?

ADRIENNE
(reveals... THE NOSE)
Who do you think?

GUARD
(bored)
Oh. You're late.

Adrienne hurries past the guards. Enters the castle.

EXT. CASTLE - NIGHT

Meanwhile Nina is stealthily sneaking along the outer wall. Careful to avoid the guards on top of it. She's sniffing as if looking for a scent. Suddenly pinching her nose. She's found it.

NINA
Urgh. This way...

She continues towards the source of the smell.

INT. CASTLE / HALLWAY - NIGHT

Adrienne hurries along an empty and dimly lit hallway deep in the bowels of the castle. The CHANTING of the Evil Queen and her minions is echoing ominously. Adrienne finds the door at the end of the hallway locked with multiple locks.

ADRIENNE
Great.

But then she remembers the magic wand. Takes it out.

ADRIENNE (CONT'D) (CONT'D)
Abracadabra.

WHIZZ BANG! The locks burst open. Adrienne smiles.

ADRIENNE (CONT'D) (CONT'D)
I am a witch!

She opens the door. It's pitch black behind it. Adrienne grabs a torch from the wall, enters the room. Slowly.

INT. CASTLE / DUNGEON - NIGHT

The flickering light of the torch illuminates thick, windowless walls. And very heavy CHAINS. Adrienne follows them with the torch until she JUMPS BACK with a scream.

And then we see it too: a huge mass of blonde hair.
 Countless strands being chained to the walls. Writhing like
 snakes -- In the center: A WOMAN, slumped over in her
 chains. Barely visible under the follicle flood.

ADRIENNE

Whouw. Big hair.

The woman looks up. Snorts derisively.

RAPUNZEL

Big nose.

SNAP! One strand of hair breaks its rusty lock and GRABS
 Adrienne by the throat.

EXT. CASTLE MOAT - NIGHT

Nina has reached her destination. In the dried out castle
 moat, steaming and festering in the humid night air, lies a
 towering pile of half-gnawed bones, rotting food and...
 well, a lot of stuff Nina doesn't want to think about.

And is there something moving beneath the mountain of
 trash?

NINA

Oh yay. It's alive.

Ten feet above the trash heap: a big gaping hole in the
 castle wall. The castle garbage chute. Nina walks up to the
 edge of the moat.

NINA (CONT'D)

Adrienne?

INT. CASTLE / DUNGEON - NIGHT

Adrienne is dangling. Her feet in the air, held up by the
 neck and squeezed tight by Rapunzel's "aggressive" hair.

ADRIENNE

Please don't kill me, please
 don't kill me.

RAPUNZEL

Give me one reason why not.

ADRIENNE

I'm not a witch, okay? I'm here
 with Nina... Red Riding Hood. We
 want to stop the Queen killing
 everybody. I'm on your side.

RAPUNZEL

Prove it!

ADRIENNE
 (holds up her wand)
 Abracadabra!

All the locks fly open. And Rapunzel is finally...

RAPUNZEL
 FREEEE!

She stands erect, her multiple hair strands floating and stretching like Dr. Octopus' arms. Adrienne still dangling.

ADRIENNE
 Err, can you let me go now?

Rapunzel obliges and Adrienne crashes down on the floor.

EXT. CASTLE MOAT - NIGHT

Nina is still waiting. Fearing the worst.

NINA
 Adrienne... Damn! Where are you?!

INT. CASTLE / GARBAGE CHUTE - NIGHT

Adrienne and Rapunzel enter a small, dank room with a hole in the floor. Nina's voice is floating up the chute.

NINA (O.S.)
 Adrienne!

ADRIENNE
 I'm here. I'm here!

NINA (O.S.)
 About time. Did you get a rope?

ADRIENNE
 Kind of.
 (looks to Rapunzel)
 Time to let your hair down.

RAPUNZEL
 You're joking.

ADRIENNE
 Come on. It's the Evil Queen. Do you like that bitch? No. Plus, I can make your hair smell like mine.

Rapunzel leans over. Sniffs Adrienne's hair. Ahh! Heaven.

RAPUNZEL
 I'll do it.

She takes a deep breath -- and lets her hair down. Literally. Thick braids vanishing down the chute.

EXT. CASTLE - NIGHT

The hair drops out of the hole above Nina.

NINA
What the... ?

ADRIENNE (O.S.)
Just grab it!

That's the problem: to reach it, Nina has to jump about seven feet. And if she misses the rope, she'll end up in the trash. And the heap is moving again. And GROWLING!

NINA
(sighs)
And that's why I love my life.

She braces herself and... JUMPS. Catching the hair at the last possible moment. Phew.

But then... the trash heap ERUPTS like a volcano. A HUGE THING bursting out of the garbage, its GIGANTIC MAW SNAPPING at Nina.

INT. CASTLE / GARBAGE CHUTE - NIGHT

RAPUNZEL
Oh no. A trash troll!

EXT. CASTLE MOAT - NIGHT

SNAP. Nina is pulling her feet up. The trash troll's razor sharp teeth only inches away. That was close.

NINA
Pull me up!

The troll leaps again. This time ripping off a piece of Nina's pants.

NINA (CONT'D) (CONT'D)
NOW!

INT. CASTLE / GARBAGE CHUTE - NIGHT

Rapunzel is "reeling" her hair in as fast as she can...

EXT. CASTLE MOAT - NIGHT

... while Nina is KICKING and PUNCHING the troll. Finally:
The chute! Nina vanishes into the dark, stinking hole...

INT. CASTLE / GARBAGE CHUTE - NIGHT

... and pops out of it like a human trash heap, covered in
rotten food, soggy lettuce and unidentified... stuff.

ADRIENNE

Oh, look. White trash.

Nina ignores her. Gets up, panting. Notices Rapunzel.

NINA

Who are you?

ADRIENNE

Lots of hair? Starts with "R"?

NINA

Oh.

(smiles at Rapunzel)

Thanks. That was close.

RAPUNZEL

It wasn't free.

(looks to Adrienne)

I'm waiting for my remuneration.

ADRIENNE

Your what?

Rapunzel points to her hair. After the chute it's as soggy
and dirty as the entire Nina. Adrienne raises the wand.

ADRIENNE (CONT'D)

Err... Hairus Pocus???

And in A FLASH of golden light Rapunzel's hair is magically
transformed into a mass of ultra-shiny, perfectly coiffed
fabulousness. -- Rapunzel is backlit, haloed, a magical
wind blowing the hair around her head. And the smell! Deep
breath. Ahh! Heaven.

NINA

You're learning fast.

Adrienne is obviously pleased with herself.

ADRIENNE

I do. Now what about you? Mhh...

(raises her wand)

Dolce & Cadabra!

FLASH. It's Nina. In a stunning (and VERY Adrienne) haute couture Red Riding Hood ensemble. Impressive.

NINA
 (eyes Adrienne
 suspiciously)
 If you're getting so good at the
 witchy stuff... what's with the
 nose?

ADRIENNE
 Believe me, I tried. But
 apparently I'm only an
enchantress. I can enchant stuff,
 But I can't de-chant it. That's
 why we gotta find a witch. Fast.

INT. CASTLE / THRONE ROOM - NIGHT

The three golden feathers are floating high up in the throne room's cupola. A wooden beam grid now visible 30 feet up, like in an old theatre, connected to the ground with countless ropes and pulleys.

The room is trembling with the ROARS and CHEERS of the evil fairy tale creatures -- Nobody notices Nina, Adrienne and Rapunzel entering a gallery overlooking the huge room -- With a slight gesture the Evil Queen silences her minions. And points her magic wand at the three feathers.

EVIL QUEEN
 Divisio pervarie!

Nina, Adrienne and Rapunzel watch in awe as the golden feathers divide. Into six feathers... 12... 24... 48... a shimmering cloud of golden feathers.

The queen fires off another incantation...

EVIL QUEEN (CONT'D) (CONT'D)
 Porta disuo!

... as the cloud of golden feathers glides out of a window...

EXT. CASTLE - NIGHT

... and like an explosion of glittering stars, disperses in all directions.

INT. CASTLE / THRONE ROOM - NIGHT

Only the three original feathers stay behind. Gently floating down. Back to the plate in front of the Queen.

ADRIENNE

Cute. But where's your grandma?

NINA

(points to "Tom Wolf")
Inside fake Prince Charming.

ADRIENNE

Your entire grandma's inside the hot guy?

NINA

And I have to get her out of there fast.

ADRIENNE

Without your powers?

NINA

Looks like I have to get 'em back.

ADRIENNE

How?

NINA

Let me worry about that. You worry about getting those feathers.

ADRIENNE

(pointing to Rapunzel)
Can't she do that?

RAPUNZEL

She will get reinforcements. We might need help. And there's some friends of mine locked up in the dungeon.

ADRIENNE

Oh-kay. But how am I supposed to...?

NINA

You'll think of something.

ADRIENNE

But...

No time for "but's". Nina grabs one of the huge swathes of fabric adorning the ceiling of the throne room -- cuts it with her dagger at one end -- takes a deep breath -- and SWINGS over the crowd swashbuckler-style -- HITTING Tom feet first.

"Tom Wolf" stumbles, but doesn't fall. Nina crashes on the floor. -- All eyes in the room, slanted, bloodshot or otherwise beastly, turn to Nina.

ADRIENNE (CONT'D)

Shit!

She turns to Rapunzel. But she's already gone. Adrienne sighs and gets moving. Running down the stairs to the throne room.

Nina is still catching her breath. As a dark shadow moves across her face. Tom -- Turning into the WOLF. Snarling. The Evil Queen appears next to him. Raising an eyebrow.

EVIL QUEEN

How nice of you to drop in.

The Big Bad Wolf steps forward. GRRRRRROOOWLING. But Nina doesn't budge. She gets back on her feet.

NINA

Know what? You broke my heart.
So now I'm gonna rip out yours!

She raises her dagger -- and gets KICKED by the wolf. Sending her flying -- CRASHING into a group of knight's armors adorning the room.

Meanwhile, Adrienne is making her way through the cheering crowd. Passing muster as a witch, she's getting closer to the plate with the feathers...

The Big Bad Wolf is closing in on Nina. Nina is still buried beneath the pieces of armor. The wolf furiously digs her out, sending pieces of armor in all directions... As a SPEAR SHOOTS OUT of the rubble. Impaling the wolf's left arm. The wolf HOWLS. -- Nina JUMPS to her feet. STABBING him repeatedly with her dagger.

But the wolf just throws her off like an insect. PUNCHING her -- KICKING her. Loving it! -- Sending her further and further towards the entrance of the throne room. -- And with a final sickening CRUNK Nina crashes against the wooden doors. Drops to the floor.

Adrienne has almost reached the feathers. As the room turns silent. Adrienne looks to the entrance. Sees Nina on the floor. Lifeless. Dead?

Adrienne is watching in blank horror as... the Big Bad Wolf GRABS Nina, holds her up over his head, opens his mouth wide AND SWALLOWS HER IN ONE SINGLE BITE.

With a final, triumphant GRROOWLL he celebrates his victory. -- The Evil Queen smiles a cold smile... and Adrienne is in shock.

It's dawning on her: this is not a fairy tale. -- She doesn't notice one of the witches next to her SNIFFING.

WITCH

I'm smelling human flesh.

The other witches start sniffing as well and now Adrienne realizes in horror that a dozen pairs of red eyes slowly turn towards her.

EXT. LYRALIA - NIGHT

Spread out over the whole kingdom of Lyrulia the Evil Queen's armies are waiting to strike. In front of caves, waterfalls and dark forests.

As the golden feathers float down and enter the locks of the hundreds of ancient and magical gateways to our world, the anticipation is rising. BATTLE! BLOODSHED! CONQUEST! Once inside the locks, the feathers start "burning" away the threshold between the two worlds...

INT. CASTLE / THRONE ROOM - NIGHT

... an image also visible in the crystal ball held by the Evil Queen. By her side: the Big Bad Wolf and the Evil Prince.

EVIL QUEEN

At last. The day of retribution has arrived.

They watch as the hole grows bigger and bigger. While the witches close in on Adrienne. Some already raising their wands. Adrienne retreats.

ADRIENNE

Please, I could really help you with your outfits...

No, thanks. Adrienne is cornered -- No way out -- when AAAAAAAAAOOOOOUUUUU!!!! - A BLOOD CURDLING SCREAM echoes through the throne room. All heads turn to the front of the room. Where the Big Bad Wolf starts convulsing in pain.

EVIL QUEEN

Tomasius!

The wolf looks at her. Stunned. As the bloody blade of a dagger SHOTS OUT of his chest. The wolf HOWLS in pain. -- The Evil Queen and the Evil Prince retreat in horror. The blade SLICES down the torso. The wolf falls to his knees. And the entire room is watching aghast, as Nina triumphantly emerges out of the wolf's stomach. Pulling her unconscious grandmother out as well.

A moment of stunned silence.

NINA

Well. Looks like somebody bit off more than he could chew. Oh, and by the way... since I got swallowed by Big Old Furry again...

She throws the bloody wolf carcass into the Queen's face with a flick of her hand.

NINA (CONT'D)

... my powers are back.

With that she GRABS one of the pulleys, cuts off the counterweight -- and Nina and her unconscious Grandmother are PULLED UP fast. Reaching the wooden grid 30 feet above the throne room.

The bloodied Queen is stunned for a second. But then... unearthly rage is building up inside of her.

EVIL QUEEN

KILL HEEEEEEERRRRR!!!!!!!

At once the whole menagerie of fairy tale monsters RUSHES TO ATTACK Nina. Flying, jumping, climbing up to her as fast as they can.

The witches among them, leaving Adrienne suddenly all by herself.

ADRIENNE

Yeah, nice to meet you too!

On the creaky, rickety construction Nina is jumping from beam to beam. Carrying her unconscious Grandmother. -- Her enemies getting closer, Nina needs to find a safe place for her. -- Nina spots a small door in the wall, opens it, lays down her grandmother in the storage room behind it.

NINA

I'll be back!

She closes the door. Blocks the entrance with some easily bent metal poles --

-- just as a witch SHOTS a HEX at her. Nina barely avoids it. Grabs one of the wooden beams. RIPS it out of its anchoring and SMASHES it in the witches face. The old hag CRASHES her broom into the wall.

-- 30 feet up in the air, Nina is now fending off the onslaught of creatures with astonishing ease. Indeed: RED RIDING HOOD is back. And she's one mean mother.

Meanwhile Adrienne is using the distraction to sneak up to the feathers. GRABBING them. Racing back upstairs. Followed by the EVIL PRINCE.

The Evil Queen is too busy trying to take a shot at Nina to notice Adrienne's theft. But Nina is too fast. Avoiding the Hexes. She KICKS and PUNCHES everything that moves. -- Trolls and witches dropping to the ground like flies.

But the Evil Queen's got another idea. Raising her wand...

EVIL QUEEN

Animatio!

... she HEXES the ropes and thick drapery cords around her. Making them come alive. Conducting them like a snake charmer to RIP OUT the beams under Nina's (and the minions) feet.

Creatures and debris rain down on the Evil Queen, who's magic protects her from harm.

But Nina manages to stay aloft until some ropes entwine her hands and feet like snakes. Pulling her up. TEARING her apart. Nina SCREAMS in agony. The Evil Queen looks up. LAUGHING.

EXT. BAR - NIGHT

A big fat joint glows in the neonlit night outside a bar in our world.

FRAT GUY 1

So? Whadda you think? Stuff's called "Son of a Witch".

His friend exhales. Opens his eyes. Grinning.

FRAT GUY 2

It's magic!

He sees a hole in reality. Getting bigger and bigger. Revealing WOLVES, DWARVES and WITCHES. But this is no hallucination: This is really happening.

INT. CASTLE / THRONE ROOM - NIGHT

Way up in the cupola, Nina is still struggling with the "living" cords. No chance.

EVIL QUEEN

Sorry, my dear. But this time there will be no happily ever after...

She raises her wand for the kill shot -- as a SMALL UGLY FROG is jumping right into her face. -- Her hex misses Nina. Hitting the ropes. They catch magic fire. Burning through them in seconds. -- Nina falls... CRASHING down on one of the galleries encircling the throne room.

The Evil Queen tosses the frog away in disgust. It lands right in front of Nina. The frog is looking up to Nina with pleading eyes. Pleading eyes Nina knows too well...

NINA

Ben?!!!

BEN

RIBBITT.

She GRABS him. LEAPS up. Catching an unburned cord. Barely missing another hex of the Evil Queen. Nina pushes herself away from the balcony, swinging through the entire room. -- Aiming for a huge stained glass window showing the Evil Queen...

-- When in midswing she is PULLED UP a few feet, now poised to crash into the stone wall above the window. Nina looks down, sees a grinning Troll pulling the counterweight of her rope.

BEN (CONT'D)

RIBBITT.

Nina looks down to the frog in her hand. Ben's right. Only one way to get out of here: She brings him up to her lips. And just seconds before hitting the wall she...

KISSES HIM

POOF -- changing him back to Ben. Making time stand still.

Their lips locked and their eyes closed they don't even notice how the extra weight of Ben's body is PULLING THEM DOWN at the last moment -- CRASHING them through the stained glass version of the Evil Queen's face into the...

INT. CASTLE / HALLWAY - NIGHT

... where they let go of the rope -- fall to the floor. -- Still locked in a passionate embrace. Neither of them ready to let go... until a horde of evil creatures BURSTS through a door at the end of the hallway. CHARGING at them.

NINA

(stares into Ben's eyes)

We should run.

BEN
 (stares into Nina's
 eyes)
 We should?

A Troll FLIES through the broken window. WHAM! Lands in front of the two lovebirds. SNARLING. -- Finally breaking them out of their spell. -- The Troll charges... meets Nina's super-powered foot, hurtles back towards the Troll horde. SMASHING into the first row.

But the horde keeps coming.

NINA
 Yeah, we should. Now!

INT. CASTLE / THRONE ROOM - NIGHT

The Evil Queen is about to chase Nina as she passes the golden plate noticing - the three golden feathers are gone.

EVIL QUEEN
 NO!

INT. CASTLE / HALLWAY B - NIGHT

Adrienne clutches the feathers tightly as she races down one of the countless hallways. Looking back, satisfied that no one is following her -- She BUMPS into someone. It's the Evil Prince! GRABBING her by the throat.

EVIL PRINCE
 Thought you could steal from Her Majesty and no one would notice?

Adrienne struggles to free herself.

ADRIENNE
 Kinda.

EVIL PRINCE
 Now give me those feathers, you little witch.

ADRIENNE
 Says who? Rip van Wrinkle?

With a ROAR of anger the Prince slams her against the wall. Adrienne is stunned for a second. Then she raises her wand.

ADRIENNE (CONT'D)
 Debotoxicus... VENTI!

WHIZZ BANG! HIT by the HEX, the Evil Prince is thrown back. Aging in seconds until he SMASHES into the wall as a corpse, EXPLODING in a CLOUD of DUST...

Just as Nina and Ben scramble around a corner. Racing towards Adrienne.

NINA
You got them?

Adrienne opens her hand. The feathers glowing brightly.

ADRIENNE
Of course.

NINA
(without stopping)
Then move your ass!

ADRIENNE
Hey! How about thank...

The ROAR of the Troll horde charging around the corner is drowning out the rest of her complaint.

ADRIENNE (CONT'D)
Oh.

And she charges after Nina and Ben. -- Catching up with them. She turns to Ben.

ADRIENNE (CONT'D)
Where'd you come from?

BEN
(grinning)
She kissed me. She really kissed me! And she meant it!

Adrienne goes HUH? As they are closing in on a staircase. Left goes up. Right goes down.

NINA
We have to get Grandma.

She aims for the stairs leading up -- when suddenly A SECOND HORDE of fairy tale monsters CHARGES around a corner in front of them. Threatening to cut them off, before reaching the stairs.

The two hordes now closing in from both sides. Cornering our heroes. When another ROAR grows louder. And EXPLODING from downstairs...

RAPUNZEL and ALL THE GOOD GUYS she just freed from the dungeon. It's Gretel, Puss `n`Boots, Cinderella, Sleeping Beauty, Hans in Luck, the three little piggies and a whole bunch of dwarves and fairy good mothers. And they are all mad as a hatter!

CLASHING with the troll hordes. Ripping them to pieces with FANGS and CLAWS and... HAIR! At least Rapunzel does. -- RIPPING a wolf apart with her hair strands.

NINA (CONT'D)
About time...

She rushes up the stairs. Ben and Adrienne following her.

INT. CASTLE TOWER - SPIRAL STAIRCASE - NIGHT

Grabbing a torch from the wall, Nina, Ben and Adrienne race up a narrow spiral staircase...

INT. CASTLE TOWER - NIGHT

... and BLAST into a circular room at the top of the stairs. It's filled to the brink with old boxes and crates. And still lying there...

NINA
Grandma!

She rushes over.

NINA (CONT'D)
Grams... WAKE UP!

Grandmas eyes flutter. She looks at Nina.

GRANDMA
Nina...

NINA
We have to...

WHAM! The door Nina had blocked earlier BLASTS OPEN and The Evil Queen IS FLOATING IN from inside the throne room.

EVIL QUEEN
... DIE!

With a flick of her wand she sends a stack of crates SMASHING into Ben and Adrienne. Burying them.

Nina protectively shields her Grandma. Takes the feathers, holds them above the torch.

NINA
Too late! You lost! Bitch!

She drops the feathers into the flames... But they won't burn.

EVIL QUEEN

Oops. Didn't I mention? Those feathers can never be destroyed.

Nina looks at the feathers in shock. Fluttering away from the flames. Scared but unharmed.

SWISH! The Evil Queen quickly glides towards Nina. GRABS the feathers with one hand. And Nina's throat with the other. Pulling her up. Nina's struggling for air.

EVIL QUEEN (CONT'D)

You lost! Bitch!

The Queen tightens her grip. Watching in delight, as she squeezes the life out of Nina.

Meanwhile, Ben and Adrienne are valiantly trying to free themselves. Ben gasps in horror...

BEN

Nina!

EVIL QUEEN

Look, my boy. It's Little Dead Riding Hood.

Ben desperately looks for a way to save Nina. But there's nothing. Or is there? Ben spots an old battered spinning wheel in the corner. A SPINDLE still in its place.

BEN

Whose castle was this again?

ADRIENNE

How the hell should I know? Sleeping Beauty's?

BEN

Let's hope so.

He grabs the spindle. Holds it like a spear. And unleashes the appropriate battle cry.

BEN (CONT'D)

THIS. IS. SPAAARTAA!

Ben charges. And RAMS the spindle right into the Queen's black heart.

EVIL QUEEN

(dryly)

Ouch.

Then she sends Ben flying back into the crates. Laughing.

EVIL QUEEN (CONT'D)

A spindle? Seriously?

Then it dawns on her.

EVIL QUEEN (CONT'D)

Oh no.

BEN

Oh yes.

The Queen lets go of Nina. Nina collapses to the floor. Ben is with her in a moment. The Evil Queen stumbles. Looking at Ben. Wide eyed.

She stumbles a few steps back. FALLS out of the door she came in...

EXT. CASTLE / THRONE ROOM - NIGHT

... drops all the way down and SMASHES into her throne. The heavy chair exploding under her weight.

The Evil Queen slumps down to the ground. SNORING. Her hands open and the feathers float away...

INT. CASTLE / TOWER - NIGHT

Up in the tower, Ben tries valiantly to wake up Nina.

BEN

Nina, come on. Wake up. We have to get out of here.

Adrienne rushes over. Tending to Grandma. When suddenly hundreds of spiders rain down from the heavily cobwebbed ceiling.

ADRIENNE

EW. What's going on?!

BEN

Oh no. It's started. The whole castle is falling asleep.

ADRIENNE

What?

BEN

Sleeping Beauty's magic spindle!
When you use it, it's sleepy
time. - NINA!

Nothing. Then Ben kisses her. And finally... Nina stirs. Coughs. Opens her eyes.

BEN (CONT'D) (CONT'D)

Thank god. Get up.

NINA
What happened... ?

BEN
Later. We gotta run.

He pulls her up. Nina turns to Grandma who's also coming back to her senses now.

NINA
Grandma...

GRANDMA
I'm alright. We have to get the feathers.

BEN
The Evil Queen had them.

NINA
And she said they can never be destroyed.

GRANDMA
She's right. But I think I have an idea...

INT. CASTLE / TOWER - DAWN

More and more spiders, mice and assorted crawly creatures are falling asleep as Nina, Ben, Adrienne and Grandma race down the stairs as fast as they can. Our heroes are just ahead of the "sleep tsunami."

NINA
FASTER!

EXT. CASTLE - DAWN

Outside the castle THICK THORNY VINES shoot out of the ground. Penetrating every little hole, nook and cranny in the castle walls. Growing fast!

EXT. MAGIC GATES - DAWN

While everywhere on the planet, the gates are opening wider. Getting noticed by more and more people.

Allowing the first creatures to step out of a subway tunnel in London, a forest in France, the entrance of a fairy tale theme park in Germany and of course Turtle Pond in Central Park.

INT. CASTLE / THRONE ROOM - DAWN

Nina, Adrienne, Ben and Grandma BURST into the throne room.
-- Rush towards the snoring Queen. Realizing in shock:

NINA

The feathers are gone...

Ben notices a glint at the entrance to the throne room.

BEN

There!

The feathers are floating out of the room... Our heroes in pursuit.

GRANDMA

They can't leave the castle.
Keeping them under the sleeping
spell is the only chance we got
to close the gates.

INT. CASTLE / HALLWAY - DAWN

In the hallway Rapunzel and her crew are making mincemeat out of the Evil Queen's minions.

NINA

You gotta get out of here!

Rapunzel and her lethal hair are throwing, choking and kicking six monsters at the same time. And she's loving it.

RAPUNZEL

But we haven't even started.

NINA

Trust me. You'll get tired of
this really soon.

And now Rapunzel notices the first monsters yawning.
Falling asleep.

SLEEPING BEAUTY

Oh no. Some simpleton used my
spindle.

BEN

That was me.

RAPUNZEL

Troll's arse!
(to her crew)
Pull back and follow me!

Meanwhile the feathers are turning a corner into another hallway. This one has a big open window at the end. If the feathers reach it, there is no way of stopping them.

Our heroes follow. But just as they enter the...

INT. CASTLE / HALLWAY C - DAWN

... A DOZEN THORNY VINES shoot violently through the floor into the room. Tearing down a few rotten support beams. Just inches behind our heroes, the wooden floor starts to collapse.

At the same time, more and more vines enter from the open window. Growing fast. CLOSING THE ONLY EXIT LEFT!

But at least Nina catches the feathers.

NINA
GOT THEM!

Ben and Adrienne have almost reached the window. Nina and Grandma are a few feet behind.

NINA (CONT'D)
GET OUT! GO!

The vines grow quickly. The pointy thorns ripping into Ben's clothes.

NINA (CONT'D)
(turns to Grandma)
Please go. I can keep the
feathers inside.

GRANDMA
But you will...

NINA
Save the world!

Right behind Grandma the floor collapses into the room below. A sleeping chamber with a big bed.

BEN
Nina, don't!

Grandma understands. She takes Nina's hands one last time. And what's that? A small, glowing light is lighting up their hands for a second. Nina doesn't notice. Tears are flowing down her face.

NINA
I love you Grams.

GRANDMA
I love you too.

With that Grandma lets go...

GRANDMA (CONT'D)
 (tears in her eyes)
 And I want you to live!

-- AND FALLS BACK. Falling through the hole in the floor...
 down... down... and WHUMP landing - on the cozy bed.

NINA
 GRAMS!

And now we realize that Grandma has worked her magic one
 last time. The feathers are in HER hands now. Falling
 asleep. And so is Grandma. With a smile on her face.

NINA (CONT'D)
 GRAAAAMS!

Nina collapses on the floor. Her eyes flutter -- as her
 friends grab her.

Ben and Adrienne pull Nina towards the window. Now almost
 fully covered in vines. -- At the last possible moment all
 three stumble out of the window...

EXT. CASTLE - DAWN

... and SPLASH into the moat. As hundreds of thorny vines
 seal off the castle behind them.

EXT. MAGIC GATES - DAWN

And with the three original feathers asleep, their
 "offspring" vanishes in the magic locks, CLOSING the gates
 everywhere.

EXT. BAR - DAWN

Just as an especially hideous werewolf is about to grab a
 stoned girl he's CUT in half by the closing gate. His torso
 dropping down right in front of the giggling girl.

GIRL
 Best. Shit. Ever.

EXT. CASTLE - DAY

But there's no cause for celebration for Nina who climbs
 out of the moat and races back towards the drawbridge.

NINA
 GRAMS!

Like the rest of the castle, the main gate is covered in vines. Nina tears at them. Scratching her hands.

NINA (CONT'D)
GRAMS...

But it's useless. For every piece she rips out, three new ones grow back. Nina gives up. Drops down to the floor. Sobbing. As Ben and Adrienne appear at her side.

ADRIENNE
Your grandmother isn't dead. We will find a way to get her out.

NINA
Like what? Kiss the Evil Queen?

ADRIENNE
I don't know. But we have to get back in there! We have to wake them up. Your grandma. And a witch. Any witch. I want my nose back.

RAPUNZEL
What's more important? Your nose? Your grandmother? Or the future of both our worlds?

Nina, Ben and Adrienne turn around. Rapunzel and her exhausted crew stumble onto the drawbridge.

BEN
How'd you get out?

The fairy tale platoon looks pretty trashy. Literally.

RAPUNZEL
Garbage chute. Don't ask.
(turns to Nina)
I'm sorry about your grandmother, I really am. But we can't go back. None of us can. And that's a good thing. The feathers need to be kept in a safe place.

NINA
(quietly)
And the sleeping castle is the safest place there is. I know.

She gets up. Dries her tears. Puts on a brave face. Ben shyly lays his arm around Nina, consoling her.

RAPUNZEL
(to Adrienne)
As far as your nose is concerned... I have no idea.

A dwarf is pushing through the crowd.

DWARF

Just say it backwards. Your spell.
Say it backwards. Piece of cake.

RAPUNZEL

How would you know?

DWARF

I went to Hagwarts after they
threw me out. You know, the witch
school.

NINA

Threw you out of where? Who are
you?

DWARF

Fred? Snow White's Fred?
(huh)
Snow White and the Eight Dwarves?
(sigh)
I had a tiny little... problem.
So Snow White had me thrown out
of the house. And the fairy tale.

BEN

Problem? What problem?

Fred - we only see his back - nonchalantly opens his little
dwarf coat. There's obviously nothing underneath.

RAPUNZEL

(dryly)
May I present: Fred the Flasher.

Fred mercifully closes his coat again and smiles at
Adrienne.

FRED

Go ahead. Try it.

ADRIENNE

(still flustered by the
exhibitionist dwarf)
Try? Try what?

Fred points to the wand.

ADRIENNE (CONT'D)

Oh.
(points the wand to her
nose)
Arbadacarba.

A blinding flash.

EXT. CENTRAL PARK / TURTLE POND - NIGHT

And we're in Central Park. It's a beautiful late summer night. There's magic in the air.

We see a catwalk right next to Turtle Pond, at the foot of Belvedere Castle. An enthusiastic crowd is celebrating the unveiling of Adrienne van der Luyden's latest collection. And there's obviously been a change of theme. We can see a distinctive fairy tale motif in the designs. And the crowd laps it up.

Adrienne, changing the outfits of her models with a flick of her wand, is positively bathing in applause, success and adoration. And her nose looks better than ever.

Now it's time for the grand finale. A golden, shimmering Cinderella pumpkin carriage appears directly - magically - out of the pond.

Inside the carriage Nina is wistfully staring at the locket around her neck. A medallion in the form of a small golden feather. Inside: a photo of Grandma. Ben takes Nina's hand, smiles reassuringly...

BEN

We'll get her out someday. I promise. Let her sleep for now.

Nina closes the locket. Smiles. Adrienne appears at the carriage door.

ADRIENNE

Are you ready? You're up.

Adrienne steps back. Two "servants" open the carriage door. Ben squeezes Nina's hand.

BEN

Come on. Let's do this.

Ben's first to step out of the carriage. Looking "nerdy cool" in his Prince Charming/Victorian dandy/Salvation Army suit. He's gallantly offering Nina his hand. And when Nina emerges in a breathtaking ball gown - the crowd goes ballistic.

Nina enjoys her moment. And then... Ben and Nina KISS. The camera swirls around them in a delirious dance... and the moment their lips meet, a gigantic fireworks display lights up the night sky above Belvedere Castle and the assembled crowd. It's like, well, a fairy tale.

Finally... Nina takes her solo bow. And Ben hurries over to his band, already "polka-ing" in the background. Ben hands the dumbfounded lead singer his bass guitar with a smile...

BEN (CONT'D)
 Sorry. My turn.

... and takes over at the microphone. The frogs' a prince now, singing for his princess.

The fireworks display reaches its magical climax. And all's well that ends well. Except... for the slightly nagging voice in the background.

GIRL (O.S.)
 Mommy? Mommy... ?

INT. APARTMENT BUILDING / NURSERY - NIGHT

CLAP. The mother we saw at the start of the movie closes her fairy tale book.

MOTHER
 What is it, sweetie?

GIRL
 Why did the cute dwarf open his coat in the end?

MOTHER
 Well. That's a bit hard to explain.
 (looks at the book suspiciously)
 To be quite honest, I remembered that story a little differently.

GIRL
 But they did live happily ever after, didn't they?

MOTHER
 Of course they did, sweetie.
 It's a fairy tale...

She kisses her daughter. Turns off the light.

And ROLL CREDITS... Until...

EXT. CASTLE - NIGHT

Darkness. A moonless night. The overgrown castle looms like a giant gravestone. The air is still. Not a soul to see, not a sound to hear. But what's that? A faint rustling in the vines in front of the castle. A rustling that's getting louder. Someone, something is digging itself out of the shrubbery. BURSTING out into the night. HOWLING. SCREAMING. A SCREAM echoing through the entire fairy tale realm.

And beyond...