

THE MORRISFIELD MISFITS
AND THE SWORD OF FATE
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"With knowledge there is no hope...
Without hope I would sit motionless,
rusting like unused armor."

— **The Acts of King Arthur and His Noble Knights**
(John Steinbeck)

EXT. MORRISFIELD ACADEMY - CAMPUS GROUNDS - EARLY MORNING

A freezing wind slices through a blinding snowstorm. The Morrisfield Academy is covered in deep snow and looks like forgotten castle from a far away land.

A line of cars struggle against the weather as they arrive at the school. They trundle past a sign: **"Morrisfield Academy * Orange, Massachusetts * U.S.A.* Established 1901."**

A commanding MALE VOICE can be HEARD over the SOUND of the HOWLING WIND.

PROFESSOR CADOR (O.S.)
Settle down, Children! Settle
down!

The LAUGHTER of EXCITED CHILDREN mixes with the STORM whipping around Academy's turrets. One of its flags snaps loudly but stays steadfast. It has the image of a red dragon set inside a white shield against a yellow background.

INT. MORRISFIELD ACADEMY - GRAND HALL - EARLY MORNING

Over two hundred students stand in large groups throughout the "Grand Hall." They are all dressed in Morrisfield Academy uniforms and their joy is contagious.

PROFESSOR CADOR (47) stands on a podium near huge double doors made of oak. They bar the way to the outside world and, judging by their size, they must have been made by giants.

PROFESSOR CADOR
I said, "Settle Down!"

MISS "G" (45) steps into view behind the Professor. She watches the crowd carefully to note who may not be listening.

PROFESSOR CADOR (CONT'D)
Settle down or no one will be going
home for winter break!

The voices silence fall obediently silent.

PROFESSOR CADOR (CONT'D)
Thank you. The sooner we make
these announcements the better.
That storm outside is not going to
go away anytime soon.

A quiet murmur of agreement makes its way through the room.

PROFESSOR CADOR (CONT'D)
 All students will soon be dismissed momentarily for winter break. With that in mind, please remember that all assigned reading will need to be completed before you return three weeks from now.

A loud "AWWWWWWWWWW" can be heard from somewhere in the crowd.

PROFESSOR CADOR (CONT'D)
 Careful, Ms Mohrbacher... You might end up with "War In Peace" instead of "Winnie the Pooh."

The students try hard to suppress their giggles.

PROFESSOR CADOR (CONT'D)
 Our Assistant Headmaster, Miss "G," will now read off the list of students who will remain with us campus throughout the break.

He steps down from the podium and Miss "G" takes his place.

MISS "G"
 Thank you, Headmaster Cador. The following students are to report to Professor Cador's class in one hour for English Studies.
 (beat)
 Sarah Nichols.

SARAH NICHOLS (14) doesn't look surprised at the news and neither do the students surrounding her.

MISS "G" (CONT'D)
 Maxwell Martin.

MAX MARTIN (13) raises his hand when he hears his name.

MISS "G" (CONT'D)
 Yes, Maxwell?

MAX
 It's Max, Miss "G." Not Maxwell.

MISS "G"
 Thank you, Maxwell. Duly noted.

MAX
 My father named me Max after --

MISS "G"

I am fully aware of who your father is, Maxwell. I believe I said, "duly noted," did I not?

MAX

Yes, Miss "G."

MISS "G"

Alright then.

The children begin to laugh out loud as Max shrinks back into the crowd.

PROFESSOR CADOR

Settle! Down!

MISS "G"

Thank you, Headmaster Cador. And, finally, Albert Anastasia.

ALBERT ANASTASIA (12) is reading a copy of CAPTAIN AMERICA #1. He doesn't look up when his name is announced.

MISS "G" (CONT'D)

Albert?

Max places his hand lightly on the Albert's shoulder. It startles him.

ALBERT

Ahhh!

Albert jumps a bit and drops his comic.

ALBERT (CONT'D)

(to Max)

What?!

Max points to Miss "G."

ALBERT (CONT'D)

Oh! Sorry, Miss Associate Headmaster, Miss! I was reading.

MISS "G"

I could tell.

Albert tries to ignore the laughter around him as he picks up his comic.

PROFESSOR CADOR

That is quite enough, everyone! I won't warn you again.

The rooms falls into a hush once more.

MISS "G"

Thank you, Headmaster. Albert, Max and Sarah -- You may say your good-byes to your classmates and report to the dining room for breakfast.

(beat)

As for everyone else... On behalf of Headmaster Cador, myself and the faculty of Morrisfield Academy, we wish you a lovely holiday season. You may now greet your family members.

The huge doors open to reveal throngs parents covered in snow. They pour into the Great Hall to find their children.

Sarah, Max and Albert look on with disappointment as their fellow classmates embrace their loved-ones.

They look dejectedly at one another before heading to the Dining Hall.

MAX

Nice, Albert.

ALBERT

I'm sorry.

MAX

Now everyone's gonna think you're turning chicken.

SARAH

That's enough, Max.

MAX

But he's the one that --

SARAH

He is an underclassman, Max, and is therefore allowed to be scared.

MAX

Of his own shadow?

ALBERT

Hey!

SARAH

Don't listen to him, Albert.

ALBERT

I'm just used to being alone,
that's all. Home. Here. What's the
difference. I like being alone.
"Better to be seen and not heard,"
my Dad always says. You surprised
me, Max, that's all... Geez.

MAX

Sorry, Al. Didn't mean to.
Really.

SARAH

That's better. The both of you.
Best make the most of each other's
company. It's going to be a long
winter break as it is.

DINING HALL - EARLY MORNING

The three of them walk among the empty tables. Small
figures... Alone... In a very grand space.

Max notices that Albert has tears in his eyes.

MAX

Aw, Al, I'm sorry I said what I
said.

ALBERT

It's okay, Max. It's not you. I
just really wanted to go home this
year.

MAX

That's not gonna happen, Al, and
you know it. Ask, Sarah.

SARAH

He's right. My grandfather told me
he doesn't want me underfoot
anymore than he needs to.

MAX

My dad's too busy with his students
at Darkmore.

SARAH

I didn't know your dad was a
teacher.

ALBERT

Yeah, you never told us.

MAX
You never asked.

ALBERT
That's fair.

SARAH
Good point.

MAX
Anyway, Al. It's gonna be okay.
Who needs your Dad and the big city
when you've got us?

ALBERT
I do.

SARAH
Well, if you didn't need the big
city and your Dad, would we be a
good substitute?

ALBERT
I-I guess.

Max claps his hand on Albert's shoulder and gives him a side hug.

MAX
Good enough for me! Let's get us
some food!

ALBERT
And ice cream?

SARAH
I'm sure we can get some ice cream
if we ask nicely.

Sarah give Albert her warmest smile as the three of them approach the food line. Albert gives her one back weakly .

PROFESSOR CADOR (V.O.)
This adventure begins, as most
adventures often do, with the death
of a king...

PROFESSOR CADOR'S CLASSROOM - DAY

Professor Cador sits on the edge of his desk reading aloud from a copy of WEIRD TALES.

MAX (V.O.)
Excuse me, Professor...

The Professor looks up to see Sarah and Max still sitting at their desks taking notes. Albert, however, is standing in front of the tall windows which face the front lawn.

PROFESSOR CADOR

Yes, Max?

MAX

Is this another King Arthur story?

PROFESSOR CADOR

Why, yes, Max. As a matter of fact it is.

SARAH

Does it have to be?

MAX

I agree with, Sarah, Sir. Does it have to be? It's winter break.

PROFESSOR CADOR

Yes, it is. But just because you three didn't get to go home for break, doesn't mean we shouldn't continue our studies.

MAX

I'd rather hear about pirates.

PROFESSOR CADOR

Who says this story might not have a pirate or two?

MAX

Does it?

PROFESSOR CADOR

It could.

MAX

(sighs)
Okay...

PROFESSOR CADOR

Alright then...

EXT. MORRISFIELD ACADEMY - CAMPUS GROUNDS - DAY

The storm outside has turned day into night as a battered mail truck arrives at the Academy.

PROFESSOR CADOR (V.O.)
Please allow me to continue?

The truck pulls into the school's long driveway and immediately becomes stuck in the deep snow.

PROFESSOR CADOR (V.O.)
"Is he dead?' gasped Sir Bedivere
and Merlin shook his head."

A MAN, dressed in a heavy long coat, exits the truck and pushes his way through the snow to get to the back of it. He opens the rear doors to reveal TWO ASSISTANTS sitting on a large wooden crate. They are both dressed the same way as that he is.

PROFESSOR CADOR (V.O.)
"He would have been dead by now,
but his breathing has stopped and
Arthur will live."

The two men jump out and pull the crate into the deep snow.

One of them begins to fumble with the lock against the bitter cold. His gloves are not helping. He takes them off and winces as his bare fingers touch the metal.

PROFESSOR CADOR (O.S.)
"Stopped his breathing?' said
Bedivere, 'Then surely he must
die!'"

Snow has almost covered the man before he finally opens the lock. His red, raw fingers flip open the lid of the crate. The other men join him and they begin to empty its contents.

Glimpses of a uniforms can be seen under their long jackets. Their collars bear the insignia of Nazi "Snow troopers."

PROFESSOR CADOR (O.S.) (CONT'D)
"Arthur's breathing has not
stopped, perhaps,' smiled Merlin."

The driver looks away from the crate and towards the gothic spires of the school. The Academy's windows emit a warm and welcoming light.

He blinks his eyes and they become glowing red.

PROFESSOR CADOR (O.S.) (CONT'D)
"Arthur will breathe possibly once
a day..."

INT. MORRISFIELD ACADEMY - PROFESSOR CADOR'S CLASSROOM - DAY

Professor Cador continues to read to his students. Max and Sarah are writing down what he says while Albert is still at the window.

PROFESSOR CADOR

"He must recover during a long sleep from both his energy and the blood he has lost --" Excuse me, Class, for just a moment... Albert?

The boy doesn't respond.

PROFESSOR CADOR (CONT'D)

Albert? I'm sorry Albert is this boring you?

The young boy turns to face the Professor.

ALBERT

I'm sorry, Professor Cador. I can't sit for too long... Have to stand. My right leg has a condition, remember?

PROFESSOR CADOR

I do. But it doesn't require you to move from your seat does it now?

ALBERT

I apologize, again, Professor, but should those people be out there? In the driveway? Are we expecting visitors?

Cador puts the magazine on his desk and ambles toward to Albert.

PROFESSOR CADOR

What people? The only other person on campus is Miss "G" and she --

Sarah and Max try to follow him. He shoots them a stern glance. They quickly return to their seats.

ALBERT

I know, Professor.. We're the only ones that are supposed to be here. But that man out there, Professor... Why are his eyes glowing?

Cador peers into the storm outside. He can just make out what the men are assembling.

PROFESSOR CADOR
MOVE! All of you!! Get under your
tables!! NOW!

Sarah and Max duck under their tables just as the Professor grabs Albert and turns away from the window to shield him.

The SOUND of a MASSIVE ELECTRICAL DISCHARGE can be heard. The windows glow bright red just before they explode into the room.

Shards of glass hurtle through the air towards Albert and the Professor. A bright blue light, filled with runes, surrounds them both.

The glass daggers hang in the air; inches away from the fabric of Cador's jacket. The blue light surrounding them thickens into a runed-filled gel.

Max and Sarah stare at the scene in disbelief.

The fragments struggle to move through the gel. They vibrate in the air like angry before finally rocketing backward; reassembling back into the glass window they exploded from.

The Professor, still clutching Albert, sneaks a look at the windows. Other than the blue light outside, it would appear as if nothing ever happened.

He begins to hustle Albert out of the classroom.

PROFESSOR CADOR (CONT'D)
Come along, Children!

Sarah and Max clamor of their hiding places.

SARAH
How did the windows -- ?

PROFESSOR CADOR
Never mind that! SCOOT! Out you go!
Come along now!

ALBERT
Sir?

PROFESSOR CADOR
NOW!

He pushes Albert into the hall and waits for the others to leave before he slams the door shut behind them.

UPPER HALL - DAY

The Professor and his students run past portraits of Kings locked in battle alongside their knights .

A bright green light right fills the Grand Hall below them. The SOUND of SIZZLING and POPPING of ELECTRICITY can be HEARD.

The SOUND of ANOTHER BLAST shakes the building just as the Professor nears the top of the Grand Staircase with the children.

Small pieces of stone begin rain down around them.

GRAND STAIRCASE - DAY

Albert, Max and Sarah scream at the top of their lungs, but Professor Cadon remains reasonably calm. It's almost as if he was prepared for this to happen.

GRAND HALL - DAY

Miss "G" stands in the middle of the Grand Hall with her arms moving in a slow and deliberate pattern. She is conjuring a green light filled with runes.

An emerald, rune-filled gel covers the massive front doors.

The Professor shouts to Miss G as he and the children reach the halfway point of the stairs.

PROFESSOR CADON (CONT'D)

Miss "G"? Are you all right?

MISS "G"

Never better, Professor!

The sweat on her brow tells a different story. She doesn't turn to look at them. Her attention is only on the gel covering the double doors.

The SOUND of ELECTRICITY is coming from the green gel and it almost deafening. A whirlwind surrounds Miss "G" and it swirls around them all. They have to shout to be heard.

MISS "G" (CONT'D)

Are the children okay?!

MAX

Are we okay?!? Of course we're not okay!! What kind of stupid question is that?

PROFESSOR CADOR
They'll manage!

MAX
What?!?

PROFESSOR CADOR
I have to get them to the library!

MISS "G"
Right-O, Geoffrey! I've got this
lot taken care of.

Albert mouth hangs open in astonishment as he points to the pulsating gel on the front doors.

ALBERT
What is that??!

PROFESSOR CADOR
Simple barricade spell. What does
it look like?

The Professor nods at Miss "G" and herds the children towards the Grand Library.

GRAND LIBRARY - DAY

Bookcases take up every inch of the library's two stories. Rolling ladders rest against each of the tall cases.

The Professor makes sure all of his students are inside before he locks the doors. He rests his back against them and looks at them very intently.

PROFESSOR CADOR (CONT'D)
Now, Children, I need you to listen
to me very closely...

SARAH
What does a "simple barricade
spell" mean? Do you mean magic!?
Like "Fairy Tale" Magic?

PROFESSOR CADOR
Yes. Like "Fairy tale" magic.
Now, listen to me --

MAX
Fairies with wings "Fairy Tale"
magic?

PROFESSOR CADOR
 Yes, Max... Yes, Sarah. It's
 exactly what it sounds like.

The SOUND of ANOTHER BLAST can be HEARD. It is strong enough
 to shake books loose and they tumble to the ground and
 furniture below.

ALBERT
 Professor?

PROFESSOR CADOR
 Yes, Albert?

ALBERT
 Who were those men outside... In
 the snow?

The Professor rests his hand on Albert's shoulder.

PROFESSOR CADOR
 They are very bad people, Albert.
 And I am fairly certain that they
 want something that I have very,
 very badly... But its going to be
 okay, My Young Friend. It really
 is.

The SOUND of WOOD CRACKING can be HEARD coming from the Grand
 Hall. Green light, filled with and symbols, begins to bathe
 the Library Doors. A familiar rune-filled gel begins to form
 around them.

PROFESSOR CADOR (CONT'D)
 You children are going to be
 okay... You are going to be safe.

SARAH
 We are?

PROFESSOR CADOR
 Absolutely.

He takes Sarah by the hand and encourages the boys to follow
 him to the bookcase at the far end of the room. One of the
 books begins to glow yellow.

JUMP CUT TO:

GRAND HALL - DAY

Miss "G" stands two dozen feet away from the shattered front
 doors. Her arms are locked in front of her.

The green, rune-filled light pouring from her fingertips looks stronger than before. It fills the open doorway with the same thick gel.

Standing on the other side of the green gel "wall" are the two Assistants from before. They have shed jackets to reveal that they are two NAZI SOLDIERS (20s). They stand behind their leader, MORGAN (33). A man slight of build with matted black hair. His eyes are now a piercing blue.

MORGAN
Hello, "G."

MISS "G"
Good day, Morgan.

One of the Soldiers tries push through the doorway. The moment he touches the rune-filled gel he is rocketed backward into the snow.

MISS "G" (CONT'D)
I'm afraid that the Morrisfield Academy is not accepting visitors at this time.

MORGAN
That's a shame.

Morgan places his gloved hand on the green surface of the gel. His eyes begin to glow red again. So do the tips of his fingers.

MORGAN (CONT'D)
We have so much to talk about.

His hand slowly phases through the green substance and then so does he.

GRAND LIBRARY - DAY

The Professor is carefully placing the children against the book case.

PROFESSOR CADOR
Please, listen to me very closely,
Children.

ELECTRICAL EXPLOSIONS and FALLING DEBRIS can be HEARD coming from the Hall.

PROFESSOR CADOR (CONT'D)
I know you don't know what is going
on. But you will soon.

SARAH
We will?

ALBERT
Promise?

PROFESSOR CADOR
(smiling)
Promise.

A CRASHING SOUND against the Library doors can be HEARD.

PROFESSOR CADOR (CONT'D)
I am going to give you a book. I
need you to take it with you
wherever you may travel.

ALBERT
Travel? We're never getting out of
here alive!

Tears begin to well up in his eyes.

PROFESSOR CADOR
Yes, You will. You are going to be
all right. Just like I promised.
Patience, Albert.

ANOTHER CRASH can be HEARD. The green, rune-filled gel
covering the Library door starts to stutter and fade.

ALBERT
O-Okay, Sir.

SARAH
Is Miss "G" okay?

PROFESSOR CADOR
I have a feeling she is very much
holding her own.

A SUBMACHINE GUN FIRING and a MALE SCREAM can be HEARD.

PROFESSOR CADOR (CONT'D)
Yes. I'm sure she's quite fine.
I'm going to give you the book,
Sarah. The one that I mentioned.
Please, keep it safe until you can
get it to Merlin the Enchanter.

SARAH
Merlin?!? He's real, too?

PROFESSOR CADOR
As real as you and I. Can you do
that for me, Sarah..? Can you do
that for Miss "G" and for myself?

SARAH
I can try.

PROFESSOR CADOR
The moment I give the book to you,
you three will "travel." Try not
to move when you make the journey.

SARAH
To where?

Professor Cador pulls a large, glowing yellow book from the
bookcase and hands it to Sarah just as the doors behind him
explode. Wooden shrapnel hurtles towards them.

PROFESSOR CADOR
(smiling gently)
To the "Flipside."

He turns to face the oncoming debris just as the bookcase
begins to spin like a top.

EXT. THE VOID - BOOKCASE - DAY (?)

Sarah, Max and Albert are pressed hard against the spinning
bookcase with their eyes closed tight. Sarah's hair is whips
around her as she clutches the glowing book against her
chest.

The SOUND of the BOOKCASE SPINNING is overwhelming. It
sounds like stone grinding against stone, but all around them
is a black void.

MAX
Sarah!?!?

SARAH
Yes, Max!!

MAX
Can I open my eyes now??

ALBERT
I'm not sure that's a good idea!

MAX

I didn't ask you, Al! I asked Sarah!

SARAH

I don't know, Max! We probably should --

The bookcase comes to an abrupt halt. Sarah's hair gently rests on her shoulders.

SARAH (CONT'D)

Wait 'til we stop?

One by one they begin to open their eyes to see --

INT. THE TOWN OF HUB - THE BALROG'S DEN - DAY

The common area of "The Balrog's Den." The tavern looks it was ripped from the pages of a one of their school books.

The common room looks as if it were built in late fifteenth to sixteenth century in Tudor England. Dozens of people laugh with one another as they enjoy their food and alcohol.

Some have white hair and pointed ears while others have mottled dark, green skin. Most appear to be human, but others look like nothing the children have ever seen.

The raucous sound in room trickles away as the patron's start to notice the children standing in front the bookcase.

Sarah, Max and Albert step slowly into the room.

SARAH

Um... Hello.

MUNIO (253), a very small and very muscular man, stands behind the bar. Despite his height he is able to see due to the three foot tall walkway behind the counter.

MUNIO

Hello.

(beat)

Where's Geoffrey?

MAX

We really don't know a "Geoffrey..."

MUNIO

Tall guy. Likes to wear tweed.
Leather patches on his elbows?
Smells like --

SARAH

Do you mean Professor Cador?

Several bursts of laughter erupt throughout the room.

MUNIO

Professor?

(mutters)

Calls himself a Professor now...

(laughs)

Sure. Professor Cador. Where is
he?

ALBERT

I think... I think he's --

The bookcase begins to spin again.

The children back quickly away from it; bumping into tables
and accidentally spilling drinks.

A Soldier stumbles forward. He drops his gun and falls to
his knees. He gasps for air for a few moments before
dissolving in a glowing red light. His screams burn away
with his body.

MUNIO

Guess he didn't have a key.

He doesn't seem surprised by what just happened and neither
to the patrons of the tavern.

MUNIO (CONT'D)

Now, I'm only going to ask one more
time. Where's the "Professor?"

ALBERT

I don't know.

MUNIO

Don't know or...?

Sarah strides across the bar and holds out the glowing yellow
book towards Munio.

SARAH

He said I was supposed to get this
to Merlin.

More laughter from somewhere in the room. Max and Albert look around the room in wonder as they join Sarah.

MUNIO

Merlin? No one in this town named that.

SARAH

He's an.. En-chant-er?

ANALESE (O.S.)

She must mean the old wizard who took over the mill...

They turn and see a young woman walking towards them. She has pointed ears and dressed in battered leather armor.

MUNIO

That dumb bastard?

ANALESE

More than likely.

ANALESE (743) bends over and gently takes Sarah by the shoulders. It reminds her of care and understanding of Professor Cadour.

ANALESE (CONT'D)

Do you think that's who you might be looking for, Little One? The old wizard who lives in the mill?

Sarah nods.

ANALESE (CONT'D)

What's your name?

SARAH

Sarah. This is Max and that's Albert.

Sarah turns towards the two boys and notices that Albert has begun crying again.

SARAH (CONT'D)

Oh, Albert...

She puts an arm around him and Albert begins to sob quietly into her shoulder.

SARAH (CONT'D)

It's okay. It's gonna be okay.

MAX

Yeah, Al. We'll figure this out.

The patrons of the tavern stare silently at the children.
They are unsure of what to do.

ANALESE

I'll take them to the mill, Munio.

MUNIO

You sure, Analese?

Albert's tears are coming a little slower now.

ANALESE

Yeah... I'm sure.

DISSOLVE TO:

EXT. THE TOWN OF HUB - CITY CENTER - DAY

Tudor-like buildings line the streets with the shingles of
businesses hanging above their doors. Pedestrian walkways,
made of ancient wood, line the front of the structures.

The roads throughout the town are paved in red brick. A
light glow emanates from between their cracks.

Analese leads the children down the walkway. Townspeople
politely part to allow them to pass. They do, however, take
note of how oddly the kids are dressed. Sarah holds the
yellow book tightly against her chest.

ANALESE

How did you meet Geoffrey - My
pardon - "The Professor?"

SARAH

He's our teacher.

ANALESE

Teacher?

ALBERT

Our English Teacher.

ANALESE

Ah... I see. And what is
"English," then?

MAX

What's English?

ANALESE
Is it a place?

MAX
Is it a -- ? It's what we're
speaking right now!

ANALESE
Oh! Like Shandrin!

MAX
Shan-what?

ANALESE
Shandrin. It's what we are
speaking... Right now.

ALBERT
We?

SARAH
She must mean that it's the same as
English, Boys. Please try to keep
up.

ANALESE
I understand what they are going
through, Miss Sarah. It's all new
to them. To you. It must be very
strange to -- Well, if its any
consolation... You three are just
as new and strange to all of us.

Max notices how oddly the townspeople who are looking at at
him.

MAX
Thanks.

ANALESE
And here we are! Welcome to "The
Mill!"

This building is different from all of the others. It is
made of irregular stone and next to a river with a large
wheel turning slowly in the water.

A small, yellow flag, with a red dragon inside of a white
shield, sits atop the roof on a white flagpole. It flaps
loosely in the breeze.

A sign outside the building reads **"Morrisfield Grist Mill *
Hub, Center of the World * Arkon * Est. 309"**

Analese holds the door open for the children.

INT. MORRISFIELD GRIST MILL - MILL ROOM - DAY

They enter the main room of a grist mill which is not large by any standards. A doorway to a spiraling stairwell is in one corner of the room. Two huge mill stones with hoppers are suspended above them. They grind slowly against one another; leaving a thin trail of crushed grain.

A large throne, carved entirely from stone, sits against one of the walls. There is a small table next to it. They both sit on an ornate rug.

The children are mesmerized by everything in the room.

ANALESE

(shouting)

Are you here, Old Man?!

MARVIN (O.S.)

I'm not that old.

MARVIN (306), who certainly "looks that old," makes his way down the spiral staircase. He moves slow but exudes a youthful energy.

ANALESE

I would consider three hundred and six to be old.

MARVIN

Says the wilding who is somewhere over seven hundred.

SARAH

Seven hundred?

Analese leans over and whispers in Sarah's ear.

ANALESE

Seven hundred and forty-three. But don't tell anyone, 'Kay?

MARVIN

And what is it I can do for all of -
-? Wow! Nice clothes, Kiddos.

ALBERT

We're not from around here.

MARVIN

Really?

MAX
Yes... Really.

MARVIN
Never would have known.

SARAH
That's enough.

MARVIN
What?

SARAH
Stop making fun of them.

MARVIN
I wasn't making fun of them.

SARAH
They're scared enough as it is.

MARVIN
At least I didn't think I was.

MAX
I'm not scared.

ALBERT
Speak for yourself. I'm terrified.

MARVIN
I am truly sorry.

ANALESE
You should be ashamed of yourself,
Old Man.

SARAH
We are looking for a great
Enchanter named Merlin.

MARVIN
Merlin?

SARAH
Yes.

MARVIN
Well... I'm sort of a Merlin.

MAX
Sort of?

MARVIN
My name is Marvin. Marvin the
Magician.

Analese smiles at the sound of the name.

MARVIN (CONT'D)
I'm Merlin's cousin.

SARAH
Cousin?

MARVIN
Twice removed. On his sister's
side. Merlin hasn't been seen
around here for over a hundred
years.

SARAH
A hundred years?

Albert's tears return. He appears to give up as he sits on
the stone throne.

MAX
Now what?

ANALESE
The children were supposed to bring
a book to Merlin, Marvin.

MARVIN
What book?

ANALESE
That one there.

Sarah holds the book as tightly as she can.

MARVIN
May I see it?

MAX
You can see it plenty from there.

SARAH
I don't know if I'm supposed to
give it to anyone but Merlin.

MARVIN
I might be able to help you if I
can see it, you know?

SARAH

I don't think that's such --

MAX

I don't see how it can hurt.

ANALEASE

He only wants to help, Dear Child.

MARVIN

Can't really see it from here.

ALBERT

Come on, Sarah! Show him the damn
book so we can go home!

The words tumble out of Albert's mouth faster than he intended.

ALBERT (CONT'D)

I'm sorry. I just wanna go home.
So -- So, can you please, please
just show him??

Sarah considers it for a moment, then offers the book to Marvin slowly.

He takes it gently from her with great reverence.

MARVIN

Thank you. May I ask your name,
Child?

SARAH

Sarah.

MARVIN

Thank you, Sarah.

He places the large book onto the work table and opens it. A soft silver light shines from inside.

MARVIN (CONT'D)

Well... What do we have here?

The five of them crowd around the table to see what is hidden inside.

POV - MARVIN - DAY

The inside has been hallowed out and nesting inside of it is the hilt of a sword. It is embedded with silver filigree and has a white handle.

The tails of the two great dragons wind up around it's pommel, slither through it's bone tang and cross each other to form the sword's cross guard. There is a deep, empty slot where the blade should be. Ornate writing, in a language unknown, travels across the guard.

INT. MORRISFIELD GRIST MILL - MILL ROOM - DAY

Marvin looks up from the hilt and smiles at Analese and the children.

MARVIN

You are carrying something that is truly rare, and powerful, Miss Sarah.

SARAH

What is it?

MARVIN

This... Is part of the Sword of Merlin. Otherwise known as the Sword of Fate.

SARAH

The Sword of Merlin?

MARVIN

My cousin. Did I tell you that?

MAX

You told us that.

MARVIN

He's pretty neat. And famous, too.

ALBERT

Merlin's really real?

ANALESE

Of course he is.

MARVIN

Of course he is!

MARVIN (CONT'D)

It is said that he has traveled to the far away land of Yewesaye to protect both the blade that belongs to this hilt and the very resting place of King Arthur himself.

MAX

King Arthur's real, too?

MARVIN

You keep asking if something is "real." It's almost as if you don't believe anything is real, My Boy.

MAX

Do you see what I'm wearing? Do you know where I am from?

MARVIN

As a matter of fact, I do not know where you are from.

ANALESE

They came from "The Flipside," Marvin. They came with the book and it's contents... Given to them by Cador.

SARAH

Our Professor.

Albert saddens, again, at the sound of his name.

ANALESE

Cador was their Professor in "The Flipside," Marvin. He was protecting the children, the book and the hilt. I bet she was there, too.

MARVIN

I know why they were both there, Analese. It was their sworn duty to serve and protect this book.

SARAH

We were attacked by men --

ALBERT

Monsters.

SARAH

By monsters. They attacked our school.

MAX

They killed Professor Cador and Miss "G."

Marvin looks as if a great stone has been placed upon his heart. He barely makes it over to the stone throne, before he sits down next to Albert.

ALBERT
Are you okay, Mr. Marvin?

MARVIN
Did you say, Miss "G" was killed?

MAX
Yes, Sir.

SARAH
What's wrong?

MARVIN
Guinevere is dead.

SARAH
Arthur's Guinevere?

ANALESE
There can be only one Guinevere.

MARVIN
Geoffrey.. Professor Cador to you... And Guinevere were sent away to Yewesaye to protect their piece of the Sword of Fate. It looks as if they have succeeded...

ANALESE
By sacrificing themselves.

MARVIN
Indeed.
(to Sarah)
Now the hilt of the Sword of Fate is in your care.

What?!

SARAH

No way!

MAX

MARVIN
You must find it's blade and join them together... Then you must take it to Merlin and Arthur's resting place.

ALBERT
That's a lot of "must" in one place.

SARAH
No, sir! We can't do this. That doesn't sound like something we can do.

ANALESE

You must, Sarah... Before the
"monsters" do.

MARVIN

If the "monsters" succeed in
remarrying the Sword of Fate to
it's hilt, before you do, then
Arthur will serve only them.
Arthur follow the "Fate" chosen by
the "monsters," rather than the
one true "Fate" that which serves
the good of us all.

ANALESE

Fate is always in balance.. Your
world - Yewesaye and ours - Akron.
We represent two sides of a whole.
The "Flipsides" of one another. We
thrive together or we die together.

MAX

You keep calling it Yewesaye. I
live on Earth.. In the United
States of America.

ANALESE

We know, Max. Yewesaye. Your
people spell it Yew-Es-Aye do they
not?

Albert reaches for Marvin's hand.

ALBERT

Mr. Marvin?

MARVIN

Yes, Albert?

ALBERT

Mr. Marvin... I just want to go
home.

Marvin places his free hand over Albert's and holds it
warmly.

MARVIN

I know, Albert... I know. I need
you to help us first, Albert. If
you can. Is that all right? All
of you. I need all of your help.

SARAH

What can we possibly do?

MARVIN

Geoffrey was right to send you here. This stone throne was Merlin's way of reaching "The Flipside." The three of you must use it to travel to a shining city called "New York" and go to a place with a man with a hat and tan...

ALBERT

Oh, I get it! Yewesaye is U.S.A. And man with a hat and a tan - That's got to be Manhattan! You mean Manhattan! I live there! My Dad is there!

MARVIN

Man-hat-tan! That's what that means!!! Man with hat and a tan.. Always thought that was quite odd. Merlin does love his synonyms, doesn't he?

MAX

Will you come with us?

MARVIN

Alas, I cannot. I must stay here to maintain the balance of magic. If Merlin is there. I must remain here. Otherwise both of our worlds could shatter.

ALBERT

How can we do this on our own?

ANALESE

I'll go. I won't be missed here. I'm nobody.

MARVIN

That couldn't be farther than the truth!

ANALESE

I farm pigs on my parent's farm, Marvin. They're gone now. So is my little brother. All of them -- To the Karvid Plague years ago -- I'll go with the children. Keep them safe. Protect their quest.

(MORE)

ANALESE (CONT'D)

It would be my honor, if you three would have me join you.

SARAH

We'll have to find you proper clothes when we get there.

ANALESE

Like yours? To wear? Must I?

MARVIN

I'm afraid you must.

ANALESE

And my sword?

MARVIN

That will have to stay here.

She pulls her sword from her scabbard and lays it next to the open book.

ANALESE

So be it.

Marvin opens a trunk and pulls out a battered yellow satchel with a shoulder strap. He puts the book carrying the hilt into the satchel.

MARVIN

When the four of you arrive in Manhattan you must search the subterranean tunnels.

ALBERT

The subways?

MARVIN

Yes. The..sub..ways. Search them until you find the resting place of the blade of the "Sword of Fate."

Marvin gives the satchel to Sarah.

MARVIN (CONT'D)

For you, Miss Sarah. Wear it not over your shoulder, but across your chest. Like that. Yes. Always keep it safe.

SARAH

I promise.

ANALESE

Are there any more legends as to where in the sub-ways the blade's resting place might be?

MARVIN

You must find the "Line of Worth."
There you will find the "Tomb of Fate" and the blade itself.

ALBERT

I'm ready, Mr. Marvin, Sir. I just want to go home.

MARVIN

I know, Albert. I know. Let's get you there. Everyone! Please sit upon the throne.

Marvin gets up from the throne and the others crowd onto it. The children fit on the seat easily, while Analese sits on one of its arms. She hangs onto the backrest as tightly as she can.

Marvin carries a globe over to the table next to the throne and places it on top. The world of Arkon is on full display; complete with swirling clouds and weather patterns.

MARVIN (CONT'D)

When I spin this. You will return to Yewesaye. Are you all ready?

MAX

(mutters)

Ready as we'll ever be.

SARAH

Can it, Max...

ALBERT

Yes, Sir!

ANALESE

Good-bye, Marvin the Magnificent.

MARVIN

Thank you, Analese... And thank you for the lovely name. "Marvin the Magnificent." That has such a nice ring to it.

Marvin spins the globe and is bathed in white light. He disappears and, just for a moment, the only thing that remains his smile.

FADE TO WHITE:

INT. MORRISFIELD ACADEMY - GRAND LIBRARY - DAY

Professor Cador blinks against the light from one of the last chandeliers in the room. The SOUND of FIRES burning all around him can be HEARD.

He turns his head and sees that flames are slowly devouring all the books.

Morgan notices that Professor Cador is awake and crosses the length of the room. As he gets closer to Cador, his feet begin to crunch through fallen ceiling tiles.

MORGAN

You're awake. That's good. I'd rather you not die in your sleep.

He crouches down next to him.

MORGAN (CONT'D)

I'd prefer the honor of having you awake when I take the life from you.

The Professor can't move. His hands and feet are bound to the floor in a red, rune-covered gel. He smiles at Morgan through blood-stained teeth.

MORGAN (CONT'D)

What have you got to be happy about, "Professor?" Your "castle" is in ruins. Your Guinevere has fled and you are about to die a lonely death.

PROFESSOR CADOR

My students are safe. That's all that matters.

Morgan places his hand on the Professor's chest and slides his fingers under his vest.

MORGAN

And what about the Sword? Whichever piece were you guarding..? Where is it?

PROFESSOR CADOR
In a place you'll never find.

Morgan's eyes begin to glow red.

MORGAN
Oh... I'll find it. I just need to
follow your precious little
students. My sources tell me
they've already left Marvin's mill
in Hub... Fled to "Flipside" like
the cowards they are.

The hand under the Professor's vest begins to glow.

MORGAN (CONT'D)
They tell me they are headed for
New York.

The Professor begins to grimace from the pain, but he won't
give Morgan the satisfaction of a scream.

MORGAN (CONT'D)
So, please, don't worry your pretty
little head.

Morgan leans over and gently kisses the Professor on his
cheek before whispering in his ear.

MORGAN (CONT'D)
I'll take care of them.

The Professor begins to cough up more blood. His smile never
leaves his lips.

PROFESSOR CADOR
You'll never get there in time,
Morgan. And, even if you could,
you have no idea where they are
heading.

Morgan smiles at the Professor evenly. A powerful burst of
red light flashes across his face.

MORGAN
Of course I do...

The Professor's back arches upward until he finally screams.

Morgan stands and looks down the Professor's lifeless body.
Smokey embers have begun to fall on to his open eyes.

MORGAN (CONT'D)
Klar?

KLAR (23), the remaining Nazi Soldier, steps closer to Morgan.

MORGAN (CONT'D)

It would appear that we cannot use this "entry point" with Cador's damned book. We'll have to use one of our own Boston. Shouldn't be hard to track them, however. Merlin's throne only has one entry point to "Flipside" and the Yewesaye...

DISSOLVE TO:

EXT. NEW YORK - THE AMERICAN MUSEUM OF NATURAL HISTORY - EVENING

Banners celebrating the 84th Anniversary of the American Museum of Natural History hang from it's grand columns.

MORGAN (V.O.)

The American Museum of "Natural" History.

A burst of light can be seen from a window on the main floor.

INT. THE AMERICAN MUSEUM OF NATURAL HISTORY - BRITISH ANTIQUITIES ROOM - EVENING

The stone throne spins to a stop next to a plaque that reads: "Throne of Merlin * On Loan from Glastonbury Abbey * England ('Avalon')."

Analese eases her foot off of the throne. Sarah, Max and Albert jump off and run into the "Room of British Antiquities."

ALBERT

We're home! Home! Home!

SARAH

Yes, Albert, we're home...

MAX

Calm down, Al! Quiet! Hey, do you want the guard to hear you?

ALBERT

(whispers)

Home, home, home!

Analese continues to look at the strange and foreign things in the room mixed in with other items that she thought she knew so well. She looks terrified and enchanted at the same time.

SARAH

Are you all right, Analese?

ANALESE

I... think so. I - I don't know really.

SARAH

I would show you around, but the museum is closed right now.

ANALESE

Museum?

SARAH

Probably a guard on duty, so we need to get out of here.

Analese takes a green cloak off of a nearby mannequin, wraps it around her and follows Sarah and the others out of the room.

EXHIBITION WING - HALLWAY - EVENING

The group cautiously makes their way to the front door of the museum.

ANALESE

Where do we go now? How do we find the "Line of Worth?"

SARAH

I don't know. I'm from Boston. Never been here before. My grandpa said it was too dangerous.

MAX

I'm from Woodstock... Vermont. My Dad told me that New York's a pretty big town... And dangerous.

ALBERT

Nah! It's safe as churches! I know just where to go. Trust me. It's my town! Born and raised here.

He runs outside. The group can see Albert through the glass in the doors. He's already made it halfway down the steps of the museum.

EXT. AMERICAN MUSEUM OF NATURAL HISTORY - STEPS - EVENING

Albert stops midway down the stairs. He turns to see if the others are following him.

ALBERT

Come on! If we're lucky we'll make
the train on time!

He walks briskly across the street and towards subway entrance.

MAX

Where's this guy been hiding all
year?

Sarah smiles and runs after Albert. Analese eases Max forward with her hand.

ANALESE

Come along, Little Sir. We don't
want to be late for our "tray-in."

EXT. BROOKLYN - SARATOGA AVENUE SUBWAY STATION - EVENING

The train doors open and everyone spills out. Albert leads them across the raised platform and to the stairs.

Analese is still overwhelmed by the whole experience.

ANALESE

Is there anything here in this
"place" that is of the land? All
of this... Metal. There is so very
little green. And the buildings...
What did you call the stone here,
Sarah?

SARAH

Brick.

ANALESE

All of them are made of "brick"
instead of stone? How can you live
in a place like this?

STAIRWELL - EVENING

Albert hasn't slowed down since they got out of the museum. He leaps down the platform stairs two at time while struggle to keep up.

ALBERT

I dunno. How can you live in place where everything moves so slow, Analese?

ANALESE

It's so dirty here.

MAX

Yeah, Albert... And dark. At least Boston's got huge parks. Lots'a lights. This place --

Albert stops dead in his tracks. He is visibly angry and also on the verge of tears.

ALBERT

This is my home, Max. My home. You called it dangerous a few seconds ago and now you're calling it -- Geez, I live for this place. I -- Love -- Every brick. Every building. Grew up right over there -- On the corner of Livonia and Saratoga Avenues. I'd die defending that block. For all the people that live there. So, show a little kindness -- All of you -- Or just shut your yaps, okay?

He turns and walks down to the sidewalk.

ALBERT (CONT'D)

'Sides -- You keep talking like that? You're gonna make my Dad real angry.

EXT. NEW YORK - SARATOGA AVENUE - NIGHT

It is relatively quiet on Saratoga Avenue tonight. All of the businesses have long since closed with a few windows lit in the apartments above.

Albert jumps off the sidewalk without bothering to look both ways. He heads to the building next door. Sarah stops the others before joining him.

SARAH

Albert's always been kind of jumpy. Best not to get him upset, okay? Let's just get him to his Dad... So he can help us, too?

(MORE)

SARAH (CONT'D)

And when we do see his Dad -- Like he asked -- Best manners, everyone, all right?

EXT. THE MIDNIGHT ROSE CANDY STORE - NIGHT

The Midnight Rose Candy Store takes up an entire building from storefront to the apartments above. A hand-painted sign, trimmed in green, stretches above it's windows. The sign reads: **"MIDNIGHT ROSE CANDY STORE * STATIONARY & CIGARS."** The words sit between two red ovals with the **"COCA-COLA"** logo stenciled inside.

Albert unlocks the front door just as the others arrive.

ALBERT

Okay. Some rules before we go inside.

MAX

Rules?

ANALESE

Yes, Max. Rules.

SARAH

And Albert is making them.

ALBERT

It's after 8:00pm, so Mrs. Rosie will probably be upstairs asleep. So, we gotta be quiet. Understood?

They all agree.

ALBERT (CONT'D)

My Dad is usually working this time of night, so shhhhhh, 'kay? Let me talk to him first.

Analese looks through the windows to try and see the inside of the shop. All of the lights are out.

ANALESE

Does your father work in the dark?

ALBERT

He works in the back... At night. Sometimes he has friends with him. Sometimes he doesn't.

Albert opens the door. Before he goes inside, he brings his finger to his lips signaling the others to be quiet.

ALBERT (CONT'D)
 (whispering)
 Just let me knock when we get back
 there, okay? Dad gave me a
 "special" knock.

INT. THE MIDNIGHT ROSE CANDY STORE - CANDY SHOP - NIGHT

The shop looks like a converted deli with rows and rows of handmade candies in the display cases. A counter with stools sits at the end of the farthest case.

There are pictures of happy circus clowns on the walls. Some of them are giving children cotton candy while others perform magic tricks. There is a large "Coca-Cola" sign on the back wall. It sits over a bank of pay telephones.

Albert heads towards the door to the left of the phones. Analese is hesitant to come all of the way into the store, but finally relents. She turns and gently closes the door behind her.

Max tries to sneak a candy off the counter and Sarah lightly smacks his hand.

Albert reaches the door and gently raps his "secret" knock.

Swift, and very heavy, FOOTSTEPS can be HEARD before the door is jerked opened.

UMBERTO (O.S.)
 Who the --?! Junior?!? What the
 hell are you doing home?

UMBERTO "ALBERT" ANASTASIA (37) towers above his son. He has the physique, and speed, of a trained prizefighter and his face looks like he may have spent some time in the ring. He is wears a dress shirt with the sleeves rolled up to expose his strong forearms.

ALBERT
 I'm sorry, Dad, I --

Umberto cuffs his ear and drags Albert half into the back room before he notices everyone else.

He pulls a gun from his shoulder holster and points it squarely at Analese's head.

UMBERTO
 And what are you supposed to be?
 Broadway tryouts are in midtown.

ALBERT
Dad! Please! Put down the gun!

ANALESE
(To Sarah)
Is this a weapon?

SARAH
That's a weapon.

MAX
A big weapon.

UMBERTO
I'm going to count to three. And all of you are gonna be gone before I get there. If I get there.

MAX
Mr. Albert's Dad, Sir? Please! We need help.

SARAH
Yes, Sir! I'm Sarah and this is Max.

UMBERTO
One...

Albert struggles against his Dad's grip.

SARAH
(speed talking)
~~This-is-Analese-and-I-go-to-school-with-Max-and-Albert-at-the-Morrisfield-Academy-and --~~

UMBERTO
Two...

He cocks his gun to fire it.

SARAH
~~Well-we-go-to-the-school-not-her--she's-from-somewhere-else-and-we're-on-a-secret-quest-to --~~

UMBERTO
Three...

Albert escapes his Dad's grip and stands in front of his friends.

ALBERT

PAPA!

SARAH

(very quietly)

And we could really use your help,
please, Sir, Mr. Albert's Dad, Sir.

Umberto considers his son for a moment. He puts his gun away just as ROSIE GOLD (78) comes down the stairs.

ROSIE

Is everything okay? I heard shouting.

UMBERTO

It's okay, Mrs. Rosie. Just my boy Umberto. Just "Junior." Visiting with his friends.

ROSIE

He's home?

SARAH

Umberto?

MAX

Your name's Umberto?

ANALESE

I thought it was Albert.

ALBERT

It is. Well, it isn't.

ALBERT (CONT'D)

He calls me by my real name.

ANALESE

Junior?

ALBERT

No! Umberto.

ANALESE

I thought it was Albert.

ALBERT

Forget it.

ROSIE

Is Umberto staying?

Umberto looks at the group. He measures them quickly before answering.

UMBERTO

Yeah. But they won't be staying long.

ROSIE

I'll put on a pot.

UMBERTO

That's okay, Mrs. Rosie. You go on back to bed. I'll take care of them.

BACK ROOM - NIGHT

The back of the candy store has been converted into an office with a desk and filing cabinets. One wall has shelves filled with boxes of sweets. The far end of the room has machinery for making smaller, hand-made candies. A metal rolling door fills up most of the back wall with a smaller door next to it.

Umberto sits at the far end a long table with his back facing the wall. Analese and the kids are seated around it.

ALBERT

That's why I brought them here, Papa. All of them. You, of all people, really know the tracks down there in the subway. You helped build 'em. We're on a Quest to -- We have to find the rest of the Sword of Fate, Papa and it's down there somewhere.

Umberto regards his son's words very carefully.

UMBERTO

Bullshit.

ALBERT

Papa! It's true!
(whispering)
And language... We have guests.

UMBERTO

Don't you sass me, Junior.

SARAH

It's true, Mr. Albert's Dad --

UMBERTO

Please, stop calling me that. My friends call me Albert.. Al for short.

ANALESE

Al. Just like what young Max here calls your son.

UMBERTO

You...

(points to Analese)

You... Can call me Mr. Anastasia. You kids can call me Al.

ANALESE

Why does it have to be different?

UMBERTO

Because it does.

ANALESE

(In disbelief)

Because it does..?

UMBERTO

And you...

(points to Albert)

Before I decide on any more of this bullshit subway story... You want me to believe that your Professor, and the Nurse at your school--

SARAH

Assistant Headmaster --

UMBERTO

Bullshit -- Whatever -- Are, what? Witches?

ALBERT

Wizards! And it's true, Papa, All of it.

UMBERTO

I sent you to that school to get you away from -- I sent you for there for good Goddamn reasons. They told me they'd keep you up there. All through winter break. I wouldn't have to worry about -- That you'd be safe and that --

MAX

I know. None of us get to come home 'til Summer. I know. Because that's what you all paid extra for. My Dad included. I couldn't attend his school because I'd be a "distraction." Just wanted me out of his hair.

SARAH

It doesn't matter. When school's done you guys just send us all to the same Summer Camp in the Adirondacks. Just to keep us out of the way of -- I dunno -- Of everything.

(beat)

Mr. - um - Mr. Al. We all feel like you don't want us around. My Mom and Dad died in an accident. I live with my Grandparents now and I only see them for about six weeks out of the year. Maybe my birthday.

MAX

Me, too.

SARAH

I guess what I'm trying to say is... Professor Cador wanted us to - - Needed us -- to do this.

ALBERT

Am I old enough to know why you don't need me here, Papa?

Umberto considers his son's request.

UMBERTO

Not yet.

ALBERT

But why?

UMBERTO

Because you're not old enough to know.

ALBERT

Will I ever be old enough to know?

UMBERTO

Son... I'm not going to tell you again to watch your sass.

ANALESE

Well? Will he ever be?

UMBERTO

And you -- I am done telling you to keep your nose out of this. Just keep your mouth shut.

ANALESE

And I have had quite enough of you.

Analese stands, grabs both sides of the table and shoves it to the side. Max jumps back out of his chair before he is toppled over with it.

ALBERT

No guns, Papa! Please!!

Umberto stands and flicks open a switchblade.

UMBERTO

Fine by me.

ALBERT

Papa, please!

Albert stands and tries calm his father. Sarah runs to Analese's side.

SARAH

Analese... Can we please have a word?

ANALESE

Make it fast, Young One.

SARAH

In private? Out there? Please?

ANALESE

Only because you wish it.

CANDY SHOP - NIGHT

Analese enters the shop and turns to face Sarah who is closing the door behind them.

ANALESE (CONT'D)

Make this quick. Please.

SARAH

Analese, I understand what you are feeling. I feel it every day. But you can't talk to a man that way.

ANALESE

I can and I will. No one speaks to me that way. No one has the right to --

SARAH

I know. I hear everything you are saying, but --

ANALESE

You don't.

SARAH

I do. I really do. Look, I can only hope that someday I'll be able to say you get to say where you come from --

ANALESE

We speak as equals.

SARAH

We don't. We can't.

ANALESE

The two boys let you speak equally.

SARAH

They always have. That's why I hope -- I know -- That I will, too, someday. Because I can with them. But that "someday" is not now -- Not here, anyway -- And I need you to realize that with Albert's father.

ANALESE

He doesn't seem worth that kind of effort, Miss Sarah.

SARAH

That man in there is named Umberto "Albert" Anastasia. People call him one of the most ruthless and feared organized crime figures in America. He's got nicknames like "The One Man Army", "The Mad Hatter"...

(MORE)

SARAH (CONT'D)
 "The Lord High Executioner." Don't
 give him the chance to prove it.

ANALESE
 How do you know these things?

SARAH
 Albert told me during winter break
 last year. It was just the three
 of us on campus -- Like it is every
 year -- And I guess he was having a
 really bad dream, so he came to
 find me in the girl's dorms...

(beat)
 Just needed someone to talk to.
 About how scared he was of his
 father. How much he loved him.
 Missed him. That he was always
 scared to be around him.

(beat)
 I was glad I was there for him...
 to listen to him. Not say
 anything. Just listen. As his
 friend. And now I need you to
 listen to me -- Please -- As mine.
 If we want to succeed in our quest,
 we are going to need his father's
 help.

Analese considers Sarah's words for a moment. She looks
 towards the closed door.

ANALESE
 I will try... For you. For the
 quest. I am here to protect you
 three. And I will. From him as
 well if I have to.

The door to the back room bursts open and Umberto storms past
 them. He is now fully dressed in suit and hat. Albert and
 Max are rushing to keep up.

UMBERTO
 If you two ladies are finished --
 He opens the front door and holds it open for them.

UMBERTO (CONT'D)
 We have a train to catch.

Sarah and Analese look at each other and try not to laugh.
 They are beaming as they stride through the door.

EXT. ACROSS FROM THE MIDNIGHT ROSE CANDY STORE - ALLEY - NIGHT

Klar stands in alleyway observing the group as they exit the candy store. He raises his Karabiner 43 Rifle and aims it at the back of Umberto's head.

A gloved hand emerges from deep within the shadows and rests on the Klar's shoulder. Morgan enters the lamplight wearing a thin smile.

MORGAN

Not yet, Klar. We don't want the cockroaches to scatter, do we?

Klar lowers his rifle and watches as Umberto, Analese and the children make climb the stairs to the subway platform.

INT. NEW YORK SUBWAY - THE "A" TRAIN - EVENING

Max, Umberto and Albert sit in chairs on one side of the train while Sarah and Analese sit on the other.

UMBERTO

(To Sarah)

Hey, Little Lady...

SARAH

Yes, Sir?

UMBERTO

My boy spoke very highly of you when you guys were in the other room. Says you got some "moxie" in you.

Sarah looks to Albert who is obviously embarrassed.

SARAH

Thank you, Albert.

ALBERT

Thanks, Papa, I could have gone all day without her knowing that.

UMBERTO

Strike while the iron's hot, Kiddo. That's what I always say.

The train begins to slow down.

UMBERTO (CONT'D)

Here's our stop. You four better be right about this. Out here in the middle of the night chasing cagacazzo fairy tales.

SARAH

It's true, Mr. Anastasia. We need to find the rest of the Sword. Everyone's fate depends on it.

The train stops and Umberto gets up for the exit. He turns for a moment and leans close to Sarah.

UMBERTO

"Moxie" is a good thing to have, Little Miss Sarah. But it can also get you killed. Real quick. Don't you forget that.

Sarah looks quickly to Albert and Max.

SARAH

I won't.

ANALESE

We won't.

Umberto cocks a half smile at Analese, then leaves the train.

INT. CANAL STREET STATION - NIGHT

The children enter the subway first with Analese and Umberto following behind keeping a watchful eye. The walls are glistening white and there is a long, green sign is embedded in one wall with the words: "**CANAL ST. STATION**" written in yellow.

ANTONIO (32) is at the end of the platform and is wearing the a Transit Authority Guard uniform. There is a stairwell to his left that leads up to the street. A train tunnel, with a set wooden stairs leading down into it, is on his right.

UMBERTO

Hey, 'Tonio!

ANTONIO

Al?! What the hell you doin' down here this time a night? And with kiddos on your cuffs?

His eyes catch Analese's.

ANTONIO (CONT'D)
(smiling)
Well, hello to you.

ANALESE
Good evening, Seneschal.

MAX
(To Sarah)
What's that?

SARAH
Dunno...

Antonio doesn't seem to care what Analese called him.

ANTONIO
And what can I do for you, Ma'am?

UMBERTO
Eyes over here, Il Guardiano. Stay
with me. How much for the
underground tour? The private one.

ANTONIO
Down there?

UMBERTO
Only stairs I see going down... So,
yeah.

ANTONIO
You trying to bribe an officer of
the law?

Antonio hooks his thumb on his utility belt. His fingers are very close to his gun. The children look on nervously as Umberto leans closer to the guard. Analese tenses; ready to assist if necessary.

UMBERTO
That seems to be the point.. Yes.

Antonio pops the buckle on his holster; exposing his pistol.

ANTONIO
Really?

Umberto leans back and unbuttons his jacket; readying himself for the inevitable.

UMBERTO
Yeah... Really.

Antonio looks at the children and then towards Analese again. His eyes finally settle on Umberto.

ANTONIO
 Ten bucks a head... except for her.
 (pointing to Analese)
 She's free. No charge.

ANALESE
 Thank you, Kind Sentry.

ANTONIO
IF... She comes back for a date
 after. Otherwise none of you go
 down there.

Umberto turns and eyes Analese. Sarah, slightly out of sight of Antonio, is shaking her head, "No" to Analese.

ANALESE
 Consider it done. Should I pass
 this way again, I would be happy to
 accompany you.

ANTONIO
 Deal.

Umberto produces a thick, folded stack of bills from his pocket, peels out four ten dollar bills and stuffs them in Antonio's jacket.

UMBERTO
 Merry Christmas.

ANTONIO
 Pleasure doing business with you.

Umberto heads down the stairs with the children. Analese pauses for a moment and then rests her hand on Antonio's shoulder.

ANALESE
 Please be ready for me upon my
 return.

ANTONIO
 Oh, you bet I will.

Analese walks down the stairs and catches up with the others. The tunnel travels about a hundred yards then splits in two. One to the left and one to the right.

Sarah waits behind a barricade. A battered sign on the wall next to her reads: "**Worth Line * Est. 1930.**"

SARAH

Welcome to the "Line of Worth."

ANALESE

Thank you, Miss Sarah. Oh, and please, by all of the Gods, let there be a back exit out of here.

WORTH LINE TUNNEL - NIGHT

The tunnel is filled with debris that has blown down the tracks only to be forgotten. Cobwebs fill the rounded ceiling. The rails have already begun to rust due to neglect.

Umberto pulls a lantern off of a wall hook and lights it. Its warm glow offers little solace. He turns to face the rest of the group.

UMBERTO

Last chance. We can turn around and go home. There's ice cream in the freezer.

SARAH

I'm ready.

ALBERT

We're all ready.

MAX

I didn't come all this way for ice cream.

UMBERTO

Suit yourself, then... "Who knows what evil lurks in the shadows?"

He smiles at Albert.

ALBERT

C'mon, Papa.

MAX

Enough with the "Radio Hour" stuff... Let's go.

Analese stares at Umberto. She is unimpressed.

ANALESE

Hopefully there will be a dragon.

She walks past Umberto. The children follow.

UMBERTO

A dragon?

ANALESE

Perhaps two.

UMBERTO

You sure? This part of the
prophecy? Part of your quest?

SARAH

One never knows.

Umberto picks up the pace and returns to the front of the line. He takes out his gun and prepares for the worst.

UMBERTO

This I need to see.

Max looks at Albert and shakes his head.

MAX

(whispering to Albert)
Is there such a thing as too much
moxie?

ALBERT

(whispering back)
Oh... You ain't see nothin', yet.

Albert follows his father into the tunnel.

CANAL STREET STATION - NIGHT

Antonio is still at his post. He takes cigarette case from inside his jacket, pulls one out and lights it.

A thin line of red, rune-filled gel snakes slowly across the tiles behind his head.

Just as Antonio takes another puff of his cigarette, the red tendril whips around his neck and begins to slowly choke him. He tries clawing at it, but it's no use. Antonio tries to scream, but the red gel is already crushing his larynx.

Morgan stands in the exit stairwell. His hand is bathed in the same red gel around Antonio's neck.

Antonio drops to his knees just as Morgan steps forward.

MORGAN

Shhhhh, now. Time to sleep.

He smiles as Antonio crumples to the ground.

The Nazi soldiers, Klar and DIRK (22), walk past the body and down the access stairs. Morgan follows them.

WORTH LINE TUNNEL - WYLLT STATION -NIGHT

Umberto arrives at an abandoned subway platform with Analese and the children close behind. He looks down where the "Worth Line" rail track should be. There aren't any.

ALBERT

End of the line...

MAX

I guess.

A "**WYLLT STATION**" sign is lying on the ground. A bare spot shows where it fell from. The rest of the station is unfinished except for it's half-tiled walls, a ticket booth and half of a platform handrail. Ten years of neglect have started to take their toll with dust, cobwebs and decay.

UMBERTO

Keep back everyone.

ANALESE

I think not.

UMBERTO

Suit yourself, Lady.

Umberto walks up the access stairs to the platform. Analese are right behind him. He puts his gun back into it's holster and shines the lamp into the ticket booth.

UMBERTO (CONT'D)

What the hell is this?

Rats scurry out the broken window of the booth; abandoning the skeletal frame inside. It is dressed in a tattered "NYTA" uniform. Small glimpses of chain mail can be seen through holes in the cloth.

A dagger sticks out of the corpse's left eye-socket.

Analese reaches inside and rips a necklace from the dead man's neck. His head separates from it's neckbone and topples over. Albert begins to scream. Sarah and Max try to calm him down.

TUNNEL ENTRANCE - NIGHT

SCREAMS can be HEARD ECHOING down the tunnel. The soldiers hesitate for a moment and Morgan walks past them.

MORGAN

If you wish to run, I would advise
that you do it now...

The guards watch Morgan walk further away into the dark
before grudgingly deciding to follow.

WYLLT STATION - NIGHT

Albert is bent over and taking deep breaths. Max at his side
with his hand on his back, while Analese is examines the
necklace with Sarah and Umberto.

UMBERTO

What's it say?

ANALESE

The symbols on this necklace are
the same as the pieces Arthur gave
to his Grail Knights.

SARAH

Which Knight do you think this was?

ANALESE

No way to tell. All of their
necklaces were the same.

Albert has calmed himself enough to look around the rest of
the platform. He points toward the back of the station.

ALBERT

Where do you think that goes?

MAX

What?

ALBERT

That!!

There's a boarded up doorway in the corner.

ANALESE

Let's see.

SARAH

Let's find out.

Analese grabs an unused rail from the platform and heads for
the door with Sarah.

UMBERTO

Moxie...

Umberto smiles and follows them.

Analese reaches the closed doorway and pries a board off with the pipe. It pops off cleanly and a billow of dust tumbles out.

Umberto holds up his lantern as Sarah and Analese peer inside.

Max and Albert, not wanting to be left alone, run up behind them to get a better look.

UMBERTO (CONT'D)
I'll be damned...

A stairwell leads down into the darkness. It's walls are made of rough stone with carved lettering running down the sides. They match the ones on the hilt of "Sword of Fate."

SARAH
Curiouser and curiouser...

ANALESE
I love that book.

SARAH
You have that one, too?

ANALESE
It's my favorite.

MAX
Then follow me, 'cuz I'm the white rabbit.

Max leaps past down the stairs.

Everyone in the group yells "**STOP!**" before Max steps on the next stair. But it's too late.

Max steps down hard... And nothing happens.

MAX (CONT'D)
What? You think the whole world is booby-trapped?

He continues to clamber downward as far as light will let him. Umberto is right behind with Sarah a close third. Analese gently guides Albert to the stairwell. He looks back at her timidly.

ALBERT
Thank you, Ma'am.

ANALESE
I'm right behind you.

They both head down.

CRYPT ENTRANCE - NIGHT

The stairs open onto a room carved from rock. It is roughly ten feet wide and twenty feet in length.

Three fist-sized stones protrude from the wall across from them. Each bearing a different symbol.

The group stands, speechless, at the bottom of the stairwell. No one dares step into the room. Finally, the silence is broken:

MAX
Any ideas?

SARAH
Yes.

ALBERT
Really?

SARAH
No.

ANALESE
A born leader.

UMBERTO
This place doesn't look like it belongs.

ANALESE
And, yet, here it is.

Sarah looks to Umberto and Analese.

SARAH
Can I...?

ANALESE
Be my guest, My Little "Alice"...
And I will be right by your side.

Sarah steps into the room with Analese close behind.

A low hum begins to emerge. The center block in the wall begins to glow yellow.

ALBERT
Sarah! Your hand!

Sarah gasps as she looks down at her right hand. It is surrounded by a yellow rune-filled gel. Glowing the same shade as the stone in the wall.

ANALESE

Don't panic, Dear One, it's going to be alright. As strange as all of this may seem to you, Sarah, you appear to have been called.

UMBERTO

Stay put, Kids. Let me take a look.

Umberto tries to walk past Sarah. He is unable to. There appears to be an invisible barrier starting precisely where Sarah is.

UMBERTO (CONT'D)

You doing this?

SARAH

I don't know.

Albert tries to get to his father. The hum intensifies as he steps into the room. He stops moving the moment he hears it.

ANALESE

Look!

The stone to the right of the yellow one has started glowing blue.

UMBERTO

Son...

Umberto points at his son's arm.

Albert looks down and sees that his hand is immersed in a glowing blue gel filled with runes.

ALBERT

Oh, God, Dad!! Get it off!!

He begins to violently shake his hand. The goo elongates, but snaps back into place.

Umberto drops the lamp and runs to his son's side. He puts his hands the boy's shoulders.

UMBERTO

It's all right, Boy. It's all right. Hey! Calm down!

Umberto hugs his boy tightly and gently strokes his hair.

UMBERTO (CONT'D)
 Breathe, "Junior." Breathe.

Albert's breathing slow and he surprisingly starts to calm down.

The room grows silent for a moment.

One by one, everyone starts to look toward Max. He hasn't stepped into the room, yet.

 MAX
 What?

Sarah lifts up her right hand. Albert looks at her as does the same with his. They both look intently at Max.

 MAX (CONT'D)
 Oh, no... I'm not gonna -- I mean... What if I step out there and the whole room blows up or something? What if I blow up!?

 MORGAN (O.S.)
 Well... That's something I know I'd pay to see.

Morgan appears behind Max with a Luger P08 trained at his head. Klar and Dirk are right behind him.

Umberto draws his gun only to have it ripped away in a flash of red light. His weapon is now attached to the wall in a swatch of red-runed gel.

Analese rushes Morgan and he raises his hand to her. Light bursts from his fingertips and throws her backward. She slams into the invisible barrier located next to Sarah and falls to the ground. Analese gets up quickly and is ready to try again.

Morgan rests the tip of his Luger against Max's head.

Analese stops.

 MORGAN (CONT'D)
 I think... And this is just a suggestion... That we all need to calm down and let Max walk into the room. Let's see if he blows up. Wouldn't that be fun if he did?

Morgan loads a bullet into the chamber of his gun.

MORGAN (CONT'D)

What do you say, Max? Care to give it the old Morrisfield Academy try?

Max looks at Sarah and then to Albert. Neither know what to do.

UMBERTO

It's okay, Max. It's all gonna be okay. A few steps shouldn't hurt.

MORGAN

Or maybe it could. That's the fun in trying new things, isn't it?! Besides, if the room blows up --

Morgan leans over and whispers in Max's ear.

MORGAN (CONT'D)

I'll die, too. Boooooom... The "Good Guys" win! Just like in the movies.

Max closes his eyes. Sweat beads on his forehead and cheeks. He takes a deep breath. Holds it. And steps into the room.

The moment his foot touches the stone floor the hum becomes unbearable. Max plugs his ears and waits for the explosion.

Nothing happens.

MORGAN (CONT'D)

My, my, my...Wasn't that dramatic? And, may I say, what a lovely shade of green you've got going on there, Max.

Max looks down and sees his right hand has become surrounded by a green, glowing rune-filled gel.

They all turn to look at the remaining stone. It is glowing the same green color as Max's hand.

The humming abruptly stops.

The three stones begin to slowly pulse in unison. The symbols carved into them are bleed a pale white light.

MORGAN (CONT'D)

It seems like you three were "born" for this. I, for one, can't wait to see what happens next. Can you?

The white light in the stones starts to intensify.

MORGAN (CONT'D)
Really. I can't. So... You three.
Touch your hands to the stones.

UMBERTO
My boy's not taking another step.

Umberto draws Albert even closer to him. Analese steps in front of Sarah and Max rushes to her side.

ALBERT
I think I should do it, Papa.

Umberto looks carefully into his son's eyes.

UMBERTO
No, Honey. No.

ALBERT
I think we all should. I think
it's the right thing to do.

Umberto smiles lovingly at his son.

UMBERTO
Il mio eroe.
(*My little hero*)

MORGAN
Touching...

UMBERTO
Shut your filthy mouth.

Morgan levels his gun at Albert's head.

MORGAN
I wonder if his glowing little hand
will still work if he has a hole
through his head? What do you
think... "Papa?"

He swings the gun in Sarah and Max's direction and Analese steps in front of them.

MORGAN (CONT'D)
I've never seen a bullet pass
through two people at once.. But
I've heard it can be done.

They are at stalemate.

Albert breaks away from his father and runs for the stones.

Sarah and Max look to one another and join Albert. Each of them come to a stop in front of their respective stones and prepare to place their glowing hand upon them.

Albert turns and reaches for his father's hand.

ALBERT

He didn't say I couldn't hold my
father's when I did it, did he?

Umberto shoots a side glance at Morgan.

MORGAN

By all means, be my guest. A boy
should always be with his father.

Umberto takes his son's outstretched hand and stands next to him.

SARAH

On the count of three?

The boys nod their approval.

SARAH (CONT'D)

One...

Analese edges forward towards the children. She is prepared for any eventuality.

SARAH (CONT'D)

Two...

All three of them place their glowing hands inches from the pulsing stones.

Albert squeezes his father's hand tightly.

SARAH (CONT'D)

Three!

The children put their hands on the lit runes. Light from the stones, powered by rune-filled gel, engulfs their bodies.

The three of them begin to tremble and shake as they find themselves lifted off of the ground.

Umberto tries to pull Albert away. A chain of electricity, fueled by wild energy, courses through his son's body and into his father's arm. Umberto screams and the charged blast separates him from his son and catapults him against a wall.

Albert is transfixed and completely unaware of what has happened. He begins to lift further off the ground.

Analese runs to Umberto to see if he is alright. She can't tell if he is breathing or not.

Snatches of light flash across the faces of Morgan and his Soldiers.

Analese looks up in time to see an aura of light has formed around each of the children. It has the shape of knights in full battle armor

A name appears above each of the stones:

"PERCIVAL" above Sarah's

"BORS" above Max's

"GALAHAD" above Albert's

The three children shout **"For the Grail!"** in unison.

The stones slide inward. The SOUND of STONE GRINDING against STONE is HEARD and the wall descends into the floor. A rush of stale wind, laden with dust, rushes out from the enclosed room behind it.

The knight-shaped auras fade away and the kids drop to the ground. They are awake and clearly exhausted.

Morgan is in awe.

MORGAN

Majestic...

Analese has moved quickly to the children.

ANALESE

Are you all right? Are you hurt?

Sarah points ahead of her. Analese turns to see a newly revealed crypt.

CRYPT OF FATE - NIGHT

The room is the same size as the one they're in, but the wall in front of them is as smooth as glass. Four sconces on the wall burst into flame, one by one.

A series of three inch-wide slots run the length of the wall. Each of them approximately four feet off the ground.

Runes cover the floor. Each one of them embedded into a four by four foot square.

Bookcases fill the walls on the left and right-hand sides.

Words travel across the top of the back wall and are two feet above the slotted openings. They are glowing white and written in the same language as the ones on the floor.

CRYPT ENTRANCE - NIGHT

Albert sees his father's body. Umberto is not moving.

ALBERT

Dad!!

Analese grabs him and holds him tight.

ANALESE

I think he's gone, Little One.

Albert claws at her to try and break free.

ALBERT

Dad!! Let me go, damn you!
Daaaaadeeee!

Max and Sarah put their arms around them. Albert's shoulders heave as he sobs into Analese's shoulder.

ALBERT (CONT'D)

(meekly)

Dad...

Morgan steps into the room for the first time. His Soldiers enter carefully with their weapons at the ready.

MORGAN

I don't mean to sound callous...
But can we move this along?

Albert howls in anger. He rips out of the embrace of his friends and charges Morgan.

MORGAN (CONT'D)

Ahh.. Ahh.. Ahh!

The Soldiers train their rifles at Albert.

MORGAN (CONT'D)

You don't want your father's death
to be in vain... Do you?

Sarah gets to her feet and so do Max and Analese.

SARAH

What more do you want? Why should Albert keep helping you? Why should any of us?

MORGAN

See? Here's the trick. I can read those words on the wall. Can you?

Sarah turns and looks at them.

SARAH

No.

MORGAN

Can any of you?

The boys shake their head's, "No."

ANALESE

I can.

MORGAN

Oh, good for you! Why don't you go ahead and tell the whole class what they say.

ANALESE

"In the Heart of Our Kingdom..."

(beat)

"Beats the Name of the Father."

(beat)

"Speak His Name and All Will be Revealed..."

SARAH

(whispering)

Arthur...

MORGAN

A little louder for all of us in the cheap seats.

SARAH

"Arthur." King Arthur. The father of the Kingdom of Camelot.

MAX

Where did you come up with that?

SARAH

Professor Cadour's class... Weren't you listening?

ANALESE
Well done, Sarah.

MAX
(muttering)
I was listening...

MORGAN
Yes, Sarah, well done. You are,
indeed, the apple of my eye.
Everybody into the next room
please.

None of them move.

MORGAN (CONT'D)
Please? This is growing tiresome.

Morgan's fist glows red.

MORGAN (CONT'D)
Now.

CRYPT OF FATE - NIGHT

Everyone cautiously enters the crypt.

MORGAN (CONT'D)
Don't step on the letters! "Mind
the gap" and all that.

Morgan reads the runes running along the border of the room.

MORGAN (CONT'D)
*"Speak the Name and Take Your
Stand."* Simple. At least there's
that.
(beat)
Arthur!

The letters **A-R-T-H-U-R** appear on the floor. Each letter in
a separate floor tile.

MORGAN (CONT'D)
(sarcastically)
Ooooh... Magic! Now, do as I say,
Everyone, and no one has to join
Albert's daddy.

Albert glares at Morgan with dark intent.

MORGAN (CONT'D)
 I presume you are still carrying
 Arthur's hilt in that little
 satchel of yours, Sarah? May I
 have it?

Sarah looks at Analese and then back to Morgan. She is
 reluctant to do what he asks.

MORGAN (CONT'D)
 Please?

Analese nods to Sarah.

ANALESE
 "The secret, Alice, is to surround
 yourself with people who make your
 heart smile."

MORGAN
 Quaint...

Sarah removes the satchel. She takes out the yellow book and
 drops the bag to the ground. Sarah opens the tome and reveals
 the gleaming "Hilt" inside.

MORGAN (CONT'D)
 That... Is absolutely stunning.

Morgan holsters his gun and takes out the "Hilt." Sarah
 drops the book near the bag. It has served its purpose.

MORGAN (CONT'D)
 Albert go to "R." Max to "U."
 Sarah... You're next. "H." Very
 good. Analese to "T." Oh, Dear...
 I'm out of -- Klar, go to the, "R."

KLAR
 What?

MORGAN
 Do as I say.

KLAR
 As you command.

Klar raises his right arm in salute.

KLAR (CONT'D)
 For the Fatherland!

MORGAN
 For the Fatherland!

Karl moves to the letter "R."

MORGAN (CONT'D)
And Dirk?

Dirk looks at him hesitantly.

MORGAN (CONT'D)
"A," please.

DIRK
F-for the F-Fatherland...

He raises his right arm in salute.

Morgan waves his right hand about loosely and motions Dirk forward.

MORGAN
Yes, yes... For the Goddamn
Fatherland.

The moment Dirk steps onto the "A" a white light filters through the cracks its tile. The "R," with Karl on it, does it, too. The other tiles quickly follow until they all spell the word "ARTHUR."

When the "R" under Albert becomes fully lit, a loud HUMMING SOUND can be HEARD. Followed by a faraway LOUD CLANK and then a HISSING SOUND.

DIRK
Sir...?

Dirk's eyes are wide and in disbelief.

The blade of a sword has emerged from his chest. He looks down the gory blade and realizes the blood is his own. Dirk's life leaves him just as looks up at Morgan. He falls forward and reveals the steam coming from the wall slot behind him.

Max screams in horror. Sarah and Max are terrified, too, but try their best not to show it.

MAX
It's okay, Albert!

ALBERT
It is really not okay, Max!

MORGAN
Calm down, calm down... What?
Never seen a sword go through a
human being before?

ANALESE
I have. On too many occasions.

MORGAN
Good for you. You want a medal?

Morgan looks down at the "Hilt" he is holding. It doesn't appear to match with the sword blade sticking out of Dirk's back.

MORGAN (CONT'D)
That's... Unfortunate.

SARAH
It's over. You failed.

She starts to step off of the tile.

MORGAN
Don't. You. Move...
(beat)
There has to be something else.
(beat)
"In the Heart of our Kingdom -- "

Analese shifts to move forward off her tile.

ANALESE
I can help --

Morgan holds up his glowing red hand to ward her off.

MORGAN
Stop. Moving.

Karl tries to leave his, too..

MORGAN (CONT'D)
Good Lord. Now, everyone's trying
to do it.

Morgan flips his upturned hand.

The metal in Karl's helmet crumples inward slightly. He cries out in pain.

MORGAN (CONT'D)
I'm serious! DON'T... Move.
(to himself)
(MORE)

MORGAN (CONT'D)
*"In the Heart of our Kingdom, Beats
 the Name of the Father..."*

Sarah eyes betray a moment of recognition. She tries to hide it from Morgan and fails.

MORGAN (CONT'D)
 What? You. Girl --

SARAH
 My name is Sarah.

Whatever your name is. You think
 you know something? Think you have
 it? Speak up!

She shakes her head, **"No."**

The SOUND of KARL'S HELMET COLLAPSING FURTHER can be HEARD
 and he cries out.

MORGAN
 You sure about that?

Sarah grits her teeth.

SARAH
"Beats the name of father..." King
 Arthur's father's name was...

MORGAN
*"Beats in the Heart of the
 King...dom..."* Arthur's the heart
 of Camelot, and... And... His
 father's name was Uther! Yes,
that's it! Uthur!! His father's
 name was Uther! UTHUR!

The letters **U-T-H-U-R** begin to glow. **T-H-U-R** are covered by
 Analese and the children who have not moved. **"U"** remains
 uncovered.

Karl has been freed from his tile and trying to pry off his
 crushed helmet.

MORGAN (CONT'D)
 Karl!

He stops trying and looks up.

MORGAN (CONT'D)
 Get on the tile marked "U."

Karl looks at Dirk's body and then to the glowing letter "U." He hesitates.

MORGAN (CONT'D)
For the Fatherland, Karl?
Remember?

Karl nods his head weakly in agreement. He raises his hand in a semi-salute and steps onto the "U" Tile.

The edges of the boxes light up in sequence. U... T... H... U... And finally the letter "R."

The HUMMING SOUND fills the air again. A panel opens in the far wall revealing a sword blade covered in ornate lettering. It rests in a chamber lined in blue velvet.

The "Blade" rises in its chamber and levitates in the direction of the "Hilt" in Morgan's hand.

Karl steps off of his tile to grab the blade before Analese can get to it first.

He reaches it just before she does and cackles as he wraps his hand around the sharp metal.

KARL
My Fuhrer will bless me for
delivering it unto him!

His fingers pass through the "Blade" as if it were a ghost. It rockets away to Morgan.

The "Blade" slams home into the "Hilt." A jewel appears on other side at its bottom and clamp it into place.

Morgan looks down in awe at the completed "Sword of Fate." He smiles in triumph before turning his attention to Karl.

MORGAN
It... Is... magnificent!

KARL
Now you will have the glory. The
Fuhrer will bless you..

MORGAN
I'll give him your regards.

The SOUND of CRUMPLING METAL returns. Analese and the children look on in horror before Karl collapses next to Dirk.

MORGAN (CONT'D)

Well, children... The good news is that I can finally be rid this ridiculous costume.

Morgan pulls a necklace out from around his neck. There is a large charm on the end shaped like a gargoyle. He jerks the chain, snapping it, and throws it to the ground.

His clothes begin to morph; starting from his shoes, then moving slowly upward.

MORGAN (CONT'D)

Now that those men are out of the way... I can finally be my true self.

His clothes start to shift and transform; revealing boots, leather pants, an embroidered jerkin and finally Morgan herself in her true female form. It ends as her face phases to its true beauty.

MORGAN (CONT'D)

Much better.

ANALESE

Morgan le Fay..? I thought --

MORGAN

I was dead? Now what kind of Sorcerer would I be if I let something like that happen?

ALBERT

Who is Morgan le Fay?

SARAH

Arthur's half-sister. No wonder you wanted the "Sword of Fate."

MAX

Why? Why did you hide?

ANALESE

Because no man in this world would ever have followed a woman.

MORGAN

You've been here for... What? Three hours? Maybe less? And you already figured that out.

ANALESE

I learned it in less than one..

MORGAN

Good for you. You want a medal,
too? Now... Who wants to see what
this does?

Morgan touches the "Sword of Fate" embedded jewel and it starts to glow. A golden light travels down the blade over her right hand.

Her smile quickly turns to terror as a SIZZLING SOUND can be HEARD. The leather on Morgan's hand is melts as the pommel burns into her flesh.

Morgan screams in agony as Analese and the children look on in horror.

She screams in rage and aims her left hand towards her right. Morgan blasts waves of red, rune-infused gel at it and the pommel of the "Sword of Fate."

The moment the gel hits the yellow light, Morgan is flung backwards into the next room; leaving the "Sword of Fate" to clatter to the ground where she stood.

ALBERT

Sarah?

They all look to Sarah. She is glowing as brightly as the "Sword of fate" and in the same yellow hue. She sprints to it and scoops it up. The light from the sword surrounds her in it's warm embrace.

One of the bookcases begins to tremble.

MAX

Look!!

Sarah races to the bookcase with the "Sword of Fate" and waits for the others who join her. She touches a tome the just as they arrive and the case spins like a top. Within seconds, they are gone.

INT. MORRISFIELD GRIST MILL - BASEMENT STUDY - DAY

The case comes to a sudden stop in another book-filled room.

Marvin is sits behind a desk working on a puzzle. His eyes widen when he sees Sarah standing in front of him bathed in a yellow light and holding the "Sword of Fate."

MARVIN

By Merlin's beard! You did it!!

SARAH

I --

MARVIN

You found it! Praise be!

SARAH

I --? No! We did it!

Sarah's look of accomplishment escalates to pure joy. The others laugh and cheer as they fall, exhausted, into the library's sofas.

Sarah lays the "Sword of Fate" next to her. The glow fades to sparkles light that crackle across the blade.

MARVIN

Everyone safe?

MAX

Yes!

ALBERT

No. Not all of us.

ANALESE

Albert's father. He joined our quest in Yewesaye. He fell in battle.

MARVIN

Oh, Albert...

Albert's lip starts to tremble and Marvin takes one hand as Sarah takes another.

ALBERT

He never backed down.

SARAH

No. He didn't.

ANALESE

He was a true warrior.

MARVIN

What did you battle?

ANALESE

"Who." It was a "who." Morgan le Fay.

MARVIN

Le Fay?!? She was there?

MAX

Yes... But "She" was a "He."

MARVIN

A "He?!" What the world?! Never mind. We have to go!

Marvin leaps to his feet; pulling Albert up with him.

SARAH

Go!!! We just got here!

MARVIN

If Morgan was there, she'll be right behind you.

SARAH

But she's dead!

He motions for them to quickly get out of the room. Sarah picks up the "Sword of Fate" and the glow returns.

SARAH (CONT'D)

The Sword killed her when she touched it!

MARVIN

You sure she's dead?

ANALESE

No. But even if she was alive, she doesn't have a key to get to here. If she survived --

INT. CRYPT OF FATE - NIGHT

Morgan is stands in the crypt and stares at the bookcase.

ANALESE (V.O.)

She's trapped on the other side.

One eye is bloodshot and her hand is charred and mangled.

She sees Sarah's discarded book on the ground next to its satchel. It begins to glow in a yellow light. She smiles as she picks it up along with the satchel.

Morgan turns to look at the bookcase. An empty slot begins to glow in the same way.

Her smile is horrifying.

INT. MORRISFIELD GRIST MILL - BASEMENT STUDY - DAY

The last child runs out of the room and Marvin steals a look back inside. The bookcase is trembling and books are falling out of it.

He slams the door shut and locks it with three sliding bolts.

CIRCULAR STAIRCASE - DAY

Sarah leads everyone up the circular staircase. Marvin catches up to Analese who is at the end of the line.

MARVIN

Hurry, Children! Head for the
second floor. My bedroom! She's
right behind us!

MILL ROOM - DAY

Analese exits the staircase and grabs her sword from the work table. She runs back to the stairs to catch up with the others.

CIRCULAR STAIRCASE - DAY

Analese jumps back through the doorway and rushes upstairs just as the SOUND of an EXPLODING DOOR can be HEARD below.

The children scream for her as she sprints for second floor.

The SOUND of CRUMBLING ROCK can be HEARD downstairs.

MORGAN (O.S.)

It's mine! Bring it to me!

A glowing red light fills the bottom of the stairwell. It looks like a gateway to hell.

MARVIN'S ROOM - DAY

The children are being pushed in by Marvin faster than they can run. Analese arrives on the other side of the door. She smiles lovingly to the others, slams the door shut and locks it from the outside.

CIRCULAR STAIRCASE - DAY

Analese stands atop the stairwell and readies herself for Morgan's arrival.

ANALESE

Seal the door!

MARVIN (O.S.)
You'll be trapped!

ANALESE
Seal it, Marvin!

MARVIN'S ROOM

Marvin swirls his hands with a fast incantation bathing the door in a blue, rune-filled light.

SARAH
Noooooo!

MARVIN
Out the window and onto the roof!

MAX
The roof?!

ALBERT
Don't argue!

The boys run to the window and Sarah doesn't.

ALBERT (CONT'D)
Sarah?!

SARAH
Move!

Max flings the window open and clamors out onto flat rooftop.

EXT. MORRISFIELD GRIST MILL - ROOF - DAY

The roof is made of sturdy cob. Albert climbs through the window to join Max.

INT. MORRISFIELD GRIST MILL - MARVIN'S ROOM - DAY

Sarah stands n front of the window; holding the sword and ready for a fight. The yellow light surrounding her glows stronger than ever before.

Marvin angrily at her.

MARVIN
Go!

SARAH
I won't. I'm tired of running.

CIRCULAR STAIRCASE - DAY

Morgan rounds the corner of the stairwell and sees Analese standing in front of the doorway. She can also see that it covered in a glowing, blue rune-filled gel.

MORGAN

Really? Is this what you want?
Some sort of heroic death?

ANALESE

Try me and find out.

Morgan climbs up a few steps and Analese can see Sarah's satchel slung over her shoulder.

MORGAN

Do you think me weak because I only
have one hand?

Morgan's "good" hand begins to glow a familiar red.

Analese is bathed in sweat as she wraps her fingers around the pommel of her sword.

ANALESE

No... You've always been weak. No
matter how many hands you have.

A crimson glow starts to engulf Analese's sword. The blade begins to shift backwards, out of her control, and towards her exposed neck. Analese pushes back on it with all of her strength.

EXT. MORRISFIELD GRIST MILL - ROOF - DAY

A crowd has begun to form on the streets below. They talk amongst themselves and point at the boys on the roof of the mill.

Max waves at them weakly.

MAX

Um... Hello.

ALBERT

Sarah! Come on!

INT. MORRISFIELD GRIST MILL - MARVIN'S ROOM - DAY

Sarah has moved next to Marvin who is funneling blue energy at the door.

SARAH
Marvin... Open the door.

MARVIN
I can't, Child.

A LOUD THUD can be HEARD from the OTHER SIDE.

SARAH
Marvin!

LEATHER SCRAPING against WOOD can be HEARD through the door.

CIRCULAR STAIRCASE - DAY

Analese has braced herself against the door. She is using all of her strength to push her sword away from her.

ANALESE
Ungh...

Her eyes glance towards the door as Morgan draws nearer.

ANALESE (CONT'D)
Run, Miss Sarah! You've got to go!
NOW!

MARVIN'S ROOM - DAY

Sarah is using the "Sword of Fate" to dig into the blue rune-filled gel. Marvin fills the openings as fast as she can make them.

SARAH
I won't! Let me help! Please!

MARVIN
Sarah, listen to her!

CIRCULAR STAIRCASE - DAY

The sword is inches away from Analese's neck. Morgan's muscles strain as she channels her magic.

ANALESE
Leave, Sarah! Get to a safe place.
Promise me!

Morgan whispers gently into Analese's ear.

MORGAN
She's like a daughter to you, isn't she?

ANALESE
Please, promise me, Sarah!

MARVIN'S ROOM - DAY

Sarah's eyes are filled with tears.

SARAH
I'll go. I'll make sure I'm safe.
I promise.

CIRCULAR STAIRWAY - DAY

Analese smiles lovingly.

ANALESE
Thank you, Dear One...

Her eyes fix on Morgan.

ANALESE (CONT'D)
She's more than a daughter to me.
(beat)
She's the savior of us all.

Analese shifts her weight and kicks Morgan squarely in the midsection. It sends her tumbling backward, but as she starts to fall, Morgan pushes her hand forward. Her final charge red-lit gel forces Analese to lose the grip on her sword.

MARVIN'S ROOM - DAY

The horrible SOUND of METAL BURIED INTO WOOD can be HEARD.

SARAH
(screaming)
Noooooooooooo!

Marvin wraps his arms around Sarah's shoulders and rushes her to the window.

MARVIN
Get to the flag pole, Sarah! Take
the boys and run to Yewesaye!

Sarah climb out the window.

SARAH
What about you?

MARVIN
I'll stay and take care of Morgan.

SARAH
You will?

MARVIN
Slow her down at least.

SARAH
Please come with us! I don't know
if we can do this by ourselves.

MARVIN
I have a feeling you won't be
alone.

A blast of red light smashes bleeds through the blue gel on
the door. It snake through it in desperate tendrils.

MARVIN (CONT'D)
GO! Find Arthur! Save both our
Kingdoms!

Sarah tumbles onto the roof. Marvin smiles as he locks the
windows behind her.

EXT. MORRISFIELD GRIST MILL - ROOF - DAY

Sarah runs to Albert and Max. The crowd below them has
gotten larger.

SARAH
Get to the flagpole! All of you!
RUN!!

Albert and Max grab the flagpole. It glows yellow the moment
Sarah gets near it.

The WOODEN EXPLOSION can be HEARD. A sickly red light fills
Marvin's window.

A blinding blue light joins the red. Sarah wraps her fingers
around the flagpole.

The children spin away just as the window explode outward.
Marvin is among the twinkling shards of glass. He bounces
across the roof and down onto the river bank below.

People break away from the crowd rush to his aid.

EXT. GLASTONBURY ABBEY - SOMERSET, ENGLAND - TOWER ROOF - NIGHT

The flagpole stops spinning and the children fall into a heap. They are on the stone roof of one of Abbey's towers. Sarah has not let go of the "Sword of Fate."

A fierce rain storm drenches them immediately. Max looks up and sees that the yellow flag clinging to the pole above them. It bears the same symbol of a red dragon on a white shield against a yellow background and is much larger than the one on the roof of the mill.

The kids scream to one another be HEARD over the SOUND of the ROARING STORM.

ALBERT

Analese?!

SARAH

She's gone!

MAX

Marvin?!

SARAH

I don't know! I couldn't see!

ALBERT

He's gone, too, I know it!

MAX

How do we do this alone?

The roof door opens and the wind catches it. It slams against the Abbey wall.

Miss "G" stands in the doorway. Her face bears some of the scars of her previous battle, but she is still very much alive.

MISS "G"

Come inside, Children! I've been expecting you!

They rush to her.

MISS "G" (CONT'D)

I knew you would succeed! I just knew it! Have courage, Children! We're almost there!

Miss "G" pushes her way out into the storm and lets the kids pass by her. She grabs the door handle and pulls it shut against the wind. A green rune-filled gel surrounds it.

EXT. MORRISFIELD GRIST MILL - ROOF - DAY

Morgan steps through the blown out side of the building and onto the roof. Blood runs from her nose and her lower lip is split.

The crowd runs in panic.

She takes the yellow book from the satchel and it glows yellow. So does the flagpole.

Morgan limps toward the edge of the roof.

MORGAN

Keep running, Child. I love a moving target...

INT. GLASTONBURY ABBEY - GRAND STAIRWELL - NIGHT

Miss "G" leads the children down the wide, stone stairway. Tapestries adorn the walls and the SOUND of RAIN BUFFETING against the stain glassed windows can be HEARD.

ALBERT

Is Arthur here?

MISS "G"

He is sealed in his tomb below.

MAX

Tomb? He's dead?

MISS "G"

Dead? Heavens no! Weren't you listening in class?

MAX

That's the second time someone asked me that today.

MISS "G"

(under her breath)
The Professor would be so disappointed.

ALBERT

But you did say he was in a Tomb.

SARAH

He is. Legend says that's just for his safekeeping. When he fell at the battle of Camlann, Merlin came to his side and --

LOWER STAIRWELL - NIGHT

The group run down the stairs and into deep recesses of the Abbey.

SARAH (CONT'D)

As Arthur lay in his arms dying, Merlin provided him with a spell which would slow his heart beat to once a year. This would keep him alive until such time that Merlin could provide a miracle to restore his King... And dear friend, Arthur.

ALBERT

The sword --

SARAH

"Of Fate" must be that miracle. I've never felt this strong in my life.

A MASSIVE CRASHING SOUND can be HEARD from far above. It echoes throughout the Abbey.

MORGAN (O.S.)

Sar-aaaaah! Come plaaaay with meeeee!

Miss "G" and the children don't stop. They reach the bottom of the stairs and push open a set of heavy, oaken doors.

GRAND STAIRWELL - NIGHT

Morgan drops Sarah's book and leans against the wall. She clutches her side. A widening blood stain has permeated the her jerkin.

MORGAN (CONT'D)

(whispering)

Come out and play, you little brat...

She pushes herself off of the wall, winces against the pain and slowly starts to make her way down the stairs.

ARTHUR'S SANCTUARY - NIGHT

The Sanctuary to Arthur's Tomb has been turned into a Museum dedicated to his memory. Glass cases, resting upon mahogany plinths, are filled with the artifacts of his legendary reign and the grandeur that was Camelot. Tapestries adorn the walls depicting the achievements of his Knights, his love story with Guinevere and the final battle of Camlann.

A wide walkway between the cases leads to the entrance of Arthur's Tomb. There is an ornate, tiled floor throughout the Sanctuary. Large, globe-shaped fixtures hang above each of the cases to provide light.

The doors to Arthur's Tomb are from Camelot itself and are still blackened from battle there. The gold leaf of the Pendragon Crest is faded and worn, but still visible.

Miss "G" turns around and places her hands on the door locks to the Sanctuary. A green-runed gel begins to form around them.

MISS "G"

Hurry, Children! To the other side of the Sanctuary. I can only seal the locks of these doors! I can't shield the entire door in my state!

Sarah and the boys run to the other side of the Sanctuary.

MISS "G" (CONT'D)

Quicker! Move quicker! This is not going to hold for long and I have to save the rest of my energy to unseal the doors to Arthur's Tomb.

The children reach the cases closest to the doors of the Tomb. These displays include such relics as the King's Crown, Arthur's Shield of Pendragon and the Gauntlets of Uther.

ALBERT

Hey you guys? You wanna know something?

MAX

Probably not the time, Al.

SARAH

What, Albert?

ALBERT

I don't feel scared anymore. This feels right. I have never felt more safe in my entire life.

SARAH

Good for you, Albert!

MAX

Famous last words my friend. I bet Custer said the same thing when he sat down to breakfast before the Battle of Little Big Horn.

Miss "G" turns away from the entry doors and starts running towards the children.

ALBERT

I don't care what you say, Max.
(whispering)
I think we're going to win.

Sarah smiles at Albert. The glow around her and the "Sword of Fate" have turned to a shimmering gold.

SARAH

We'll find out soon enough.

LOWER STAIRWELL - NIGHT

Morgan the landing of the final stairwell. She leans her uninjured left hand against the wall for support. It glows like a forge and the runed gel around it has changed to a blood red.

As she starts to walk down the stairs, her glowing hand sinks into the centuries old stone. It leaves a deep, uneven molten track behind her. As she passes through each of the tapestries on the wall, they burst into flames.

MORGAN

Saaaar-aaaaah! I want my Sword.

Morgan coughs and spits out a mass of blood.

MORGAN (CONT'D)

Don't make me kill you all... At once... Please.

(whispering)

I want to savor each of your deaths like fine wine...

She takes a handful of the molten rock into her glowing rune-covered hand and throws it at the door.

It splashes against the wood and it begins to catch fire.

ARTHUR'S SANCTUARY - NIGHT

Miss "G" hurtles past the children and reaches the doors to Arthur's Tomb.

MISS "G"

Stand back, Children... Just a
little. It's been awhile since
I've done this. It might be messy.

She places her hands on the Tomb doors. There are no handholds.

Sarah steals a quick glance backward. Small flames have begin to form on the interior of the Sanctuary doors. It looks like red hot embers are trying to burrow their way through. She turns back to look at Miss "G's" progress.

Green, rune-filled gel has begun to travel from Miss "G's" fingertips and into the crevices of the doors.

MISS "G" (CONT'D)

Please, Lord...

She begins to suck in air as if is lifting something three times her weight.

MAX

Holy cow...

The green, rune-filled gel is forming around the Dragon Crest of the House of Pendragon.

The SOUND of SOMETHING LARGE HITTING the SANCTUARY DOORS reverberates through the chamber. The magic-infused locks buckle for a moment, but don't give in.

MISS "G"

Come... On!

The Crest, which stretches the length of the ten by ten foot doors of the tomb, is almost fully formed and glowing brightly.

MORGAN (O.S.)

Do you think your magic is strong
enough, Guinevere?!

LOWER HALLWAY - NIGHT

Morgan is stands four steps up from the double doors.

A solid torrent of red-runed gel flows from her left hand and splashes across the locks.

MORGAN (CONT'D)
Your magic didn't save "Professor"
Cador! And it certainly won't save
you and your damned kids!

ARTHUR'S SANCTUARY - NIGHT

The green light surrounding the Pendragon Crest is full intensity. It floods the chamber and everyone in it.

MISS "G"
Finally...

Something heavy CLUNKS LOUDLY inside the doors and the SOUND of a FAST MOVING MECHANISM springing to life can be HEARD.

The doors to Arthur's Tomb slowly sink sideways into the walls beside them. They slide open; straining under their weight.

Miss "G" runs into the Tomb before it is completely open and the kids follow her.

ARTHUR'S TOMB - NIGHT

The sconces on the walls burst to life, illuminating the room. They reveal a simple chamber and a canopied four-poster bed at its center. Dried flowers litter the floor, but the rest of the room remains empty.

Sarah and the boys approach the bed. Miss "G" already at the side of the bed. Resting comfortably inside is King himself. Arthur looks like he has stopped breathing, but the color in his checks reveal he is in peak of health.

Miss "G" lovingly takes Arthur's hand from his chest and into hers.

MISS "G" (CONT'D)
I've returned to you, My Love.

Arthur's eyes flutter and open slowly. He looks at Miss "G" with deep affection.

ARTHUR
You're home.

His voice sounds exhausted beyond its years. Arthur looks at the children and smiles.

ARTHUR (CONT'D)

You've brought children. Are they
my grandchildren -- ? My sword. The
young lady has my sword.

Sarah glowing light collapses and forms a shell of dancing
light around her. The boys notice immediately and they back
away.

MAX

Miss "G?"

Sarah realizes what's happening.

SARAH

Miss "G?!?"

MISS "G"

Don't panic, Dear.

She places Arthur's hand back on his chest and walks toward
Sarah.

MISS "G" (CONT'D)

Arthur is not strong enough to
fight.

The shell of light around Sarah begins to transform into to
white armor embedded with gold filigree.

The SOUND of WOOD CRACKING intensifies in the next room just
as Miss "G" reaches her Sarah. She places her hands upon
Sarah's armored shoulders.

ARTHUR

The King has chosen you as his
second. Arthur is trusting you
with the power of Nimuë - The Lady
of the Lake.

ARTHUR'S SANCTUARY - NIGHT

The Sanctuary doors GROAN MIGHTILY and collapse into the
room. Huge chunks of stone and wood smash through the
display cases. Dust and debris swirl upward and reveal that
Morgan is standing inside the doorway.

MORGAN

Where's my favorite little girl?

Morgan enters the Sanctuary for the first time in hundreds of
years. She stops for a moment and drinks it all in as she
marvels at the displays.

MORGAN (CONT'D)
 Look at all of this... A life lived
 well and on full on display. Laid
 out like a banquet.

She walk confidently through the rubble and towards the Tomb.

MORGAN (CONT'D)
 And where is the "Founder of the
 Feast?" In bed? Tucked in like a
 child?

As the smoke and debris begin to clear, Morgan can see that Sarah is standing in the open doorway of Arthur's Tomb. Fully armored and prepared for battle with the "Sword of Fate."

MORGAN (CONT'D)
 You take that armor off. That
 doesn't belong to you. You don't
 deserve to wear it.

Miss "G" joins Sarah at her side.

MISS "G"
 It doesn't belong to you, either,
 Morgan. You're too late. Arthur
 has chosen our fate and the destiny
 of both of our worlds is secure.

SARAH
 Especially from your Fuhrer.

Morgan chuckles lightly.

MORGAN
 My what?

SARAH
 Your Fuhrer. Hitler. He'll never
 get the "Sword of Fate." Never get
 to Arthur. You've lost and so has
 he.

MORGAN
 What makes you think I was ever
 going to give the sword to him?
 He was just a means to an end in a
 pathetic little world filled with
 pathetic little men.

Morgan reaches out with her left hand; sending a red-runed blast at Sarah.

Sarah raises the "Sword of Fate" and splits the red-runed gel in two. It slices through the casse closest to Arthur's Tomb.

MORGAN (CONT'D)
Hitler will end up in some bunker
somewhere... Crying into his
mistress' bosom.

The contents of the cases clatter to the floor. Max and Albert rush to grab some of the fallen relics.

MORGAN (CONT'D)
Me? I'd rather watch the world
burn... How about you?

Max picks up Arthur's shield. It begins to glow in the same light as Sarah, but it doesn't surround him as it did her. Only the shield is glowing.

MORGAN (CONT'D)
Wouldn't you rather stay out of the
fight? See who comes out on top?

Albert is almost to a set of metal gauntlets before he is blindsided by a blast of red-runed gel. It tries to hold him in his place, but he struggles against it. His fingers reaches out for the gauntlets. He almost touches them before he is thrown across the room; blasting through the wreckage of multiple display cases. He lands in a crumpled heap behind Morgan.

MAX
Al!

SARAH
Albert!

MISS "G"
That's.. Enough!

Miss "G" hurtles a blast of green, rune-filled gel at Morgan. It is met, midway, by an even more powerful red-runed one. Droplets of green and red drip from where the two streams collide; splashing on the stones in the middle of the Sanctuary.

MORGAN
My, my, myyyy. You're much weaker
than before, Miss "G."

Morgan closes the distance between the two of them in a slow and dilberate manner.

MORGAN (CONT'D)

You've practically drained yourself
for your precious Arthur.

SARAH

Please - Please, don't come any
closer. I've never killed anyone
before. And... I don't want to --
Please, don't make me have to kill
you.

Morgan stops dead in her tracks. The SOUND of the two
STREAMS of magic POP and HISS. Just six feet separates the
two wizards.

MORGAN

Oh, My Sweet, Darling Child...
Killing is part of it. Part of
being a Hero. Didn't anyone tell
you about that, Sweet Sarah?

Max roars out a battle cry and launches himself between Miss
"G" and Morgan; dropping Arthur's Shield between the two
powerful streams.

Miss "G" stops hers before the glowing metal makes impact.
Morgan Le Fay does not. The red-runed gel reflects off of
Arthur's shield; arcing backwards into Morgan. It launches
her off her feet and all the way back to the bottom of the
stairs. She stops herself, mid-air, before she hits the hard
stone.

Miss "G" retreats, exhausted, into Arthur's Tomb as Morgan
remains floating in the air.

MORGAN (CONT'D)

That quite enough out of you,
Maxwell.

Another tendril of red-runed gel flies across the length of
the chamber. It whips around Max's waist. With a deft flick
of her wrist, the boy is thrown into a stone wall next to
Arthur's Tomb. His eyes widen at the impact. He wind is
knocked out of him and he falls, unconscious, to the floor.

Morgan levitates to the wreckage of a case closest to the
stairway. She gently eases herself back to the floor.

MORGAN (CONT'D)

Now... where were we? Oh, that's
right, Sarah. Just two ladies
talking... About what's rightfully
theirs.

Sarah tightens her grip against the pommel of the "Sword of Fate."

MORGAN (CONT'D)

Please, don't make we walk all the way over there, again. Why don't you just come on over here and give it to me?

Sarah roars in anger and charges across length of the Sanctuary. Morgan smiles smugly.

ARTHUR'S TOMB - NIGHT

Miss "G" sees Sarah running towards Morgan and tries to stand, but her legs go out from under her. She grasps the footboard and closes her eyes in prayer.

MISS "G"

(whispers)

Please, Child... Believe...

Arthur looks to Miss "G" and then to Sarah who has almost met Morgan in battle.

ARTHUR

Believe... In yourself, My Child.
As we believe in you.

ARTHUR'S SANCTUARY - NIGHT

Sarah hears the word of Miss "G" and Arthur echoing softly to her.

Sarah propels herself into the air and shouts:

SARAH

I believe!

She turns the "Sword of Fate" downwards and tries to plunge it into Morgan's chest.

MORGAN

I believe in you as well, Sarah...

A shield of red-runed gel instantly appears in front of Morgan. The "Sword of Fate" makes contact with the gel and tries to make its way through. The further it moves inside, the more suspended it becomes in the thick red substance. It finally stops moving just as the point of the blade is inches away from piercing Morgan's chest.

Morgan's left hand is at her side; channeling the red-runed gel.

MORGAN (CONT'D)

You have come so far... Fought so hard. Truth be told.. I'm rather impressed with you.

Sarah continues to push downward with the "Sword of Fate" with all of her might.

Morgan leans into Sarah, the thin veil of the red-runed gel separating them by mere inches.

MORGAN (CONT'D)

I can see so much of me in you, Little Sarah. That fire in your eyes. Your ability to never give up... Overcoming everything and turning obstacles into opportunities. You are absolutely breathtaking.

(beat)

Join me. Become my General. My equal. We can change both of our worlds into what they are truly meant to be.

Sarah's matted hair clings to sweat of her forehead and her eyes are locked with Morgan's.

SARAH

(whispers)

Never...

All of her strength, all of her being, is trying to move the "Sword of fate" to its final resting place. But it won't budge.

MORGAN

Stop struggling. Join me. Accept your true fate. Stop fighting against your true will...

Sarah's eyes leave Morgan's for just a moment. It looks as if she might be considering the offer.

SARAH

My grandfather always told me to stay true to only one thing... My heart. Never give up. He always told me: "Sarah... Where there's a will, there's always --"

Morgan eyes go wide in surprise and her mouth gapes open.

ALBERT (O.S.)
 "A Way..."

Albert is behind Morgan and has shoved Mordred's dagger into her back. He digs the blade in a little deeper

ALBERT (CONT'D)
This is for my father...

The red-runed shield protecting Morgan quickly drops away and the "Sword of Fate" into Morgan's chest.

SARAH
 And this is for Analese...

Sarah leans closer to Morgan and adjusts her grip.

SARAH (CONT'D)
 You wanted the "Sword of Fate" so bad?

Sarah shoves blade into Morgan's chest all the way up to the hilt.

SARAH (CONT'D)
 You can have it.

Morgan starts to cough up blood and falls to her side. She gasps for air and her fingers stretch to take the dagger from her back.

ALBERT
 That's Mordred's dagger. Your son's? I found it over there...

Albert joins Sarah at her side.

ALBERT (CONT'D)
 The plaque said it was found on the battlefield of Camlann... After he tried to use it kill Arthur with it.

The jewel in the "Sword of Fate" begins to glow softly and Morgan cries out in pain. Her skin starts burn from where the blade has pierced it.

MORGAN
 Sarah... Please... Help me.

Morgan desperately reaches out to Sarah, but she backs away.

SARAH
 I'll let fate decide.

A yellow, rune-filled gel spreads across Morgan's body. It begins to erase whatever it touches.

Morgan dissolves in front of them. Her screams echo into the Sanctuary's high ceilings. The "Sword of Fate" clatters to the ground where she used to lay.

Sarah picks it up and runs with Albert to where Max is lying. He is unconscious, but breathing.

MISS "G" (O.S.)
Not to worry, my two heroes...

ARTHUR'S TOMB - NIGHT

Miss "G" sits at the foot of Arthur's bed. She smiles lovingly at them both. Behind her, Arthur has returned to slumber with a smile is upon his lips.

MISS "G" (CONT'D)
You saved us all....

SANCTUARY _NIGHT

Sarah is holds Max in her arms as Albert hugs them both.

MISS "G" (O.S.) (CONT'D)
You saved both the Kingdoms.

Albert stays with Max as Sarah stands and walks to Arthur's bedside. Her eyes are filled with tears of joy and accomplishment.

Miss "G" reaches out to Sarah with her open hand. She takes squeezes in with affection before continuing to the King's side. Sarah places the "Sword of Fate" next to Arthur as he sleeps.

SARAH
Home... It's finally home --

EXT. THE TOWN OF HUB - RIVER'S END CEMETERY - DAY

A beautifully inscribed tombstone reads "ANALESE SPARROW."

SARAH (V.O.)
Where it belongs.

It sits at the head of a gravesite covered with loose flower petals.

Sarah, Max, Albert, Miss "G" and Marvin stand in front of it; dressed in their finest mourning clothes and cloaks.

SARAH

Thank you, Analese. I will always protect others in your memory.

ALBERT

We all will.

MAX

Or at least try to.

Miss "G" ruffles Max's hair.

MISS "G"

With, or without, the shield, Maxwell... You will always be my hero.

As they walk away from the graveside a light breeze causes the flower petals to dance.

INT. THE BALROG'S DEN - DAY

The group is seated in a booth near the back of the pub and bathed in the sunlight from a nearby window. Marvin reaches for a drink and winces slightly.

ALBERT

Are you okay, Mr. Marvin?

MARVIN

Just a few cracked ribs. They'll heal.

He smiles at Albert.

MARVIN (CONT'D)

All things do, Albert, once you stop worrying about them. And what does the future hold for you three?

ALBERT

That depends on what's going on at our school.

MISS "G"

The Morrisfield Academy is closed for repairs. We should be open and ready for all of you in the fall, however.

ALBERT

Good. Once my Dad is feeling better, I'll come back.

SARAH

Is he going to be okay?

ALBERT

The doctors think he had a heart attack. Good news is that he should recover completely over the Summer.

MAX

Best news I've heard in a week.

MARVIN

And you, Young Max?

MAX

Help my Mom. Read. Dad's rules. Glad I don't go to his school. He's a strict teacher. 'Sides, I've gotta finish my end of the year book for "Legends" Class.

MARVIN

Which one?

MAX

"The Lost Legion..."

MISS "G"

Miss Sarah?

SARAH

Staying with my Grandfather. He's teaching me how to write down my stories.

MARVIN

You got a few of those to share now, don't you?

MISS "G"

I'll say, you do. But.. Be mindful about what you share.

SARAH

I know... No stories about any of this. Not about here and not about you. I'll keep our travels safe.

MARVIN

We know you will.

ALBERT

Mr. Marvin, Sir... may I ask one question before we go?

MARVIN
By all means, Albert.

ALBERT
Where was Merlin during all of
this?

MARVIN
Ah..

SARAH
Yes. Where was he?

MAX
This I need to know.

MARVIN
I think that's ---

INT. ARTHUR'S TOMB - DAY

The doors slide slowly open and reveal the silhouette of
robed man.

MARVIN (V.O.)
A story for another day.

The figure draws closer to Arthur; still fast asleep with his
sword at his side. The visitor's deep blue robes are
embroidered with stars and planets.

MARVIN (V.O.)
And aren't those always the best
kind?

Eventually they obscure the view of the King.

FADE TO BLUE

THE END

DEDICATED TO

The Memory of My Grandfather - H. Warner Munn

A BRIEF NOTE ABOUT MY GRANDFATHER (And His Work)

The edition of *WEIRD TALES* that Professor Cador is reading, early on in the story, features the first appearance of my Grandfather's published work, *KING OF THE WORLD'S EDGE* (September - December 1939).

It was later collected by Ace Books in 1966.

It's sequel, *THE SHIP FROM ATLANTIS*, was published, also by Ace, as a "Ace Double" in 1967.

Both volumes were combined and released as *MERLIN'S GODSON* in 1976 by Ballantine as a prequel to the original novel, *MERLIN'S RING*, published in 1974.

All works, listed above, are (c) 2015 John Munn, Jr and held in trust under the estate of H. Warner Munn

This screenplay is not a continuation of those stories. It stands alone, but I am honored to have one of my characters read some of my Grandfather's words aloud.

I want to share them as a loving tribute to my grandfather: A wonderful man, and mentor, whom I adored.

I will always keep him my heart, and soul, when I try to tell stories as he always encouraged me to write when I them down when I little.

And I have a funny feeling he still hopes that I am doing the same thing today.