PAN

Written by

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OUT OF THE BLACKNESS SLOWLY EMERGES--

The incandescent twinkle of STARS in the night sky. Maybe our eyes are playing tricks on us, but for a second it almost seems that one star FLARES brighter than all the others--

The second star to the right.

Suddenly-- KVWOOSH! The image SPLASHES AWAY as a WOMAN'S BOOT stomps through it and we realize we were looking at the sky reflected in a puddle of water. We rapidly TILT UP to see:

MARY (20) in a long, hooded raincoat, sprinting away from us into--

EXT. CENTRAL LONDON (1926) - NIGHT

Rain falls. The London skyline looms large on the horizon.

We TRACK the woman as she races through the eerily quiet city. We don't know who she is, we don't know what she's running from, but one thing is clear -- *she's running for her life.*

C/U -- on a sign that reads: KENSINGTON GARDENS.

Our woman races past it. After a beat-- a SECOND FIGURE, draped in shadows, quickly follows.

INT. KENSINGTON GARDENS - MOMENTS LATER

WIDE ON-- a BRIDGE overlooking a lake. In the starlight, we see the woman in silhouette as she races full speed across.

PUSH IN ON THE WOMAN-- as she begins to slow, coming to a stop in the middle of the bridge. We get a good look at her face for the first time -- fiercely beautiful with piercing blue eyes.

Breathlessly, she checks her watch, then eyes Big Ben in the distance as its massive arms tick to--

MAN (O.S.)
Midnight.

A MAN (35), ruggedly handsome, approaches.

MAN (CONT'D)
They did say you'd be prompt.

MARY
Mr. Dobkins?

DOBKINS
(nods)
We should move quickly, Miss Mary. We don't have time. You do have it -- don't you?

Mary nods and begins to open her coat, snap by snap. Dobkin's eyes WIDEN as if she's about to unveil the Holy Grail when--

GUNMAN (O.S.)
DON'T!

They both turn to see-- A BEARDED GUNMAN (25) WITH A REVOLVER RAISED. IN A FLASH, DOBKINS HAS PULLED A FLINTLOCK PISTOL. MARY RAPIDLY PULLS A GUN OF HER OWN.

We're in a Mexican stand-off on the bridge as the two men begin to circle around Mary.

GUNMAN (CONT'D)
Don't give it to him, Mary!

MARY
Who are you?!

GUNMAN
I'm Dobkins!

Mary levels her gun at the first man.

DOBKINS 1
Don't believe him! He's lying!

Mary sizes the situation up. One wrong move, they're all dead. She levels her gun at the second man.

MARY
What I carry will change everything! You know that! Swear to me you are who you say you are!

DOBKINS 2
I swear it, Miss! I swear it.

She levels the gun back at Dobkins 1.

DOBKINS 1
He's a liar, Mary! I'm Dobkins!

Mary can't read which one is lying. She alternates her aim between men as they circle.

DOBKINS 1 (CONT'D)
I swear on my mother's life!

MARY
What did you say?

DOBKINS 1
I said I swear on my mother's life!

She eyes Dobkins 2 then-- SWINGS THE GUN BACK TOWARD DOBKINS 1 AND -- BAM! -- PULLS THE TRIGGER, SENDING HIM OVER THE EDGE INTO THE LAKE.

SFX -- a baby beginning to cry.

Mary joins the <u>real</u> Dobkins, begins to unsnap her raincoat.

DOBKINS
How did you know it was me?

MARY
Because where we come from...

She opens her jacket to reveal: a crying NEWBORN BOY with PIERCING BLUE EYES securely fastened into a wraparound sling.

MARY (CONT'D)
No one has a mother.
(then)
Let's go.

EXT. CENTRAL LONDON - MOMENTS LATER

Mary and Dobkins hurry down the street.

MARY
He knew where to find me -- how?

DOBKINS
Spies everywhere, Miss Mary. These are dark times. *They want your boy*.
(then, points)
This way.

EXT. CHURCH - NIGHT

C/U -- a sign reads: KENSINGTON CHURCH & HOME FOR BOYS.

Mary and Dobkins arrive at the steps of the church. Dobkins rings the doorbell.

DOBKINS
He'll be safe here, Miss. You have my word.

Mary takes off the sling, wrapping the boy in her raincoat. She sets her baby down gently at the foot of the church door. She SLIPS a note in the coat pocket, then takes off her NECKLACE, draping it around the boy's neck.

We HEAR the noises of PEOPLE awakened by the doorbell.

DOBKINS (CONT'D)
We have to leave *now*, Mary! Come!

ON MARY'S AGONIZED FACE-- as she gently kisses the boy's forehead, tears rolling down her cheeks.

MARY
I love you, my son. I love you--

ON THE BOY-- as Mary whispers:

MARY (CONT'D) (O.S.)
My <u>Peter</u>.

We PUSH IN on the face of PETER and then IN ON his mother's necklace resting on his chest, from which we now see hangs--

A SMALL, BUT ICONIC WOODEN PAN PIPE.

The music SWELLS, drowning out the baby's cries as everything but the PIPE fades to black.

ANGLE ON THE PIPE as it ROTATES vertically and then tilts out TOWARD us, horizontally, to reveal that from this perspective the series of wooden tubes spell out, our TITLE CARD:

P A N

The letters FLARE -- not unlike that special star in our first shot -- temporarily blinding us until we--

FADE IN:

C/U -- eyes closed shut.

BOY (O.S.)
PETER!

The eyes SNAP open to reveal a pair of immediately recognizable blue eyes. Reveal:

INT. KENSINGTON HOME FOR BOYS - NIGHT

An orphanage dormitory that feels straight out of Dickens.

PETER (14), scrawny, but a heartbreaker even if he doesn't know it yet, sits up to see his best friend NIBS (13), visibly malnourished, standing at the foot of his bed.

NIBS
C'mon! You're going to miss breakfast.

Peter nods, kicking off the sheets.

ANGLE ON PETER'S NECKLACE-- as he tucks the pan pipe inside his shirt.

INT. CAFETERIA - DAY

ON AN EMPTY BOWL-- as a spoonful of gelatinous, grey SLOP SLAPS into it.

Peter looks down at the bowl, disgusted.

WARWICK
Keep it moving then!

A rotund orphanage worker, WARWICK (35), clad in an apron, GLARES at Peter. Peter GLARES back, then moves on as we pull WIDE to see:

Peter in line with dozens of other borderline-starving BOYS as they queue to get their morning cup of gruel.

Text: London. 14 years later. November 1940.

ON A BALCONY ABOVE-- we see the cruel-faced FATHER PRATCHETT (50), watching over this sorry scene without a hint of empathy.

ON PETER & NIBS-- as they walk toward one of a series of long communal tables.

PETER
These are barely left-overs. How much you want to bet Pratchett up there is stealing rations?

NIBS
Shh!!! If he hears you-

PETER
Shh yourself. He doesn't scare me.

They find their seats-

NIBS
Oi, did you hear Nelson and Winny both got adopted? Lucky buggers.

PETER
Both of them? When?

NIBS
Don't know. When I woke up, they was gone. Adopted.

PETER
In the middle of the night? Doesn't that seem a touch odd to you?

Nibs shrugs. Peter eyes Pratchett above.

INT. WORK FLOOR - DAY

We MOVE DOWN a row of young ORPHANS, all hard at work recovering fibers from old shipping rope by hand, until we land on Peter and Nibs.

PETER
If Pratchett <u>is</u> stealing food, where do you suppose he's hiding it?

NIBS
His office? I guess that'd be the place. You reckon?

Nibs sees Peter's face, realizes what's up.

NIBS (CONT'D)
Peter, no! I know that look!

INT. CHIMNEY - DAY

Peter and Nibs, covered in soot, sweep the chimney.

NIBS
Even assuming Pratchett is hiding the rations in his office, what are we supposed to do about it?

PETER
We wait for an opportunity. Then we make our move.

Peter smiles when-- Warwick pokes his head into the chimney.

WARWICK
Less talk, I need one of you up on the roof, cleaning the shutters!

Peter looks to Nibs.

PETER
Do you mind? You know how I am with heights.

Nibs nods, but before he leaves, Peter grabs his arm.

PETER (CONT'D)
Be ready.

INT. CAFETERIA - DINNER TIME

Peter & Nibs sit with the other orphans eating slop when we hear-- the CLATTER of a bowl hitting the floor.

ON ONE PAINFULLY SKINNY ORPHAN-- who looks down to his spilt bowl on the floor, then looks up terrified as Father Pratchett storms toward him.

SKINNY ORPHAN
It was an accident, I swear it!

FATHER PRATCHETT
We give you this food while children starve in the streets and you spill it on the floor like so much rubbish!

The kid is so nervous he trembles.

ON PETER-- angered by what he's seeing.

SKINNY ORPHAN
Please! I'm so hungry.

SFX -- the CLATTER of ANOTHER BOWL hitting the floor.

Pratchett's head shoots up to see: a spilt bowl on the floor at the feet of a defiant looking Peter. The whole room GASPS.

PETER
It looks like I'll be needing more,
as well, Father.

As Pratchett approaches, Nibs takes a deep breath and--

NIBS
Lord help me...
(then)
Oops.

--knocks his bowl to the floor, too, spilling his gruel.

FATHER PRATCHETT
What devil has possessed you
heathens?!

Another ORPHAN, following Peter's lead, "spills" his dinner, to the floor, followed by another...and another...and another.

Pratchett spins around, now engulfed by a sea of spilt bowls.

PETER
(pounds on the table)
More...more...more!....MORE!

Soon the entire room is spilling bowls and chanting with him.

Peter grins ear to ear, having the time of his life, as Pratchett CHASES him in between the TABLES, but can't catch up, slip-sliding on the spilt slop as the kids keep chanting.

Warwick steps in front of Peter, ready to grab him-

But Peter simply SLIDES on the slick floor in between Warwick's splayed legs, emerging just as--

SFX -- an AIR-RAID SIREN wails in the not so distance.

The party stops. Everyone looks frightened and begins to file out the front door.

WARWICK
You hear the siren! Not a drill!
Everybody let's go! GO!

ON NIBS-- as he begins to follow the others. Peter GRABS him.

PETER
Opportunity knocks.

EXT. KENSINGTON HOME FOR BOYS - MOMENTS LATER

C/U -- the headline of the Daily Express reads: “Battle of Britain; Royal Airforce Patrols the Skies”. We PULL OUT from the newspaper box to reveal:

The ORPHANS are being evacuated to an underground bomb shelter down the street.

Pratchett counts the orphans as they file out.

FATHER PRATCHETT
Keep it moving! 47...48...forty ni-

Pratchett stops; roughly grabs the Skinny Orphan by the arm.

FATHER PRATCHETT (CONT’D)
Where’s the rest of your bunk?!

SKINNY ORPHAN
I dunno, Father! Honest!

Every muscle in Pratchett’s face contracts into a scowl.

FATHER PRATCHETT
Peter.

INT. HALLWAYS (KENSINGTON HOME FOR BOYS) - SAME TIME

ON PETER’S DETERMINED FACE-- as he sneaks down the hall with Nibs in tow.

NIBS
Doesn’t this seem a bit dangerous?

PETER
What’s the fun of it without a little danger? Besides, Pratchett won’t be back with everyone until those sirens stop and that won’t happen for at least another six hours.

We hear a RUMBLE from above as Nibs looks out the window to see: a PAIR OF BRITISH SUPERMARINE SPITFIRE FIGHTERS streaking across the night sky.

INT. PRATCHETT’S OFFICE - MOMENTS LATER

It’s a live-in office space. The door CREAKS open as Peter and Nibs step inside.

Peter’s eyes dart around when- something catches his eye.

ANGLE ON A BOOKCASE-- Peter approaches.

PETER
You ever see Pratchett actually read a book...

He blows on the spines and a puff of dust comes up.

NIBS
Hasn't touched those in a while, has he?

PETER
Then why's this one look brand new?

C/U -- a thick spined book that, indeed, has no dust on it.

Peter pulls the book off the shelf and-- KVOOSH! A SECRET COMPARTMENT OPENS AT THEIR FEET to reveal:

CRATES STAMPED "MINISTRY OF FOOD" BENEATH THE UNION JACK.

WITHIN MOMENTS-- they're rifling through one of the crates.

NIBS
It's enough to feed half of London!

Nibs immediately starts chewing on a loaf of bread, ravenous when he's distracted by something and stops, drifting toward the window.

ON PETER-- as he takes another food ration out of the box and then SUDDENLY he drops the food onto the floor, staring into the crate.

Peter holds up a THICK STACK OF ENGLISH ONE POUND NOTES. Reveal: beneath the food, the crate is FILLED with cash.

NIBS (CONT'D)
Peter, you said the sirens would last at least six hours. That no one would be home til then. Do you hear that?

A beat and then Peter's face goes white as they both realize simultaneously-- THE SIRENS HAVE STOPPED.

PETER
Put it away! We have to put it ALL away! Now now now!

FRANTICALLY- they shove everything back in the compartment.

INT. HALLWAYS (KENSINGTON HOME) - SECONDS LATER

Peter and Nibs race down the hall as fast as they can.

NIBS
<u>Always</u> six hours, you said!

PETER
Well, usually it's six hours! Sometimes it's faster!

NIBS
Yeah?! And tonight?!

PETER
Faster.

MOMENTS LATER-- Peter and Nibs race down the stairs.

PETER (CONT'D)
Don't worry, we'll blend in with the rest of them as they come back in! Pratchett will never even know we were gone!

As -- BOOM! --Peter runs DIRECTLY into--

FATHER PRATCHETT
Oh -- won't he?

INT. HALLWAY (KENSINGTON HOME) - NIGHT

Nibs sits, nervously, outside of Pratchett's office as Warwick watches over him.

INT. PRATCHETT'S OFFICE - CONTINUOUS

Pratchett sits behind his desk, opposite Peter.

FATHER PRATCHETT
Trouble has a habit of following you, doesn't it, Peter?

PETER
Well, they say everyone has a talent, sir.

Pratchett smiles.

FATHER PRATCHETT
You know what I think? I think, you want me to punish you, to tell you, again, the worse you behave, the longer it will take to find you a family for the same reason you sabotage every adoption meeting -- because you don't actually want to leave this place.

PETER
And why would I do that?

Pratchett holds up the envelope Peter's mother left him.

PETER (CONT'D)
How did you get that?! My mother left that for me, give it back!

FATHER PRATCHETT
We searched your bed, found it under your pillow.
(opens the note)
"Dearest Peter. Everything I have done, I have done because I love you. One day I will come back for you and this will all make sense. Never give up on me -- or on yourself."

Pratchett folds the letter back up, shaking his head.

FATHER PRATCHETT (CONT'D)
Every orphan thinks they're special, Peter. They all have the same childish fantasy they'll be the one whose mother comes back for them. But the question you're just too afraid to ask yourself is...
(he leans in)
Why hasn't she come back for you?
And do you know the answer, Peter? Because you're not different, you're not special, and she didn't leave you because she loved you. *She left you because she didn't want you.*

He THROWS the letter at Peter, who CLUTCHES it.

FATHER PRATCHETT (CONT'D)
The sooner you grow up and realize that, the better.

Pratchett opens his drawer and takes out- a blood-stained, wooden YARD STICK. He sets it softly on the desk. Peter tenses.

PETER
Is that how you're going to convince me, then? Your little stick?

FATHER PRATCHETT
Oh, the stick isn't for *you*. Warwick!

Warwick appears at the door and SHOVES Nibs onto the office floor. He grabs Peter, pulling him out of the room.

FATHER PRATCHETT (CONT'D)
Poor, Peter. Forever condemned to hurt the ones you love the most.

Peter's eyes WIDEN as the door begins to close.

PETER
No! Nibs!

We get a split second glimpse of Pratchett raising the stick into the air before the door SLAMS shut.

ON PETER-- shouting, as Warwick restrains him.

SFX -- the CRACKING sound of wood connecting with skin snaps us to--

INT. SHOWERS (KENSINGTON HOME) - MORNING

CRACK! ON A TOWEL SNAPPING-- as orphans mess around.

ON PETER-- grim faced as the water washes over him.

INT. DORMITORY (KENSINGTON HOME) - LATER

Peter walks through the boys' dorm. As he does, notices: THREE EMPTY BEDS, totally stripped. He looks up to see RILEY (15), a waif of an orphan passing by.

PETER
Arnold and the twins -- why are their beds stripped?

RILEY
Oh yeah. Pratchett told us this morning. Guess they was adopted last night.

ON PETER'S FACE-- as a chilling realization dawns.

EXT. RECESS YARD (KENSINGTON HOME) - DAY

Peter walks with purpose through the rear courtyard. He looks around until his eyes land-

ON NIBS-- sitting alone. Peter strides toward him.

PETER
I know you're angry, you deserve to be -- I am SO sorry -- but you need to listen to me right now.

NIBS
I'm done listening to you.

Nibs goes around him. Peter keeps pace.

PETER
Arnold and the twins are gone. They were "adopted". They went to bed like the rest of us and in the morning they were gone. Just like Nelson and Winny.
(MORE)

PETER (CONT'D)
(then)
No one gets adopted at midnight, Nibs.

NIBS
What are you saying?

PETER
The money in Pratchett's office. We couldn't figure out how he got it, right? What does he have that's worth anything?

NIBS
I mean, nothing. All he's got is--

PETER
Orphans. He's selling <u>us</u>, Nibs.

Nibs mind is racing as fast as Peter's.

NIBS
It couldn't be...who'd want us?

PETER
I don't know, but we're getting out of here before we're next.

NIBS
What about your mum? If you leave-

PETER
I'm leaving one way or another, but if I'm sold to God knows who going heaven knows where, she'll never find me!
(determined)
I'm getting out of this place and then I'm going to find her. Now are you with me or not?

Nibs takes a deep breath.

NIBS
I really do hate you sometimes.

INT. PRATCHETT'S OFFICE - DAY

ON PRATCHETT-- watching Peter and Nibs from his window. He turns away as Warwick enters.

Pratchett nods to the floor, where we see one of the opened food crates; the money -- visibly -- has been disturbed.

PRATCHETT
They know.

WARWICK
Shall I advise our friends to make room for two additional guests this evening?

Pratchett shakes his head.

PRATCHETT
Take the lot of them.
(he eyes Peter below)
Goodbye, Peter.

INT. DORMITORY (KENSINGTON HOME) - NIGHT

ON A PAIR OF FEET-- carefully weighing each step, so as not to make a sound. Slowly MOVE UP to see:

Peter as he shoots a glance over his shoulder. He makes sure he isn't being followed -- then proceeds.

SECONDS LATER-- as Peter sneaks toward Nibs' bed.

PETER
Nibs. Nibs!

No response. Peter leans forward, pulling the BLANKET back to reveal: the bed is empty. Peter reacts when--

VOICE (O.S.)
Peter!

Peter JUMPS spinning around to see:

NIBS
Sorry! Didn't mean to scare you.

PETER
Warwick is asleep. We're all clear.

Peter and Nibs make their way past a series of SHUTTERED WINDOWS as-- we HEAR a THUMP.

NIBS
I thought you said Warwick was sleeping.

We hear the THUMP again.

PETER
I don't think that was Warwick.

NIBS
Maybe it was--

BAM! BAM! BAM! AT THAT MOMENT THE SHUTTERED WINDOWS BEHIND THEM RAPIDLY SLAM OPEN ONE BY ONE -- LIKE DOMINOES -- SPOTLIGHTS FLOODING THROUGH EACH, "CLOSE ENCOUNTERS" STYLE.

PETER
RUN!

Before they can even comprehend what's happening around them, Peter and Nibs make a desperate run for their lives as--

VWOOSH! VWOOSH! VWOOSH! KIDS ARE BEING RIPPED OUT OF THEIR BEDS, HOODED AND THROWN OUT THE WINDOW BY STRANGERS IN THE SHADOWS.

PETER (CONT'D)
Don't look back! Just don't look--

BAM! A SIDE WINDOW SLAMS OPEN AND--

NIBS
PETER!!!

VWOOSH! OUT THE WINDOW GOES--

PETER
NIBS!!!

Peter puts the brakes on, pivoting to the window, only to see where Nibs went out-

A MAN STEPPING IN, WITH A CUTLASS CLENCHED BETWEEN HIS TEETH. HE TAKES THE BLADE INTO ONE HAND AND SMILES, REVEALING A PAIR OF GOLD TEETH.

A LIVING, BREATHING **PIRATE** STANDING BEFORE OUR VERY EYES.

Peter backs away from the window. He doesn't see MURPHY (big, mean Irish dude) behind him who GRABS Peter, hooding him and -- in an instant -- TOSSES him kicking and screaming out the window.

OUTSIDE THE WINDOW-- BOOM! Peter lands hard on the wooden DECK of something. He frantically TEARS the hood off and his eyes widen. PULL OUT to reveal:

Peter is lying next to Nibs on the deck of a 160-FOOT, 32-GUN, HONEST TO GOODNESS 18th CENTURY, GALLEON-CLASS **PIRATE SHIP** -- somehow SUSPENDED IN MID-AIR and DOCKED in the rear courtyard along the top floor of the Kensington Home.

Peter's head swivels right to see--

HIS FELLOW ORPHANS BEING LED BELOW DECK BY THE PIRATES AND PREPARED FOR THE JOURNEY BACK.

His head swivels left to see--

WHAT MOST CLOSELY RESEMBLES A COAL-FIRED STEAM ENGINE ATTACHED TO THE STERN OF THE SHIP, EXCEPT IT'S BELCHING A SORT OF **PHOSPHORESCENT GOLD DUST** AS THE BOATSWAIN AND HIS MATE SHOVEL WHITE ROCKS WITH AMBER-COLORED VEINS INTO IT.

At which point, Peter's attention is drawn up to see--

THE BLACK & WHITE, SKULL & CROSSBONES FLAG FLUTTERING UP ABOVE.

ON PETER & NIBS-- lost in the shuffle, they scamper to hide behind a row of BARRELS.

PETER (CONT'D)
You're dreaming. This is a dream.

NIBS
We can't be having the same dream, Peter!

Peter pokes his head over the side of the barrels to see: Murphy securing the below deck hold, trapping the orphans.

MURPHY
All in!

ON PETER & NIBS-- at the ledge of the ship.

NIBS
We have to jump! We have to!

Peter looks down at the drop and his face goes white. Shakes his head.

PETER
There's got to be another way!

ON TURK (40)-- Anatolian with the arms of a wrestler and the eyes of a killer, stands at the wheel of the ship.

TURK
Sails up! Everybody hold tight!

ANGLE ON THE FRONT OF THE KENSINGTON HOME-- from this vantage point, the ship is totally concealed. All seems calm when-- the ship slowly appears over the roof of the building, it's sails rapidly rising.

TURK (CONT'D)
And away...

Peter and Nibs prepare to jump back to the roof.

TURK (CONT'D)
We...

Nibs JUMPS first, landing safely. Peter hesitates, just can't bring himself to do it.

NIBS
Come on!

He finally steels himself to LEAP as- the sails reach full mast, catching a gust of winter wind.

TURK
GO!

WOOSH! AND WITH THAT THE SHIP SHOOTS STRAIGHT PAST US, HURTLING UPWARD INTO THE NIGHT SKY.

NIBS
Peter!!!

ON NIBS-- standing on the roof alone, helpless as he watches Peter and the ship sail away.

As the ship flies past us, we catch its name for the first time emblazoned on its bow:

THE JOLLY ROGER.

ON PETER-- as he sneaks a glimpse over the side to see: London rapidly disappearing into miniature beneath him.

Peter begins hyperventilating. The first time we've seen him truly panicking. Can't catch his breath. He shuts his eyes.

SUDDENLY-- the BARREL he has his back to is lifted up, revealing the hidden Peter to-

MURPHY
What are you doing up here?

PETER
Catching a spot of fresh air?

Murphy's tremendous hands reach out to pounce on Peter when--

SFX -- a familiar AIR-RAID SIREN wails.

TURK
Man the guns, all of you!

Murphy turns back to Peter -- only to realize Peter is gone.

TURK (CONT'D)
(to Murphy)
I said <u>all</u> of you!

Murphy hesitates, then gives up on Peter, races to his post.

INT. FILTER ROOM (RAF FIGHTER COMMAND) - SAME TIME

A female OPERATOR (25) tears off a telegram, racing through an office filled with desk after desk of other women seated at telegraphs. Our Operator jogs out of the filter room into-

INT. COMMAND OPERATIONS (RAF FIGHTER COMMAND) - CONTINUOUS

The bustling nerve center of the RAF command. Our girl races through it to find--

OPERATOR
Corporal, sir!

A handsome CORPORAL (30) takes the telegram. Reads it, then--

CORPORAL
Luftwaffe aircraft inbound!

EXT. JOLLY ROGER - CONTINUOUS

We RACE along the port of the ship as CANNON AFTER CANNON rapidly poke out of the row of gun ports.

ON DECK-- we watch CREWMEN race past a LARGE CRATE. We PUSH IN on the crate until we see a pair of eyes following the action from between the wood panels.

INSIDE THE CRATE-- Peter hides, watching the commotion. The pirates hurry port and starboard, until a familiar AERONAUTIC RUMBLE draws Peter's attention aft to see--

A PAIR OF BRITISH RAF SPITFIRES INBOUND AT 240-PLUS MPH.

TURK
Incoming!!!

Just as-- BRATATATAT! A HAIL OF GUNFIRE HITS THE DECK AS A THIRD SPITFIRE STRAFES THE ROGER FROM ABOVE.

The gunfire splits the box Peter's standing in open, suddenly exposing him -- again.

PETER
Oh, for heaven's sake.

Everyone's too preoccupied to notice, though, as another wave of gunfire hits the deck. Peter DUCKS for cover.

TURK
Dive! DIVE!

VWOOSH! THE ROGER ABRUPTLY NOSE DIVES AND WE'RE SUDDENLY IN AN EPIC DOG FIGHT FOR THE AGES AS THE TRIO OF RAF FIGHTERS CHASE THE ROGER THROUGH THE SKIES OF LONDON WITH PETER HOLDING ON FOR DEAR LIFE.

INSIDE THE SPITFIRE COCKPIT- the Pilot speaks into his radio.

PILOT
Sir, the aircraft--

INT. COMMAND OPERATIONS (RAF FIGHTER COMMAND) - CONTINUOUS

Our CORPORAL and a cadre of COMMANDERS are huddled around the radar station.

PILOT (V.O.)
It-- it almost looks like a pirate ship.

There's a beat of silence.

CORPORAL
Come again?

EXT. JOLLY ROGER - CONTINUOUS

The Roger comes shooting through the twin peaks of London's Tower Bridge followed by the Spitfires seconds later, zooming over the Thames, water spraying in their wake.

ON PETER-- as he RACES starboard, desperately searching for any surface low enough to leap out onto.

Peter hesitates, can't bring himself to do it when-- the Roger BANKS hard left and Peter goes -- VWOOM! -- right OVER the ledge of the ship falling through the air until-- BAM! He GRABS onto SOMETHING, legs dangling in mid-air.

BACK ON DECK-- Turk notices Peter first.

TURK
We lost one! THERE!

We see what Turk sees:

PETER WITH HIS ARMS GRASPED ONTO ONE OF THE MASSIVE HANDS ON THE CLOCK-FACE OF BIG BEN.

Peter's POV: a 300 foot plus sheer drop down to the ground.

TURK (CONT'D)
Come around! Let's get him and get the hell out of here!

BACK ON PETER-- his arms starting to slip. He's not going to make it. Suddenly-

HIS HANDS SLIP AND WE WATCH HELPLESSLY AS PETER FREE FALLS OFF OF BIG BEN, PLUMMETING DOWNWARD, ABOUT TO DIE WHEN--

BAM! TURK CATCHES PETER, SLAMMING TO THE DECK WITH HIM.

TURK (CONT'D)
Hold on tight to something! We're not coming back for you twice!

Peter frowns, confused, as Turk races to help his crewmen ROTATE the masts.

Peter's P.O.V. - the three spitfires are inbound from three different angles, all racing toward the Roger.

As the Spitfires near, Peter watches, mystified, as the crew ROTATES and then -- using a CRANK -- TILT the sails <u>horizontally</u> until they're jerry-rigged at an angle off the port and starboard of the ship like makeshift sailcloth WINGS.

TURK (CONT'D)
Take us up! Let's get out of here!

And just as the Spitfire are about to converge on the Roger-

VWOOSH! The Roger SHOOTS UP VERTICALLY like a rocket.

INSIDE THE SPITFIRE COCKPIT-

PILOT
Pull up! Pull up!

ON THE SPITFIRES AS THEY CRISSCROSS ONE ANOTHER, JUST BARELY AVOIDING A THREE-WAY MID-AIR COLLISION BY INCHES.

BACK ON THE ROGER-- the Pirates are securing themselves to the deck with THICK ROPES as the ship rockets upward.

PULL WIDE to see: a furious race to the stars as the RAF fighters pursue the Roger vertically into the sky.

The Spitfires begin rattling violently as the air pressure and cold begin to tear them apart.

FROM INSIDE THE COCKPIT- we see the Roger in the Pilot's cross-hairs; about to fire when SUDDENLY- the engine stalls.

We WATCH as the Pilot's Spitfire drops out of the sky and he EJECTS to safety.

PILOT 2
The altitude! Pull back!

The TWO SPITFIRES peel off as the Roger continues throttling skyward. Pilot 2 SLAMS his fist into the altimeter.

PILOT 2 (CONT'D)
Damnit!

ON PETER-- as he searches for anything to hold onto and finds a ROPE. He grabs it as-

TURK
Hold on!!!

The Roger breaks through the cloud cover and-

SUDDENLY WE'RE IN ZERO-GRAVITY AS EVERYTHING NOT TIED DOWN TO THE DECK, INCLUDING PETER, BRIEFLY LEVITATES, WEIGHTLESS.

THE ROGER STAYS SUSPENDED THERE IN THE NIGHT SKY, THE TWINKLING STARS ABOVE NOW INDISTINGUISHABLE FROM THEIR REFLECTION IN THE WATER BELOW SO THAT, FOR AN INSTANT, WE APPEAR TO BE ENVELOPED BY THEM ON EVERY SIDE, ADRIFT ON A CELESTIAL OCEAN.

ON PETER-- entranced, he REACHES out to a star so close it feels like he can grasp it.

As he does, our ANGLE on the Roger ROTATES 180 degrees, so, that up is down and down is up. And just when Peter's fingers are about to make contact with that star-

VWOOSH! Gravity KICKS BACK IN in the reverse direction, the ship PLUMMETING DOWNWARD into what we thought was night sky, Peter's grip on the taut rope the only thing preventing him from hurtling off the deck into space.

WIDE ON THE ROGER -- AS IT DROPS LIKE A STONE, SPINNING WILDLY, THE STARS A BLUR AROUND IT UNTIL THE SHIP DROPS INTO THE CLOUDS AND SUDDENLY--

THE SHIP BEGINS TO DECELERATE, THE CONDENSED WATER VAPOR SLOWING ITS FALL.

ON PETER-- as he stands, rubbing his eyes, to see the ship engulfed in a cloud cover so dense you can't see a foot past the bow.

The PIRATES lead the ORPHANS from below up onto the deck as the Roger EMERGES out of the clouds to reveal:

AN ISLAND AHEAD OF THEM UNLIKE ANYTHING WE HAVE EVER SEEN.

It's a tropical dreamland. Lush green rainforest everywhere we look. Epic waterfalls. In the far distance, a mountain range that's Tora Bora meets Everest.

ON PETER-- as he and the other orphans stare at this strange, magnificent place in abject wonder. When he hears a BUZZING noise and turns to see:

A flock of FLYING FISH, their wings vibrating rapidly like a hummingbird's, all moving in perfect harmony. In an instant--

VWOOM! The flock DIVES as one. Peter races to the edge of the bow, to see the fish are diving into:

A FLOATING LAGOON -- LITERALLY, A MASSIVE FLOATING BODY OF WATER, SUSPENDED IN MID-AIR, WITH ALL MANNER OF SEA-LIFE SWIMMING AROUND INSIDE.

The flying fish dive in and emerge with mouthfuls of smaller fish. PULL WIDE TO REVEAL:

THE ROGER DESCENDING THROUGH A FIELD OF IDENTICAL FLOATING LAGOONS, DOTTING THE SKY ABOVE AND BELOW THEM.

TURK (CONT'D)
(behind Peter)
I wouldn't think about diving in.

ANGLE ON A FLOATING LAGOON BELOW-- we see the vague outline of a flying fish as it's--

CHOMP! CONSUMED by a SILHOUETTED CREATURE that's crocodilian in shape, but dinosaur-like in scale, easily 14 feet and 7-8 tons of pure, reptilian predator.

TURK (CONT'D)
Crocs.

PETER
(eyes wide)
This is impossible...

TURK
Nothing's impossible here.

ANGLE ON-- a SHEER CLIFF FACE pockmarked by tunnel openings looming over them as the Roger approaches.

PETER
Where is 'here'?

TURK
(smiles)
Home.

The Roger, its sails returned to their vertical position, SAILS into one of the TUNNEL OPENINGS.

INT. TUNNELS - CONTINUOUS

It's pitch black and silent but for the sound of water lapping at the tunnel's sides. As the Roger moves deeper, though, our eyes adjust to see:

ALONG THE BANKS OF THE CANAL -- A FEW DOZEN CHILDREN, PICK AXES IN HAND, CHIPPING AWAY AT THE TUNNEL WALLS, THEIR FACES ILLUMINATED BY 18TH CENTURY STYLE MINER'S CANDLESTICKS JABBED INTO CREVICES IN THE STONE.

The Roger continues on toward a light at the end of the tunnel. As we reach the light, the tunnel passage opens up on one side to reveal below:

THOUSANDS OF YOUNG ADULTS OF EVERY RACE, COLOR AND CREED TOIL IN IMPOSSIBLY MASSIVE MINING PITS THAT RESEMBLE THE DIAMOND MINES OF EARTH, BUT ON AN INCOMPREHENSIBLE SCALE.

Hundreds of LADDERS protrude out of these epic terrestrial cavities. YOUNG SLAVES covered with thick MUD, their faces barely recognizable as human, scale the ladders with heavy loads on their backs.

At the top of the craters, we see even YOUNGER SLAVES sifting through the piles of dirt and rock carried out of the pit.

The brutal inhumanity of this work is a terrifying sight. Peter can't believe what he's seeing. He SWALLOWS hard.

ON THE ROGER-- as it passes into another tunnel, suddenly-

The ship ZOOMS DOWN an incline, the water SPRAYING into our faces until it shoots out of the tunnel into--

EXT. SUBETERRANEAN LAGOON - CONTINUOUS

The Roger SPITS out into a massive lagoon filled with DOZENS OF SHIPS just like it;

Galleon upon Galleon, filled with wide eyed ORPHANS like ours, trying to figure out what's going on and where the hell they are.

SUDDENLY-- a SHADOW slowly moves over them. All look up to see--

A SHIP SLOWLY GLIDING INTO POSITION OVER THE TOP OF THE CAVERN THAT MAKES THE GALLEONS LOOK LIKE TOY BOATS IN A TUB; AN 18TH, CENTURY, 100-GUN, 200-FOOT SHIP OF THE LINE.

ON THE SHIP-- as its bow passes over us we catch the name on its side: QUEEN ANNE'S REVENGE.

ON THE ORPHANS OF EVERY SHIP-- as the pirates PROD them to kneel toward the ship floating over them. Peter refuses.

PETER
I don't bow to anyone.

TURK
Oh, you'll bow to him...

ANGLE ON TWIN GLEAMING WUSHU HOOK SWORDS-- as they're both sheathed in rapid succession.

TURK (V.O.)
He's the pirate all pirates fear.

ANGLE ON AN ICONIC FEATHERED PIRATE HAT-- as it's retrieved off a hat stand.

TURK
The original nightmare.

C/U -- on the eyes of someone evil...and cunning.

We don't yet see his face. We do see his immediately recognizable flowing CRIMSON COAT and the TWO SWORDS peeking out from either side of it as he walks.

BELOW ON THE ROGER-- Turk PUSHES little Peter to his knees.

TURK (CONT'D)
The man they call-

On the Captain as he turns to reveal the face of--

TURK (CONT'D)
Blackbeard.

Who were you expecting? Meet: BLACKBEARD (42, mesmerizing features) waves to the kneeled children below, basking in their forced adulation -- *their fear*.

BLACKBEARD
Hear me, you abandoned children of another world! Where you come from, you were the missing. The unwanted. The unloved. But not here.
(MORE)

BLACKBEARD (CONT'D)
Here, you join orphans alike from every corner of the globe in a place where you never have to fear! Never have to want! Never have to be alone again!

The way he speaks, it's almost Svengali like. We can see the orphans slowly falling under his spell as the Revenge drifts over their heads.

BLACKBEARD (CONT'D)
Here we will join together in these mines, hand in hand, as one, digging for the Dust that allows us to travel between your old world and your new one. The dust that will allow us to liberate more of your brothers, your sisters so never again do they have to suffer as you have suffered! We shall work, so that they -- like you now -- can be free!

Blackbeard smiles, warmly -- genuinely.

BLACKBEARD (CONT'D)
Welcome. Welcome you lost souls, now found to a place we call...
(grandly)
Neverland!

And slowly, out of fear or hope, maybe both -- who knows -- these kids start to CHEER. And Blackbeard REVELS in it.

ON PETER-- stone faced and more alone than ever.

EXT. ENTRY GATE - DUST MINES - DAY

We follow a SEA OF ORPHANS as they're herded through a narrow rocky passway into the mines as FEARSOME GUARDS watch over them.

ON PETER-- as a PICK-AXE is thrust into his hand by a GUARD before he's SHOVED forward.

EXT. DUST MINES - DAY

C/U ON A PICK AXE AS-- THWACK! It SLAMS into granite.

FOREMAN (O.S.)
For those of you just joining us...

Widen as we TRACK a FOREMAN (24), close-cropped hair, a face that might once have been sweet, as he moves down an endless row of YOUNG ORPHANS -- a tableau of bondage straight out of Exodus - as they SLAM their axes into the rock.

FOREMAN (CONT'D)
My name's Sam, Sam Smiegel, and it's my unfortunate pleasure to welcome you to the rest of your life.

We finally LAND on Peter as he STRAINS to lift the axe.

SAM
It's pretty simple, really. You all here are diggers like me. And what we're looking for are these lovelies...

The Foreman holds up one of those white rocks.

SAM (CONT'D)
Pixum. This is what fairy dust is made out of. The bones of long dead fairies.

PETER
Fairies are-- they're *real*?

SAM
Were. Past tense. There were millions of them, all over the island until the pirates hunted them into extinction.

PETER
(still in disbelief)
But you mean actual fairies?

VETERAN MINER
Hey, new guy!

RACK FOCUS to see a few miners over: a VETERAN MINER (male, late 20s), in the garb of a slave, but with the swagger -- not to mention rugged good looks -- of Han Solo.

VETERAN MINER (CONT'D)
You just arrived here on a flying pirate ship. Real should be a very fluid concept for you right now.

PETER
I was just curious is all.

VETERAN MINER
Yeah, well, next time you get curious, my advice?
(smiles)
Shut up and dig.

The miner glares at Peter and goes back to work.

SAM
Well, then -- any other questions?

Peter shakes his head and gets to work. DISSOLVE TO:

SERIES OF SHOTS-- as we watch Peter SLAVING away in the mines. DIGGING, LIFTING heavy loads as the CAMP GUARDS watch over him and the other miners. A time lapse tableau of life in the camps. Finally land on--

Peter silhouetted against the sunset as he digs tirelessly into the night. Somehow the sunset looks different in Neverland. The sun itself seems physically bigger; the streaks of pinks and purples in the sky more brilliant.

INT. MINERS' CAMP - NIGHT

C/U -- Peter's hand is worn so raw it's bloodied.

Peter, seated at the edge of a cot, tears a piece of FABRIC off his shirt and WINCES as he begins to WRAP his wound.

SFX -- the sound of METAL SHEARING AGAINST METAL.

ANGLE ON-- an iconic METAL HOOK making sparks against the blade of miner's axe. TILT UP to reveal:

VETERAN MINER
Give me yours.

The Vet is seated in the corner on a stool sharpening his axe. He doesn't even look up at Peter.

VETERAN MINER (CONT'D)
Your axe. Give it to me.

Peter hesitantly hands it over.

VETERAN MINER (CONT'D)
Your hand's all messed up because your blade is blunted. You keep swinging like that you're going to end up breaking your wrist.

As the miner sharpens Peter's blade using the hook:

PETER
I'm Peter, by the way.

The miner just keeps sharpening the blade.

PETER (CONT'D)
Why do they want it so badly? The dust.

VETERAN MINER
What'd I tell you about asking so many questions? Rule number one of staying alive in these mines is keep your head down. You can't trust anyone. Blackbeard has informants everywhere inside the camps. Rule number two, always listen to me.
(MORE)

VETERAN MINER (CONT'D)
You break either of those, mark my words, this'll end up being the shortest trip of your life.
(then)
The Dust is Neverland's most precious natural resource. With it? You live forever. Never age, never die. Basically, the Fountain of Youth. That's the reason they want it. It's everything to them. They kill for it. We die for it. Happy?

He SHOVES the ax back at Peter.

PETER
Thanks.

VETERAN MINER
Don't thank me. I don't care about you. I care about us making our quota. If you can't dig, we don't eat. It's that simple. Are we clear?

Peter nods as the Vet STANDS and DISAPPEARS deeper into the camp. Peter watches him go.

INT. DUST MINES - DAY

Peter chops away, getting the hang of it when he notices the Vet standing a few orphans down.

ON THE VET-- shirtless and chopping like a machine.

PETER (O.S.)
Hey.

The Vet turns to see Peter standing there. Goes back to chopping.

PETER (CONT'D)
I just wanted to say that if there's ever anything I could do to repay you-

VETERAN MINER
You want to make it up to me? Stay away from me.

Peter nods and goes back to chopping. The Vet eyes his proximity, annoyed, but just ignores him. Then-

WE HEAR A YOUNG GIRL'S SCREAMS.

Twenty feet away: a YOUNG SLAVE GIRL (16) is on the ground as a CAMP GUARD (30, body by Bane) looms over her, WHIPPING the ground at her feet, terrifying her.

Peter, disturbed, starts to approach and the Vet grabs him.

VETERAN MINER (CONT'D)
Don't. Getting involved is only going to turn bad into worse, trust me, I've seen it.

THWACK! As the whip CRACKS into the ground next to the girl's head.

ON PETER-- his jaw clenches. Every instinct in his body telling him to do something.

ON THE SLAVE GIRL'S FACE-- tears streaming as her eyes meet Peter's in the distance. Her eyes PLEADING with him. *Help.*

Peter has to turn away. The Vet nods.

VETERAN MINER (CONT'D)
Alright then. Maybe you're not as dumb as you--

The Vet looks back and Peter is gone. He turns to see Peter halfway to the slave girl.

VETERAN MINER (CONT'D)
Nope -- <u>even</u> dumber. *Damn it.* Kid!

ON THE SLAVE GIRL-- as she shields her face from the guard when we hear--

PETER
You're hurting her.

The guard turns to see Peter standing behind him; looks at this little waif, confused.

CAMP GUARD 1
Did you say something? *Slave*.

VETERAN MINER
(intervening)
No! No, he didn't. Excuse us--

PETER
I said you're hurting her.

The Camp Guard almost laughs. Who is this kid?

CAMP GUARD 1
Well, then, maybe you'd like to have a word with the Captain about that? The <u>both</u> of you.

Off Peter's suddenly worried face--

EXT. QUEEN ANNE'S REVENGE - DAY

THUMP! THUMP THUMP! A series of PLANKS poke into position off the ship's starboard.

BELOW-- the miners see the Revenge slowly moving into position over them, stop their work and begin to cheer.

ON THE SHIP-- at the foot of each plank, the PIRATES position a slave child. We MOVE DOWN the row of kids until we land on--

PETER
What's going on?

The pirate behind him just stares back when suddenly the cheers ERUPT as--

BLACKBEARD
Hear me...

Blackbeard steps onto the deck, waving to the cheering crowd.

BLACKBEARD (CONT'D)
You brave heroes of Neverland!

His voice ECHOES loudly in the mines as the cheers rise. Blackbeard smiles.

BLACKBEARD (CONT'D)
Behold these traitors whose fates I entrust to your noble hands!

ON PETER & THE VET-- as they and the other SLAVES are PRODDED out onto the PLANKS. Peter looks down and immediately looks ready to vomit.

VETERAN MINER
Still hate the rules now?

Blackbeard strides toward the first plank, at the edge of which stands a YOUNG ASIAN TEEN.

BLACKBEARD
This one was caught stealing from the grain stores! TWICE! Shall you have mercy?!
(jeers from the crowd)
Or not?!

The crowd CHEERS and with that-- BOOM! The TEEN is shoved off the plank, PLUMMETING to his death.

BLACKBEARD (CONT'D)
The people have spoken.

Blackbeard moves on to the next kid.

ON PETER-- he's third in line. Not good. He eyes the several hundred-story drop.

PETER
Do they ever have mercy?

VETERAN MINER
They have good days and bad.

PETER
How's today feeling?

We hear loud JEERS and then the second slave gets PUSHED off his plank, flailing as he drops.

PETER (CONT'D)
Don't answer that.

Blackbeard moves on to Peter.

BLACKBEARD
Here we have a new arrival. In the mines less than a day and within hours involved in the brutal beating of a young girl!

PETER
Hey! Wait!

A PIRATE prods Peter, shutting him up.

BLACKBEARD
I ask -- shall you have mercy?!
(loud jeers)
Or not?!

Crowds CHEER loudly.

VETERAN MINER
Nice knowing you, kid.

Blackbeard nods. The PIRATE behind Peter raises his sword.

BLACKBEARD
The people have spoken.

And with that- BOOM! Peter is PUSHED off the plank, SCREAMING as he PLUMMETS.

ON THE VET-- who looks away. Can't bear to watch it.

ON THE CROWDS-- enjoying the spectacle.

CLOSE ON PETER-- about to meet his maker. He CLOSES HIS EYES preparing for impact when--

SUDDENLY WE HEAR A HUSH FALL OVER THE CROWD. SILENCE IN THE MINE -- AND THEN A BUILDING CACOPHONY OF WHISPERS.

ON PETER-- as he slowly opens his eyes to see:

SOMEHOW -- SOME WAY -- HE IS SUSPENDED IN MID AIR AS IF, FOR AN INSTANT, FOR ONE BOY, GRAVITY HAS CEASED TO EXIST.

It's impossible...and it's happening before our very eyes.

No one knows what to make of this sight. The crowds just STARE, several thousand pairs of eyeballs LOCKED on Peter.

VETERAN MINER
So much for keeping your head down...

ON BLACKBEARD-- who watches intrigued.

BACK ON PETER-- who can't figure out what's going on and as he stares down at the terrifying drop still beneath him, we see panic set in. His eyes FLUTTER and we-- FADE TO BLACK.

FADE IN:

INT. CAPTAIN'S QUARTERS - NIGHT

ON PETER-- as he AWAKENS with a start, leaping off the 18th century French Rococo sofa he was asleep on. He SPINS around, taking in the lavishly appointed captain's quarters.

As Peter explores the room, his eyes trail over the assorted TREASURES on display. A SKULL OF SOLID PLATINUM, a GOLDEN STAFF, and finally a wall of every SWORD and BLADE imaginable.

Peter tries to PULL one off, but the weapons won't budge.

He continues making his way to the back of the room, where we find: a PANORAMIC TURRET WINDOW looking out over Neverland.

PETER'S P.O.V. - through the window, we see DUST MINE AFTER DUST MINE dotting the coast. Beyond the mines we see a MASSIVE WALL SPANNING HUNDREDS OF MILES, a colossal fortification the likes of which our world has never seen.

And beyond the Wall, interminable WILDERNESS stretching out to the horizon.

BLACKBEARD (O.S.)
Beautiful, isn't it?

Peter SPINS to see-- Blackbeard on the other side of the room, removing a jade cigarette holder from between his lips. He slowly makes his way to the window as he speaks, like a beast carefully stalking his prey.

BLACKBEARD (CONT'D)
I remember the first time I saw this island. It was like a dream you never had to wake up from.

He stands next to Peter, taking in the view with him.

BLACKBEARD (CONT'D)
You and I have something in common, Peter. I'm an orphan, too. Orphans like us, we understand each other in a way no one else can.
(then)
(MORE)

BLACKBEARD (CONT'D)
I remember in my orphanage, in Bristol, the nuns reading us bedtime stories about a place like this. When you're a child, all alone in the world, stories are the only things you have to hold on to.

Peter nods, hesitantly.

BLACKBEARD (CONT'D)
Can I tell you a story, Peter? Out there, beyond that Wall, lies a savage people. And these savages, they have a story -- an ancient prophesy from the time before times, when the Fairy Kingdoms reigned -- about an epoch when darkness would descend upon the land. It was foretold that, one day, there would be a boy born of the love between a fairy prince and a human slave girl. A boy who would be disappeared from this world and then, in time, return to vanquish the darkness -- to bring peace to Neverland. A boy, it was said...
(eyes Peter)
Who could fly.

Peter's eyes widen. Blackbeard smiles.

PETER
You think I'm that boy?

BLACKBEARD
I don't believe in bedtime stories. I do believe we make our own destinies and here, on this island, that's what I've done. I forged a home for those who had none. That's a special thing, wouldn't you agree?

PETER
I guess...

He unsheathes one of his hook swords, backing Peter up against the window.

BLACKBEARD
And special things, they need to be protected.
(holds the blade to Peter's neck)
Sometimes at great cost.

PETER
I would never do anything to endanger this place, sir.

They're practically nose to nose. He brings the hooked blade up to Peter's cheek, gently stroking it.

BLACKBEARD
I know that, but the thing is, Peter, you're a freak -- and freaks can destroy the very things they love the most, like a brilliant flame burning those it meant only to warm. And as with a flame, you can either control it -- or snuff it out of existence altogether.

He SCRAPES Peter's cheek with the hook, drawing a sliver of blood.

BLACKBEARD (CONT'D)
What shall we do with you, Peter? *What shall we do...with you?*

INT. BRIG - LATER

The Vet sits alone, deep in thought. When we hear- the CELL DOOR open and then SLAM shut. He looks up to see Peter as he's THROWN into the cell by a guard.

ON PETER-- he dusts himself off.

VETERAN MINER (O.S.)
Fly boy.

Peter turns to see the Vet behind him.

VETERAN MINER (CONT'D)
That was some show you put on up there.

PETER
I thought you wanted me to leave you alone.

Peter heads to the other end of the cell. The Vet follows.

VETERAN MINER
That was when I thought you were just a pain in my ass.

PETER
Oh and what am I now?

VETERAN MINER
My ticket out of here.

PETER
And exactly why would I help you?

VETERAN MINER
Don't you get it? Blackbeard can't let you live! You're a threat. You stay, you die.
(then)
Your little air show, can you do it again?

PETER
Don't tell me you believe in this prophesy, too?

VETERAN MINER
Not even a little, but I don't really care how you did what you just did up there, just that you can do it again because if you can...*I can get us out of here.*

PETER
And if I can't?

VETERAN MINER
Then you're as useless as I thought you were.

Peter considers it -- no other way out. He nods.

PETER
(false bravado)
I can do it. You saw me. Just -- what is it, exactly, that you need me for?

VETERAN MINER
I'm trying to save your life, you make it sound like I'm trying to sell you something!

He eyes the Guard outside the cell noticing the conflict.

VETERAN MINER (CONT'D)
You know what? Fine!

He SHOVES Peter hard.

VETERAN MINER (CONT'D)
Die in here! See if I care!

He SHOVES Peter again - harder. Peter shoves back.

PETER
What is your problem?!

PRISON GUARD
(entering the cell)
Hey! Keep it down in there!

As the Prison Guard approaches from behind Peter.

VETERAN MINER
My problem is I thought I told you to keep your head down!
(looks to Peter, exasperated)
I said- keep it - DOWN!

Peter frowns then- GETS IT and DUCKS just in time as- BAM! The Vet TAKES A FIERCE SWING at the Guard, SMASHING into his face, sends him down hard, then drops down and retrieves his sword.

VETERAN MINER (CONT'D)
There's more where he came from. I don't know about you, but I'm not waiting around to see if his pals are any friendlier.

Peter stands.

PETER
If I'm going to trust you, I want to at least know your name.

VETERAN MINER
Oh for the love of- fine. Hook. The name's James Hook. Happy? Now let's get the hell out of here.

INT. DUST MINES - MOMENTS LATER

Sam is hard at work, balanced on scaffolding, digging when--

HOOK (O.S.)
Smee!

Sam -- or as we'll now call him -- SMEE looks between his feet and sees HOOK staring up from underneath, his face visible between the boards of scaffolding.

SMEE
I hate when you call me that...

HOOK
Complain later. Can you get us to the top of the Wall?

SMEE
Up I can get you. Down's the problem.

Hook smiles and pulls Peter into Smee's line of sight.

HOOK
Not today.

EXT. THE WALL - DAY

An intricate, HALLIDIE ROPEWAY SYSTEM (basically an old fashioned cable car set-up for mines) ZOOMS people and supplies from the mines below to scaffolding lining the Wall above.

ON OUR HEROES-- as they hide around a corner, waiting for a GROUP OF PIRATES to pass, then surreptitiously board one of the cable cars, rapidly headed up.

HOOK
I know listening isn't your strong suit, so, try to pay attention.

Peter shoots him a look; Hook ignores it.

HOOK (CONT'D)
On the other side of that wall is a sheer mile long drop into the Neverwood -- the only place on this island more dangerous than the camps, which means the only safe way out of here is on one of those.
(nods to a passing pirate ship, mid-air)
Problem is, they never set sail without a crew of at least a dozen men. Two men versus twelve aren't my kind of odds.

PETER
(re: himself)
Well, three. Three men.

HOOK
(stares at Peter, then)
Like I said -- two.
(moving on)
If we're going to have a chance in hell of hijacking an air-Galleon, we're going to have to steal it when there's no one onboard.
(points)
When it's up there.

As they clear another layer of scaffolding, breaking the cloud cover, we see-

HOOK (CONT'D)
The Skyport.

A FLOATING PORT STRUCTURE RESEMBLING THE OLD PORT ROYAL, HOVERING HIGH ABOVE THE MINES AND FAR ENOUGH FROM THE WALL THAT A LEAP WOULD BE IMPOSSIBLE.

HOOK (CONT'D)
Impossible to reach unless you've got a ship. Or you.

ON PETER'S FACE-- the terror mounting.

HOOK (CONT'D)
We'll get you to the top of the water silo, that's the highest point on the Wall, right there.

We VISUALLY ID the WATER SILO -- frighteningly high.

HOOK (CONT'D)
That should give you a straight shot at the nearest ship.
(MORE)

HOOK (CONT'D)
You fly onboard, get it to us and we'll take it from there.

PETER
Your plan is for me to leap from several hundred stories in the air, fly down and, assuming at that point I'm not yet dead, pirate a pirate ship -- from pirates?

Hook nods.

PETER (CONT'D)
Brilliant.

HOOK
If there's something you're not telling me-

PETER
No! Just- get me up there.

HOOK
That's more like it.

When SUDDENLY -- the cable car STOPS.

HOOK (CONT'D)
Smee, we need to get higher.

SMEE
That wasn't me.

With a JERK- the car begins moving BACKWARDS. Hook spins around to see:

At the far end of the rope line: a DETACHMENT OF PIRATES is slowly REELING them back in. They're caught.

HOOK
So much for the water tower. You're going to have to do it now! Smee, help me hold the line, I want to give the kid his best shot!

Hook and Smee race to the edge of the car, trying to stop its reverse motion.

PETER'S P.O.V. - THE NEAREST AIR-GALLEON SITS DOCKED AT THE SKYPORT SEVERAL HUNDRED FEET AWAY.

PETER
You want me to jump <u>from here</u>?!

HOOK
Got a better idea?!

VWUMP! -- the car gets dragged closer to the pirates as Hook and Smee STRAIN to hold it in place.

Peter steps up to the ledge of the cable car, looks down at the drop below -- his face goes ashen.

HOOK (CONT'D)
You waiting for a formal invitation?! What's the problem?!

Peter turns to Hook and Smee, looking visibly ill.

PETER
I-- I'm not good with heights!

HOOK
What do you mean you're not good with heights?! You can fly!

PETER
(hesitates, then-)
Not until yesterday.

HOOK
Yesterday?! Yesterday was your first time?!

VWUMP! The cable car pulls closer to the pirates.

PETER
Hey, this wasn't my plan!

HOOK
You think maybe you should've brought this to my attention a little earlier?! You said you could fly!

PETER
Well, perhaps if you'd shared your full plan with me before we were twenty kilometers in the air--

VWUMP! The Pirates almost have them.

SMEE
Can we argue about this later?

ON PETER-- looking over that ledge, air-Galleons crisscrossing the sky below, his mind racing when-

PETER
The axe! Smee, give it!

Smee KICKS his axe across the floor to Peter, who GRABS it.

HOOK
What are you going to do, throw it at 'em?!

PETER
Not exactly.

Peter RAISES the ax above his head and-

VWAM! HE SWINGS THE AXE DOWN INTO THE TAUT ROPES HOLDING THE CABLE CAR. THE THICK ROPES SPLINTER BUT DON'T SPLIT AS THE CAR SHUDDERS.

HOOK
(leaps to stop him)
Are you insane?! DON'T!

Before Hook can stop him- VWAM! He SWINGS the axe into the ropes again, but this time-

KVWOOSH! THE ROPES SPLIT AND THE CAR DROPS, SWINGING LIKE A PENDULUM TOWARD AN AIR-GALLEON SEVERAL HUNDRED FEET BELOW.

ON OUR HEROES-- SCREAMING the whole way down:

HOOK (CONT'D)
If we don't die, I'm going to kill you!

PETER
Lean in! Left! Toward the ship!

THEY ALL LEAN, PLUMMETING DOWN, DOWN, DOWN TOWARD THEIR TARGET UNTIL--

A SECOND AIR-GALLEON CROSSES INTO THEIR PATH OUT OF NOWHERE TAKING US -- AND THEM -- BY SURPRISE AS-

HOOK
(eyes widen)
Oh sh-

BAM! They CONNECT with the ship, the pirate crew SCATTERING as the base of the cable car HITS with such impact it TEARS through the deck, its impact KNOCKING the ship off course.

Our three heroes SPILL out onto the deck as the air-Galleon CONTINUES TO SPIN WILDLY.

INT. CAPTAIN'S QUARTERS (THE REVENGE) - SAME TIME

Blackbeard stands looking at MAPS strewn all over his desk, cigarette holder in hand, opposite Turk.

BLACKBEARD
And the status of the new fleet?

TURK
The ships will be ready, sir. The problem is we don't yet have enough pixum to get them all in the air. We're running out as it is, Captain, but unless we find new mines...the invasion may have to wait.

BLACKBEARD
It can't wait! You've read the reports.
(MORE)

BLACKBEARD (CONT'D)
Their world is already in ashes. The Great Powers are tearing themselves apart! There's never going to be a better time for us to take what was ours. If you can't find a way, I'll find someone who can.

Turk sees something behind Blackbeard's shoulder.

TURK
Sir...

TURK'S P.O.V. - through the turret window, we see:

OUR HEROES' AIR-GALLEON SPINNING VIOLENTLY TOWARD THE WATER SILO UNTIL--

BWOOSH! The AFT of the ship SLICES into the silo, PRESSURIZED WATER EXPLODING out.

ON BLACKBEARD-- as he spins to see it.

BLACKBEARD
Peter, Peter. How your flame does spread...
(then)
Get me that slave. But, Turk?

Turk stops.

BLACKBEARD (CONT'D)
I want him alive.

EXT. AIR-GALLEON - CONTINUOUS

BELOW-- miners stop their work, looking skyward, as MASSIVE QUANTITIES OF WATER begin to rain down on them followed by the MASSIVE SILO TOWER as it COLLAPSES, sending miners FLEEING for cover.

BACK ON THE SHIP-- our heroes race to the WHEEL, spinning wildly. Hook GRABS it, trying to steady the ship as its port-side GRINDS into the Wall, SPARKS flying.

HOOK
C'mon! Help me turn it!

As Hook and Smee strain to steer back on course, Peter looks back and pales.

PETER
Uh -- Hook....

HOOK
What now?! I'm trying to steer!

Hook and Smee turn to see: the entire PIRATE CREW closing in on them. A dozen men against three.

SMEE
(looks to Peter)
I hope you fight better than you fly...

Peter lifts his axe -- steps toward the pirates, fearless.

PETER
I'd rather die free than live as a slave.

HOOK
Yeah, neither of those options sound so terrific to me. Hold on tight, I'm gonna try something...

Peter and Smee look to each other. What's he talking about? They GRAB hold of the RAILING behind the wheel as--

HOOK (CONT'D)
Let's even the odds.

Hook SPINS the wheel VIOLENTLY, FLIPPING THE ENTIRE AIR-GALLEON 180 DEGREES LATERALLY -- TURNING THE SHIP FULLY UPSIDE DOWN, FLINGING THE PIRATES OFF, SCREAMING, IN THE PROCESS.

ON THE AIR-GALLEON-- AS IT FLIES WHIP WHITTAKER STYLE, BELLY UP, WITH PETER, HOOK & SMEE GRASPING ON FOR DEAR LIFE.

Only now it's on a direct collision course with the top of the Wall.

PETER
Hook! The Wall!

ON HOOK-- using his feet, KICKING the wheel back around.

ON THE SHIP-- about to connect with the Wall.

PETER & SMEE
HOOK!

VWOOSH! AS HOOK KEEPS KICKING AND- THE AIR-GALLEON SPINS BACK OVER, A SPLIT SECOND BEFORE CRASHING, JUST IN TIME TO SAIL OVER THE TOP AND ONTO THE OTHER SIDE OF THE WALL.

ON OUR TRIO-- as they SLAM back to the deck.

HOOK
Smee, get to the engine! Make sure we have enough fuel to make the jump! Peter, help him!

Smee RACES to the aft of the ship. Peter looks to Hook.

PETER
The jump?

HOOK
We're getting the hell off this island unless you have any objections. Go!

ON SMEE-- loading pixum from barrels into the engine. Peter joins him, begins to help when-- SOMETHING down below catches his eye.

PETER
What is that...

PETER'S P.O.V. -- a narrow RIVER runs along the base of the Wall, hundreds of stories below. Along either side of the river, we see:

AIR-GALLEON AFTER AIR-GALLEON UNDER CONSTRUCTION -- HUNDREDS OF SHIPS VISIBLE STRETCHING OUT TO THE HORIZON; A FLYING ARMADA BEING CONSTRUCTED IN SECRET.

PETER (CONT'D)
Why would Blackbeard need so many ships?

Before Smee can answer--

BOOM! BOOM! BOOM! A VOLLEY OF CANNON-FIRE EXPLODING ALL AROUND THEM, THE CONCUSSIVE FORCE SENDING PETER AND SMEE ONTO THEIR BACKS.

Peter sits up to see: the Revenge along with FOUR OTHER AIR-SHIPS in hot pursuit.

PETER (CONT'D)
Hook! We have company!

HOOK
Tell me something I don't know!

BOOM! AS ANOTHER SHELL EXPLODES-- and we see: the engine has been DESTROYED.

PETER
We lost the engine!

HOOK
That I didn't know!

ON THE SHIP-- as it begins to LIST downward.

HOOK (CONT'D)
Alright, I'm going to try to float her down! This is going to be bumpy!

AS THE SHIP RAPIDLY DROPS DOWN INTO THE UPPER CANOPY OF THE NEVERWOOD, COMING APART AS IT HURTLES PAST LEAVES THE SIZE OF CITY BLOCKS--

HOOK (CONT'D)
Brace for it!!!

THE GROUND RACING UP RAPIDLY TOWARD US AS WE- SMASH TO:

EXT. PIRATE SHIP - CONTINUOUS

ON TURK-- as he watches our hero's AIR-GALLEON disappear into the Neverwood, sending up a PLUME OF SMOKE AND DEBRIS.

INT. CAPTAIN'S QUARTERS (THE REVENGE) - LATER

ON BLACKBEARD-- staring at himself in the mirror.

He removes the top of an URN in front of him, reaching in and pulling out a small spoon filled with the dust.

ON A LIT CANDLE-- over which Blackbeard holds the spoonful of dust. He BOWS his head over it, inhaling the fumes and when he LIFTS his head back up--

HE IS A MAN **REBORN** -- WRINKLES VANISHED, SKIN REVITALIZED, EASILY TEN YEARS YOUNGER THAN A MOMENT AGO.

TURK (O.S.)
Captain...

He turns to see--

TURK (CONT'D)
The stolen ship took more damage than intended. It went down in the Neverwood. We're searching for the boy now.

Blackbeard doesn't react. He moves toward Turk.

BLACKBEARD
I said, I wanted him alive.
(leans in)
I didn't say anything about you.

Turk's eyes WIDEN as Blackbeard pulls away to reveal: a DAGGER plunged into Turk's stomach. Turk falls to his knees.

Blackbeard goes back to the urn, takes another spoonful of the dust and heats it over the flame.

ON TURK-- on the floor, dying. Blackbeard kneels next to him.

BLACKBEARD (CONT'D)
The next time I ask for something?

He PRESSES the scalding hot spoon against Turk's open wound.

BLACKBEARD (CONT'D)
Give it to me.

He takes the spoon away to reveal: the wound, now completely healed.

BLACKBEARD (CONT'D)
Find the boy.

EXT. NEVERWOOD - DAY

ANGLE ON-- the dense canopy of the forest above us. We HEAR the TWITTERING sounds of unseen wildlife hidden within the cyan shadows of the foliage. TILT DOWN, past stunning TROPICAL TREES that reach higher into the sky than Earth's tallest skyscrapers, to see:

Peter, his face bloodied, lying alone on the grass among the towering trees. He opens his eyes with a grimace and sits up. We HEAR an adorable, inquisitive COOING sound and Peter turns to see-

A PLANT with undulating tendrils that reach toward Peter, affectionately. Peter, fascinated, reaches out, petting the tendrils, which PURR appreciatively in response.

Peter stands, dusting himself off. As his foot steps onto the FERN-LIKE GRASS--

VWOOSH! The blades of grass FLY OFF THE GROUND, like a swarm of butterflies that have been disturbed, each individual blade FLAPPING its erstwhile "wings" as the flock of grass makes its way up into the forest understory.

ON PETER-- taking in the majesty of this place when- we HEAR voices. Peter cautiously heads in their direction. As he exits, the plant tendrils reach after him, warbling defeatedly.

EXT. CLEARING - CONTINUOUS

Peter emerges to find the RUINS OF THE AIR-GALLEON, half lodged in a tree, half dispersed all over the ground. Hook and Smee are picking through the rubble, searching for anything salvageable.

ON SMEE-- as he finds a POCKET-KNIFE when-

PETER
Hey!

Hook and Smee turn to see Peter approaching. Smee pockets the knife. Hook throws down a piece of debris, enraged; storms toward Peter.

SMEE
Easy...

HOOK
Our only way off this island and it's in pieces! Satisfied? Do you know how many years I've spent in those camps? Waiting? Planning?

PETER
We have the ship. We can fix it. We can take the parts and--

HOOK
It's not about the ship, Peter! It's about the dust! We don't have any!
(then)
I had one chance of getting home and it's over because of YOU!

Hook stops himself. Defeated.

HOOK (CONT'D)
We should get moving. The pirates will be looking for us. We can't stay here. The deeper into the woods we get, the more dangerous the wildlife. We should make for the coast, regroup there.

PETER
You guys go ahead.

Peter walks past them toward the wreckage.

HOOK
Where are you going?

Peter ignores them. Smee and Hook exchange a look.

INSIDE THE WRECKAGE-- Peter digs furiously through the rubble. Whatever he's looking for, he can't seem to find it.

HOOK (CONT'D)
Hey. Kid, didn't you hear me? Quit messing around!

Peter SPOTS the object of his search on the floor; a dusty piece of rolled up PARCHMENT.

HOOK (CONT'D)
What is that?

He kneels, unraveling it to reveal:

PETER
It's a map of the island. I figured every ship has to have one.

HOOK
What are you planning to do with that?

PETER
Blackbeard spoke about a Native prophesy. A prophesy he thought was about me and where I came from.
(MORE)

PETER (CONT'D)
If he's right, it means my mum is from here, which means they might know where she is.

HOOK
They -- you mean the Natives? Are you insane?! They'd just as soon skin you as help you!

PETER
Maybe, but they're my best chance at finding my mother. You can run back to Earth. I'm staying here. I'm going to find them and then I'm going to find her.

Hook is speechless as Peter walks past him.

BACK IN THE CLEARING-- as Peter marches past Smee, Hook follows him out.

HOOK
Do you have any idea what's out there? This ain't our world! You ever look for a monster under your bed at night and there's nothing there? Want to know why?
(then)
Because the monsters are all <u>here</u> -- in this forest.

PETER
I'm not afraid.

HOOK
Oh, please. Grow up! There's a difference between being brave and being stupid, kid, and one day not knowing the difference is going to get you in a whole lot of trouble -- or worse. You hear me?

Peter just keeps walking.

HOOK (CONT'D)
So, that's it, that's how this ends? You just walk away?

Peter stops, turns to Hook.

PETER
If I'd told you I didn't know how to fly, you would've left me in that brig to rot. I'm sorry I lied to you, but let's not pretend we're friends all of a sudden.

Peter spins on his heel and walks off.

HOOK
Fine! FINE! Good luck! You won't stand a chance out there on your own! And what's more? I don't care!

Peter disappears into the woods. Hook looks to Smee.

HOOK (CONT'D)
Good riddance, that kid was bad luck anyway. He was going to get us both killed.

SMEE
Hook...he won't last an <u>hour</u> alone out there.

HOOK
That's his problem. Not ours.

They resume the search for supplies.

SMEE
If he <u>was</u> the "chosen one", though...

HOOK
There is no chosen one, Smee! It's a fairy tale for kids!

SMEE
But if the Natives <u>thought</u> he was -- I bet they'd reward handsomely whosoever found him.
(then)
Maybe even in Pixum.

Hook stops. Considers that.

HOOK
If the Natives realize he's just a kid, that he's a fake -- you know they'll kill him.

SMEE
What's the difference? Without us, out there, he's dead anyway. Besides...who knows? He did fly.

Hook takes a deep breath; eyes Smee with a shake of his head.

HOOK
I got a bad feeling about this...

EXT. NEVERWOOD - MOMENTS LATER

ON PETER-- as he moves deeper into the lush, tropical yet vaguely alien forest.

HOOK (O.S.)
Flyboy.

Peter turns to see Hook and Smee catching up with him.

HOOK (CONT'D)
We help you find the Natives on one condition: when we get there, true or not, you tell them you're what they're looking for. We collect our reward, then we go our separate ways.
(off Peter's reluctance)
You don't know this island. We do. You want to find the Natives, you need us.

Hook extends his hand. Peter just starts walking.

PETER
Come on then. Wouldn't want you to be late to collect your prize.

EXT. NEVERWOOD - MONTAGE

PETER, HOOK AND SMEE making their way through the Neverwood, a place of staggering natural beauty...passing beneath luminescent JELLYFISH WILLOWS, trees with TRANSLUCENT, PULSATING LIMBS that hang like swarms of jellyfish...through endless fields of almost FLUORESCENT BAMBOO that DING like the keys of a xylophone as Peter runs his fingers across them...hiking up a MOSSY ROCK that unexpectedly RISES from beneath them, revealing itself to be the SHELL OF A MASSIVE NEVERTURTLE.

It's a wilderness straight out of the deepest recesses of our imagination. Utterly breathtaking, unlike anything we've ever seen. A far cry from the Kensington Home and Peter is loving every surreal minute of it.

EXT. NEVERWOOD/VALLEY - DUSK

ON OUR HEROES-- as they make camp in a glen for the night.

SMEE
If you don't mind my asking, Peter, what makes you so sure she's out there?

PETER
Just a note, saying she'd be back for me. Something must have happened to her. She meant to come back, she wouldn't have just left me.

HOOK
Oh yeah? And why's that?

PETER
Because you don't give up on family.
(then)
(MORE)

PETER (CONT'D)
Don't you guys ever wonder what happened to your mothers?

SMEE
I suppose I'd be curious to know.

HOOK
My mother's dead. I was eleven when I got the telegram.

Everyone is silent for a moment. Then-

PETER
I'm sorry...

HOOK
Don't be. She'd left me in that orphanage on my first birthday. The way I see it, I'm not wasting any tears missing someone who didn't miss me.
(then)
And you're only lying to yourself if you think your mom was any different, kid. Hate to break it to you, but sometimes family gives up on you and part of being a grown-up is accepting that.

PETER
Don't you talk about my mother!

HOOK
Stop!

PETER
My mother-

Hook GRABS Peter, COVERING his mouth with his hand.

HOOK
Stop talking...RIGHT...NOW.

Smee freezes as Hook eyes the trees around them.

SMEE
Are we being followed?

HOOK
Not followed...hunt-

VWMOOM! OUT OF NOWHERE A 12 FOOT TALL, WINGED PREDATOR THAT'S PART CASSOWARY, PART VELOCIRAPTOR AND ALL NIGHTMARE LEAPS OUT AT THEM FROM THE BUSHES SQUAWKING PSYCHOTICALLY.

PETER
What the bloody hell is that?!

HOOK
Neverbird...

They pivot right to their right to see- A SECOND NEVERBIRD STRIDING TOWARD THEM WITH A SNARL.

HOOK (CONT'D)
Flightless. Pack hunters. Extremely rare...

They pivot left to find-- A THIRD NEVERBIRD SCREAMING IN THEIR FACES, ITS BEAK WIDE OPEN BEARING A MOUTHFUL OF RAZOR-SHARP TEETH.

SMEE
Apparently not <u>that</u> rare.

PETER
What do we do?!

The Neverbirds slowly close in on their prey.

HOOK
They don't see many humans. They're probably more scared of us than we are of them.

The bird closest to Peter pokes its head toward Peter's face, HISSING at him.

PETER
Somehow I doubt that.

HOOK
The most important thing to do is stand your ground and not to-

One SNAPS at Smee, who BOLTS, screaming hysterically.

HOOK (CONT'D)
Run.

The lead Neverbird, provoked, REARS up, FLARING its almost bioluminescent plumage as it emits an EAR-SPLITTING ROAR.

PETER
How about now?

HOOK
RUN!!! <u>NOW</u> RUN!!!

The Neverbirds LUNGE at Peter and Hook and--

THE CHASE IS ON AS OUR HEROES RACE INTO THE WOODS, RUNNING FOR THEIR LIVES AS THE NEVERBIRDS HUNT THEM RELENTLESSLY. AT EVERY TURN, WE CAN HEAR THE BEASTS A SPLIT SECOND BEHIND OUR HEROES, HEAR THEIR TERRIFYING SQUAWKS, THE SOUND OF BRANCHES CRUSHING BENEATH THEIR SERRATED TALONS.

ON PETER-- as he LEAPS through a narrow gap between trunks. The Neverbird, right behind him, EXPLODES through the passway, SMASHING the trees in its path, enraged.

ON HOOK-- as he SCRAMBLES for cover, SLIDING into a MASSIVE HOLLOWED LOG. Crouched, he RACES through it, pushing through tangles of roots when--

CRASH! The second Neverbird BURSTS its head through, DIRECTLY in Hook's path, SNAPPING wildly at him. Hook falls backward, startled. Hook tries to get up, as the Neverbird pulls his head back out of the log, but his hand is trapped by the roots. Hook STRAINS against them when--

SK-RASH! From directly ABOVE Hook, the Neverbird's TALONS come back through the log, SLASHING down at Hook's trapped hand as he SCREAMS -- his eyes reflexively CLENCHING CLOSED, then opens them to see:

His hand's still there -- the Neverbird's talon is restrained by the roots and all he's done is accidentally slice open the ones restraining Hook. Hook, freed, PULLS his hand back, LEAPS up and RACES out of the log as the beast SPLITS through the rooting and gives chase.

BACK ON PETER-- as he SPLASHES through a brook, joined by Smee, when they see Hook running toward them.

HOOK (CONT'D)
Guys! Over here!

What Hook doesn't see is the Neverbird right behind him.

PETER
Hook, behind y-

BOOM! Before Peter can even get the word out, one of the beasts is UPON him, PULLING him down to the ground. Within an instant, Hook and Smee are taken down, as well.

ON PETER-- as the Neverbird's GAPING BEAK THRUSTS downward, teeth bared, about to SHRED him into pieces when--

THUNK! -- an ARROW EXPLODES through the bird's head, the tip of the arrowhead stopping INCHES from Peter's eyeball.

Peter, shaken, PUSHES the dead beast off him to see--

TIGER LILY (20), a strikingly beautiful Native warrior princess, holding a BOW AND ARROW.

Without hesitation, like a one woman battalion, she RELOADS, rapidly firing successive arrows into the birds atop Hook and Smee before she's joined by a FIVE MAN NATIVE WAR PARTY emerging from the trees around her.

ON HOOK-- as he slowly stands, his eyes connect with Tiger Lily's. An immediate physical connection. The moment broken as--

SMEE
I think I know a Native phrase or two. Let me handle this.

Smee smiles politely and says something in a mangled version of their language. The Tallest Warrior looks to Tiger Lily and then to the rest of their party as they all, slowly, nod at one another.

SMEE (CONT'D)
See? I told you. I've got this one under control, boys.

Smee smiles, proudly.

EXT. CLIFF VILLAGE - DAY

WE ARE FLYING over the trees of the Neverwood, up into the mountains, through the mist, to reveal--

The hidden, Native rebel base carved into the sheer cliff faces of the mountains at an elevation of some 8,000 feet. No teepees here; more like the Anasazi ruins at Mesa Verde. This place is formidable and positively breathtaking.

As we PUSH IN on their hidden sanctuary, the SOUND OF DRUMS grows louder and we see the VILLAGERS flocking en masse toward some type of tribal gathering.

EXT. COMMONS/CLIFF VILLAGE - CONTINUOUS

An open CENTRAL AREA at the center of which is a MASSIVE FIRE PIT around which TRIBESMEN AND WOMEN conduct a ceremonial dance. We find our heroes-

BOUND TO A VERTICAL POLE overlooking the pit.

SMEE
I know *another* phrase.

HOOK
Smee, shut up and stop helping.

ON A STONE RISER-- Tiger Lily sits with the TRIBAL ROYALS between her father, the CHIEF (50), a striking, proud man, and AIYAN'A (70), her grandmother, the village holy woman.

PETER
What are they singing about?

We see a LARGE WATERMELON-LIKE FRUIT, about the size of a human head, placed on an ANVIL.

SMEE
Maybe it's a feast.

THWACK! As an AXEMAN murders the fruit with an TOMAHAWK.

PETER & HOOK
(freaked)
Not a feast.

The Axeman points to Peter and TWO TRIBESMAN move toward him. Smee starts shouting stuff in their language.

PETER
Say something, Smee! Say something!

The tribesmen begin to undo Peter's ties as the Axeman sharpens his blade. Smee shouts like a madman until finally he says *something* and--

A hush falls over the crowd.

PETER (CONT'D)
Smee, what did you just say?

Then, slowly, the villagers begin to chant--

VILLAGERS
PAN! ... PAN! ... PAN!

As the DRUMS beat LOUDER, the CHANTS grow STRONGER.

ON THE TRIBESMEN-- as they leave Peter and instead FREE Hook.

HOOK
(perplexed)
Smee! What did you say to them?!

SMEE
Well, I invoked the Native rite of challenge whereby our bravest warrior...
(nods to Hook)
Gets to fight theirs...

The villagers part as we reveal: KIOWA (25), the fiercest, scariest, warrior you have ever seen, wearing -- literally -- a necklace of human fingers and a WOODEN SPIKE through his nose. This is <u>not</u> the guy you want to mess with -- and Hook is about to.

SMEE (CONT'D)
You win. We live. You lose-

THWACK! As the Axemen SPLITS another nevermelon.

HOOK
I get the idea.

They TEAR Hook away throwing him toward Kiowa.

HOOK (CONT'D)
James Hook. Pleasure.
(re: the nose spike)
You know, you should really have that looked at.

Kiowa just SNARLS back at Hook.

HOOK (CONT'D)
So, how do we know when to st-

BAM! As Kiowa lands a ROUNDHOUSE BLOW directly into Hook's face, sending him to the ground.

ON PETER-- as he REALIZES something.

C/U -- as we see the tribesmen neglected to fully re-tie his hands. Peter quickly starts loosening them.

BACK ON-- Hook, as he grimaces, spitting out a tooth, looking up to see Tiger Lily, who he's landed beneath.

HOOK (CONT'D)
(nods)
Your highness.

Kiowa GRABS Hook from behind, but Hook-- VWAM! Surprises Kiowa by throwing dirt in his face, escaping him.

Tiger Lily looks shocked. Hook WINKS at her and she GLARES back, embarrassed, as--

BOOM! Kiowa comes CHARGING into Hook knocking him down. All eyes are on the fight and no one notices as-

Peter SLIPS his hands out of the ties. Smee clocks it. Peter holds a finger to his lips and quietly undoes Smee's ties.

ON HOOK-- as he and Kiowa now circle, before CHARGING at one another. It's brutal hand to hand combat, but somehow, Hook -- outsized and out-matched -- holds his own. BAM! Blow after blow. BAM! Hook is staying on his feet, bloodied, but like Maximus in the Colosseum surviving on sheer GUTS alone.

ON PETER & SMEE-- as they furtively sneak around the perimeter of the erstwhile 'ring', unnoticed.

BACK ON THE FIGHT-- as the tide turns in Hook's favor, Tiger Lily's breath seems to quicken. She almost seems to be rooting for him. Kiowa NOTICES the connection this time, rage SWELLING in his eyes.

HOOK (CONT'D)
It's not what it looks li-

Now, Kiowa is a man possessed. He GRABS Hook by the torso SPINNING him and then SLAMMING him to the ground with a THUD.

On Hook dodging BLOWS as he spins on the ground until-- BAM! One connects with his face. And then ANOTHER. BAM! And ANOTHER. BAM! And suddenly, the tide has turned and Hook is being pummeled out of existence.

ON PETER-- he sees Hook's about to die. He doesn't know what to do, seems torn when--

THWUNK! SOMEONE TACKLES HIM AND HE GOES DOWN HARD, HIS HEAD HITTING THE DUST AS HIS NECKLACE GOES FLYING.

Looks up to see- a pissed off Tiger Lily.

ON KIOWA-- he RAISES his fist ready to land the killer blow.

Hook FLINCHES, bloodied, bracing for the death blow when--

We HEAR a LONE VOICE CRY OUT.

We don't understand it, but everyone stops CHANTING and turns to see Aiyan'a, the holy woman, who REPEATS it as she POINTS to Peter's necklace lying on the ground.

And as the people of the village see it-- ONE BY ONE BY ONE THEY ALL BOW, UNTIL WE PULL WIDE TO REVEAL: EVERY SINGLE MEMBER OF THE TRIBE, ON THEIR KNEES, PROSTRATE BEFORE PETER AND THE NECKLACE.

The Chief is the only one standing. He walks toward Peter.

CHIEF
(in English)
Who are you?

Peter hesitates. Hook eyes him, nods.

PETER
I'm Peter. I'm think I'm the one you've been waiting for.

EXT. NEVERWOOD/CLEARING - DAY

Air-Galleons CRISSCROSS the skies, searching for Peter. CRANE DOWN to see:

A detachment of PIRATES are inspecting the ruins of the airship our heroes crashed. They sift through the wreckage.

ON BLACKBEARD-- as he slowly makes his way through the crash site. Turks approaches.

TURK
We searched the ship twice over. The only thing they took was a map.

Blackbeard frowns.

TURK (CONT'D)
Map or no map, the boy's not getting off this island.

BLACKBEARD
What if he doesn't want to get off the island...

TURK
He's a kid, all alone in the woods. What else would he want?

BLACKBEARD
What all scared little boys want: he*'s trying to find his mother.*

INT. CAVE - NIGHT

Blackness until-

TIGER LILY (O.S.)
Look...

VWOOSH! The FLAMES of a torch illuminate a primitive, but beautiful cave drawing. Reverse to see:

Peter taking it all in. Aiyan'a speaks in her native language and Tiger Lily, holding the torch, translates.

TIGER LILY (CONT'D)
It was a time of war...

We see crude drawings of the PIRATES hunting the NATIVES.

TIGER LILY (CONT'D)
Blackbeard and his men destroyed everything in pursuit of the dust...

We see Blackbeard leading the pirates on a scorched earth march across the Neverwood.

TIGER LILY (CONT'D)
But then my father made a pact with the great Fairy King, uniting our peoples as one against the pirates.

We see the Natives AMBUSHING the pirates in tandem with LITTLE WHITE DOTS that SWARM around the bad guys.

TIGER LILY (CONT'D)
The fairies could go where we could not. Find the pirates' weaknesses. Help us win the war.

We see ONE WHITE DOT sneaking into the dust mines.

TIGER LILY (CONT'D)
The King's favorite son and heir was the bravest among his people. The prince snuck into the pirates' camps in the dead of night. And when he did, he found something he didn't expect.

The WHITE LIGHT GROWS MORE INTENSE.

TIGER LILY (CONT'D)
Something that would change everything.

And we see a drawing of a slave girl with a face we've seen before. Fiercely beautiful. Piercing blue eyes.

TIGER LILY (CONT'D)
Her name was Mary. The prince led her out of the camps. Showed her the way out of the darkness.

We see the LITTLE WHITE LIGHT guiding Mary to safety through cracks in the as-yet-unfinished Wall.

TIGER LILY (CONT'D)
The girl wished to thank her hero, but had nothing more to offer than a kiss. To receive his reward, the prince took human form.

We see a MAGICAL TRANSFORMATION AS THE WHITE DOT FLARES and when the light clears we see- a HANDSOME HUMAN PRINCE.

TIGER LILY (CONT'D)
The prince and the slave girl fell in love. But though fairies can live many thousands of years, in the flesh of man they can live only from one sunrise to the next. And so the prince sacrificed his entire life to spend one single day with the human woman he loved. And the product of that love...

Aiyan'a pokes Peter in the chest.

TIGER LILY (CONT'D)
Was you.
(then)
Word of your birth spread quickly. Whispers -- rumors -- that the prophesy had been realized. The pirates hunted you mercilessly and so your mother turned to the only ones who could protect her baby. To us.

PETER
You-- *she* knew my mother?

TIGER LILY
Our people helped your mother to escape, to hide you from Blackbeard in another world. And my grandmother made for you a totem, so that when you returned, we would know it was you by this this symbol.

We see a massive drawing of the pipe.

PETER
My necklace...
(then)
Does she know what became of my mother? Where she is?

TIGER LILY
She says your mother returned to the Neverwood and joined the rebellion. Fought as a great warrior.

PETER
My mother was a *warrior*?

TIGER LILY
The bravest warrior we had ever seen. The *Pan*.

PETER
The Pan? Is that what they were chanting?

TIGER LILY
The bravest warrior of our tribe we call the *Pan*. Kiowa-Pan, who fought your friend, is the bravest of our tribe now as your mother once was.

PETER
Was?

TIGER LILLY
Your mother left our village. Just as your father gave his life for her, your mother devoted her life to protecting his people. The pirates were on the verge of wiping out the last of the fairies. And so the King and all who remained went into hiding, until a time when they could reveal themselves once more. They lie deep in the Neverwood, still, a hidden Fairy Kingdom. Your mother remains with them. Protecting them. To this day.

Peter's eyes widen.

PETER
Wait, you mean- she's *alive*?! Are you sure?

Tiger Lily looks to Aiyan'a who nods. Peter's eyes brim with tears. He's overwhelmed with motion.

PETER (CONT'D)
I have to go to her. You have to take me. I want to leave now, I-

TIGER LILY
Patience.

PETER
My mother's out there right now wondering why her son hasn't already come for her! Do you understand that?!

TIGER LILY
No. It is you who does not understand. The location of the hidden Fairy Kingdom is the great secret of my people. The fairies and their energy are the lifeblood of this island. Everything here, the plants, the animals feed off their magic as we feed off the land. If the last of the fairies dies, the island itself and our people die along with it. The lost Kingdom is the last and only hope for the future of Neverland.
(then)
There is a map. Hidden in these tunnels, but I cannot reveal it to you until you have proved you are the boy the prophets foretold.

Off Peter's face- overwhelmed, so close and still so far.

EXT. CLIFF VILLAGE - NIGHT

As Peter, frustrated, exits the caves with Tiger Lily and Aiyan'a. As they walk up a rocky pathway back to the camp-

PETER
I have the pipe. I don't understand what more you need to see!

Aiyan'a shouts something and Tiger Lily stops Peter.

Aiyan'a circles around, standing in front of him, then reaches out and places her hand on his face.

TIGER LILY
She says you do not need to prove it to her or to the tribe. She says worry only about proving it to yourself. You do not yet believe. But when you do, so will they.
(then)
She says she can feel the fear inside you, but that you do not need to fear.

Aiyan'a takes Peter's hand, holding it tightly...and smiles.

TIGER LILY (CONT'D)
That as the prince led your mother out of darkness, so shall you, his only son, lead us into the light.

PULL WIDE TO SEE: Peter standing there with two generations of tribal royalty virtually spotlit by the otherworldly moonlight of Neverland's luminous THREE MOONS.

EXT. ADOBE HOUSE - NIGHT

Peter enters to find Hook pacing, Smee seated on a cot.

PETER
Well, I'm surprised to see you two still here. Haven't claimed your finder's fee yet?

HOOK
Until they vet you, we're not getting a thing. I had to cut a deal. As long as we keep feeding them intel on the pirates, Smee and I can stay here as long as we like.

PETER
Brilliant.

Hook GRABS Peter as he passes.

HOOK
Not brilliant. I want out of here! So, whatever they ask you to do -- do it. Because until they buy into you, we're stuck here.

PETER
Don't worry. You'll get your pixum.

Peter shoves Hook off him and heads to the back of the room.

HOOK
Flyboy.
(Peter turns)
Are you who they think you are?

PETER
I know that they knew my mother. The symbol on the wall matches my necklace. It would explain why she left me, why she hadn't come back yet-

HOOK
They don't just think you're some half-fairy freak show, kid. They think you're their messiah. That you're here to liberate them.
(then)
Are they right?

PETER
I don't know.

Off Hook's worried face. FADE UP on the pounding of DRUMS.

EXT. NEVERWOOD - DAY

Reveal: Those aren't DRUMS- we're in the MIDDLE of a STAMPEDE of NEVERBEASTS (wildebeest-like in morphology; elephantine in scale). These things are big, but man can they can MOVE.

ANGLE ON A LOW RIDGE OVERLOOKING THE MIGRATION-- Tiger Lily, Kiowa and Peter edge forward carefully.

TIGER LILY
If you're going to lead us into battle, you must first learn to prove yourself as a warrior.
(then)
Watch.

Kiowa steps to the edge of the ridge. Waits for it and then-

PROPELS HIMSELF OFF THE RIDGE ONTO THE BACK OF A GALLOPING NEVERBEAST. THE NEVERBEAST FREAKS OUT FOR A SECOND AND THEN, KIOWA WHISPERS INTO ITS EAR, AND SUDDENLY-- HE'S <u>RIDING</u> THE THING.

TIGER LILY (CONT'D)
The trick is to feel their motion. Everything on this island is interconnected. Us, the animals, even the pirates. You can't defend the land unless you recognize you *are* the land -- and the land is you.
(then)
Now you go.

Peter looks down at the migration.

PETER
Oh, no -- ladies first.

TIGER LILY
(stares back)
Go.

Peter hesitates before-- BOOM! Tiger Lily PUSHES him off.

PETER SCREAMS AS HE FALLS, LANDING ON THE BACK OF A BOUNDING NEVERBEAST.

Peter HOLDS ON for dear life, his hands GRASPING at the beast's FUR.

PETER
One with the beast! One with the-

His hand CLASPS onto one of the beast's HORNS and--

WITH A COLOSSAL ROAR, THE NEVERBEAST THRASHES ITS NECK AND HURLS PETER OFF AS--

VWOOM! TIGER LILY SCOOPS HIM UP, TOSSING HIM ONTO THE BACK OF HER NEVERBEAST.

TIGER LILY
Don’t touch the horns.

PETER
Appreciate you telling me that ahead of time.

EXT. CLIFF VILLAGE/COMMONS - DAY

Hook stands with Peter and Smee speaking to the Chief, Kiowa and Tiger Lily. He holds a long STICK, drawing a map into the dirt.

HOOK
Blackbeard’s extended the Wall all the way to the shore in this direction...
(makes a line)
But on the other side, he’s been building an armada. In secret. Hundreds of ships. Like nothing I’ve ever seen.

Kiowa turns to Tiger Lily and the Chief.

KIOWA
Even if Blackbeard found us, he wouldn’t need that many reinforcements. It doesn’t make sense.

TIGER LILY
That many ships? Those aren’t reinforcements.
(considers, then)
That’s an invasion force.

HOOK
An invasion of what?

EXT. ARCHERY RANGE/CLIFF VILLAGE - DAY

THUNK! As an ARROW connects CRUDE WOODEN TARGET. Reverse to see:

Tiger Lily holding the bow. She hands it to Peter. Hook, leaning against an adobe wall, munching on a neverfruit, watches in the distance.

TIGER LILY
Take it. Now focus on the target and fire. Block everything else out. And focus.

Peter nocks the arrow and- THUNK! Hook DUCKS as the arrow connects with the adobe wall, inches from his head. Tiger Lily shakes her head.

TIGER LILY (CONT'D)
Again.

EXT. TREE PILLBOX/NEVERWOOD - DAY

Tiger Lily and Hook climb up a massive nevertree en route to a lookout post.

TIGER LILY
From the look-out, I want you to show us where you saw the air-Galleons docked and-

A branch CRACKS under her and she FALLS into Hook's arms as he CATCHES her.

HOOK
Woah. You alright there?

TIGER LILY
Let go of me!

She practically JUMPS away from him. Hook's visibly insulted by her reaction.

HOOK
Oh, excuse me. I'm sure human contact can be very jarring to royalty like yourself, your highness.

She GLARES at him.

TIGER LILY
I don't have a problem with human contact.

Hook raises a suggestive eyebrow at that with a twinkle in his eye. Tiger Lily opens her mouth, offended. About to say something back just as- Kiowa JOINS them on the branch.

KIOWA
Everything okay?

TIGER LILY
Fine.

HOOK
Peachy.

Kiowa nods. Suspicious. You can cut the weird energy with a knife. He keeps moving and Hook and Tiger Lily follow.

HOOK
After you, princess.

MOMENTS LATER- in the pillbox, Hook joins Kiowa and Tiger Lily.

HOOK (CONT'D)
Now the shipyards were-

Tiger Lily and Kiowa are ignoring him, looking the opposite way. Hook turns to see- MASSIVE PLUMES OF SMOKE, a FOREST FIRE RAGING.

TIGER LILY
Blackbeard. He's burning the forests. Looking for Peter.

Their POV -- as we see the FLAMES GROWING, the FIRES NEARING.

PUSH OUT OVER THE WOODS, DEEPER INTO THE BLACK SMOKE AND WE COME OUT THE OTHER SIDE TO SEE-

EXT. SKIES ABOVE THE NEVERWOOD - DAY

Smoke here is so thick, it blocks out the sun. Air-Galleons everywhere, SPEWING GREEK FIRE, a crude form of napalm, over the canopy.

EXT. NEVERWOOD - MOMENTS LATER

Turk, flanked by a detachment of pirates, leads Blackbeard to a tree.

TURK
We found two more like this.

Blackbeard leans forward to see-- a MARKING carved into the bark: an ARROW pointing toward the mountains beyond.

Blackbeard smiles.

EXT. COMMONS/CLIFF VILLAGE - DAY

We're in the ring where Kiowa fought Hook. Tiger Lily holds a LONG SPEAR as she and Peter watch KIOWA and another WARRIOR go at it.

TIGER LILY
A warrior has to master the way of *ts'kali*.

ON THE TWO WARRIORS-- as they do battle. It's a stunning combination of Philippine *Eskrima* (blade fighting) and Brazilian *capoeira*.

Tiger Lily hands Peter a SMALL DAGGER. She raises her spear.

TIGER LILY (CONT'D)
Come at me.

Peter looks down at the dagger.

PETER
Wait -- how come you get a spear?

Before he can even look up- TIGER LILY IS CHARGING AT HIM WITH A VICIOUS ROAR. Peter DUCKS, escapes a THRUST or two, even BLOCKING a hit with his small dagger before Tiger Lily SWEEPS his legs out from beneath him with the spear.

ON PETER-- flat on the ground, Tiger Lily's spear-point to his throat.

PETER (CONT'D)
Hey! That wasn't fair!

TIGER LILY
You think the pirates fight fair?

Peter stands furious.

PETER
Enough! My mother is out there! She needs me! You think I can concentrate on this, knowing that?!

TIGER LILY
You dishonor your mother by blaming her for your failure.

PETER
You want me to lead you? You want me to fight?! Take me to her! Until then, I won't fight for you or anybody.

He STABS his dagger into the rock.

ON TIGER LILY-- as she watches him go. Kiowa joins her. They speak in their native language, the dialogue subtitled:

KIOWA
What if you're wrong about him. What if they are spies? What if this was a trap to find our base and-

TIGER LILY
Stop it! We can trust them. *We can trust them*.

Kiowa sighs.

KIOWA
When are you going to tell him everything? He has to know.

TIGER LILY
Not yet. When he's ready.

We see determination in her eyes, but also sadness.

EXT. CLIFF VILLAGE - MOMENTS LATER

Peter passes Hook on his way to their hut.

HOOK
Where do you think you're going?

Peter stops, near tears.

PETER
These things they expect me to do...I can't do them, Hook!

HOOK
What are you talking about? What happened?

PETER
They're going to find out. They're going to see I'm not their bloody messiah, that I'm just- *me*!

HOOK
Hey! Stop! Stop it. Listen....

Hook takes a deep breath. Peter doesn't even look at him.

HOOK (CONT'D)
I don't know what you are. I know that you flew. Maybe you got some dust on you, maybe you *are* half fairy, maybe it was a once in a lifetime miracle! I don't know. But I knew you were different before that. In the mines, when you stood up for that girl...

Peter's eyes lock with Hook's.

HOOK (CONT'D)
That was a brave thing you did. It was probably what I should have done.

Hook shrugs.

HOOK (CONT'D)
Does that mean you're the One? I don't know. I don't know if there is a 'One'. But I do know that if you aren't the guy -- if you are just you...maybe that's enough.

Peter looks moved. Hook gets uncomfortable, immediately shuts back down.

HOOK (CONT'D)
Look, kid, you want to find your mom. I want to get my pixum. Just hold on a little longer. Make 'em believe and we can get what we came for. Go our separate ways. Alright?

Peter nods.

INT. TIGER LILY'S HUT - NIGHT

ON TIGER LILY'S FACE-- in bed, but can't sleep, when we hear-

THUNK...THUNK...THUNK...

Tiger Lily frowns, sitting up. She PUSHES herself off the cot.

EXT. ARCHERY RANGE/CLIFF VILLAGE - MOMENTS LATER

ON PETER-- in the dead of night, practicing his archery.

Tiger Lily, watching from a distance, unseen by Peter, smiles.

HOOK (O.S.)
What are you smiling about?

She JUMPS, surprised to see Hook behind her.

HOOK (CONT'D)
Sorry, do I make you nervous, princess?

She starts to walk away. Hook follows her.

TIGER LILY
No. You make me *ana'ihidu*.

HOOK
Excited?

TIGER LILY
No, like when you have a rash, but worse.

HOOK
Yeah, well, I definitely grow on you.

Hook smiles as he walks with her onto a wooded path.

HOOK (CONT'D)
So, you and Kiowa-Pan...are you guys like a thing?

TIGER LILY
What does this mean -- a 'thing'?

HOOK
Are you two, you know...
(raises his brow)
Human contact...

Tiger Lily turns to Hook, stopping, alone now in the woods.

TIGER LILY
We are promised to one another.

HOOK
Promised, really? So, how does that work?

TIGER LILY
He is the bravest of our tribe. I am the chief's daughter. It is written.

HOOK
Got it. Got it. Well, that's great. Good for you guys.
(beat, then)
And you love him?

TIGER LILY
Why wouldn't I? He's brave. Honest. He fights for his people. He's not a mercenary hunting for a prize.

HOOK
Oh- oh, like me?

Hook smiles, shakes his head.

TIGER LILY
You don't care about anything or anyone but yourself, do you?

HOOK
I happen to like myself, princess.

Without realizing it, they're drifting closer.

TIGER LILY
Kiowa says not to trust you...

HOOK
I wouldn't trust me, either.

He leans in and KISSES her. She PULLS BACK, surprised-

TIGER LILY
How dare you?! You think because you want something, you can just take it?!

HOOK
Who says I want you?

He GRABS her, PULLING her in close and KISSES her the way you're supposed to be kissed. She melts in his arms before-

VWAP! She SLAPS him across the face.

TIGER LILY
No. NO!

She STORMS back off into the woods, leaving Hook alone.

HOOK
(calling after her)
Fine. FINE! It wasn't such a great kiss anyway!

He KICKS the dirt in front of him. Sighs.

HOOK (CONT'D)
Tiger Lily!

He STARTS to walk in her direction, when SUDDENLY we see her come racing toward him. Hook shakes his head with a grin-

HOOK (CONT'D)
They always come running back...

TIGER LILY
GO! GO!

Hook frowns confused when-

VWOOM! AN AIR-SHIP, THE REVENGE, RISES FROM BEHIND HER, BREAKING THROUGH THE CLOUD COVER INTO THE NIGHT SKY.

TIGER LILY (CONT'D)
We have to warn the others!!!

HOOK
How did they find us?! I don't understand!

Hook and Tiger Lily RACE back toward the village as the Revenge is joined by a SECOND AIR-GALLEON...and then a THIRD...and then a FOURTH.

EXT. QUEEN ANNE'S REVENGE - CONTINUOUS

Turk, standing on deck, looks to Blackbeard who nods calmly.

BLACKBEARD
Begin.

EXT. ARCHERY/RANGE CLIFF VILLAGE - CONTINUOUS

ON PETER-- as he nocks another arrow. When--

HOOK (O.S.)
PETER!!!

Peter turns to see Hook and Tiger Lily running toward him as-

BOOM! BOOM! BOOM! He DUCKS as a first VOLLEY OF CANNONFIRE RAINS DOWN on the village and- VWOOSH! One of the air-Galleons SOARS past overhead.

INT. KIOWA'S HUT - CONTINUOUS

Kiowa HEARS the explosions and LEAPS out of bed, grabbing his LONGBOW and racing out to see-

EXT. CLIFF VILLAGE - CONTINUOUS

A MASSACRE in progress. VILLAGERS running for their lives as EXPLOSIONS rock their sanctuary.

ON THE REVENGE- Turk MARCHES down his line of CANNONEERS.

TURK
Fire!

BOOM! We see the archery range destroyed.

TURK (CONT'D)
Fire!

BOOM! A row of HUTS destroyed.

TURK (CONT'D)
FIRE!!!

Blackbeard watches over it all -- emotionless.

ON PETER-- as he takes cover in a ditch with Hook and Tiger Lily. They shout over the artillery fire-

HOOK
(worried)
Where's Smee?!

PETER
I don't know!

Tiger Lily sneaks a look out of the ditch.

Tiger Lily's POV: ROPES drop from the air-Galleons and PIRATES start to drop down into the village.

She ducks back down, turns to Peter.

TIGER LILY
They're coming for you. We have to get you out of here. Nothing else matters.

ON KIOWA-- racing through the village, calling his warriors to battle as he pounds his chest.

KIOWA
(subtitles)
Stand and fight! Stand and fight!

As the PIRATES make landfall, the battle intensifies. Brutal hand-to-hand combat as the village's warriors make their futile last stand, fighting tooth and nail against the pirates' firepower with their primitive weaponry.

BACK IN THE DITCH-- they all shudder as -- BOOM! -- a cannonball explodes way too close for comfort. Tiger Lily looks to Peter-

TIGER LILY
There's a passway out of the village. Through the canyon, down to the river. If we go now-

We hear the WHISTLE of an incoming round.

HOOK
Move, move, MOVE!

Hook and Tiger Lily leap in one direction, Peter in another as the cannonball decimates the spot they were just crouched on.

Artillery POUNDS the area around them and Peter SCAMPERS into the foliage.

ON THE REVENGE-- Blackbeard looks down on the battlefield, his eyes scanning relentlessly.

TURK
Sir, we recovered our informant.

Blackbeard turns to see-

SMEE
Captain.

Smee bows. Blackbeard nods.

SMEE (CONT'D)
Glad you saw my mark, sir.

BLACKBEARD
We thought we'd lost you. Where's the boy?

SMEE
I don't know, but you need the chief. Him or his daughter. They know something you're going to want to find...something <u>big</u>.

ON TIGER LILY-- as she and Hook dodge explosions, racing for their lives.

TIGER LILY
You did this! You brought them here!

BAM! Another shell EXPLODES behind them.

HOOK
Then why are they trying to kill me, too, genius?!

Before she can answer, sees-

TIGER LILY
Aba'ye!

We see her father, the Chief being hurried to safety by a SMALL RETINUE OF GUARDS. He turns to see Tiger Lily as-

A HAIL OF GUNFIRE interrupts their path, taking out his guards. Tiger Lily SCREAMS They turn back to see, the Revenge lowering to the ground, a WALL OF PIRATES led by Turk disembark, guns still smoking.

Hook and Tiger Lily freeze. Caught. The wall of pirates parts to reveal-

BLACKBEARD
Going somewhere?

Blackbeard steps off the ship. All around them, the pirates are wiping out the last gasps of resistance as Blackbeard moves closer.

BLACKBEARD (CONT'D)
The princess, I presume...

HOOK
Oh, I'm actually just a digger, but I appreciate the compliment.

Blackbeard smiles as-- BAM! Turk PUNCHES Hook in the back of the head, sending him to the ground. Turk is about to hit him again when--

SMEE
Leave him alone! He doesn't matter.

Hook looks up to see Smee with the pirates.

HOOK
You?! Why would you do this?! Why would you--

He LAUNCHES himself at Smee. Turk restrains him.

SMEE
I'm sorry, Hook. I am. I have family in those mines. You know what would have happened to them if I didn't cooperate. I never thought it would come to this.

HOOK
God damn you, Smee! Before this is over, I'm going to kill you! Do you understand me?! That's a promise!

ON BLACKBEARD-- as he zeroes in on Tiger Lily, takes her hand and kisses it. She SPITS in his face.

BLACKBEARD
(tsk tsk)
Your highness, where *are* your manners?

Blackbeard smiles. Nods to the chief.

BLACKBEARD (CONT'D)
Does he understand English?

Tiger Lily shakes her head.

BLACKBEARD (CONT'D)
Tell him exactly what I say.

Blackbeard approaches. He pulls his REVOLVER and moves toward the Chief. Tiger Lily translates as he speaks.

BLACKBEARD (CONT'D)
A friend tells me you've been keeping secrets. That all this time while we've been digging our hands raw for scraps of pixum, that you've been hiding something, shall we say, more substantial?

ON PETER-- watching the scene unfold while hidden in the trees. Breathing heavy. Doesn't know what to do.

ON BLACKBEARD-- as he holds the gun up to face the Chief.

BLACKBEARD (CONT'D)
I'm going to make this very easy. Tell me the location of the hidden fairy kingdom and I will let you live.

The Chief responds.

TIGER LILY
He asks what if he does not tell you.

BLACKBEARD
Well...
(cocks the gun)
Let's just hope he does.

Gun raised to his chest, the Chief pauses, his eyes locked with Blackbeard's. He finally responds.

TIGER LILY
He-
(choking back tears)
He says death is the greatest adventure.

Blackbeard doesn't react then-

BLACKBEARD
Bon voyage.

BAM! ON PETER'S FACE-- as we hear a GUNSHOT and Tiger Lily scream. Peter looks around panicked when- he HEARS something behind him. He turns, parting the leaves to reveal: a NEVERBEAST grazing in the woods behind him.

ON BLACKBEARD-- as he turns his gun on Tiger Lily.

BLACKBEARD (CONT'D)
Need I repeat myself?

ON PETER-- as he STEPS toward the beast, carefully. As he gets closer, he sees another TWO NEVERBEASTS grazing behind it...and a SMALL HERD behind that.

And we see in Peter's desperate eyes an idea forming...

ON TIGER LILY-- who stoically shakes her head.

TIGER LILY
No. You don't.

She closes her eyes. Spreads her arms and quietly prays.

HOOK
Hey! What are you doing?! Tell him!
He's gonna kill you, tell him!

Tiger Lily just KEEPS praying as Blackbeard cocks the gun ready to fire again when-

HOOK (CONT'D)
There's a map!

Blackbeard looks to Hook.

HOOK (CONT'D)
Damn it, just don't shoot her! She said there was a map in the caves that will lead you to the kingdom.

Tiger Lily stares daggers at Hook.

TIGER LILY
What are you doing?! Why would you do this?!

BLACKBEARD
(eyes Hook)
Is this true?

HOOK
I swear! She told Peter, Peter told me. There's a hidden map. Search the caves you'll find it, alright? You got your kingdom, just let her go!

Tiger Lily is shaking with rage.

TIGER LILY
How could you?! Traitor!
(she hits Hook)
You've destroyed everything!
TRAITOR!

Blackbeard's men separate them as-- we hear a RUMBLING.

TURK
What is that?

As- BOOM! B-BOOM! B-BOOM! A SMALL HERD OF NEVERBEASTS COMES STORMING OUT OF THE WOODS TRAMPLING INTO THE VILLAGE AS EVERYONE SCRAMBLES FOR COVER.

HOOK
What the--
(then, sees)
Peter?!

ON PETER-- holding on for dear life on top of one of the Neverbeasts while cannon fire explodes all around him, devastating the mountain base.

PETER
(terrified out of his mind)
One with the beast...one with the beast...

ON HOOK-- as he turns to see, Tiger Lily coming at him.

TIGER LILY
Why did you do that?!

HOOK
I'm sorry for saving your life, sweetheart! I promise it'll never happen again!

Another RUMBLE pulls their attention upward to see:

THE CLIFF WALL ABOVE BEGINNING TO CRUMBLE.

HOOK (CONT'D)
If they keep firing, this whole place is going to come apart! We have to get out of here!

TIGER LILY
Not without Peter!

ON HOOK & TIGER LILY-- fighting their way to find Peter. As they do- Tiger Lily SPOTS Kiowa, fighting off an ever growing circle of pirates. She stops in her tracks. As she moves to help him, her eyes lock with Kiowa's.

KIOWA
(subtitles)
No! Go! The only thing that matters is the boy!

Tiger Lily is torn; she knows he doesn't stand a chance without her. If she goes to him, Peter might be lost.

KIOWA (CONT'D)
I said go!

TIGER LILY
Kiowa-Pan-

KIOWA
GO!

And with that the pirates CLOSE IN on Kiowa and he disappears under their relentless assault. Gone.

HOOK
Come on! We have to get to Peter! Come on!

Tiger Lily, distraught, nods, and they race off.

ON PETER-- riding the beast as it BOUNDS through the village until-- BAM! A cannonball HITS directly in front of its path and the animal REARS up, HURLING Peter off.

He PUSHES himself off the ground to find--

BLACKBEARD
Hello, Peter.

VWAM! Peter SPINS away as Blackbeard's sword SLAMS into the ground. He LEAPS off the floor, pulling his DAGGER out.

The two circle one another, blades drawn, as the mountain base begins to crumble under sustained cannon-fire all around them.

BLACKBEARD (CONT'D)
Your friends are dying, Peter. For you. All this death and you're the reason, you know that. Why keep fighting?

Blackbeard attacks, Peter is able to evade.

BLACKBEARD (CONT'D)
Oh, yes. To find your mother. That's why you won't give up, isn't it? You don't care how many die for you, how many suffer, as long as you find *her*.

PETER
Shut up! You don't know the first thing about me!

BLACKBEARD
Can I tell you the real tragic irony, Peter?

Blackbeard SLICES his way closer.

BLACKBEARD (CONT'D)
You'll *never* find her. And do you know why?

Blackbeard LUNGES toward Peter, knocking his DAGGER out of his hand, pressing Peter to the rocky wall behind him.

ON BLACKBEARD-- as he raises his SWORD to Peter's neck.

BLACKBEARD (CONT'D)
Because I killed her.

Peter's face pales.

BLACKBEARD (CONT'D)
Because she died at my hand with this very blade...

PETER
No. No, no, no...

Peter's eyes well up with tears. Rage coursing through his veins as Blackbeard presses the blade harder into his throat.

BLACKBEARD
Just like you're about to.

Tears stream down Peter's face. Blackbeard shakes his head. He RAISES the sword.

BLACKBEARD (CONT'D)
Don't cry. Your mother didn't. Die a hero, Peter. Close your eyes -- *and think of a happy thought.*

Peter shuts his eyes and Blackbeard brings the blade down as-

VWOOM! HOOK COMES BARRELING INTO BLACKBEARD LIKE A HUMAN MISSILE, TAKING HIM DOWN.

Hook and Blackbeard go rolling. They both PUSH themselves off the floor, ready to go at it when--

AN AVALANCHE OF ROCK COMES ROLLING OFF THE CLIFF WALL, SEPARATING THE TWO.

Hook spins back to Peter, now joined by Tiger Lily.

HOOK
Far be it for me to tell the Chosen One and her holiness what to do, but we need to move! Now!

ON BLACKBEARD-- enraged. As the Revenge passes above, shouts-

BLACKBEARD
Cease fire! Cease fire, damn it!!!

ON OUR HEROES-- Tiger Lily leads the way as the AVALANCHE pursues them downhill. Hook sneaks a look over his shoulder.

HOOK
We should run faster!!!

TIGER LILY
Almost there!

They race deeper into the mountains through a pass as-

TIGER LILY (CONT'D)
Almost!

The ROCKS are almost upon them as they finally race around a bend to see-

A MOUNTAIN RIVER-PASS FLOWING OVER THE EDGE OF THE CLIFF INTO A SPECTACULAR WATERFALL -- AND THEY'RE RACING RIGHT TOWARD THE DROP.

PETER
<u>This</u> is your escape plan?!

TIGER LILY
Unless you have something better-

They reach the precipice-

TIGER LILY (CONT'D)
JUMP!

SCREAMING they all LEAP together and disappear into the MIST as the DEBRIS flies over their heads, <u>just</u> missing them.

EXT. COMMONS/CLIFF VILLAGE - MOMENTS LATER

The village is in ruins; the pirates are rounding up the last of the villagers into a makeshift pen.

ON AYAIN'A-- her dirt streaked face saddened as a Turk pushes her into the pen.

BLACKBEARD
Turk!

Turk turns to see his captain striding toward him.

BLACKBEARD (CONT'D)
Send two ships to find the boy.
Save the rest to search the caves.
We're going hunting.

The Revenge lowers and drops down a rope ladder for the captain, who takes it.

TURK
Hunting? For what?

Blackbeard holds onto the ladder as the Revenge RISES.

BLACKBEARD
Fairies.

EXT. RIVERBANK/NEVERWOOD - DAY

ON OUR HEROES-- shaken and soaked as they crawl their way to dry land.

Tiger Lily stands first, racing to Peter who sits, propped against a tree.

TIGER LILY
Peter! Are you hurt?

Peter doesn't respond, catching his breath. Hook, flat on the ground, lifts his hand.

HOOK
I'm fine, thanks for asking...

Tiger Lily spins toward Hook, charges toward him.

TIGER LILY
How dare you speak to me! How dare you?!

As Hook stands, Tiger Lily POUNDS his chest with her balled fists.

TIGER LILY (CONT'D)
You told him about the map! Now everything my people have fought to protect will be destroyed!

HOOK
Did you want to die?! Because that's what was about to happen!

TIGER LILY
You didn't know your friend was with the pirates?! You lie! You knew!

HOOK
I said I didn't know! I had no idea he was an informant, okay?!
(then, notices)
Where's Peter?

INT. NEVERWOOD - CONTINUOUS

ON PETER-- the world around him a blur as he walks, aimlessly, still in shock, stumbling through the wilderness.

TIGER LILY (O.S.)
Peter!

Her voice is a distant echo. Peter just keeps walking.

TIGER LILY (CONT'D)
Peter!

Tiger Lily grabs his arm, jerking Peter to a halt. He thrashes his arm free of her. Hook just watches.

TIGER LILY (CONT'D)
Stop!

Peter shakes his head. Tears beginning to stream down his face.

PETER
You lied to me...

TIGER LILY
Peter, I'm sorry!

PETER
(full throated)
You lied to me!

Peter steps toward her.

PETER (CONT'D)
Is it true?

TIGER LILY
It's complicated.

PETER
Complicated?!

Peter shakes his head.

PETER (CONT'D)
Is my mother alive or isn't she?!
That's all I want to know!

Tiger Lily looks from Hook to Peter. Then-

TIGER LILY
Blackbeard spoke the truth.

Peter doesn't know what to say.

PETER
And you lied to me- why? So, I'd fight with you? Lead your bloody rebellion?! Well, I guess the joke's on you then, isn't it?! Because I'm not the one you're looking for!

HOOK
Peter-

PETER
I believe my mother came to you! Okay?
(MORE)

PETER (CONT'D)
I believe my father was who you say he is and that I'm half fairy! Brilliant, but it doesn't make me the fulfillment of your prophesy! Whoever it is you think I am, whatever it is you expect me to be--
(pauses, then)
*I'm **not** and I **can't**!*

Peter turns and walks past her, back toward the riverbank, leaving a shaken Tiger Lily and Hook.

HOOK
You should've told him...

Tiger Lily stares at Hook with contempt.

TIGER LILY
Because of what you did, his mother died for nothing.

She walks after Peter, passing Hook.

TIGER LILY (CONT'D)
Just like my father.

EXT. RIVERBANK/NEVERWOOD - CONTINUOUS

ANGLE ON-- Mary's letter to Peter.

Peter holds it in his hands as he stands at the river bank then, hopeless, tears the letter up, throwing the pieces into the river. He stares at the pieces of paper washing away when-

TIGER LILY
(grabs him)
Careful.

She pulls him behind a tree, POINTS upward. An air-Galleon passes high above. They wait for it to pass in silence. Then-

TIGER LILY (CONT'D)
He's not going to stop looking for you. We have to get you someplace safe.

HOOK
(emerging from the trees)
I'm sorry, do you see what's going on out here? Blackbeard's on war footing. Nowhere on this island is safe.

Tiger Lily hesitates.

TIGER LILY
There *is* one place on this island even the pirates wouldn't go.

Peter looks to Hook and then back to Tiger Lily.

PETER
Where's that?

EXT. RIVER/NEVERWOOD - DAY

We're MOVING RAPIDLY over water.

TIGER LILY (O.S.)
My people call it *Na'afi Kuguri*. In your words: Mermaid Lagoon.

We keep PUSHING DOWN-RIVER until we find: a MAKESHIFT RAFT floating downstream with our three heroes on it.

As they make their way downstream, Tiger Lily sharpens a SPEAR made from branches with a pointed rock attached at the end. Peter sits at the edge of the raft, his feet dangling in the water.

PETER
Mermaid Lagoon? <u>That's</u> the one place the pirates won't go?

Tiger Lily nods and hands Peter the spear. She starts working on another one.

PETER (CONT'D)
The pirates are afraid of mermaids?

TIGER LILY
No. They're afraid of what you have to pass through to get there.

Hook, fashioning his own spear, smiles at Peter.

HOOK
You're not afraid of a few crocs are you, Peter?

Hook smiles. Peter pulls his feet out of the water.

INT. CAVES/CLIFF VILLAGE - DAY

Turk leads a small pirate search party deeper into the caves.

TURK
It's got to be here somewhere! Keep looking!

ON SMEE-- as he branches off down a side tunnel, holding a torch. We TRACK him down the tunnel, until we see his eyes widen and a smile appear as he sees something.

SMEE
Blimey...

MOMENTS LATER-- Smee hurriedly LEADS Blackbeard, Turk and a group of PIRATES back to the spot.

SMEE (CONT'D)
Captain, I think--

Smee raises his torch to reveal on the wall: THE MAP TO THE FAIRY KINGDOM.

SMEE (CONT'D)
You're going to be very happy.

Blackbeard, his face illuminated by Smee's torchlight, leans forward taking in the map.

BLACKBEARD
Mr. Turk -- I want you to load up an air-Galleon with as many slaves as it can carry and bring them--
(points to the X on the map)
Here. And then I want you to fill another ship and another and another. As fast as you can.

TURK
Any particular kind of slave, sir?

BLACKBEARD
Diggers. Give me diggers.

EXT. CROC ALLEY/NEVERWOOD - NIGHT

Our heroes continue their riverine journey to Mermaid Lagoon. Several MAKE-SHIFT TORCHES are wedged into the flooring of the raft.

ON PETER-- staring out at the woods, his head still somewhere else. Hook sits down next to him.

HOOK
You okay?

PETER
Do you care?

HOOK
(honest)
No. No, I don't.

Peter turns to him.

PETER
When you got the telegram, that your mum had died -- how did you keep going?

HOOK
I don't know. At a certain age, you get to a place where enough bad stuff happens and enough good stuff doesn't that, you accept your life isn't going to be what you imagined it would be. You grow up. And you keep going because...you have to.

ANGLE ON THE WATER-- as SEVERAL ROWS OF FIN-LIKE REPTILIAN SCALES silently break the surface of the river. Unseen by our heroes, they SNAKE toward the raft.

HOOK (CONT'D)
Happy endings are for story books, but story books are for kids, Peter. You can't stay a kid forever. Even in Neverland.

Peter considers this when-

TIGER LILY
Hayathu!

Peter and Hook jump up.

PETER
What did she say?

As they spin to see, behind them--

THE GAPING JAWS OF AN 8 TON NEVER-CROC EMERGE FROM THE WATER.

Peter and Hook stumble backward as the croc dives back down, swimming underneath the raft.

TIGER LILY
Grab the torches! They're afraid of the flame!

HOOK
We're going to be alright, kid! As long it's only one of them!

PETER
Uh -- Hook...

Hook traces Peter's gaze to see-- the telltale SCALES of another Never-Croc breaking the surface, coming right at them from the other direction.

HOOK
Alright, that's not great.
(then)
Get a torch, kid! What are you standing around for?!

Peter GRABS a torch, as our three heroes move back-to-back, torches at the ready. A beat. No sign of them.

PETER
Did we scare them off?

VWOOM! ONE OF THE CROCS EXPLODES, DOLPHIN LIKE, OUT OF THE WATER FLYING OVER THE RAFT. ILLUMINATED BY THEIR TORCHES, WE GOT OUR FIRST GOOD LOOK AT THIS THING, WHICH RESEMBLES THE FAMED CRETACEOUS-ERA SARCOSUCHUS ("SUPER CROC") MORE THAN ANYTHING ELSE.

PETER (CONT'D)
Jesus!
(as it SPLASHES down)
They can fly?!

HOOK
They can't fly, but they can sure as hell jump! Keep waving that thing! Higher!

The second croc EXPLODES out of the river, SOARING over them and splashing down. The WAVES beneath the raft are building.

PETER
They're trying to knock us overbo-

WHAM! A WAVE TILTS UP THE END OF THE RAFT PETER'S STANDING ON AND- SPLASH! HE GOES HEADFIRST INTO THE WATER, DISAPPEARING BENEATH THE SURFACE.

HOOK
Peter! PETER!

TIGER LILY
Where'd he go!?

HOOK
He went down! I think I see him!

Hook kneels down, thrusting his arm into the water.

HOOK (CONT'D)
Grab my hand! Take it!

And then-- we see Hook JERK downward and his face PALE as he realizes something's got him. He TRIES to pull his hand back, but can't.

HOOK (CONT'D)
I need some help! Help!

Tiger Lily races over and STRAINS to pull Hook out. As she PULLS him back onto the raft, he pulls out with him--

TIGER LILY
Peter!

Our hero, gasping for air.

PETER
It had me! But it let go!

Hook looks up to see the Never-Croc scales, disappearing into the other direction just as--

HOOK
What are they running from?

As- a light ILLUMINATES his face, distorted from beneath the water. He looks down to see, beneath the surface:

The bioluminescent outline of the sexiest, most beautiful MERMAID (20) you have ever seen. Her porcelain skin literally glows as if it were its own light source.

ON PETER-- as he spots another one on his side.

PETER
Are these--

TIGER LILY
Mermaids. These are sacred creatures. Even the crocodiles will not harm them.

PETER
They're so...

Peter is completely consumed by their beauty. Hook nods.

HOOK
You can say that again.

Tiger Lily makes a dismissive noise. Hook eyes her.

HOOK (CONT'D)
Problem?

Tiger Lily ignores him, turns to Peter.

TIGER LILY
They're giving us safe passage.

PETER
Why's that?

TIGER LILY
Because mermaids are creatures of the mind. They can read our thoughts...and they must feel we have something worth protecting.

Tiger Lily eyes Peter. Peter just turns away. As we PULL WIDE to see:

The raft surrounded by a POD OF MERMAIDS escorting them to safety.

EXT. MERMAID LAGOON - NIGHT

It's night, but the MERMAIDS swimming beneath the surface illuminate the subterranean lagoon in a kaleidoscope of colors so bright it could be the middle of the day.

ON OUR HERO RAFT-- as it makes its way into the lagoon, passing a SHIP WRECK on the shore.

TIGER LILY
They'll protect us here for as long as we need them to.

As they speak, the raft makes landfall, docking at a natural harbor on the perimeter of the lagoon.

HOOK
I'm going to check out that wreck. See if there's anything worth salvaging.

Hook hops off raft and heads toward the ship, leaving Peter alone with Tiger Lily.

TIGER LILY
I'm sorry I did not tell you what happened to your mother -- but Blackbeard did not tell you the whole truth either.

PETER
I don't understand.

TIGER LILY
Let me show you.

PETER
Show me?

Tiger Lily nods.

MOMENTS LATER-- Peter and Tiger Lily are in the water.

TIGER LILY
Because of the mermaids, the waters here are charged with their *a'shana* -- their energy. You can see through my eyes. Are you ready?

Peter takes a deep breath.

PETER
I'm ready.

TIGER LILY
Hold your breath.

And with that, Tiger Lily PLACES her hand on Peter's face, begins to PRAY and then DUNKS him into the water like he's being baptized.

ON PETER'S FACE-- his eyes close and the minute he's submerged we are instantly TRANSPORTED TO:

EXT. NEVERWOOD - DAY/FLASHBACK

VWOOSH! The images LAND into view like those in Dumbledore's Pensieve.

We're FLYING OVER AND THROUGH an epic battle between the pirates on the one side and the Natives and fairies on the other. Every so often the image ripples like its projected over water. A fierce clash, but it's clear the pirates are winning.

TIGER LILY (V.O.)
We fought with our fairy brothers, but we could not reverse the tide...

ON A SMALL, BEAUTIFUL NATIVE GIRL (5)-- as she watches the battle, terrified.

TIGER LILY
I saw it all. And I watched as your mother did what thirty men could not.

We see Mary, dressed as a native warrior, her hair cropped short, and a virtual master in the martial art of *ts'kali.*

TIGER LILY (CONT'D)
And it was still not enough. The last of the Fairy Kingdom was on the verge of devastation...

In her eyes, we see she knows this is the end.

TIGER LILY (CONT'D)
And so your mother told the Fairy King and his people to retreat. To disappear into the woods. That she would hold off Blackbeard as long as she could.

ON MARY-- as she and Blackbeard go one on one. An epic sword fight between two titans.

TIGER LILY (CONT'D)
Until...

Blackbeard gets the advantage and-- we only see glimpses of what happens next:

Mary's eyes WIDENING...her sword FALLING...Blackbeard's face filled with hate...

ANGLE ON MARY-- lies dying as the WHITE LIGHTS of the fairies intensify around her.

TIGER LILY (CONT'D)
She sacrificed herself to protect the Kingdom. But, in so doing, something extraordinary happened...

We see the white lights, the fairies, around Mary, rotating around her, faster and faster. Until, they flare--

A MASSIVE WHITE, EXPLOSION OF LIGHT SHOOTS OUT FROM MARY, BLINDING US- AND WHEN OUR VISION CLEARS...

EXT. MERMAID LAGOON - NIGHT/PRESENT

Tiger Lily PULLS Peter's head out of the water. He catches his breath.

TIGER LILY
In death, she found new life. She became a part of the island. Her *itu-awai*, her life force, still, protects the secret of the kingdom. It pushes away all who seek to destroy it and has kept them hidden all these years. She is what has kept them safe.

PETER
I don't understand...

TIGER LILY
Your mother isn't really gone, Peter. But if what she gave her life to protect is destroyed, what's left of her will be destroyed with it.

Peter shakes his head, wading back onto dry land.

PETER
What if I can't do what she did? What if I fail?

TIGER LILY
If you don't try, if you don't fight -- then you have already failed. And Blackbeard has already won.

As Peter considers this-

HOOK
Hey!

They turn to see Hook approaching.

HOOK (CONT'D)
(smiles)
You're not going to believe what I found.

EXT. MERMAID LAGOON - MOMENTS LATER

ON HOOK-- as he LEADS them toward the shipwreck.

HOOK
The hull's pretty banged up. Looks like teeth marks. Apparently those crocs can jump pretty high, but...

Hook makes his way to the back of the ship, toward the engine, which he opens to reveal-

HOOK (CONT'D)
Get a load of *this*.

The engine is filled with pixum. Hook beams.

HOOK (CONT'D)
If I can fix that hull -- and I can -- it should be enough.

TIGER LILY
Enough for what?

HOOK
To get us the hell off this island.

Peter turns away. Conflicted.

TIGER LILY
After everything, you want to run like a coward?

HOOK
I mean, I hadn't thought of it in those exact terms, but generally speaking...yes!

Hook laughs. Tiger Lily doesn't. Peter just stares at the water.

HOOK (CONT'D)
Good grief, I thought you two would be thrilled!

Tiger Lily shakes her head.

TIGER LILY
So, that's it? You'll go home.

HOOK
Listen, princess, I don't like Blackbeard any more than the next miner, but this fight's over. Your base is gone. Whoever survived the attack is probably in a camp by now.
(then)
I've been in those camps. I'm not going back. Not for anything. Or anyone.

TIGER LILY
You know as well as I do what Blackbeard's planning! Those ships? That invasion force? He's coming for your world! And if he gets to the hidden kingdom, he'll have all the dust he needs to actually do it. You want to go home? You won't have a home to go back to if we don't stop him!

HOOK
That's a guess!

TIGER LILY
It's more than a guess!

HOOK
(shrugs)
Great, at least I'll die later! We fight him now, we're all dead and you know it.

Tiger Lily keeps herself together, but we can see she's hurt.

TIGER LILY
If you have no reason to stay, then go.

HOOK
Oh, don't go mushy on me now, your Highness...

TIGER LILY
If you can leave us to die--

HOOK
I don't <u>want</u> you to die! I want you to <u>come</u> with me!

TIGER LILY
And if I don't.

HOOK
Then that's your decision. Not mine.

Tiger Lily glares at him and walks away, leaving Peter alone with Hook.

HOOK (CONT'D)
Looks like it's just you and me, kid. You name the place and I'll take you there, just so long as it's out of here.

Peter hesitates.

HOOK (CONT'D)
What do you say?

Hook extends his hand. Peter takes a deep breath.

EXT. MERMAID LAGOON - MOMENTS LATER

ON TIGER LILY-- she sits her feet dangling in the water, when she hears something and turns to see-

Peter walking toward her.

PETER
Let's get one thing straight: I'm not the Chosen One. The prophesy wasn't about me if it was ever real at all and the sooner you get your mind around that fact, the better off we'll all be.

Tiger Lily's face falls.

PETER (CONT'D)
But I am my mother's son. And if Blackbeard is going to destroy everything my parents died for, then I'm going to stand against him to the last. Just like they did.

Peter's blue eyes -- his mother's eyes -- seem to burn more fiercely than we've ever seen before.

PETER (CONT'D)
Any questions?

TIGER LILY
Why are we still standing here?

Peter smiles.

EXT. KINGDOM MINE - DAY

AERIAL SHOT as we SWEEP OVER a dust mine that's only in its nascent stages. MINERS are being unloaded by the shipload and RUSHED into the dig. A rapid and massive mobilization of manpower that would put the builders of the ancient pyramids to shame.

ON THE GROUND-- Blackbeard marches through the camp with Turk and Smee in tow.

TURK
We should have two hundred more here by noon, Captain. And another two hundred after that by nightfall.

BLACKBEARD
Keep them coming. Any sign of the boy?

TURK
Not yet, sir. Nothing.

SMEE
All due respect, sir, I've spent some time with the boy and I promise you, you've got nothing to worry about.

BLACKBEARD
And why is that?

SMEE
He's weak. He's afraid. And what's more, none of the people believe in him. Not anymore.

BLACKBEARD
Let's keep it that way.

As they enter--

INT. BLACKBEARD'S TENT - CONTINUOUS

Tables are set up with maps lain out. It looks like a forward military command base.

Turk leads Blackbeard to the center table.

TURK
Captain, if you look over here, we have some of the plans you'd requested.

Blackbeard leans over the table, taking it all in. Smee, looking over his shoulder, eyes the maps on the table and his eyes widen.

Smee's POV: these aren't maps of Neverland. They're maps of London. New York. Moscow. Tokyo.

SMEE
My god...

BLACKBEARD
Do we have a problem?

SMEE
No, no not at all, sir. It's just...how are you going to pull off something like this? On this scale?

BLACKBEARD
We have eyes and ears in their world, Mr. Smee. And theirs is a world now in chaos. A great war is being fought by all against all. Their world has never been more ripe for the taking.

Blackbeard turns back to the maps.

BLACKBEARD (CONT'D)
The dust of a freshly slaughtered fairy is infinitely more powerful than the bones of a long dead one. Once we have the pixum to fuel our armada -- there will be nothing that can stop us.
(then)
Do you know why they called me a pirate, Mr. Smee? Because I did the Crown's dirty work. I did more damage to the Spanish and French fleets in a decade than the Royal Navy had in a century and didn't get so much as a thank you. No. Instead, I became a liability. I made the world safe for the Crown and in exchange the Crown made the world safe from men like me.

SMEE
If you don't mind my asking, why do you want to go back? This place is like Eden.

Blackbeard shakes his head.

BLACKBEARD
This place isn't paradise. It's a prison. A pixum gilded cage. Like Napoleon on Elba, I long for home. I yearn for the world I was chased from. My world, Mr. Smee.
(smiles)
And now, after all this time, when they least expect it, I'm going to take it back.

EXT. HILLTOP/NEVERWOOD - DAY

ANGLE ON THE KINGDOM MINE-- from a distance. Reveal:

Peter and Tiger Lily surveilling the mine from a nearby hilltop.

PETER
He's practically emptying out the camps to find this place...

TIGER LILY
With that many diggers, it's not going to take him long.

PETER
I'll say.

Tiger Lily turns and begins to walk down the side of the hill. Peter follows.

PETER (CONT'D)
What are you thinking?

TIGER LILY
We're outnumbered. We're outgunned. The chances of success are slim.

PETER
You really know how to give a good pep talk.

TIGER LILY
If we're going to stop Blackbeard, we're not going to be able to do it alone.

PETER
Well, yes, an army would be quite nice, but how do you suppose we raise one and get it here in time?

Tiger Lily thinks.

TIGER LILY
Maybe Blackbeard's already done that part for us.

Peter follows her gaze to see she's staring at the ship-loads of miners being unloaded into the camps.

PETER
Brilliant.

EXT. KINGDOM MINE - DAY

ON A ROW OF MINERS-- as they file into camp, among them:

Peter and Tiger Lily. They blend perfectly into the sea of humanity coursing into the mine.

TIGER LILY
We have to find Ayain'a. She can help us gather what's left of the tribe.

Peter nods. As we hear-

SKINNY ORPHAN (O.S.)
Peter?

Peter turns to see the Skinny Orphan he stood up for back in the Kensington Home staring back at him. Shocked.

SKINNY ORPHAN (CONT'D)
It is you! What are you doing here?

Peter holds his finger to his lips and keeps walking. The skinny orphan keeps pace.

PETER
When did you get here?

SKINNY ORPHAN
Oh, I was on the first shipment in, yesterday morning. Won't tell anyone what we're digging for, but everyone says it's something big. Something different.

PETER
Listen, me and my friend, we're looking for someone. Do you think you could help us?

SKINNY ORPHAN
Anything for you, Peter.

INT. MINERS' CAMP/KINGDOM MINE - DAY

ON AYAIN'A-- sitting with the OLDER MINERS sifting through piles of rock.

TIGER LILY (O.S.)
Ayain'a...

The holy woman looks up to see Peter and Tiger Lily with the Skinny Orphan in tow.

TIGER LILY (CONT'D)
We need your help.

She takes in Peter, uncertain.

AYAIN'A
(subtitles)
Why has he come? To follow or to lead?

TIGER LILY
(subtitles)
To *fight*.

AYAIN'A
(subtitles)
Then I will help him.

INT. BLACKBEARD'S TENT - DAY

Blackbeard is studying his war plans when--

TURK
Captain. There's a problem.

INT. TUNNELS/KINGDOM MINE - MOMENTS LATER

ANGLE ON SMEE-- he looks nervous. Sweating profusely. The miners around him, stand in tangibly worried silence.

BLACKBEARD
(approaches)
What seems to be the issue, Mr. Smee?

SMEE
Captain, sir, we've followed the cave map Hook told us about to the letter. And according to the map, the entrance to the kingdom shoould be right here, but...well, see for yourself--

Instead of an entryway we see- a MASSIVE IMPENETRABLE WALL decorated with row after row of ILLEGIBLE HIEROGLYPHIC-LIKE CARVINGS and STRANGE INDENTATIONS.

BLACKBEARD
Fascinating.

Blackbeard touches his hand to the wall.

TURK
We've been trying to dig through it, sir, but no luck.

BLACKBEARD
I don't know what's on the other side of this wall, but to get to the hidden kingdom, I know we have to get through it. The map is clear. Are these tunnels wide enough to send in an air-Galleon?

TURK
Indeed they are, sir.

BLACKBEARD
Then bring one down here and blast this thing open with the long guns. I want us through to the other side by sun up. If the wall's not gone by then, mark my words, one of you will be.

With that, Blackbeard turns and exits.

TURK
You heard the captain! Let's MOVE!

INT. MINERS' CAMP/KINGDOM MINE - NIGHT

A large grouping of captured NATIVES, many of them faces we recognize from the Cliff Village, have gathered together. There's a buzz in the air. All waiting for something.

When into the center of the room walks Ayain'a and Tiger Lily. Everyone falls silent.

AYAIN'A
(subtitles)
My people, this is our darkest hour. Blackbeard is almost upon the hidden kingdom and when he finds it, all will be lost. Desperate times call for desperate measures and so I ask you to listen to this boy. Believe in him as his mother believed in us.

With that, Peter EMERGES from the crowd to a chilly response.

TRIBESMAN 1
That boy is the reason we're in here!

TRIBESMAN 2
He and his friends revealed us to the pirates!

TRIBESMAN 3
We cannot trust him!

AYAIN'A
(subtitles)
SILENCE!

Everyone shuts up. Peter has the floor. He looks to Tiger Lily next to him, who nods, encouragingly.

TIGER LILY
(whispers in his ear)
Make them believe...

PETER
Hi.

Tiger Lily translates. Everyone just stares back.

PETER (CONT'D)
I know that some of you blame me for what has happened, but you need to know that was not my fault. Smee, a man I thought was a friend, betrayed me, but I never betrayed you. Do you understand?

People seem unimpressed.

PETER (CONT'D)
Look, to be honest, I don't know what I'm doing. I'm not a warrior. I'm certainly not what you were expecting, but...I'm what you got. And I know that if we don't stand up, together, like my mum did, like my dad did, that we won't get another chance. This is it.
(MORE)

PETER (CONT'D)
And so, whatever you believe about me or don't...I'm not asking you to fight <u>for</u> me.
(thinks)
I'm asking you to fight <u>with</u> me. Because I can't do this alone. But if we stand together, those miners out there will stand with us and then, guess what, we have the numbers! Not them. Us! We are as strong as we choose to be!

Everyone CHATTERS quietly among themselves. The speech is having an impact.

PETER (CONT'D)
Let us choose to be strong! Let us choose to be brave! It's what my mother would've asked of you then. It's what I beg of you now.

Ayain'a smiles watching the room take this all in. Tiger Lily looks to Peter, impressed.

TIGER LILY
This is what you called 'pep' talk?
(she nods)
You are better at it.

Peter smiles. Tiger Lily turns to her people.

TIGER LILY (CONT'D)
So? I stand with Peter. Who else stands with me?

The villagers continue to confer when--

MAN (O.S.)
I have a question.

All eyes turn to see-- KIOWA, alive, but badly wounded, limp into the center of the room. Tiger Lily reacts, shocked to see him.

KIOWA
You ask us to fight with you. To rise up. To risk our lives. But what makes you different? You lied to us before and because of it, our people died. Our village was destroyed. So I ask you now--
(locks eyes with Peter)
Are you the one the prophesy spoke of?

Peter hesitates. Then-

PETER
No. No, I'm not.

Kiowa raises his hands, resting his case.

KIOWA
Then I will not fight with him. And any man who does is a fool.

With that, Kiowa exits and slowly, one by one, everyone in the room exits with him until it's just Peter, alone with Tiger Lily and Ayain'a.

The holy woman looks up at Peter with great sadness in her eyes. She says something to him and then exits.

PETER
What did she say?

TIGER LILY
She said you still do not believe, so they did not.
(beat)
And that you and I are alone now.

EXT. KINGDOM MINE - MOMENTS LATER

Peter, storms out. Tiger Lily follows.

TIGER LILY
Where are you going?

PETER
Would my mother have given up?

TIGER LILY
You're not your mother!

We can see on Peter's face that comment land harder than Tiger Lily meant it to. He stops and faces her.

PETER
Your last memory of my mother, the one you showed me -- my mother was fighting *with* the fairies, wasn't she?

TIGER LILY
Yes, so?

PETER
It was almost like she could speak to them, wasn't it? Well, if she could do that...imagine what I could do?
(then)
If we can get into the kingdom, we might have a chance. I just need someone to show me the way.

Tiger Lily shakes her head.

TIGER LILY
I can get you to the entrance gate, but -- what if they won't fight with you? If you can't communicate with them like she could?

PETER
You mean what if I fail? Well, as someone once told me, then at least I've tried.
(then)
So what do you say?

Tiger Lily hesitates -- then nods, yes.

INT. CAPTAIN'S QUARTERS/QUEEN ANNE'S REVENGE - NIGHT

Blackbeard stares out at the dark Neverwood through the porthole window. There's a KNOCK at the door. Turk enters.

TURK
Captain, we've spotted the boy.

Blackbeard spins around.

BLACKBEARD
Peter? Where?

TURK
Sir, you're not going to believe this, but...he's in the tunnels.

Blackbeard takes a deep breath, thinking.

BLACKBEARD
Clear him a path. I don't want him to know he's being followed. Don't let him out of your sight, Turk.

TURK
Yes, captain.

Turk exits. Blackbeard turns back to the window.

BLACKBEARD
Peter, Peter, Peter...what *are* you doing?

INT. TUNNELS/KINGDOM MINE - NIGHT

ANGLE ON THE GLYPH-WALL-- Peter stares at it. Mystified.

PETER
You're sure this is it?

TIGER LILY
I'm positive. It's supposed to be here. I don't understand.

Peter keeps looking at the wall.

PETER
Did the map say anything about how to get through this?

TIGER LILY
Nothing. I would have remembered that.

Peter frowns. Then his brows raise.

PETER
These markings...what language is this?

TIGER LILY
This writing is in fairy. Why?

PETER
Because I don't know how, but -- I can read it...

TIGER LILY
What does it say?

PETER
"Only the Prince who bears the key to the Hidden Kingdom, shall pass..." Just that. Over and over and over.

TIGER LILY
Well, you're the prince, Peter.

PETER
Yeah, but I don't have--

Then he realizes -- reaches for his necklace.

PETER (CONT'D)
It couldn't be.

Peter takes off his necklace and approaches the wall. And slowly, he inserts the graduated cylinders of the pan pipe into the indentations on the wall and we hear-- A LOUD CLICK.

Peter turns the PIPE as if opening a lock with a key and--

SUDDENLY THE WALL BEGINS TO DISASSEMBLE. ANCIENT GEARS, LONG DORMANT, SPINNING INTO ACTION.

PETER (CONT'D)
That's why she give me this. She left me with the keys to the kingdom.
(realizing)
She knew I'd come for her.

And we watch as-- the wall finally opens to reveal: a TUNNEL ENTRANCE beyond.

TIGER LILY
Are you ready?

PETER
As I'll ever be.

He's about to step forward when we hear-

BLACKBEARD
Bravo, Peter. Bravo.

They spin to see-- Blackbeard, joined by Turk, Smee and a collection of pirates with guns drawn as an air-Galleon moves into position behind them.

BLACKBEARD (CONT'D)
If only your mother knew that you would unlock the hidden kingdom for the very man to whom she gave her life to keep it safe.

Peter and Tiger Lily are trapped. Nowhere to run.

BLACKBEARD (CONT'D)
Now, let's step inside and have a look. Shall we?

INT. TUNNELS/KINGDOM MINE - DAY

ON THE REVENGE-- as they fly through the tunnel. At the helm, Peter and Tiger Lily stand hostage at gunpoint. Blackbeard stands beside Peter.

BLACKBEARD
You know I was upset I didn't kill you back at the village, but it really goes to show you -- everything happens for a reason. Doesn't it?

Peter doesn't respond. They keep sailing forward until they reach an opening which looks out upon--

EXT. FAIRY KINGDOM - CONTINUOUS

Peter's POV:

A CRYSTALLINE WORLD WITH BOTTOMLESS CANYONS, UNDERGROUND RIVERS AND INTRICATE HIVE LIKE STRUCTURES AS FAR AS THE EYE CAN SEE. IT IS AN ORNATE AND VISUALLY STUNNING SIGHT THAT FEELS EQUAL PARTS KRYPTONIAN AND INSECTILE. THE LAST VESTIGES OF A ONCE GREAT CIVLIZATION. UNLIKE ANYTHING WE -- OR PETER -- HAVE EVER SEEN.

BLACKBEARD
Take us deeper.

As they descend into the subterranean kingdom, we notice the CRYSTALS seem to react to Peter as he passes.

ON PETER'S FACE-- as he takes this all in.

Slowly, from the HIVES we watch as-

SINGULAR POINTS OF BLINDINGLY LUMINOUS WHITE LIGHT EMERGE.

Tiger Lily sees Peter watching them, transfixed.

TIGER LILY
They are your people.

The fairies slowly float out, will-o'-the-wisp-like, as if awakened by Peter's very presence. A stunning sight as more and more and more fairies come out of hiding. And before you know it, the Kingdom air is dense with these points of light --- a spectral downpour.

BLACKBEARD
Remarkable...

ON PETER'S FACE-- as he we hear UNINTELLIGIBLE VOICES. Frantic whispers.

PETER
Do you hear that?

TIGER LILY
Hear what?

Only Peter can hear them. As he's processing this-

BLACKBEARD
Mr. Turk, send down the rest of the air-Galleons. You can fire when ready. We have a lot of ground to cover.

Turk nods, turns to another crew-mate.

TURK
Light 'em up!

PETER
What are you doing?

BLACKBEARD
Getting what I came for.

Peter watches in horror as the crew mans a series of NOZZLES ON SWIVELS, each attached to a CENTRAL PRESSURIZED CONTAINER in the middle of the ship. And within seconds--

VWOOSH! Each nozzle SHOOTS OUT FLAMES over the crystalline kingdom, slowly setting the kingdom aflame.

BLACKBEARD (CONT'D)
Greek Fire. Nothing burns hotter. We'll have all the dust we need in no time.

PETER
No! NO! You can't do that!

TIGER LILY
Stop! Please! PLEASE!

The pirates restrain Peter and Tiger Lily. Blackbeard turns to Peter, moving slowly toward him while unsheathing his sword.

BLACKBEARD
Before I kill you, I want you to watch your kingdom burn, Peter.

He makes his way behind Peter. Grabbing him by the hair, he presses his blade to Peter's neck.

BLACKBEARD (CONT'D)
I want you to watch everything your mother ever cared about crumble.
And know that this is all because you failed.

He PRESSES his hooked sword harder into Peter's neck. Peter can only watch as the FLAMES build. A place of unimaginable beauty, slowly cracking apart under the heat of the roaring fires.

The FAIRIES seem helpless, trying to avoid the flames, but they have nowhere to go, the air thick with black smoke.

ON PETER'S FACE-- as those whispers GROW louder. He GRIMACES.

BLACKBEARD (CONT'D)
(realizing)
Oh, you can hear them, can't you?
You can hear their screams?

PETER
Please...

ON TIGER LILY- as she struggles against Turk. Helpless. He's too strong.

ON BLACKBEARD-- smiles as multiple air-Galleons join the Revenge, spewing flames over the Fairy Kingdom. He lets go of Peter.

BLACKBEARD
What is it like, Peter, to know that whatever you love is condemned to die?
(then)
I want you to kneel.

Peter doesn't do it.

BLACKBEARD (CONT'D)
I said -- <u>kneel</u>.

PETER
(grits his teeth)
I am a prince like my father. I am a warrior like my mother. I won't bow for you or anyone else! If you want to kill me, get on with it!

The FLAMES are picking up now. Blackbeard raises his sword.

BLACKBEARD
As you wish.

Brings the SWORD hurtling down--

BLACKBEARD (CONT'D)
Die like your mother before you!

When-- BOOM! BOOM! BOOM! Everyone SPINS, turning to see--

ONE OF THE AIR-GALLEONS TAKING A BARRAGE OF INCOMING CANNONFIRE AND EXPLODING IN MID-AIR IN A MASSIVE FIREBALL.

BLACKBEARD (CONT'D)
What the hell just happened?!

As-- VWOOSH! Another AIR-GALLEON EXPLODES THROUGH THE FLAMES, SHOOTING STRAIGHT AT THE REVENGE SENDING EVERYONE ON DECK DUCKING FOR COVER.

Peter and Tiger Lily run one way, Blackbeard runs the other.

ON THE SECOND AIR-GALLEON-- as it banks back toward the Revenge, swooping in close enough for Peter and Tiger Lily to see:

HOOK
Miss me?!

Peter and Tiger Lily are wide eyed as they see Hook helming the refurbished air-Galleon.

BAM! He HITS into the Revenge's starboard side, keeping pace with it.

HOOK (CONT'D)
You two waiting for a better rescue option or are you coming with me?!

Peter and Tiger Lily RUN FULL STEAM across the deck.

Peter's closer; makes it first. Tiger Lily's right behind him, but-

BLACKBEARD
Dive!

Turk takes Blackbeard's order and NOSEDIVES the Revenge at the last second before Tiger Lily can make the jump.

ON PETER-- as he hits the deck of Hook's ship.

HOOK
This ain't nap time, kid! Man a gun!

Peter RACES to one of the long guns.

PETER
We need to blow a hole in the ceiling! The fairies are going to burn up down here unless we give them a way out!

HOOK
How do you know that?!

PETER
They told me.

Hook nods. Then does a genuine double take.

PETER (CONT'D)
Don't ask.

ON THE REVENGE-- Blackbeard barks orders at Turk.

BLACKBEARD
I want that ship blown out of the sky! Do you hear me?!

He turns to see Tiger Lily holding off four different pirates and immediately engages.

BLACKBEARD (CONT'D)
Mind if I cut in?

VWOOSH! He SWIPES at her, drawing blood. Tiger Lily smiles as Blackbeard withdraws his second Wushu blade. A worthy competitor.

AND NOW WE HAVE AN EPIC SIMULTANEOUS DOGFIGHT/SWORD-FIGHT FOR THE AGES AS TIGER LILY AND BLACKBEARD GO AT IT ON THE DECK OF THE REVENGE AS HOOK'S AIR-GALLEON IS RELENTLESSLY CHASED THROUGHOUT THIS INCREASINGLY EXPANSIVE KINGDOM, AS THE FLAMES BEGIN TO TEAR IT APART.

ON HOOK-- looks back at Peter operating the cannon.

HOOK
Have you hit one thing yet?! Hit something! Anything!

PETER
Give me a clear shot, why don't you?!

Hook SPINS the wheel hard, tilting the ship at an angle.

HOOK
Take it!

BANG! Peter unleashes a wave of cannon-fire at the roof of the cavern.

EXT. KINGDOM MINE - CONTINUOUS

The miners -- including the natives -- are going about their business when-

The entire ground beneath them begins to rumble. BANG! Another rumble. Everyone RACES to clear the floor of the mine as--

PIECE BY PIECE THE MINE FLOOR COLLAPSES FROM THE CENTER OUT, REVEALING THE FAIRY KINGDOM AND THE BATTLE BELOW.

The miners gather around the edge of the gaping earthen hole and begin to watch, transfixed by what they're seeing.

INT. FAIRY KINGDOM - CONTINUOUS

ON HOOK'S AIR-GALLEON-- we see the hole in the cavern ceiling open up and the fairies begin to filter out.

HOOK
There we go! Was that so hard?

Peter ruefully shakes his head. As the escape from the pirates continues-

PETER
So, what happened? You came back. I thought you didn't care.

HOOK
I lied.

Peter smiles as- BAM! The Revenge has caught up to them and- BAM! Hits into their port-side again.

Tiger Lily, still battling Blackbeard, sees the ships proximity and backs her way out of the fight onto Hook's ship.

Now the ships are racing neck-and-neck, Tiger Lily on Hook's ship, Blackbeard on the Revenge. Blackbeard, however, is fighting with two swords. He's beyond good with a blade; he's virtuosic.

ON TIGER LILY-- as- WHAM! Blackbeard knocks her blade out of her hand. He's about to land the killer blow when--

PETER
NO!

Peter LEAPS to Tiger Lily's defense as-- BAM! The Revenge SLAMS into Hook's Galleon, sending Peter and Tiger to the deck of the Revenge and leaving Hook all alone. <u>Exposed</u>.

ON TIGER LILY- as the pirates restrain her. Peter SCAMPERS for cover. He's surrounded, backed up against the port-side of the ship, as Blackbeard and the pirates close in.

ON HOOK'S FACE-- as he turns back to see Peter's gone and that he's now a sitting duck.

ON BLACKBEARD-- sees the same thing.

BLACKBEARD
What are you waiting for?! Fire! FIRE! FIRE!

And SUDDENLY -- everything seems to slow down.

PETER
No! Hook!

BAM! BAM! BAM! A HAIL OF CANNON-FIRE HITS HOOK'S SHIP. HE RUNS AS IT HITS THE DECK, WOOD SHRAPNEL FLYING ALL AROUND HIM, BUT THERE'S NOWHERE TO GO.

PETER (CONT'D)
NO!!!

For a moment- Hook's eyes lock with Peter's. A final farewell and they both know it.

BLACKBEARD
Again! Fire again!

And with the Fairy Kingdom burning below-- BOOM! Hook's ship is finally BLOWN out of the skies.

ON PETER'S TORTURED FACE-- as he watches Hook free fall.

ON HOOK-- he closes his eyes as he tumbles downward, accepting his fate.

ON KIOWA-- who stands with his tribe, looking down on the scene.

ON TIGER LILY-- restrained, but she locks tearful eyes with Peter.

TIGER LILY
You have to believe, Peter! You have to believe!

And as Blackbeard closes in, Peter takes a deep breath...

AND LEAPS BACKWARD OFF THE LIP OF THE AIR-GALLEON.

AND DOWN HE GOES, PRESSING HIS ARMS TO HIS SIDES, FORCING HIMSELF TO DROP FASTER AND FASTER.

ON BLACKBEARD-- mystified.

BLACKBEARD
What is he doing?

ON TIGER LILY-- silently praying.

TIGER LILY
You must believe, Peter. You have to believe...

AND BACK ON PETER-- as catches up to Hook and GRABS him, wrapping him in a bear hug.

THE TWO OF THEM FALL TOGETHER, LIKE TANDEM SKY DIVERS, EXCEPT THESE TWO DON'T HAVE A CHUTE.

PETER
Tell me you believe in the prophesy, Hook! Tell me you believe! I need to hear it!

Hook, wounded, bloodied, shakes his head as they near the ground.

HOOK
I don't...

PETER
Damn it, Hook!

Peter's face falls. Hook strains to speak--

HOOK
I believe in you.

Peter STRAINS, WILLING it to happen. Willing himself to fly and...he JUST can't do it.

PULL WIDE: the two of them look so small from this angle. Their fall almost graceful enough to make us forget the terror they must be feeling. We watch them for a second more, before they both disappear into the FLAMES below.

ON TIGER LILY- devastated.

Blackbeard smiles, turns back to Tiger Lily.

BLACKBEARD
Where were we?

When- a MINER shouts something from above and everyone turns just in time to see-

VWOOSH! PETER, STILL HOLDING HOOK, EXPLODING THROUGH THE FLAMES, RISING LIKE A PHOENIX OUT OF THE ASHES BELOW --

FLYING.

NOT FLOATING. NOT SUSPENDED IN MID-AIR. FLYING LITERALLY LIKE SUPERMAN, WITH SUCH FORCE, SUCH MAJESTY THAT EVERYONE CAN ONLY WATCH IN AWE.

And as he shoots skyward we hear a lone voice cry--

KIOWA (O.S.)
Pan!

ON KIOWA-- pointing.

KIOWA (CONT'D)
Pan! PAN! PAN!

And what was one voice becomes ten. Becomes a hundred. Becomes a thousand. Until everyone in the mine is chanting, their voices booming into the Kingdom below, echoing-

EVERYONE
PAN! PAN! PAN!

The GUARD PIRATES surrounding the miners and Natives look unsure what to do. Nothing like this has ever happened before.

ON TIGER LILY-- tears streaming down her cheeks.

ON AYAIN'A-- in the cheering crowd as she smiles.

AND, FINALLY ON PETER-- Hook looks at him.

HOOK
This is great. Don't drop me.

Peter smiles and SWOOPS down, depositing the injured Hook with Ayain'a.

ON PETER-- as he SOARS back into the air, flying over the Natives, still chanting.

ON KIOWA-- who picks up his axe.

KIOWA
What are you waiting for?! Stand and fight! Stand and fight!

He TAKES the axe and SWINGS it at the NEAREST PIRATE, taking him totally by surprise.

KIOWA (CONT'D)
Stand! And fight!!!

And with that- THE REBELLION IS ON. Villagers fighting tooth and nail with only their axes, but with the element of surprise...soon joined by miners who see their opportunity for freedom. And as the rebellion INTENSIFIES--

VWOOSH! Peter ZOOMS back down into the Fairy Kingdom.

ON THE REVENGE-- Blackbeard GRABS Tiger Lily. His trump card.

BLACKBEARD
You're not going anywhere.

ON PETER-- as he FLIES through the air, dodging cannonball BLASTS and repeats to himself--

PETER
One with the beast...one with the beast...

And SLOWLY -- we watch as the WHITE LIGHTS OF THE FAIRIES coalesce around him as they did his mother. The WHISPERS in his head grow louder, except this time -- Peter doesn't seem disturbed. This time he's really listening. And so are they.

He WAVES his hand forward and like a WAVE OF SOLID LIGHT the fairies SMASH into the Revenge. BOOM! He surprises another air-Galleon, distracting the captain enough to CRASH THE AIR-SHIP INTO ANOTHER AIR-GALLEON CROSSING its path.

Peter and the fairies are single-handedly wiping out the pirates below while the miner rebellion rages up above them.

ON BLACKBEARD-- as pirates abandon him left and right, literally jumping ship against the onslaught, he holds Tiger Lily at knife point. When--

PETER (CONT'D)
Captain.

Peter lands on the deck. Blackbeard smiles.

BLACKBEARD
Have you come to watch another friend die, Peter?

He HOLDS the sword to Tiger Lily's throat. Peter walks toward him.

BLACKBEARD (CONT'D)
You take one step closer and the princess dies.

PETER
Can I ask you one question?
(then)
Who's sailing the ship?

Blackbeard turns to see-- the answer is no one and that the ship is heading toward a crystal cliff. Tiger Lily takes advantage of his surprise and -- BAM! -- hits him in the solar plexus, racing toward Peter.

Blackbeard turns back as Peter levitates off the deck of the ship, holding Tiger Lily, a split second before the Revenge makes contact with the cliff and we see in his eyes something we haven't seen before -- fear -- as he realizes there is no way off this thing.

PETER (CONT'D)
Hey...

On Blackbeard's frightened face-

PETER (CONT'D)
Think of a happy thought.

VWOOSH! Peter FLIES off the ship as- BWOOSH! The Revenge collides with the crystal cliff, igniting the pressurized Greek Fire in an epic, fiery explosion, the debris RAINING DOWN down into a subterranean river below.

ON ANOTHER AIR-SHIP-- as Turk and Smee watch the Revenge go down.

TURK
Let's get out of here! Now!

HELMSMAN
Sir--

TURK
This battle's over. We live to fight another day. Take us up.

And with that-- Turk and his crew fly the hell out of there.

ON THE FLOOR OF THE KINGDOM-- Peter sets Tiger Lily down as the fairies swirl around him in celebration.

Tiger Lily smiles at Peter and they embrace. As they part-

TIGER LILY
(sees something behind him)
Peter...

Peter turns to see the WHITE LIGHTS COMING TOGETHER ONE BY ONE BY ONE to form an image. Peter steps toward it.

WOMAN'S VOICE
(whisper)
Peter...

Only he can hear it, as more fairies join together, the image clarifying.

WOMAN'S VOICE (CONT'D)
Peter...

ON PETER'S FACE-- as tears come to his eyes.

PETER
Mum?

Reverse to see:

MARY'S FACE, TWINKLING THERE IN THE SKY BEFORE HIS VERY EYES, COMPOSED OF A THOUSAND TINY FAIRIES EACH VIBRATING IN PLACE. A LIVING SPECTRAL PORTRAIT OF MARY, MORE BEAUTIFUL THAN EVER.

She smiles at her son. Her voice echoes in his head.

MARY
You found me.

Peter can barely keep it together, then, notices--

PETER
I have your eyes...

MARY
You have my heart.

Mary smiles. Peter is overwhelmed, shakes his head.

PETER
I've imagined this moment my whole life and now -- now I don't even know what to say. I love you, mum. So much. I don't know how you can miss someone you've never met so much -- every day.

MARY
I can't stay long, my son...

PETER
No, mum, don't go! I did all this for you! Without you, I'm lost again! What do I do now?

MARY
You are not lost. You are home -- on this island with these people. Your people. Your family. And you must never give up on them, as you never gave up on me.

The image begins to distort.

PETER
Mum, I just don't want to lose you, again!

MARY
You will never lose me. I will always be a part of this place -- and a part of you. I love you my son. My Peter.
(then)
My Peter-Pan.

And with that the image is gone, the fairies flying off in a million different directions.

ANGLE ON PETER'S TEAR-STREAKED FACE-- as, for the first time, he finally lets go of the pain...and smiles.

EXT. KINGDOM MINE - DAY

Peter walks through the mine to a hero's greeting.

ON TIGER LILY-- as she finds Kiowa in the crowd. They embrace.

TIGER LILY
I thought we'd lost you.

KIOWA
You almost did.
(then, re: Peter)
You were right, though. As usual.

TIGER LILY
(smiles)
Can I ask you something?

ON HOOK-- watching Tiger Lily speaking with Kiowa in the distance and then-- his face falls as the two EMBRACE.

PETER
(approaches)
You going to be okay?

He HOLDS up his arm to reveal-- his right hand is GONE.

PETER (CONT'D)
Good Lord! How did that happen!

Hook POKES his hand through his shirt-sleeve.

HOOK
Nah, I should be fine. Thanks to you.

Peter smiles and is about to move on when-

HOOK (CONT'D)
Hey!
(quietly)
What I said to you up there...

PETER
Yes?

HOOK
Don't tell anybody.

Hook smiles. Peter moves on as Tiger Lily walks up.

HOOK (CONT'D)
Princess. What can I do for you?

TIGER LILY
I just wanted to thank you for your contributions to my people.

HOOK
To your people?

TIGER LILY
Yes. We thank you. We were also wondering whether you had plans to stay on?

HOOK
We were? Or you were?

TIGER LILY
Why are you always so difficult?

HOOK
Because you like me difficult.

Tiger Lily doesn't know what to say.

TIGER LILY
So, you'll be returning to your world then?

HOOK
I will be. Unless your people have any objection.

TIGER LILY
None.

HOOK
Good.

TIGER LILY
Good!
(then)
Excuse me.

Tiger Lily leaves. Hook almost goes after, then doesn't.

ON PETER-- thronged by miners. Tiger Lily fights her way to get to him and pulls him away.

TIGER LILY (CONT'D)
I wanted to speak to you about whether you planned on staying with us. The fight isn't over. Blackbeard may be dead, but Turk still lives. The air-fleet is untouched. There are still so many camps to liberate and-

PETER
Tiger Lily -- stop. Your fight is my fight. I'm not going anywhere.
(thinks)
On one condition.

TIGER LILY
And what's that?

PETER
I need to make a quick visit to an old friend.

INT. KENSINGTON HOME FOR BOYS - NIGHT

Nibs settles into his bed for the night when we HEAR a THUMP. Nibs ignores it until- THUMP. There it is again.

Nibs sits up. THUMP. And as he looks to the shuttered window-- it BURSTS open to reveal:

NIBS
Peter!

Peter steps into the dormitory as every orphan shoots out of bed, astonished.

PETER
You didn't think I'd leave you all alone in here did you?

Nibs, gobsmacked, shakes his head no.

PETER (CONT'D)
Still feel like getting out of here?

Nibs GRINS from ear to ear. Peter eyes a broom in the corner of the room.

PETER (CONT'D)
Give me that.

INT. FATHER PRATCHETT'S OFFICE - CONTINUOUS

Pratchett lies in bed, asleep when-- his eyes FLASH open. We hear the pitter-patter of little feet coming from the ceiling above and Pratchett leaps out of bed.

INT. STAIRWAY (KENSINGTON HOME) - CONTINUOUS

Pratchett races up to the dormitory door and tries to enter- but can't. He POUNDS on the door, but it won't budge.

INT. KENSINGTON HOME FOR BOYS - CONTINUOUS

ON THE BROOMSTICK-- jammed into the door handles, keeping Pratchett out, while Peter escorts each and every orphan out of the Kensington Home and onto--

EXT. JOLLY ROGER - MOMENTS LATER

THE ROGER-- docked at the top floor window. Onboard, Hook leads a small crew, including Tiger Lily, who still looks upset.

Peter and Hook help the orphans board.

HOOK
(re: Tiger)
Hey, what's bugging her?

PETER
Are you mental? She gave up Kiowa for you and you're not even going to stay. I'd be pretty upset if I were her. Wouldn't you?

Hook reacts.

INT. KENSINGTON HOME FOR BOYS - CONTINUOUS

Pratchett keeps BANGING on the door until-- BWOOSH! He CRASHES through just in time to see the very last orphan step off the window sill and onto the Roger.

Pratchett reaches the window to see the ship making its way into the night sky.

PRATCHETT
(scowls)
Peter.

EXT. JOLLY ROGER - CONTINUOUS

As the Roger begins its ascent, the orphans all settle in for the journey.

HOOK
Jeez, Pete, you didn't tell me it'd be this many kids.

TIGER LILY
(glares at him)
He's a prince. He gets what he wants. Leave him alone.

Hook follows her. Nibs looks to Peter.

NIBS
'Prince'?

PETER
We have a lot of catching up to do.

ON HOOK- as he prepares to make the voyage.

TIGER LILY
What are you doing?

HOOK
Had a change of heart. Getting ready for the voyage back, Princess.

TIGER LILY
I thought you wanted to go home.

HOOK
I am going home.

Tiger Lily smiles. And as the Roger continues its ascent-

EXT. GIRL'S BEDROOM/LONDON - SAME TIME

We're at the window sill, where a beautiful GIRL (10), sits in a proper powder-blue nightgown, stroking an adorable NEWFOUNDLAND PUPPY cradled on her lap. Her attention is fully on the puppy until the dog barks, drawing her attention upward to see--

THE JOLLY ROGER SILHOUETTED "E.T." STYLE AGAINST THE MOON.

The girl GASPS just as-

GIRL'S MOTHER (O.S.)
Sweetheart, come to bed!

GIRL
But mother--

GIRL'S MOTHER (O.S.)
Wendy Moira Angela Darling, you come to bed this very instant!

WENDY
(sighs)
Coming mother! Come on, Nana.

She exits and the dog follows her out.

EXT. JOLLY ROGER - CONTINUOUS

And as the Roger soars into the heavens, the FIRST MATE (18) approaches Hook.

FIRST MATE
Course heading, Captain?

Hook doesn't respond -- doesn't realize <u>he's</u> the captain now.

FIRST MATE (CONT'D)
Uh -- Captain Hook?

Hook finally realizes. Tiger Lily rolls her eyes.

HOOK
Oh, uh, set a course...

Looks to Peter.

PETER
Second star to the right. And straight on til morning.

And with that- we PULL WIDE and watch as the Jolly Roger ascends into the heavens. We stay with it until it banks left, disappearing behind Big Ben before we hear, but don't see, the familiar -- VWOOSH!

-- of the Roger SHOOTING vertically into the heavens, past the stars and onto another world before we--

SMASH TO BLACK.
END CREDITS.

FADE BACK IN:

EXT. OCEAN FLOOR - DAY

Peaceful. Undisturbed until-- KVWOOSH! A metal beam with a net attached CRASHES to the floor, sending sea life scattering. As the beam begins bottom trawling the ocean floor, in a single shot we TRAIL the CHAINS guiding us up toward the surface, breaking through the water to find--

EXT. AIR-GALLEON - CONTINUOUS

An AIR-GALLEON floating, on the deck of which stands--

SMEE
You're sure this is where the wreckage of the Revenge would have settled?

TURK
Positive.

The ship JERKS.

HELMSMAN
Mr. Turk! We've found the ship!

TURK
Take it up. And ready the pixum. Lots of it.

HELMSMAN
The pixum? For who, sir?

Turk eyes Smee with a glimmer in his eye.

TURK
Blackbeard.

CUT TO BLACK.