

HALFLING

Written by

Emma Fissenden

FADE IN:

INT. MINING HQ - ANEM BELOW

ANEM: a small city in the far future built deep inside a mountain.

A hexagonal square with tunnels that lead off it in every direction. If the tunnel system is a labyrinth, then this is its centre. A steadily rotating lift takes ore from carts on a simple track up to ANEM ABOVE.

MINERS both young and old, threadbare, and dirty, work together to break and separate ore into carts.

GUARDIANS supervise, patrolling in groups. These are gigantic armored soldiers who are entrusted with the protection of these people

A young girl, AZRA (13), walks through the square, a pickaxe slung across her back. Her face is dirty, but there's a deep sense of determination in her every step.

She steps inside a tunnel that is five metres wide, passes by other MINERS on their way out, and joins a crowd of MINERS stepping in. The change of shift.

INT. DARK MINE TUNNEL - ANEM BELOW - LATER

Inside a small dark tunnel lit only by a small open fire. AZRA hacks at the jagged walls with her pickaxe. Any rocks that fall free she places in a tiny bucket at her side.

An alarm announces break time. AZRA leans the axe against the wall and settles on her knees with a group of five other MINERS. A CHILD enters the tunnel with a bucket of stale bread. He hands the small portions of bread out to the MINERS, and then moves on down the tunnel.

They sit and eat together.

Among them is an OLD MAN, RUFUS, who sits beside AZRA.

RUFUS  
(whispering)  
I saved Dusty something.

She slides a finger into her pocket. A MOUSE crawls out of it, up her arm and sits on her shoulder. This is DUSTY.

(CONTINUED)

CONTINUED:

The OLD MAN holds a piece of bread out. DUSTY nibbles on it. AZRA and the OLD MAN share a smile. Two large shadows come toward them.

RUFUS (cont'd)  
Guardians.

AZRA puts DUSTY back in her pocket just as the GUARDIANS come into view. The MINERS sit eating quietly, heads bowed, while they pass. RUFUS watches as they move further down the tunnel.

RUFUS (cont'd)  
More of them turn up every day.  
They've stepped up patrols.

MINER  
We should be grateful. They're  
protecting us from the Grim.

The other MINERS nod and go back to eating. AZRA & RUFUS stare down the tunnel as the darkness devours the GUARDIANS.

INT. DARK MINE TUNNEL - ANEM BELOW - LATER

AZRA hacks at the wall with her axe. When it sticks in the rock, she pulls on it. It doesn't give. She pulls again, and lands hard on her back.

DUSTY escapes out of her pocket, and down the dark tunnel.

INT. LARGER MINE TUNNEL - ANEM BELOW - MOMENTS LATER

DUSTY run along the tunnel wall. It's a fairly well lit tunnel. Torches with open flames line the walls. AZRA runs through the tunnel, eyes scanning the floor.

At an intersection of four tunnels, a FEMALE MINER stands between two GUARDIANS and a SICKLY MINER on the floor.

FEMALE MINER  
Please, she's just tired.

GUARDIAN SOLDIER  
We have to remove her. Sickness is  
not permitted.

FEMALE MINER  
No, no. She's just a little tired.

(CONTINUED)

CONTINUED:

AZRA stops momentarily to watch. The lead GUARDIAN pushes the FEMALE MINER to the floor, narrowly missing DUSTY as he scuttles past the group into the next tunnel.

RUFUS appears and rushes to the FEMALE MINER's aid, helping her sit up.

The GUARDIAN SOLDIERS grab the SICKLY MINER by her arms and start to drag her away. The FEMALE MINER grabs the SICKLY MINER, but the GUARDIAN kicks her away.

RUFUS

Give her a chance, at least.

Now other MINERS gather round to hear RUFUS speak. One of the GUARDIANS grabs RUFUS' arm and twists. It CRACKS. The GUARDIAN pushes him over. RUFUS cries out, holding his arm.

GUARDIAN SOLDIER

We'll be back for you.

The GUARDIANS pull the SICKLY MINER away. The rest of the MINERS keep their heads down and go back to work as the young FEMALE MINER cries softly.

AZRA keeps to the shadows and hurries on.

INT. MINING HQ - ANEM BELOW - MOMENTS LATER

DUSTY dodges MINERS, carts and mine tracks. AZRA finally sees it underneath a mine cart a few metres away.

VOICE (O.S.)

Azra, what are you doing?

AZRA stands to face COLM (18). He has a cheeky boyish look underneath layers of dirt.

INT. MINING HQ - ANEM BELOW - MOMENTS LATER

COLM and AZRA work together to block DUSTY's escape and finally AZRA scoops the mouse up into her hand.

COLM

Put it away. Don't let them see it.

Suddenly, the ground rumbles between them. SCREAMS and the sound of falling rock erupt from a nearby tunnel. A thick cloud of smoke billows out and two MINERS tumble out of the opening. Other MINERS run to help.

(CONTINUED)

CONTINUED:

AZRA

Colm, that's the second one this month.

COLM

(nods)

Stay here. I have to see if anyone's hurt.

COLM races toward the tunnel. A shadow falls across AZRA. A GUARDIAN snatches DUSTY from her hand.

GUARDIAN

Vermin are not permitted.

The GUARDIAN throws DUSTY to the floor. He STOMPS on it. AZRA hides behind her hands.

GUARDIAN (cont'd)

Next time I catch you I'll throw you into the Wild Woods.

The GUARDIAN laughs, sauntering away. AZRA tearfully crawls behind the mine cart to hide. The sounds of screaming echo through the mines.

INT. IVAN'S LAB - ANEM ABOVE

This lab is stark white. Clinical. Except for a single plaque on the wall by the door.

IVAN--a wiry man with a sculptured, intelligent face--taps a few keys on his computer, then pulls a memory stick from it. Before he can stand, the screen blares to life on a tablet beside him on the table. It reads "Message Incoming." IVAN taps the screen.

GUARDIAN SOLDIER (O.S.)

There's been an accident, sir. In the mines.

IVAN

Begin clean up.

As he steps out to leave, he hesitates by the plaque--a photograph of a group of SCIENTISTS surrounding IVAN. One SCIENTIST has his arm around him. They are all smiling. Celebrating. The caption reads: "On the tenth anniversary of Anem's construction, Department of Robotics - 2546."

IVAN straightens it.

INT. CATWALK - TOP LEVEL - ANEM ABOVE - CONTINUOUS

IVAN walks along a catwalk that surrounds an open rectangular area. This level is the highest of five, with Anem Below being the lowest.

Along this level are multiple labs dedicated to various studies. Windows facing the catwalk allow for easy viewing of all the activity inside them. Signs with department headings (e.g. Biomedical Research) hang on the walls beside whiteboards. Computer terminals sit in the walls and desks rest in the centre of the rooms. LABORATORY ASSISTANTS work in groups or alone in these spaces on projects. Some look up as IVAN passes their windows and nod. IVAN is well respected here.

As IVAN walks, he taps keys on his tablet. A list of MINERS' names appear on screen along with vitals and personal records. TWENTY names fade: these are the dead.

A GUARDIAN, larger than the rest, approaches him. He has thick scars across what skin can be seen. This is the GUARDIAN LEADER (30s), menacing and ugly. He holds out another tablet to IVAN, stepping in line beside him.

GUARDIAN LEADER  
Another Grim group have been  
spotted in the same area.

IVAN'S POV:

A map. Of a mountain--Anem--a large wooded area, and a river beyond that. Several red dots are placed mid-way through the wooded area.

IVAN  
Send another two squads out. I want  
to know what they're up to.

The GUARDIAN LEADER nods, breaking away from IVAN as he steps into an elevator.

INT. HANGER - LOWER LEVEL - ANEM ABOVE - MOMENTS LATER

IVAN walks through a vast open space resembling an aircraft hanger. Sixty foot white walls. A singular metal table and chair. He plugs the memory stick into an outlet on the table. A holographic screen blooms to life above the table.

A voice speaks to him from his tablet.

(CONTINUED)

CONTINUED:

GUARDIAN SOLDIER (O.S.)  
Clean up has finished. Your new  
orders, sir?

IVAN taps a few keys to answer the call.

IVAN  
Gather the people in the main  
cavern.

INT. GREENHOUSES - ANEM ABOVE - MOMENTS LATER

The hydroponic gardens are a large series of connected rooms full of light emitting from solar lamps. Rows and rows of vegetable and fruit plants on suspended racks. This is where the people of Anem grow food for the entire complex.

As IVAN walks his eyes scan the greenhouses. Most of the PEOPLE here are SCIENTISTS and GARDENERS--clean, dressed in white uniforms, healthy looking people. They move among the rows of plants, checking them, and harvesting others.

One woman stands out. She is dressed in fine clothing and a dirty apron, bent over a table with other GARDENERS as they wash new seeds. This is LADY MARIEL (30s). She has a regal, graceful air.

IVAN kisses her on the cheek.

LADY MARIEL  
(smiles)  
Brother.

IVAN  
Come, my dear. The people will need  
to see you.

IVAN holds his hand out.

INT. ELEVATOR - ANEM ABOVE - MOMENTS LATER

LADY MARIEL allows IVAN to lead her onto an elevator. Her apron is gone, her hair freshly brushed. The doors close.

They descend further into the mountain--toward ANEM BELOW.

LADY MARIEL  
Where's Pirs? Did you send my  
bodyguard away again?

IVAN  
He's doing far more important work.

(CONTINUED)

CONTINUED:

LADY MARIEL  
My safety isn't important?

He takes her hand. Kisses it.

IVAN  
Your safety is everything.  
(a beat)  
But the Grim are gathering again. I  
have to know what they're planning  
before we set up a new outpost.

LADY MARIEL  
(sighs)  
It's always a game of cat and  
mouse.

IVAN  
(smiling at her)  
The cat always wins.

INT. MAIN CAVERN - ANEM BELOW - MOMENTS LATER

The place from which all tunnels--mining and otherwise--  
branch off. Several tunnels lead to dormitories, others to  
living spaces, and the kitchens. Steps lead up to a  
platformed stage and a large wooden double door in the cave  
wall.

A large mural covers the surrounding walls: of GIANT men and  
women (the GUARDIANS) fighting beasts with human faces.  
These are the GRIM. The enemy. High above the fighting, are  
images of LADY MARIEL and IVAN, looking kindly down at the  
people with open arms.

AZRA and COLM walk with a crowd of MINERS up a long, sloped  
bridge from the Mining HQ. Armed GUARDIANS stand at the  
entrance to almost every tunnel.

AZRA  
(to COLM)  
Were there any survivors this time?

COLM doesn't answer.

AZRA and COLM join the main group in front of the stage.  
They watch as the GUARDIAN LEADER steps onto the stage  
flanked by other OFFICERS. AZRA slips her hand into COLM's.

INT. TUNNEL - ANEM BELOW

A tunnel that leads to the double doors above the stage. As IVAN leads LADY MARIEL down the tunnel:

LADY MARIEL  
Speaking of animals: have you  
caught our rat yet?

IVAN  
No. But the Grim are getting their  
information somehow.

LADY MARIEL  
Perhaps it's time to reintroduce  
the rewards system. Let the people  
help flush the Grim spy out.

IVAN  
Punish them if they refuse to help?

LADY MARIEL  
Tempt them with kindness. What you  
do after that I don't wish to know.

Two GUARDIANS flank the door. One opens the door for them.

INT. MAIN CAVERN - ANEM BELOW - MOMENTS LATER

LADY MARIEL and IVAN step out onto the stage.

LADY MARIEL  
(holding out her arms)  
My children.

INT. MAIN CAVERN - ANEM BELOW - MOMENTS LATER

A large view-screen above the stage. On it, recorded footage of a battle between GUARDIANS versus GRIM plays. The scene is bloody and brutal.

AZRA and COLM stand in the crowd. GUARDIANS wander around the perimeter. Some of the CHILDREN hide against their loved ones.

LADY MARIEL watches the CROWD of some 200 MINERS for a moment, then takes centre stage to address them:

LADY MARIEL  
We've lost many good people today.  
But my children remember that their  
sacrifice was not in vain.

(CONTINUED)

CONTINUED:

AZRA stares at the mural: at an old man torn apart by GRIM--

LADY MARIEL (cont'd)  
 Tragically, we also lost several Guardians today at the hands of those monsters, the Grim in the middle of the Wild Woods. Join me in a moment of reflection for them--for the lives they gave to protect us. To protect Anem.

The CROWD bow their heads. AZRA looks around--

AZRA  
 (to COLM)  
 Where's Rufus?

He shrugs, then bows his head once again. AZRA drops to her hands and knees. COLM notices she's gone and looks around for her. AZRA crawls through the praying CROWD. When she reaches the perimeter she peers around to see if any GUARDIANS are looking her way and then hurries back into the MINING HQ.

INT. LARGER MINE TUNNEL - MOMENTS LATER

AZRA runs through the tunnels. She sees RUFUS propped up against the wall. His forehead has been cut open.

AZRA  
 Rufus! Are you okay?

AZRA pulls his good arm around her shoulders and helps him to his feet.

INT. ABANDONED MINE TUNNEL - MOMENTS LATER

RUFUS leans on the wall beside a boarded up tunnel. AZRA hooks her fingers in behind one of the boards and pulls it towards her. The entire thing moves on a hinge, like a door opening.

INT. ABANDONED MINE TUNNEL - MOMENTS LATER

AZRA pulls the boards back into place with a free hand, then leads the RUFUS into the shadows.

INT. ABANDONED MINE TUNNEL - MOMENTS LATER

They come to a door set into the cave wall. AZRA fishes in her bag for a small card and flashes it against a sensor beside the door. The door slides open to reveal:

INT. PASSAGEWAY - LOWER LEVEL - ANEM ABOVE

The lowest of the levels. The passageway here is poorly lit and quiet. AZRA helps RUFUS to a door and opens it.

INT. JACOB'S LAB - ANEM ABOVE

A haphazard, jumbled mess of a room. JACOB (30s), a tall compelling man, sits behind a desk bent over soil samples and plants. A computer running a program crunching code sits to his right.

AZRA stumbles into the room with RUFUS. JACOB jumps to his feet and leads them to an unmade bed.

JACOB

Azra, what happened? Why didn't you take him to the infirmary?

AZRA

The Guardians did this.

JACOB

Ah. Good girl. There have been too many good people disappearing of late.

RUFUS groans as he lies back on the bed. JACOB pulls a medical bag out from beneath the bed. He cleans RUFUS' forehead and dresses the wound.

AZRA moves to the table. She runs her fingers along the leaves of a large potted plant, and then nudges a mushroom in the soil beneath it.

JACOB (cont'd)

(while working)

You weren't followed, I trust?

AZRA

No. Lady Mariel is giving one of her speeches.

JACOB pulls RUFUS' arm with a short, sharp jerk, relocating it. RUFUS yells.

(CONTINUED)

CONTINUED:

RUFUS  
Thank you, Jacob.

JACOB  
(to RUFUS)  
There now. You'll be alright.

While RUFUS lies back on the bed to rest, JACOB joins AZRA at the table.

AZRA  
The mushroom is a lot bigger.

JACOB  
That's because this soil is from the outside. I don't think the greenhouses upstairs even have this kind of mushroom growing. This means, Azra, that the soil outside Anem's walls has regained a healthy level of nutrients. Which reminds me--

JACOB pulls a box from the full shelf of equipment and digs underneath a stack of file folders. He offers AZRA a book.

AZRA  
Star charts!

JACOB  
Some Guardians found it during a recent mission on the outside. I confiscated it.

AZRA  
It's wonderful, Jacob--thank you.

AZRA hugs him tightly.

INT. JACOB'S LAB - ANEM ABOVE - LATER

JACOB and AZRA sit side by side at the table. AZRA carefully leafs through the star chart book. JACOB points to a constellation.

JACOB  
Do you remember the name of this one?

JACOB runs his finger along the chart.

AZRA  
Cassiopeia.

(CONTINUED)

CONTINUED:

JACOB  
And this one?

AZRA  
Perseus.

JACOB  
(smiling)  
Good girl.

AZRA  
Jacob? When you said the world was  
healing--do you think one day we  
might be able to live out there?

JACOB  
I don't see why not.

AZRA  
Then I could see these stars.

AZRA traces the line of Cassiopeia.

INT. DORMITORY TUNNEL - ANEM BELOW

A tunnel lit with small torches. Warm shadows flicker across the walls. Several doors lead to various dormitory rooms. COLM leans against the wall beside one door.

AZRA runs into the tunnel and skids to a halt.

COLM  
And where were you?  
(a beat)  
You had me worried sick. You missed  
dinner. And you're even late for  
your shift!

AZRA  
I'm sorry, Colm.

COLM  
You were with Jacob again, weren't  
you? I told you to stay away.

AZRA  
But it was important!

COLM digs in his bag and hands her a parcel of food.

COLM  
Hurry. You're going to have to eat  
on the way.

(CONTINUED)

CONTINUED:

She runs off down the tunnel.

INT. ORPHANAGE - DORMITORIES - ANEM BELOW

A series of small beds are lined up against three walls. Several CHILDREN, all orphans, dump their dirty clothing in a hamper at the door. As AZRA steps inside, a MATRONLY MINER lifts the hamper.

MATRONLY MINER

About time you showed up.

AZRA

I'm sorry, Matron! It won't happen again.

The MATRON carries the hamper through the door. The CHILDREN gather around AZRA.

AZRA (cont'd)

(sing-song)

Bedtime!

CHILDREN

Story time!

INT. ORPHANAGE - ANEM BELOW - MOMENTS LATER

The CHILDREN, some in bed, others perched on the ends of their beds, watch and listen as AZRA tells them a story.

AZRA

After they took all of the children's bags--all of their food and belongings, the dreadful Grim tricked the children into the cage, one by one--

AZRA pokes one of the nearest CHILDREN with her finger. They shriek, giggle and cower in play.

AZRA (cont'd)

(putting on a monstrous voice)

I'm going to eat you.

(in her voice)

But the children had a plan and worked together--

INT. ORPHANAGE - ANEM BELOW - LATER

Now all of the CHILDREN but one are tucked in bed. AZRA helps the last boy into bed. He's thin, but not sickly looking, with a shock of thick blonde hair and blue eyes.

This is ZACHARY (7). As AZRA pulls the threadbare covers up over his chest:

ZACHARY  
(sleepily)  
Did the children find their way  
home?

AZRA  
Yes, now go to sleep, Zachary.

He mumbles once more, and then settles. AZRA looks around, satisfied, and grabs her bag.

She opens the door to find IVAN flanked by two GUARDIANS. AZRA shrinks back from the open door. IVAN steps in without the GUARDIANS. He glances at AZRA momentarily, then looks around the room. He goes from bed to bed, looking for something.

AZRA dares not move. IVAN stops at ZACHARY's bed and looks down at him. Studying him. Without turning, IVAN addresses AZRA.

IVAN  
His name?

AZRA  
Zachary.

IVAN pulls the covers off of ZACHARY and picks him up. AZRA watches, wide eyed, as IVAN carries the boy to the door.

IVAN  
Keep up the good work.

--and then disappears into the hall with ZACHARY.

AZRA is frozen by the empty bed.

INT. CATWALK - TOP LEVEL - ANEM ABOVE - MOMENTS LATER

IVAN steps out of the elevator with ZACHARY in his arms. The boy stirs momentarily, but still sleeps.

He crosses into a corridor off the catwalk.

INT. CORRIDOR - LIVING QUARTERS - ANEM ABOVE

A lavishly decorated corridor: plush carpets, plants in pots, paintings on the walls. IVAN passes a series of doors. Pauses when he reaches the one on the end.

INT. LADY MARIEL'S ROOM - ANEM ABOVE - MOMENTS LATER

IVAN steps into a beautiful living room, only one of several rooms that make up LADY MARIEL's apartment complex.

LADY MARIEL sets aside the book in her hands when she sees ZACHARY. IVAN places him gently on the sofa beside her.

IVAN

His mother died this morning.

LADY MARIEL runs a motherly hand through ZACHARY's hair. As he opens his eyes:

LADY MARIEL

My sweet boy, we'd like you to be part of our family. If that's alright?

LADY MARIEL bends to kiss him on the forehead.

INT. CORRIDOR - LIVING QUARTERS - MOMENTS LATER

LADY MARIEL steps out into the corridor with IVAN.

LADY MARIEL

Are we doing the right thing?

IVAN

Of course we are. The boy needs a family--a mother.

LADY MARIEL

But the others--

IVAN takes her hands.

IVAN

Everything will work out. Just trust me.

(kissing her hands)

You're going to be wonderful.

INT. BOYS DORMITORY - ANEM BELOW

AZRA runs into the darkened dormitory, which is a similar room to the Orphanage. A few of the BOYS snicker on seeing her there.

COLM gets up from his bed when he sees her panic stricken face.

AZRA

Colm! They took him! They came to the Orphanage and I couldn't stop them. I couldn't!

COLM

Slow down. Who's been taken?

AZRA

Zachary. Ivan took him!

INT. CATWALK - SCIENCE LAB LEVEL - ANEM ABOVE

IVAN leaves a elevator onto a lower level. He passes several doors along the catwalk before coming to JACOB's lab.

INT. JACOB'S LAB - ANEM ABOVE - MOMENTS LATER

IVAN wanders around JACOB's lab, picking up odd objects and placing them down again. RUFUS is gone, but a bloodied rag still sits on the side-table. IVAN lifts it with disgust.

A question hangs in the air.

JACOB

I cut myself earlier.

IVAN

I wish you would return to your workstation further above. I do miss our debates.

JACOB

I prefer it down here. It's quiet.

IVAN

Yes. So you've said.

(beat)

I read your request.

(CONTINUED)

CONTINUED:

JACOB

Think about it, Ivan. A small settlement growing food--the first steps toward leaving this mountain.

JACOB unrolls a diagram he's drawn of a settlement. It's extremely detailed. We notice Anem and the Wild Woods.

IVAN

Really impressive work, Jacob. But, no one will be leaving Anem for a long time. It's too dangerous! The Grim are in full force and after blood--

JACOB

I'll do it then. We can put up barricades, Guardians can patrol.

IVAN

No. I appreciate your efforts, and this be useful in the future, but the time for a settlement outside has not come yet.

JACOB

Dr. Lingard--

The door clicks closed. IVAN is gone.

JACOB sinks into his chair. He looks over at the computer crunching code. A message flashes at the bottom of the screen: "Program Complete."

JACOB taps a key and stares at the screen. Lines of data crawl across the monitor. JACOB reads. Hits a few more keys.

JACOB (cont'd)

That can't be right.

INT. DINING HALL - TOP LEVEL - ANEM BELOW - NEXT DAY

In a cave just off the MAIN CAVERN, a few hundred MINERS sit at rough wooden tables eating their first meal of the day.

AZRA slips into the seat next to COLM.

AZRA

What did you find out? Is Zachary okay?

(CONTINUED)

CONTINUED:

COLM

Not much. The Elders weren't too worried though. Nor should you be.

AZRA peers across the hall. A group of OLDER MINERS--the ELDERS--sit together sharing a quiet meal. AZRA pulls on COLM's arm.

AZRA

But, Colm!

COLM

Ivan and Lady Mariel are good people, Azra. They take care of us. Remember when they built us the kitchens?

A steady line of MINERS go to and from a large kitchen with large bowls of food.

AZRA

But what do they want with him? Why did they just take him like that?

COLM

You've been reading too many fairy stories, Azra. Zachary'll be fine.

A few CHILD MINERS gather at the table next to COLM.

COLM (cont'd)

You lot ready?

One of the CHILD MINERS holds up a sack and grins.

INT. FURNACE ROOM - ANEM BELOW - MOMENTS LATER

COLM leads the CHILD MINERS and AZRA through a cavernous area with six furnaces burning. MINERS shovel ore into open furnace grates, then swing them closed using a pulley system.

The children walk through a cloud of steam to a far corner. COLM stoops and pries open a grate in the wall.

COLM

You all know what to do.

INT. GREENHOUSES - ANEM ABOVE - LATER

A grate in the floor slides open. COLM ducks his head out to check if the coast is clear, and then shimmies through.

(CONTINUED)

CONTINUED:

He helps the children out one by one. AZRA crawls out behind the last one. All but AZRA have gigantic sacks slung across their shoulders.

COLM  
(to AZRA)  
You have your bell?

AZRA reaches in her pocket and holds it up.

COLM (cont'd)  
Remember the rules. Stay here. Ring if you see anyone.  
(to the rest)  
Keep quiet. Meet back here in five minutes. And don't touch *her* garden.

COLM points to a smaller garden off the main greenhouse area, locked off by a gate door.

COLM and the CHILD MINERS move off between the racks of plants, picking ripe fruit and vegetables and placing them in sacks. AZRA kneels on the ground, watching their feet between the racks as they progress through the greenhouse.

At the far end of the greenhouse, two extra sets of legs approach at a slow, leisurely pace. AZRA slides onto her stomach to see who it is.

It's LADY MARIEL with ZACHARY!

AZRA watches, transfixed, as LADY MARIEL leads ZACHARY to a lemon tree.

LADY MARIEL  
This one's yours. If you'd like it.

He smiles up at LADY MARIEL.

AZRA looks down at the bell. Then back at LADY MARIEL and ZACHARY. He laughs at something she's said.

The laughter reaches COLM and the OTHERS. They freeze, then scuttle across the floor, crawling on hands and knees back toward AZRA--

COLM  
(to AZRA, furious)  
Get in.

COLM waits until the last of the CHILDREN has crawled back into the vent, and follows them in.

(CONTINUED)

CONTINUED:

Before he closes the grate over the top of him, he catches one last glimpse of ZACHARY and LADY MARIEL.

INT. FURNACE ROOM - MINES - ANEM BELOW

Moments later, the group of scavenging CHILDREN emerge from the crawlspace in the wall. COLM pulls AZRA back.

COLM

(hisses)

You had a job to do.

(a beat)

Why didn't you ring the bell?

When she doesn't answer, COLM gets on his knees.

COLM (cont'd)

He's safe. Okay? He'll be alright.

AZRA

(getting emotional)

He didn't even get to hear the end of the story. And who'll tuck him in at night?

COLM

She will. She's his mother now.

AZRA starts to cry.

INT. MINING HQ - ANEM BELOW - NEXT DAY

AZRA carries a bucket of water and a cup across the HQ. She makes way for MINERS who are carrying pickaxes and dragging carts, and heads into one of the smallest tunnels.

INT. DANK TUNNEL - ANEM BELOW - MOMENTS LATER

AZRA dips the cup into the bucket of water and hands it to a thirsty female MINER. She drinks and hands the cup back to AZRA. They nod to one another in silent recognition.

AZRA repeats this with several others: among them a MINER with an eye patch, an ELDERLY MINER and a burly strong armed GIANT MINER.

INT. MINING HQ - ANEM BELOW - MOMENTS LATER

AZRA returns for some more water, draining it from a central reservoir, a stone square shaped well. Two other younger MINERS do the same.

INT. DANK TUNNEL - ANEM BELOW - LATER

AZRA picks her way past MINERS when suddenly the mountain shudders. She stops. Barely breathing. Dust spirals in the air. The dim light fades for an instant, then returns.

GIANT MINER (O.S.)

You scared, girl?

AZRA turns to find the GIANT MINER seated against the wall, considering her. He's missing an eye, but he's not grotesque. His expression is warm and kind.

She shakes her head.

GIANT MINER

Stories of old spoke of dragons  
living in mountains shaking their  
bones. Now we're the dragons.

INT. IVAN'S LAB - ANEM ABOVE - CONTINUOUS

At a large table in the middle of IVAN's lab, several SCIENTISTS and IVAN are in the midst of working on a project together. On a large touchscreen on the table, the image of a seed rotates--

SCIENTIST

What if we tried this?

He taps the screen and the seed grows larger. A female SCIENTIST leans forward and adds something of her own. The seed changes colour.

IVAN

Excellent ideas.

One of the SCIENTISTS gestures to the plaque on the wall.

SCIENTIST 2

What was he like?

(off Ivan's look)

Your father. The great Bernard  
Lingard. Wonder of our troubled  
planet. Brilliant in every way--

(CONTINUED)

CONTINUED:

IVAN  
Brilliant, though often distracted.

The door behind them opens. IVAN looks around.

It's the GUARDIAN LEADER, his face in quiet panic. He waits expectantly by the door--

IVAN (cont'd)  
Synthesize it, then test it. I want it to be perfect before we give it to her.

(a beat)  
And, thank you all. As ever. Now, if you'll excuse me.

IVAN gets up to greet the GUARDIAN LEADER.

GUARDIAN LEADER  
We've had a breach.

The GUARDIAN LEADER holds out a tablet where a series of warning messages flash. The most prominent of which reads: **"UNAUTHORIZED SYSTEM ACCESS."**

INT. DANK TUNNEL - ANEM BELOW - CONTINUOUS

AZRA sits next to the GIANT MINER against the wall.

AZRA  
What are dragons?

GIANT MINER  
They were colossal flying beasts which breathed fire and crunched bones. And they liked treasure.

AZRA  
Treasure?

GIANT MINER  
Buried deep in the rock. Like all things worth having.

JACOB (O.S.)  
Azra?

JACOB comes running around the corner. He's out of breath and his forehead is cut.

AZRA  
You're bleeding!

(CONTINUED)

CONTINUED:

JACOB  
No time to explain! Come with me.

As he leads her past the GIANT MINER:

JACOB (cont'd)  
(to the MINER)  
Remember that favour?

GIANT MINER  
I didn't see you.

JACOB nods his thanks and runs into the shadows with AZRA.

INT. IVAN'S LAB - ANEM ABOVE - CONTINUOUS

In an alcove off the main lab, IVAN furiously tracks the breach in his systems. The GUARDIAN LEADER stands behind him, watching silently.

IVAN  
(to himself)  
How did you do this?  
(to the GUARDIAN LEADER)  
It can't have been one of the  
Miners--they're idiots.

GUARDIAN LEADER  
One of your own, then?

IVAN  
Perhaps.

He looks around at the SCIENTISTS in the main lab--they're nervous. Worried. He looks back. On every screen the image of a sparrow emblem appears. IVAN slams his hand down on the table.

GUARDIAN SOLDIER (O.C.)  
Excuse me, sir?

A GUARDIAN SOLDIER stands at the door. The GUARDIAN LEADER nods for him to continue.

GUARDIAN SOLDIER  
We've finished checking camera feeds. Scientist Lang managed to access Anem Below with an out of date pass ten minutes ago.

(CONTINUED)

CONTINUED:

IVAN

Jacob?  
(beat)  
Bring him to me.

INT. SMALL DINGY TUNNEL - ANEM BELOW - MOMENTS LATER

JACOB pulls AZRA toward a boarded up sub-tunnel.

AZRA

(whispering)  
What's happening?

JACOB looks toward the shadows of the small tunnel.

COLM appears, a bag slung across his shoulders. JACOB holds a pendant out in front of AZRA. It's a leather cord with a silver sparrow pendant hanging from it. AZRA looks between them.

JACOB

This necklace contains important data. It has to reach the Haven quickly or many people will die. Do you understand? You must take this to the Grim.

AZRA

Jacob--

JACOB

We don't have much time. Know that the Grim are not our enemy. No matter what you've been told.  
(to COLM)  
You ready?

COLM

I'll take care of her.

JACOB

Everything depends on it.

AZRA

But Jacob!

COLM slides one of the wooden boards free.

JACOB

You'll be fine. Listen to Colm.  
(a beat)  
I trust you more than anyone. I know you'll accomplish this.

(CONTINUED)

CONTINUED:

JACOB places the necklace around AZRA's neck. He hugs her.

AZRA  
Okay. I'll try my very best.  
(a beat)  
Will I ever see you again?

JACOB  
You will. I promise.

JACOB pushes AZRA through the hole. COLM and JACOB nod to one another--an understanding passing between them--then COLM slips in through the hole.

JACOB (cont'd)  
Be safe.

COLM pulls AZRA away. They disappear into the shadows.

INT. MINING HQ - MINE TUNNELS - MOMENTS LATER

As JACOB steps out of the small tunnel, the GUARDIAN LEADER grabs him around the neck. Several other GUARDIANS train their guns on him. He's surrounded.

INT. ABANDONED TUNNEL - OLD MINES - ANEM BELOW

AZRA and COLM run and fall down the steep slope of an old mining tunnel.

INT. ELEVATOR - ANEM - MOMENTS LATER

The GUARDIANS drag JACOB onto the elevator. The GUARDIAN LEADER knocks him to the floor.

INT. ABANDONED TUNNEL - OLD MINES - ANEM BELOW

COLM points to a small opening cut into the rock.

COLM  
Jacob told me that this leads  
straight outside.

He boosts AZRA up into the old mine shaft, then follows her in. They slide down into the dark.

INT. IVAN'S LAB - ANEM ABOVE - MOMENTS LATER

The GUARDIAN LEADER pushes JACOB into the lab, then stands at the door.

The SCIENTISTS are gone. The lab is quiet. IVAN gestures for JACOB to sit down at the table opposite him. He taps a touch screen on the table in cold fury.

IVAN

What have you done with the key codes?

JACOB

Key codes?

IVAN

How many Grim spies are here?

JACOB

What makes you think I'm working with *them*? Ivan, you know me. I'm loyal to Anem. To you.

IVAN

(almost hissing)

Listen closely. I'm only going to ask nicely once, and then things are going to get very uncomfortable. For you.

IVAN and JACOB challenge one another with a look.

IVAN (cont'd)

(to the GUARDIAN LEADER)

He must be working with someone. Take a squadron into the Wilds and destroy anything that moves.

JACOB

No!

EXT. MOUNTAINSIDE - MOMENTS LATER

AZRA and COLM SLIDE out of the tunnel onto grass and shrubs down the side of the mountain, but they're tumbling too quickly. They HURTLE towards the edge of a cliff.

At the last moment, COLM hooks a hand around a jutting rock and grabs AZRA's shirt with the other. They come to a stop just before the edge. They clamber to their feet.

(CONTINUED)

CONTINUED:

AZRA  
We're outside. We're outside!

Thick smoke billows out of several cracks in the mountainside. She points.

AZRA (cont'd)  
Look: steam from the mines.

COLM looks. As the steam clears, he catches a glimpse of a GUARDIAN SENTRY standing beside an ENTRY GATE cut into the face of the mountain but 20 metres away. A long, sloped ledge winds from it down the mountainside. The gate OPENS.

COLM pulls AZRA flat against the mountain to hide. They watch a group of GUARDIANS leave through the gate.

EXT. MOUNTAINSIDE - MOMENTS LATER

COLM and AZRA inch their way down the mountainside away from the entry gate. They stop to catch their breath.

A thick cloud parts slightly to reveal a wooded area wrapped around the base of the mountain. It goes on for miles. Flocks of birds fly high above the trees.

AZRA grabs COLM's hand. She's terrified.

COLM  
The Wild Woods.

EXT. WILD WOODS - NIGHT - LATER

The thick of the WILD WOODS. Huge, dense. Gnarled trees with hanging moss. AZRA and COLM run between trees, jump over fallen logs.

INT. IVAN'S LAB - ANEM ABOVE - MOMENTS LATER

IVAN scans through video feed from several different GUARDIANS on a holographic screen against the wall ten feet wide. He's looking for the children.

ZACHARY (O.S.)  
Uncle Ivan!

ZACHARY runs into the lab. IVAN clears the video screens.

IVAN  
What are you doing here?

(CONTINUED)

CONTINUED:

LADY MARIEL follows him in quickly.

LADY MARIEL  
(laughing)  
Oh, Ivan. I'm sorry, but he was so  
excited to ask you something!

ZACHARY glances at LADY MARIEL, then steps toward IVAN.

ZACHARY  
Would you like to come to dinner?

LADY MARIEL and IVAN exchange a look. IVAN crouches in front of ZACHARY.

IVAN  
Alright. Dinner it is.

EXT. WILD WOODS - NIGHT - CONTINUOUS

AZRA and COLM come to a thick hedge of brambles and thorns. There's no way through. AZRA pulls back one branch, but stings her finger on a thorn.

AZRA  
Ow!

They look around. COLM points to a small hole underneath the hedge. He lifts the hedge to let AZRA crawl under, then follows.

EXT. ROCKY VALLEY - NIGHT - CONTINUOUS

The Woods drop off into a rocky V shaped valley, then continue beyond. Lightning strikes overhead, illuminating their hiding place for a split second. Rain spatters across the dusty ground.

COLM digs into their bag: he pulls out a map. Several X's and a dotted line have been drawn in red marker--the line leads to a cliff on the other side of the large River Siren. COLM points to it.

COLM  
That's the HAVEN.

AZRA  
Colm, no! I don't want to see the  
Grim.

COLM  
You heard Jacob. We have to.

(CONTINUED)

CONTINUED:

COLM points out across the valley.

COLM (cont'd)  
Map says to go towards the River.

AZRA and COLM clamber down the steep slope on their backs.

EXT. ROCKY VALLEY - NIGHT - CONTINUOUS

A flash of lightning strikes overhead, illuminating AZRA's face as the two clamber up the other side of the valley. AZRA stops to catch her breath and looks around.

AZRA  
What is it?

COLM  
The Gods are angry with us.

AZRA  
Look!

AZRA points behind them. GUARDIANS are gathered on the edge of the valley looking in their direction.

COLM  
Guardians! Run!

INT. DINING ROOM - LADY MARIEL'S ROOMS - MOMENTS LATER

The smooth sound of quiet jazz music. In a cosy room, LADY MARIEL, IVAN and ZACHARY sit at a table eating dinner together. A large window overlooks the mountainside. The storm rages outside. ZACHARY looks out at it with interest.

IVAN glances at his tablet. LADY MARIEL arches an eyebrow. He turns the screen off. An ATTENDANT pours water for ZACHARY, and a pink liquid for the other two.

LADY MARIEL  
Zachary's expressed an interest in the greenhouses. He even has his own lemon tree.

IVAN  
(smiling at LADY MARIEL)  
He takes after his mother then.

ZACHARY  
Have you seen her? My Mother? Do you know who she is?

(CONTINUED)

CONTINUED:

LADY MARIEL and IVAN glance at one another.

LADY MARIEL  
We talked about this. She's gone,  
Zachary. In the accident.

He leaves the table and sits in front of the large window, watching as lightning stripes across the sky.

EXT. ROCKY VALLEY - NIGHT - CONTINUOUS

COLM drags AZRA up the other side of the valley. AZRA falls on her knees, out of breath.

The bright lights of GUARDIAN flashlights bounce across the bottom of the valley as the GUARDIANS run toward them.

COLM  
Get up. Now!

INT. DINING ROOM - LADY MARIEL'S ROOMS - CONTINUOUS

LADY MARIEL dabs her mouth with a napkin. ZACHARY, now back at the table, pushes his food around his plate.

LADY MARIEL  
(to ZACHARY)  
Darling, we're setting up a section  
in the greenhouses where you and  
the others can grow your own  
gardens. Wouldn't you like that?

IVAN's tablet bleeps. IVAN glances at it.

LADY MARIEL (cont'd)  
What do you think, Ivan?

IVAN taps the tablet. The screen blooms to life. A single message flashes across footage of the rocky valley: "**Targets sighted heading East**".

While IVAN taps instructions to his GUARDIANS, LADY MARIEL shows ZACHARY how to cut into his food, but her attention is almost entirely focused on IVAN's tablet.

EXT. WILD WOODS OUTSKIRTS - NIGHT - CONTINUOUS

The thick tree cover momentarily opens out onto a small stream about 10 foot wide. A herd of fanged deer flee into the wilderness, disturbed from taking a drink.

(CONTINUED)

CONTINUED:

As the CHILDREN splash across the stream, a HOWLING sound stops them in their tracks. COLM pulls AZRA out of the stream. They hide beneath the roots of a large, gnarled tree. Suddenly they see the silhouette of a GIANT WOLF, illuminated by lightning.

AZRA  
Is that a monster?

COLM  
The Grim. Remember the mural back home?

The WOLF silhouette disappears into the shadows.

INT. HALL - LADY MARIEL'S ROOMS - ANEM ABOVE

LADY MARIEL follows IVAN out into the hall. She glances back at ZACHARY playing with a toy boat on the floor, then closes the door.

LADY MARIEL  
You were cruel. Zachary wants to be close to you, and I want you to know him properly.

IVAN  
To be like a real family?

IVAN cups her face.

LADY MARIEL  
Not entirely.

IVAN drops his hand.

IVAN  
Good night, Mariel.

LADY MARIEL watches him go--

INT. CELL - ANEM ABOVE - MOMENTS LATER

A GUARDIAN breaks JACOB's fingers one by one. His other hand is held by a second GUARDIAN. JACOB's face and clothing are streaked with blood.

IVAN steps into the cell.

IVAN  
Enough. Leave us.

(CONTINUED)

CONTINUED:

JACOB spits blood as the GUARDIANS leave. IVAN retrieves a chair from the corner and places it in front of JACOB. He reaches into his pocket and pulls out a handkerchief. He gently wipes blood from JACOB's face.

JACOB

How does it feel to be out of control? Did it remind you of the old times?

IVAN

It's very simple: where are they going? The Haven, to the Grim?  
(when he doesn't answer)  
They won't get far.

JACOB tries to pull away. IVAN only grips tighter.

JACOB

You once told me about a man--your mentor--and his dream for humanity. He thought we could save ourselves from their mistakes. What happened to you?

IVAN

I'm smarter now. Now tell me where they're headed--

JACOB spits in his face. IVAN knocks JACOB's head against the wall--

EXT. WILD WOODS - DAWN

A huge metallic CATERPILLAR crawls across AZRA's arm. She wakes, blinking rapidly into bright sunshine. She shakes the CATERPILLAR off. It crawls back into the undergrowth.

AZRA

(shaking COLM awake)  
Come on, look!

She points to the sky. To the Sun! COLM shields his eyes.

COLM

What is that?

AZRA

It's the Sun! I never thought it'd be so beautiful.

COLM

It's too bright.

(CONTINUED)

CONTINUED:

AZRA  
(closing her eyes)  
And warm.

AZRA looks around--there are no GUARDIANS, no monsters and nothing but coniferous trees for miles.

COLM  
Azra, look.

A weathered sign hangs from a nail on a tree and reads:  
**"QUARANTINE ZONE--ENTER AT OWN RISK".**

COLM (cont'd)  
What does it say?

AZRA  
I don't know all the words.  
(reading)  
"Enter--Own--?"

COLM  
Give me the pendant.

AZRA  
But Jacob gave it to me.

COLM  
I'm in charge, Azra. You're too reckless. Especially after that stunt you pulled in the greenhouses--

AZRA places the necklace in his hand and walks on ahead.

EXT. WILD WOODS - DAY - LATER

They pick their way through the woods--over and under fallen trees. AZRA plays with a pine cone, turning it this way and that. Figuring it out.

COLM reads the map, occasionally turning to look behind them. Suddenly a GIANT BIRD swoops over his head, SCREECHING. AZRA pulls him down behind a fallen log. They peer over the top of it. The BIRD swoops again and snatches the map out of COLM's hands. The BIRD circles, flying over them for a moment, and then swoops back into the tree.

AZRA grabs the lowest branch and begins to climb.

COLM  
Azra, no!

(CONTINUED)

CONTINUED:

She disappears above the treeline.

EXT. TREETOPS - WILD WOODS - DAY - CONTINUOUS

AZRA perches between two branches, hesitating for a moment. The map is trapped between two twigs, the wind rustling it. She reaches out for it, fingers outstretched--but the BIRD snaps it back up and swoops back across the treetops. It joins several other BIRDS, who fly away across the top of the Woods. The map is gone.

COLM

Azra!

AZRA looks around her. The view is breathtaking. The mountains of ANEM lay behind them. A broad river weaves around the edge of the Wild Wood, as far as the eye can see.

EXT. WILD WOODS - DAY - MOMENTS LATER

AZRA jumps from the tree.

AZRA

(pointing)

I saw it! The river. It's that way.

COLM

But the map?

AZRA

It's gone. But we've found the river!

INT. IVAN'S LAB - ANEM ABOVE - DAY

IVAN stands at his desk in front of SEVEN SCIENTISTS.

IVAN

Each of your departments will report back to me hourly on your progress.

(a beat)

I have thought long and hard about the plight of the Miners below. This project--one that the Grim have sabotaged--was a way to bring those people out of the darkness. A way to enlighten them.

(CONTINUED)

CONTINUED:

SCIENTIST

An automated workforce. What an accomplishment it would be--

SCIENTIST 2

The Miners would certainly have a better way of life.

SCIENTIST 3

(looking to the others)  
I think I can safely say you'll have our full support and brain power. You've never steered us wrong.

The SCIENTISTS applaud IVAN for a moment, and then depart one by one. One of the SCIENTISTS, the woman who altered the colour of the seed during the workshop earlier, hangs back.

IVAN

Was there something else?

SCIENTIST

The seed. It works.  
(a beat)  
The best we've ever made.

She holds out a small velvet box to him. IVAN opens it up to reveal several oval seeds.

EXT. DEEPER WILD WOODS - NIGHT - LATER

Thick raindrops hammer down on the Woods as night draws in. AZRA and COLM, both drenched to the bone, jump over logs and slip in the mud.

AZRA

Look!

AZRA points to a cave opening.

INT. CAVE - WILD WOODS - MOMENTS LATER

Lightning illuminates the opening of the cave. COLM and AZRA huddle together for safety, sheltering from the storm. AZRA reaches into the bag for the flask--but it's empty.

She crawls to the opening of the cave and cups her hands in the rain. COLM leaps forward and knocks the water out.

COLM

No--that could be dangerous.

(CONTINUED)

CONTINUED:

AZRA

It's just rain. Water from the sky.  
Jacob taught me about it.

COLM

I don't know why you believed  
everything he said. I never trusted  
him.

AZRA

You're wrong! He's honest. I know  
he is!

COLM rolls over onto his side away from her.

INT. CAVE - WILD WOODS - LATER

AZRA lies awake next to COLM. He snores. She looks over at him--the pendant hangs out of his shirt. AZRA touches the sparrow gently, but then COLM moves in his sleep and she draws away.

AZRA crawls to the front of the cave and looks out. The rain has stopped. A few lingering raindrops drip onto her nose.

EXT. WILD WOODS - DAY - LATER

COLM leads them down a winding dirt path. AZRA pulls leaves from branches as she passes them.

AZRA

Why'd Jacob choose us?

COLM

He chose *you*. I volunteered.

AZRA

But why?

COLM

He said it was because you were the  
best one for the job; because he  
could rely on you--because you'd  
never give up.

(beat)

And because you're scrawny enough  
to fit through those tunnels.

AZRA

Speak for yourself!

(CONTINUED)

CONTINUED:

She pinches him. He pinches back. And suddenly they're wrestling playfully.

A flock of birds, bright blue and green, move through the branches above. COLM and AZRA startle at the noise. COLM points to a path that seems to lead out of the Wild Woods--

COLM

We should get out of here. I don't like all these creatures--

AZRA

Are we even going in the right direction?

EXT. TREE TUNNEL - WILD WOODS - MOMENTS LATER

The trees are curved into a dark tunnel here. Vines hang between the trees to block any remaining sunlight.

AZRA

I don't like it here.

COLM

It'll be safer. Trust me, the Guardians can't see us in here.

They walk to the end of the tree tunnel which opens up above a large hill. COLM jumps down onto a rock, then helps AZRA down.

EXT. ROCKY CLEARING - WILD WOODS OUTSKIRTS - MOMENTS LATER

COLM brushes leaves out of AZRA's hair.

COLM

There. We're out of the woods and away from those creatures--

AZRA

But the mountain is right there! We've gone back towards it!

The clearing is desolate. And too quiet. Until the sound of growling from the rocks behind them drowns it out.

AZRA (cont'd)

Colm? What have you done? You've led us away from the River. We've gone in a circle!

(CONTINUED)

CONTINUED:

The shadow of a gigantic WOLF floats across the face of a rock behind them until it appears. It's a GIGANTIC DOUBLE HEADED WOLF: haunches up, jaw open and drooling. It paces toward them, both heads snarling. AZRA hides behind COLM.

The WOLF leaps toward them, JAWS open. Suddenly it collapses on its stomach. AZRA peers behind COLM to see a DWARFED MAN on the WOLF's back, holding tightly to its neck. The WOLF tries to shake the MAN off, but he holds tight.

DWARFED MAN

Run back into the woods! That way!  
I'll find you.

They clamber up the rocky hill back into the Woods.

EXT. WILD WOODS - DAY - MOMENTS LATER

AZRA and COLM jump fallen logs as they race through the trees. The DWARFED MAN swings from the tree tops and lands in front of them, stopping them in their tracks. He wears a crudely stitched tunic and thick wolf pelt coat. A staff and hunting bow hang across his back.

TOMIN

Name's TOMIN. Don't you know it's  
dangerous out here by yourselves?  
Come with me.

Somewhere in the distance a WOLF HOWLS.

EXT. OUTSKIRTS - WILD WOODS - DAY

Among the rocks, the WOLF is joined by three others, all of similar size. The LEAD WOLF has been injured: blood runs down his side. He sniffs the air, then bolts after TOMIN and the others, bounding off into the Woods.

EXT. WILD WOODS - DAY - MOMENTS LATER

The TRIO run between the trees. Behind them, the sound of the WOLVES howling gets closer and closer.

TOMIN

Up! Quickly!

COLM helps AZRA onto a branch. TOMIN leaps from branch to branch with ease. AZRA clammers further up while COLM follows. The WOLVES now circle the base of the tree. One SNAPS its jaws. COLM pulls his legs out of the way.

(CONTINUED)

CONTINUED:

COLM

Higher!

They scramble higher and higher. The WOLVES jump and paw at the trunk of the tree.

INT. GREENHOUSES - ANEM ABOVE - DAY

A shovel digging in the dirt. LADY MARIEL supervises as ZACHARY and other CHILDREN make holes for transplants of carrots and potatoes. They place a carrot plant in the hole and shovel dirt over it. ZACHARY presses down on the dirt.

LADY MARIEL watches, proud of her proteges.

EXT. HALL - GREENHOUSES - DAY

LADY MARIEL leads the CHILDREN out of the main GREENHOUSE doors, which are painted with a mural of a sunny farm.

IVAN comes to meet them. Smiles at the CHILDREN.

IVAN

(to LADY MARIEL)

I got your message. You wanted to speak?

LADY MARIEL

Zachary, take the others back to the school.

He leads the group down the hall toward the elevator.

IVAN

You wanted to know what I was hiding?

(she nods)

Two Grim spies were in Anem. They escaped. But I know there are more. It reminds me of the old days.

LADY MARIEL

You weren't to know. Then or now.

IVAN

That they'd betray me? I should've seen what the Grim were planning-- prevented their uprising.

LADY MARIEL

There's still time.

(CONTINUED)

CONTINUED:

IVAN

No--I won't make the same mistakes they did. Pandering to the Grim is out of the question. They're terrorists.

(a beat)

I'd wanted to wait to give you this, but now seems right.

IVAN hands LADY MARIEL the velvet box. As she opens it:

IVAN (cont'd)

It's a foxglove that bears fruit. I know you've always loved them but thought them frivolous in your greenhouse, so now they have added purpose.

LADY MARIEL

But, Ivan--

IVAN

We've altered the toxicity of the plant. You'll be able to serve them at your next feast.

LADY MARIEL

I thought we were going to try for a healthier garden? No splicing, no tweaking species to create something the earth couldn't provide us?

IVAN

But it's better this way.

(a beat)

I've disappointed you.

LADY MARIEL

It's lovely. I'm just surprised that you've championed synthetic food once again.

IVAN

You sound like *him*.

LADY MARIEL

Jacob had good ideas.

IVAN

He always does.

LADY MARIEL plucks one of the seeds from the box. Rolls it between her fingers.

EXT. TREE - WILD WOODS - NIGHT

The sun sets on the Wild Woods. COLM and AZRA huddle together in the crook of one large branch. COLM digs in his pack and pulls a blanket out. He wraps it around AZRA.

AZRA

What about you? You'll be cold.

COLM

Need to stay awake. We can't relax for a minute in these woods.

He eyes TOMIN on the opposite tree branch. He's snoring.

AZRA peers through the treeline. Nothing but cloud cover. She burrows her head against COLM and goes to sleep.

EXT. TREE - WILD WOODS - DAY

AZRA wakes with a start. The WOLVES are gone. And so is TOMIN.

AZRA

Where is Tomin?

COLM

Good riddance, if you ask me.

AZRA climbs to the ground. COLM follow after her.

EXT. WILD WOODS - DAY - CONTINUOUS

AZRA looks around her as COLM jumps to the floor.

COLM

For all we know he's a monster too.

TOMIN (O.S.)

That's a mighty horrible thing to say about someone who saved your lives.

He steps out from behind a tree, three rabbits slung over his back, using the staff to help him walk.

TOMIN

And caught you breakfast.

AZRA

What's that?

(CONTINUED)

CONTINUED:

TOMIN

Small animals. Very tasty.

EXT. SMALL STREAM - WILD WOODS - LATER

At a small stream, TOMIN washes off the rabbit bones, then throws them in his bag. He catches AZRA watching.

TOMIN

They're valuable at markets.

AZRA

Do you have any friends?

TOMIN fills his water bottle up, then presses a button on the side of the bottle. It hisses.

TOMIN

Friends get you into trouble.

AZRA

Colm usually gets me out of it.

AZRA watches intently, then digs in COLM's bag for their own bottle. Fills it. Presses the button on hers. It hisses. She drinks, then hands it to COLM. COLM worriedly eyes it.

TOMIN

It's purified. Untreated water can make you sick. This is safe.

COLM takes a quick mouthful, then thrusts the bottle back at AZRA.

TOMIN (cont'd)

You kids aren't from round here.

COLM

Do you know the Grim?

TOMIN

Depends on what you want their kind for.

AZRA

Are they really scary?

COLM

We need to talk to them. Need to reach the Haven.

TOMIN considers for a moment.

(CONTINUED)

CONTINUED:

TOMIN

Don't know where the Haven is, and even if I did, I wouldn't take you there. But, I might be able to lead you to a group of them Grim.

INT. LADY MARIEL'S ROOM - ANEM ABOVE

LADY MARIEL slices one of the foxglove seeds in two, places one half on a slide, and looks at it through a microscope.

A GUARDIAN steps into the room. This is LADY MARIEL's bodyguard, PIRS. Unlike the other GUARDIANS, PIRS wears a light crimson uniform. LADY MARIEL looks up.

LADY MARIEL

It's about time you returned. You're not to let Ivan send you out into the wilderness again.

PIRS

With all due respect, my lady, it's not always possible to refuse him.

LADY MARIEL

Come see me first next time.

They share a meaningful smile.

LADY MARIEL (cont'd)

I missed you.

PIRS looks away at ZACHARY who, through his slightly open bedroom door, can be seen playing with a wooden boat.

PIRS

Another child?

LADY MARIEL

I couldn't send him back down there. Even after the others--

PIRS

But your vow?

LADY MARIEL

He seems healthier than the others. Stronger. At any rate, I'm being careful.

(a beat)

What did you find out?

(CONTINUED)

CONTINUED:

PIRS

Things are messy--too messy for my liking. Word is two spies managed to escape Anem with information.

LADY MARIEL

Who are they?

PIRS

Two children, if you'd believe it.

LADY MARIEL

Ridiculous. Someone helped them.

PIRS

I agree. And that helpful someone is sitting in a cell.

PIRS crosses to LADY MARIEL's dressing table and swipes a finger across the desk. A computer screen comes to life beneath the surface. LADY MARIEL joins him.

LADY MARIEL'S POV:

Footage of JACOB's arrest. A brightened hallway with several cell doors dotted along the wall. GUARDIANS drag JACOB backwards into cell.

LADY MARIEL

Jacob!

INT. CORRIDOR - PRISON CELLS - ANEM ABOVE - MOMENTS LATER

The prison corridor is stark white and well lit. PIRS leads LADY MARIEL down the corridor towards the end, where two GUARDIANS stand guard outside a cell door. A few other INMATES leer at her as she passes. PIRS smacks one of the doors as he passes it to scare them. The INMATES leap back.

PIRS addresses the GUARDIANS:

PIRS

You're to attend a meeting on lax security measures in the mines. We're ensuring all Guardians attend.

LADY MARIEL

That's an order.

The GUARDIANS nod and leave. LADY MARIEL reaches out for the door controls to open it, but PIRS stops her.

(CONTINUED)

CONTINUED:

PIRS

(quietly)

My lady, don't let on that you know  
about the spies. Not for an  
instant. I'll be meeting with Ivan  
if you need me.

LADY MARIEL nods. She reaches for the door controls.

INT. PRISON CELL - ANEM ABOVE

JACOB rests against his arms in the corner of the bright,  
clinical cell on a plastic cot, hiding his face.

The door hisses open.

JACOB doesn't even bother looking up.

LADY MARIEL

I brought you some food.

He looks up. His face is swollen, bloodied.

LADY MARIEL (cont'd)

They made quite a mess of you.

JACOB

Your brother did.

JACOB takes the container of food and eats.

LADY MARIEL

You used to be such good friends.

(a beat)

Neither of you ever told me what  
you argued about years ago, though  
I know it made Ivan very angry.  
What was it?

JACOB

Ask him yourself.

LADY MARIEL

You know I can't.

JACOB

If you want answers, you'll have to  
get them from him this time.

INT. MEETING ROOM - ANEM ABOVE - LATER

IVAN, PIRS and a few other GUARDIANS study a map on a screen. Two GUARDIANS hold small boxes of belongings they've found. A table and chairs takes up most of the rest of the room, but these have been ignored. PIRS draws a circle on the map around a stretch of open wasteland on the other side of the mountain.

IVAN

And you're sure this was all of it?

PIRS

Positive. I scoured the area myself. It looks as if the Grim camp had been long abandoned, and these objects were the only things left of it.

IVAN looks down into the boxes. He picks up a small wooden toy. Turns it over.

IVAN

Which means the information we received was useless.

(throwing the toy back in the box)

What were these Grim doing so close to Anem?

EXT. GRIM CAMP - WILD WOODS - LATER

Several GRIM share a meal around a small campfire about half a mile away. Three GRIM stand guard around the outskirts of the camp. AZRA stands to look, but TOMIN pulls her back into their hiding spot. These GRIM are clearly human--deformed, mutated but human. Not the Monsters we've seen portrayed earlier.

AZRA

They're Grim? Really?

TOMIN

What'd you expect?

AZRA and COLM exchange a glance.

AZRA

Aren't we going to talk to them?

TOMIN

Grim are paranoid. Look.

(CONTINUED)

CONTINUED:

He points to the trees above the camp. GRIM SOLDIERS and SCOUTS face in different directions, watching for enemies.

TOMIN (cont'd)  
You have to be careful approaching these people. One wrong move and--

TOMIN puts his ear to the ground.

COLM  
What is it?

AZRA puts her ear to the ground. She hears the THUMP of marching footsteps.

AZRA  
Guardians?

TOMIN nods, pulling his dart-gun out. About 30 yards away, the GRIM SCOUTS jump from the trees, landing effortlessly. The GRIM quickly pack up their camp and disappear into the trees.

TOMIN  
Time to go.

EXT. WILD WOODS - DAY - MOMENTS LATER

The TRIO follow the GRIM through the Woods. They step very carefully across the ground.

Ahead of them, two GRIM stop in their tracks. They look around. The rest of the GRIM spread out.

TOMIN drags the children behind a tree.

AZRA  
Shouldn't we go talk to them?

TOMIN  
Grim are edgy. Trust me, you sure as hell don't want to anger them.

GRIM SOLDIER (O.S.)  
No. You don't.

TOMIN looks around: they're surrounded by GRIM SOLDIERS.

INT. GREENHOUSES - ANEM ABOVE - DAY

LADY MARIEL leads ZACHARY through the Greenhouses.

(CONTINUED)

CONTINUED:

LADY MARIEL

I have a surprise for you.

LADY MARIEL leads them to the metal gate of her personal greenhouse and unlocks it with an ornate key. She slips the key back into her pocket.

INT. MARIEL'S GREENHOUSE - ANEM ABOVE - DAY

Lush leafy greens and flowering fruit bushes fill this greenhouse. An apple tree stands in a circular garden bed raised off the ground in the middle of the room.

LADY MARIEL takes the red velvet box from a work station next to the door. She plucks a seed from the box and gives it to ZACHARY.

LADY MARIEL

Do you remember what I told you about the plants in here?

ZACHARY

They're from the outside.

LADY MARIEL

And?

ZACHARY

That they haven't been--  
(struggling)  
Changed?

LADY MARIEL

Yes! Well done, Zachary. Now, the seed in your hands has been altered to do something it shouldn't. But, the needs of my people come first.

INT. MARIEL'S GREENHOUSE - ANEM ABOVE - MOMENTS LATER

LADY MARIEL helps ZACHARY lift a watering can. He stands on a stool at the table. They water the foxglove seed, which has been planted in an orange clay planter.

LADY MARIEL

There. All done.

She helps ZACHARY jump down from the stool.

LADY MARIEL (cont'd)

(looking at him)  
You're very pale.

(CONTINUED)

CONTINUED:

She holds her hand to his head.

LADY MARIEL (cont'd)  
You're burning up!

ZACHARY  
I don't feel good--

ZACHARY lurches forward onto his hands. He starts to seize up. LADY MARIEL reaches for him--

EXT. WILD WOODS - DAY

The GRIM throw AZRA into a deep, circular ditch next to COLM and TOMIN. Their hands are bound with rope.

GRIM SOLDIER 1  
The children are from Anem, that much is clear--

GRIM SOLDIER 2  
But they're with *him*.

AZRA  
Please listen to us. There are Guardians coming!

GRIM SOLDIER 2  
You probably brought them here.

COLM  
We have something for you! If you let us go, it's yours.

GRIM SOLDIER 1  
Quiet!

The tree next to the GRIM SOLDIER explodes.

The GUARDIANS run into the area, guns blazing. The GRIM duck for cover and fire back with their dart-guns.

TOMIN rolls onto his back. He cuts his bonds loose with a dagger from his pocket, then frees the others. He clambers up the side of the ditch and crawls back into the relative safety of the trees. COLM and AZRA follow while the scene around them dissolves into chaos.

A GRIM SOLDIER loads his gun with spiked poisonous darts and shoots a GUARDIAN between his armour plates with pinpoint precision. The GUARDIAN writhes in agony. He convulses-- gasping for breath--then falls to the ground with a loud THUMP. He moves no more.

(CONTINUED)

CONTINUED:

AZRA is transfixed, but she realizes that the others are gone. She runs after COLM and TOMIN. The sound of gunfire and screams follows her.

EXT. LARGE CIRCLET OF TREES - WILD WOODS - LATER

TOMIN leads them across a clearing in the Woods. Trees surround them.

AZRA  
Are we safe yet?

TOMIN  
We need to keep moving.

AZRA  
We need to get to the River.

TOMIN  
The Siren? Sure.

As TOMIN leads them back into the Wild Woods, a disheveled looking BOY wearing pieces of junk as armour quietly descends from a tree behind them. Among the pieces of junk, a flattened tin garbage can lid is tied to his chest, and he wears an ice hockey face guard. Twigs, feathers and screws are tied into his hair. He lands behind TOMIN, quickly ties him up with rope, and pulls him up against the branch.

TOMIN (cont'd)  
Hey! JUNKBOY!

Another JUNKBOY lands behind AZRA and grabs her. COLM runs at the JUNKBOY, and tackles him. The JUNKBOY rolls back and pulls a dagger out of his bag. Ready to fight.

TOMIN yells from the branch he's tied to.

TOMIN (cont'd)  
Fight with some honour--he's unarmed!

The JUNKBOY lashes out with the dagger. COLM jumps back.

COLM  
(to AZRA)  
Get back!

AZRA clambers up the tree to free TOMIN.

The JUNKBOY lashes out again, teasing, bearing his blunt rotten teeth in a wide grin. He leaps, landing his full weight on COLM to send him flying onto his back.

(CONTINUED)

CONTINUED:

AZRA cuts TOMIN's bonds free, then jumps from the tree to the ground, rolling into her landing.

The JUNKBOY jumps on top of COLM to stab him, but stops when he sees something distracting: the sparrow pendant hanging out of COLM's shirt. He pulls it from COLM's neck.

JUNKBOY

Mine.

COLM

Not that--

COLM struggles with the JUNKBOY, holding the dagger away from his face. Trying to reach the necklace. AZRA runs at the JUNKBOY and pushes him off balance.

The JUNKBOY rolls backwards up onto his feet, climbs up a tree with the ease of a squirrel, then leaps from tree to tree until out of sight. COLM starts to chase him, but TOMIN trips him to the ground.

TOMIN

Bad idea.

COLM

But we need that necklace back!

TOMIN

It's a pretty trinket, I'll give you that--

COLM

No, it's more than that.

TOMIN

I'll not take you to the Junkboys unless you start telling the truth. I've helped you. Fed you. You can trust me.

COLM looks around at AZRA.

COLM

According to the man who sent us on this journey, our leaders are planning something horrible. Something that will lead to our people's deaths. All of them.

TOMIN

Genocide? Goddamn.

(CONTINUED)

CONTINUED:

AZRA  
(to COLM)  
Is that true?

COLM nods.

AZRA (cont'd)  
(tearful)  
All those people. Our friends.

COLM  
(to TOMIN)  
We need the pendant back.

TOMIN  
Then off to the Junkboys we go.

EXT. BATTLEGROUND - WILD WOODS- DAY

The GUARDIAN LEADER arrives at the scene of the earlier battle. It was fairly one sided: most of the GRIM SOLDIERS are either dead or dying.

IVAN (O.C.)  
You lost them again?

INT. IVAN'S LAB - ANEM ABOVE - DAY

Watching through the GUARDIAN LEADER's video feed, IVAN is clearly frustrated with his men.

IVAN  
Don't contact me again unless you  
have good news.

He closes the feed.

One of the SEVEN SCIENTISTS steps into the room, holding a tablet. He taps a few keys, engrossed in his work, and doesn't look up until he draws close to IVAN.

SCIENTIST  
(holding out the tablet)  
Here's the latest.

The SCIENTIST waits while IVAN flicks through the data for a moment. IVAN barely notices he's still there, then looks up.

IVAN  
This is good work.

(CONTINUED)

CONTINUED:

His tablet Bleeps with an alarm. IVAN slides his finger across the screen.

IVAN (cont'd)  
Mariel? What's wrong?

EXT. BATTLEGROUND - WILD WOODS - DAY

The GUARDIAN LEADER walks over to the nearest dying GRIM and lifts him by the neck.

GUARDIAN LEADER  
Where are they going?

GRIM SOLDIER  
(struggling)  
I don't know.

GUARDIAN LEADER  
Don't lie you disgusting mutant.

But the GRIM SOLDIER cannot speak anymore. The GUARDIAN LEADER is choking him. He claws at his neck. His eyes bulge. And then suddenly he goes limp. The GUARDIAN LEADER throws him to the floor like a ragdoll.

GUARDIAN LEADER (cont'd)  
Find them. Whatever it takes.

The GUARDIANS split up into groups and head off into the Woods in different directions. The GUARDIAN LEADER pauses. Someone is whimpering underneath a bush.

He looks under the bush to find: a GRIM SCOUT, terrified, crying. The GUARDIAN LEADER drags him out by the ankle.

The SCOUT screams.

INT. ZACHARY'S BEDROOM - LADY MARIEL'S ROOMS - ANEM ABOVE

IVAN rubs ZACHARY'S bare arm. He places a syringe on the side-table, then tucks the covers around ZACHARY. LADY MARIEL sits beside him on the bed.

IVAN  
He's running a temperature, and this should bring it down, but I don't know what's causing the seizures. Let him rest and call me if anything changes.

EXT. WILD WOODS - DAY

AZRA stares into the glossy unseeing eyes of a decomposing GRIM SOLDIER lying against a large rock just off the trail.

COLM (O.S.)

Azra?

She turns. COLM and TOMIN have gone on without her. She follows his voice through the trees.

COLM (O.S.) (cont'd)

Az?

And down a small hill into:

EXT. CLEARING - WILD WOODS - DAY - LATER

A gigantic barren tree. Carcasses, bird feathers and odd objects--a bicycle tire, an oar, a coffee shop sign--have been nailed to both trunk and branches. Animal bones line the ground.

COLM

There you are.

She joins the others beneath the tree. AZRA pushes the oar slightly. It sways.

TOMIN

Entering Junkboy territory now.

The etching of a sparrow in the tree trunk catches her eye.

INT. LIVING SPACE - LADY MARIEL'S ROOMS - ANEM ABOVE - DAY

LADY MARIEL at a wooden table in the middle of the room. Tablets and handwritten notes lie across the top of it. She writes on a scrap piece of paper a single question: **"What links these illnesses?"**

The door to ZACHARY'S bedroom is ajar. He lies in a fitful sleep on the bed.

PIRS strides into the room and places a basket of food on the table. As he talks, he looks over her work.

PIRS

Ivan wants to send me away again  
but I told him no.

(MORE)

(CONTINUED)

CONTINUED:

PIRS (cont'd)

(a beat)

You know, I get the impression that he really doesn't like me.

LADY MARIEL

He doesn't like the way you look at me.

PIRS

The feeling is mutual.

LADY MARIEL

He's just protective.

PIRS

Oh, is that it?

PIRS reaches for LADY MARIEL's hand, but she draws back.

PIRS (cont'd)

Don't be naive, Mariel. He wants more from you. He always has.

LADY MARIEL

Don't treat me like a child.

PIRS withdraws.

PIRS

I'm sorry, my lady.

LADY MARIEL

Ivan won't tell me what's wrong with Zachary. He knows something.

PIRS

What would you have me do?

EXT. JUNKBOY HIDEOUT - THE JUNKYARDS - NIGHT

A massive garbage dump. This is where the JUNKBOYS live. AZRA and COLM follow TOMIN through a narrow tunnel of junk. All manner of things have been used create it. The head of a child's doll catches AZRA's eye. The tunnel opens out onto the sprawling junkyard. Figures surround them: the JUNKBOYS.

All are deformed in some way.

Several large trenches have been cleared throughout the dump. Homes have been built into the trench walls and small fire-pits dot the edge of the trenches, giving the garbage an ethereal kind of glow.

(CONTINUED)

CONTINUED:

AZRA  
Are they Grim?

TOMIN  
They're Junkboys now.

Across a circular square, a JUNKBOY (older than the rest) lounges across a throne made out of junk and set high on top of several frames of cars and old stoves. A makeshift crown of wires and other paraphernalia sits upon his head. Two GUARDS stand below the throne holding spears.

TOMIN (cont'd)  
(quietly)  
Let me do the talking.

JUNKBOY LEADER  
(without looking at them)  
Travellers! Welcome to my humble kingdom. We'll accept any and all donations.

He points at two JUNKBOYS with a large sack. TOMIN drops a few trinkets into it--coloured stones and some dart ammo.

JUNKBOY  
(shaking the sack)  
More.

TOMIN  
Do you not remember me?

Clearly they do, because they take a step back. As the TRIO pass, the JUNKBOYS whisper among themselves.

JUNKBOY  
(to his friend)  
That's *him*?

COLM sees the JUNKBOY who took the sparrow pendant. He's standing beside the JUNKBOY LEADER.

COLM  
Look!

TOMIN knocks COLM's knee with his staff.

TOMIN  
Shut up.

(CONTINUED)

CONTINUED:

JUNKBOY LEADER

It's nice to see you making friends, Tomin, but didn't I banish you the last time you were here. Or are you here to make amends?

TOMIN

Hardly. Your fault our deal went south. If you'll involve a group of amateurs, you'll get an amateurish result.

(a beat)

We want the necklace he stole.

The JUNKBOY LEADER holds out the necklace to them.

JUNKBOY LEADER

This?

AZRA and COLM watch his every move.

JUNKBOY LEADER (cont'd)

(swinging the necklace)

Tomin, you know very well that's not how things work here. You want this--I want something in return.

(watching AZRA)

Perhaps your friends would like to help us.

TOMIN

What do you want?

JUNKBOY LEADER

As it stands, one of our own is in need of help. Goes by RIN.

A few JUNKBOYS giggle.

JUNKBOY LEADER (cont'd)

Got himself taken by the BLACK RATS. If you bring him home to us, safe and sound, you can have the necklace.

TOMIN

(to AZRA and COLM)

Black Rats are bad news--Junkboys won't even go near them.

AZRA

(to the JUNKBOY LEADER)

We'll do it.

(CONTINUED)

CONTINUED:

COLM

Azra!

The JUNKBOY LEADER grins. He leaps down from his throne and wave his GUARDS away.

He spits in his hand and holds it out. AZRA glances back at TOMIN and COLM, then does the same. They shake hands.

JUNKBOY LEADER

The agreement is set.

The JUNKBOYS HOWL in response. The JUNKBOY LEADER takes AZRA's arm in his own and leads her down a:

EXT. JUNK TRENCH - JUNKYARDS - CONTINUOUS

The JUNKBOYS crowd around to watch the TRIO follow the JUNKBOY LEADER.

TOMIN

The Black Rats are awful people.  
We'll be in terrible danger.

AZRA

Is there another way?

COLM

Even if there is, you haven't given  
us the chance to pursue it.

They come to the end of the trench. It's a dead end full of useless appliances. A few of the JUNKBOYS push an old rotting sofa over to reveal a grate in the ground.

JUNKBOY LEADER

One thing: Rin is mute. So you'll  
need to be smart.

AZRA climbs into the hole, COLM right behind her. TOMIN takes one last glance at the sky and then follows them in.

The JUNKBOY LEADER closes the grate and locks it.

JUNKBOY LEADER (cont'd)

And roll the ladder up when you're  
down. You'll see where it goes.

INT. SMALL SEWER TUNNEL 1 - MAIN LEVEL - CONTINUOUS

The tunnel is very dark. AZRA can barely see the rungs of the ladder.

(CONTINUED)

CONTINUED:

One by one, AZRA, COLM and TOMIN jump from the bottom of the small ladder. The dingy water is ankle deep. TOMIN pulls on a rope which rolls the ladder up underneath the grate. He ties the rope to the wall. While he does this, AZRA looks around. The way behind them is a dead-end. The only way is forward.

INT. SMALL SEWER TUNNEL 2 - MAIN LEVEL - CONTINUOUS

A small hole in the wall leads into another tunnel. AZRA, COLM and TOMIN crawl through it. As they do, they see a glowing light in the distance.

AZRA

Do you think they planned this?

TOMIN

For us to rescue Rin? Never put it past a Junkboy to be resourceful.

COLM

I'd like to see them squeeze through this tunnel.

TOMIN

Shh.

Murmuring voices grow as they creep through the tunnel.

INT. LARGE SEWER TUNNEL - MAIN LEVEL - CONTINUOUS

They walk slowly through the water. Lit sconces along the walls bathe the tunnel in an orange glow. The voices are louder now. Numerous.

The TRIO peer out from the tunnel's relative cover:

INT. BLACK MARKET - MAIN LEVEL - CONTINUOUS

Stairs lead out of the water onto a raised circular space. Several MEN and WOMEN dressed in ragged clothing mill in groups by the tables. They're haggling.

AZRA

(whispering)

What're they doing?

TOMIN

Buying organs. Human ones. Move slowly.

(CONTINUED)

CONTINUED:

They crawl up the steps and into the shadows behind the tables.

AZRA hesitates for a moment, listening to a conversation between a VENDOR and BUYER. The VENDOR, a BLACK RAT, wears a black cowl and robe--the uniform all of these men share.

VENDOR

This one's very fresh. There was an unfortunate accident this morning.

The BUYER holds out the bag to the VENDOR.

BUYER

This is all I have.

VENDOR

For the heart of a child?

AZRA watches, transfixed. The BUYER digs into his pockets and adds a box of bullets to the bag, then hands it to the VENDOR. The VENDOR reaches down beside him. AZRA freezes as his hand comes within a foot of her. He opens a cool box near his feet. AZRA looks inside: there are many small containers. The VENDOR grabs one and hands it to the BUYER.

TOMIN taps AZRA on the shoulder, and points ahead of them. They need to keep moving. They crawl down steps on the other side of the Black Market into an adjoining tunnel.

INT. LARGE DINGY TUNNEL - MAIN LEVEL - SEWERS

As they sneak down the empty tunnel through the ankle deep water, AZRA, COLM and TOMIN talk:

AZRA

Why do they need organs?

TOMIN

Some folks use them for experiments. Attempts to cure mutations.

AZRA

The Grim?

TOMIN

And others. It ain't just the Grim who are mutated, you know. People from all over were affected by radiation in the ground. That's how it began.

(CONTINUED)

CONTINUED:

COLM

Where'd you read that? That never happened!

TOMIN

It's the truth.

COLM

The Grim brought this sickness into the land. They caused everything!

TOMIN glances at him, but doesn't have the chance to respond. Two BLACK RATS step into the tunnel behind them.

TOMIN pulls the CHILDREN to the shadows. The BLACK RATS pass them, too engrossed in their murmured conversation to bother looking around properly. TOMIN leads them to a small set of ladders that descends into a lower level of the sewers.

AZRA

What else do they use them for?

TOMIN

Food.

He climbs down the ladder. AZRA is stunned.

INT. CELL TUNNELS - LOWER LEVEL - SEWERS

AZRA drops from the ladder into thigh high water. TOMIN is already on the move. The CHILDREN follow him at a distance. They wade out of the water, which subsides the further they go down the tunnel.

COLM

I've been thinking. The Guardians, Ivan, Lady Mariel--they've always protected us from these monsters. What if Jacob misunderstood something that was said--

AZRA

Jacob wouldn't do that.

AZRA runs to catch up with TOMIN, but when he reaches her, he pulls AZRA back. They stop at an intersection and peer down a darkened tunnel. COLM joins them.

COLM

(to TOMIN)

You seem to know where you're going.

(CONTINUED)

CONTINUED:

TOMIN

It's a part of my life I'd rather  
not recall.

A BLACK RAT saunters along the tunnel towards them, a large dagger tucked into his belt. TOMIN pushes the CHILDREN flat against the wall. Out of sight. The BLACK RAT walks out of the tunnel and away from them.

AZRA

But why were you here? Are you a  
Black Rat too?

TOMIN

No. A deal went south, and I ended  
up in trouble. Now shut up.

INT. CORRIDOR - CELLS - LOWER LEVEL - SEWERS

This corridor is grimy and dark, lit by one flickering sconce. AZRA, COLM and TOMIN pass several occupied cells, which are caves cut into layers of rock and earth.

TOMIN

Spread out. We've got five minutes  
before patrol comes back.

Most of the occupants are dirty and weak. They've given up. AZRA stops outside a cell door and looks in.

TOMIN (O.S.)

He'll be in one of these cells.  
Children are kept separately.

AZRA'S POV:

A GIRL stares at the wall.

COLM waves to AZRA. She joins him and TOMIN at another cell.

AZRA'S POV:

In a corner of the cell is a small boy in rags. He draws intricate patterns on the wall with dirt. This is RIN.

TOMIN picks the lock with two metal strips from his pocket.

AZRA

Rin?

TOMIN

Shut up. He can't answer you,  
remember?

(CONTINUED)

CONTINUED:

The lock clicks. The door swings open.

INT. RIN'S CELL - CELLS - SEWERS

AZRA runs into the cell. RIN backs up against the wall, terrified. AZRA holds out her hands.

AZRA  
I'm a friend. Friend?

TOMIN (O.S.)  
Hurry it up, girl! Just grab him.

AZRA grabs RIN's hand and yanks him to his feet.

INT. CORRIDOR - CELLS - LOWER LEVEL - SEWERS

They join TOMIN and COLM in the corridor. The BLACK RAT steps back into the corridor on his patrol. He sees them.

BLACK RAT GUARD  
Oi! What d'you think you're doing?  
That's our property, that is!

TOMIN  
Run!

TOMIN leads them in the opposite direction, further down the corridor of cells to another intersection of tunnels.

INT. SEWER TUNNELS - CONTINUOUS

BEGIN CHASE MONTAGE

TOMIN knows exactly where he's going. He leads them through a maze: left, and right, and then left again.

The BLACK RAT gives chase. Yelling. The sound echoes through every tunnel.

END CHASE MONTAGE

They come to the small ladder from earlier. TOMIN pushes the children in front of him. They quickly climb up.

INT. MAIN LEVEL - SEWERS - MOMENTS LATER

TOMIN joins the CHILDREN on the upper level. They hide in an alcove for a momentary breather.

(CONTINUED)

CONTINUED:

COLM  
(loudly)  
Are you trying to get us killed?

TOMIN  
Quiet!

A one-armed BLACK RAT hears them. He holds out his knife, walking towards their hiding spot.

TOMIN drags the CHILDREN right past him. The BLACK RAT gives chase. He throws the knife. It WHIZZES by TOMIN's ear.

BLACK RAT  
Come back with our merchandise!

INT. BLACK MARKET - MAIN LEVEL - MOMENTS LATER

They rush through the Black Market. They knock a table over as they pass it. VENDORS and BUYERS turn to look. A few of the BLACK RATS dotted around the area join the chase. The one armed BLACK RAT leaps over the fallen table.

TOMIN bucks and weaves in and out of the crowd, AZRA and the others on his heels. A VENDOR brandishing a bloodied axe slides across the top of his table, pushing PEOPLE aside, scrambling through the CROWD.

A BLACK RAT grabs RIN. AZRA pulls on the BLACK RAT's arm, but she's knocked to the floor. She stomps on the BLACK RAT's foot. He drops RIN. They crawl off the raised stage into the water.

INT. SMALL SEWER TUNNEL 2 - MAIN LEVEL - CONTINUOUS

AZRA and RIN--hand in hand--slip over into the ankle deep water. They stumble to their feet and watch as TOMIN rounds the corner into the next tunnel, disappearing out of sight.

AZRA looks back as they run. COLM is twenty feet behind. A BLACK RAT pulls him to the ground. The crowd of BLACK RATS swarms in around him. They grab his arms and legs and hold him still. One holds a serrated dagger to his throat.

AZRA stops dead--

AZRA  
Colm!

COLM reaches a hand out to her before he is dragged away. AZRA starts toward them, but RIN grabs her before she can.

(CONTINUED)

CONTINUED:

AZRA (cont'd)

Colm!

RIN drags her back as COLM disappears around the corner. The tunnel descends into silence, save for AZRA's heavy breathing.

INT. SMALL SEWER TUNNEL 1 - CONTINUOUS

TOMIN pulls the rope to release the ladder, then clambers up. He smacks the top grate to open it, but it doesn't give. It's locked. He smacks it again. And again.

TOMIN

Open the goddamn vent!

AZRA and RIN clamber up the ladder behind him.

TOMIN (cont'd)

Open up!

TOMIN smacks the vent again. Finally, the JUNKBOY LEADER appears.

EXT. JUNKBOY HIDEOUT - THE JUNKYARDS - CONTINUOUS

The grate swings open. TOMIN climbs out, then hoists AZRA and RIN out one by one.

JUNKBOY LEADER

And the other?

AZRA can barely look at anyone. Tears run down her cheeks.

AZRA

Gone.

TOMIN

I'm sorry, lass.

The JUNKBOYS slam the grate shut, holding it closed. Several other JUNKBOYS drag an old washing machine over the grate. The JUNKBOY LEADER laughs and jumps on top of the machine.

JUNKBOY LEADER

(to RIN)

We missed you, brother.

The JUNKBOY LEADER pulls RIN up and gives him a brotherly hug. RIN hugs back. He bows to AZRA and TOMIN in thanks, then runs off down one of the trenches of junk.

(CONTINUED)

CONTINUED:

JUNKBOY LEADER (cont'd)  
He's always been shy.

TOMIN  
We rescued your kin. Now uphold  
your end of the bargain.

The JUNKBOY LEADER pulls it out from behind his shirt.

JUNKBOY LEADER  
I don't know. I've become kind of  
attached to this little trinket.

TOMIN  
The girl just lost her friend  
bringing Rin back to you.  
(glancing at AZRA)  
Just hand it over.

The JUNKBOY LEADER considers for a moment, then takes the necklace off and throws it to AZRA. She immediately puts it around her own neck. Out of sight.

JUNKBOY LEADER  
Stay the night. We'll have a feast  
to celebrate Rin's return to us.

As the JUNKBOYS whoop and howl, AZRA walks away down the junk trench. TOMIN watches her go.

EXT. JUNKYARDS - MOMENTS LATER

AZRA clambers up the side a junk hill and stands at the top. She can see for miles around. AZRA wipes her dirty face with a sleeve. She's crying.

TOMIN (O.S.)  
For what it's worth, I'm sorry.

TOMIN joins her.

AZRA  
He was my best friend. My brother.

They watch in silence as the last slither of sunlight disappears behind the clouds. As night rolls in.

INT. JACOB'S CELL - ANEM ABOVE

JACOB faces the wall, lying on his small cot. He traces the outline of a sparrow on the wall. The door opens behind him.

(CONTINUED)

CONTINUED:

LADY MARIEL

I know you're awake, Jacob.

(a beat)

I wanted to talk.

She perches on the end of the bed.

JACOB

I don't.

LADY MARIEL

Why are you helping the Grim? I know it was you who helped those children escape.

JACOB turns around.

JACOB

Pirs supplying you with information again?

(a beat)

Ivan doesn't tell you everything. If he did you'd understand. You've always been the voice of reason-- you've held sway over him when no one else has. Help us.

LADY MARIEL

I love my brother.

JACOB

But you have a new son. You should be thinking of his future.

(off her look)

Ivan won't spare him.

LADY MARIEL

He would never hurt Zachary.

JACOB

If you truly believe that, then we're all lost.

INT. LADY MARIEL'S GREENHOUSE - NIGHT

The greenhouses are quiet. The lights are dimmed. IVAN wanders around LADY MARIEL'S greenhouse looking at the plants. The foxglove on the table catches his eye.

He draws closer. Touches a new leaf. Smiles to himself.

INT. LIVING SPACE - LADY MARIEL'S ROOMS - LATER

LADY MARIEL opens the door to find PIRS kneeling on the floor beside ZACHARY. He's having a fit.

PIRS  
I don't know what to do! Help!

LADY MARIEL rushes toward them--

INT. CORRIDOR - LIVING QUARTERS - ANEM ABOVE

IVAN runs along the corridor, panic stricken.

INT. LIVING SPACE - LADY MARIEL'S ROOMS - ANEM ABOVE

IVAN rushes through the door--

IVAN  
(frantic)  
Where are you?

LADY MARIEL (O.S.)  
In here!

INT. BATHROOM - LADY MARIEL'S QUARTERS

ZACHARY is hunched over the toilet. LADY MARIEL rubs his back gently. IVAN catches his breath in the doorway.

IVAN  
You said it was an emergency.

LADY MARIEL  
Zachary is having terrible fits.

IVAN places a small circular monitor on ZACHARY's chest. It sticks to his skin. IVAN scans the readouts on his tablet: ZACHARY's vitals appear on the screen.

LADY MARIEL (cont'd)  
Is it the medicine? Is that making him ill? I looked at his medical records--nothing in his history points to this.

IVAN  
How did you get hold of those?

IVAN is interrupted by a communication feed opening on his tablet. It's the GUARDIAN LEADER in the WILD WOODS.

(CONTINUED)

CONTINUED:

GUARDIAN LEADER  
Sir, I have news--

IVAN  
Not now.

IVAN minimizes the feed.

LADY MARIEL  
What do we do?

IVAN  
Get him back to bed. Continue with  
the treatment.

LADY MARIEL  
Continue?

IVAN pockets his tablet and lifts ZACHARY into his arms.

INT. ZACHARY'S ROOM - LM'S QUARTERS - MOMENTS LATER

IVAN pulls the covers over ZACHARY. LADY MARIEL watches.

IVAN  
The medicine I gave him will help  
boost his immune system. He needs  
help to fight this infection.  
(tucking ZACHARY in)  
Let him rest. When he wakes, give  
him solid food and the same dose.

INT. CORRIDOR - LIVING QUARTERS - ANEM ABOVE - LATER

LADY MARIEL follows IVAN out into the corridor.

LADY MARIEL  
Ivan, I can't lose him like the  
others. Please help me.

IVAN  
You won't lose him. I promise.

He kisses her cheek and retreats down the corridor.

INT. LIVING SPACE - LADY MARIEL'S ROOMS - MOMENTS LATER

LADY MARIEL enters the living space. PIRS steps out of her  
bedroom, having been in hiding from IVAN.

(CONTINUED)

CONTINUED:

LADY MARIEL  
Find out everything you can.

INT. IVAN'S LAB - ANEM ABOVE - MOMENTS LATER

IVAN stares at the picture of Anem's Founders on the wall. He touches one of the men's faces. Then draws back.

IVAN  
What a mess you left me, Father.

IVAN pulls his tablet out and taps the screen.

EXT. WILD WOODS - NIGHT

The GUARDIAN LEADER stands in front of what's left of the GRIM scout.

IVAN (O.S.)  
Report.

GUARDIAN LEADER  
They had the children in their custody. One of them mentioned taking something to the Grim.

INT. IVAN'S LAB - ANEM ABOVE - CONTINUOUS

IVAN  
So they are headed to the Haven.

GUARDIAN LEADER (O.S.)  
Yes sir. Also you'll be interested to know who they're with.

EXT. GATHERING PLACE - JUNKYARDS - NIGHT

The gathering place is a circular area in the middle of the Junkyards covered with sheets. A large campfire under the sheets provides light, warmth and a place to cook food.

Several groups of JUNKBOYS sit together on the ground eating. A few dead animals waiting to be cooked are heaped in a pile next to the campfire. JUNGIRLS of all ages help skin the animals and cook. The JUNKBOY LEADER laughs from his makeshift throne while JUNKBOYS wrestle on the floor in front of him.

JUNKBOY LEADER  
Come on, LAMB.

(CONTINUED)

CONTINUED:

LAMB, whose hair is knotted with bits of metal, growls and throws himself on his opponent. The fight is ruthless.

AZRA watches for only a moment, then joins TOMIN, who sits with a group of JUNKBOYS.

TOMIN

--he was a huge, hairy beast, but I  
slit him from throat to naval.

He stops speaking when he sees AZRA. She's been crying. A discomfoting quiet falls on the group.

TOMIN (cont'd)

You alright?

AZRA

I was looking for Rin.

EXT. JUNKBOY HIDEOUT - THE JUNKYARDS - NIGHT

Only a few JUNKBOYS and JUNGIRLS wander around here as most are at the gathering place. A few small animals scavenge for food, including a mangy tabby cat without ears.

AZRA walks down the trench, looking inside each home set in the trench walls for RIN.

EXT. RIN'S HOME - JUNKYARDS - LATER

AZRA peers inside the frame of a car on its side, which has been covered with burlap cloth.

INT. RIN'S HOME - JUNKYARDS - NIGHT

A single light illuminates the small space. Shadows flicker off the car frame. Mechanical parts and trinkets, including a Ms. Marvel doll, fill crates and barrels near the door. A few objects hang from the ceiling. These are inventions of his own creation, among them a bow and arrow. RIN sits in front of several battered books. He has another book open beside him, where he is diligently copying the sentences with a sharpened stick and charcoal mix. A makeshift pencil.

She sits down beside him. He jumps, but settles when he sees her. RIN clicks his tongue twice, three times and then points to himself. AZRA clicks back. RIN shakes his head.

(CONTINUED)

CONTINUED:

AZRA

I can't believe he's gone. I can't stop imagining what might have happened to him down there.

(a beat)

I should have gone back for him.

They sit in companionable silence for a moment.

AZRA (cont'd)

Do you know the Grim?

He flicks through his journal and places it in front of her. It's a drawing of a mutated man next to a sparrow symbol.

AZRA (cont'd)

Do you know where they are?

RIN struggles to respond, clicking. AZRA takes the pencil. In the mud, she draws the Wild Woods, Anem, and the Siren River. RIN draws a path.

AZRA (cont'd)

Can you take us there? The man I'm with says he doesn't know. I know I have to reach the Siren River, but from there?

RIN clicks his tongue.

EXT. JUNKYARDS - DAWN

TOMIN waits, leaning against an old garbage can. He sees AZRA and RIN approach dressed in travelling coats.

TOMIN

No. No--he's not coming.

RIN takes three metal spikes from his bag and puts them in his coat pocket. Ignoring TOMIN.

AZRA

You said you didn't know the way. But Rin does. Together, we'll be able to take the pendant the rest of the way.

AZRA and RIN pass him. TOMIN reluctantly follows them out of the Junkyards.

EXT. DEEP WILD WOODS - DUSK

The sky is a deep dark blue as night draws in. AZRA and RIN exchange gestures, learning more about one another as they walk. TOMIN leads the way, angrily brushing aside shrubbery and branches with his staff.

RIN clicks his fingers twice and hums low in his throat, then points to his chest.

AZRA  
Is that what you call yourself?

She returns the gesture and points to him. RIN nods.

AZRA (cont'd)  
I'm Azra. Az-ra.

She points to her chest and repeats her name a few times. RIN stares at her mouth moving and tries to copy the movements with his own, humming with the effort.

AZRA (cont'd)  
(to TOMIN)  
He almost spoke then.

TOMIN  
Dream on.

AZRA  
At least we can understand one another. You're not even trying.

TOMIN  
If you'd left him behind like I told you to, we wouldn't have to babysit him.

AZRA  
What is your problem?

RIN pulls on AZRA's sleeve and points. A firefly floats toward them. AZRA is transfixed. She reaches for it. It flashes brightly. AZRA yelps, terrified for a moment. TOMIN laughs.

And then suddenly they are surrounded by fireflies. They float in wide circles above bushes and trees, and around the TRIO. RIN cups one in between his hands and shows AZRA. They share a smile.

EXT. TREES - WILD WOODS - NIGHT - LATER

AZRA dozes against a tree trunk, high up on a branch of her own. RIN sleeps on the branch below. TOMIN is missing.

A bright white light suddenly shines across her closed eyes.

She looks above her. It's the MOON. There's no cloud cover. AZRA climbs the tree quickly, settling on the top branch.

She can see the stars.

AZRA is overjoyed. She digs in her bag for the astronomy book. She traces the star systems with her finger across the page, and then across the sky.

She stares up at the stars. One of them starts moving towards her, very fast. It's a DRONE. AZRA ducks back underneath the treeline as the DRONE swoops down through the trees. She climbs down the tree after it.

EXT. WILD WOODS - NIGHT - CONTINUOUS

The DRONE quietly hovers above the ground. Robotic arms emerge from two hatches either side of its spherical body. A cylindrical blue light shines from its centre. It scans the area before it, then moves to scan another area.

AZRA is entranced. The DRONE now hovers toward her.

AZRA  
What are you?

She holds a hand out. TOMIN's wooden staff suddenly flies in front of her preventing her from touching the DRONE.

TOMIN (O.S.)  
Don't!

TOMIN now appears from behind a tree on the other side of the DRONE. He's been hunting. Rabbits are slung across his shoulder. AZRA looks between him and the DRONE.

The DRONE scans her from head to toe. The blue light disappears. AZRA steps back, but the damage is done. A LOUD alarm blares from the DRONE. It's deafening. AZRA puts her hands over her ears.

EXT. JUNKYARD OUTSKIRTS - WILD WOODS - NIGHT

GUARDIANS trample through the area in a long horizontal line. DRONES hover above them. They hear DRONE 7's alarm. The GUARDIANS start running toward it.

The GUARDIAN LEADER, watching them go, taps his helmet.

INT. HANGER - LOWER LEVEL - ANEM ABOVE - NIGHT

IVAN wakes abruptly at his desk. He answers the call:

GUARDIAN LEADER (O.S.)  
Sir. Drone 7 has been alerted.  
Positive match for the targets.

IVAN quickly pulls himself together. All business.

IVAN  
Tell me you have them.

GUARDIAN LEADER (O.S.)  
Sending the DRONE's feed to you  
now. We have GUARDIANS and DRONES  
on their way to the site.

EXT. DEEP WILD WOODS - CONTINUOUS

DRONE #7's shrieking alarm is continuous. RIN drops from the tree to land beside AZRA and TOMIN.

AZRA  
(yelling)  
What do we do?

EXT. CORRIDOR - ANEM ABOVE - MOMENTS LATER

IVAN walks quickly down the catwalk toward his lab.

INT. IVAN'S LAB - ANEM ABOVE - MOMENTS LATER

IVAN plays the video footage on his holographic screen.

ON SCREEN:

AZRA approaches DRONE #7 with an outstretched hand. IVAN pauses the video just as her curious face is illuminated by the light.

(CONTINUED)

CONTINUED:

IVAN scans her face, looking for a match in ANEM's personal records. AZRA's record appears on screen. IVAN smiles. Finally a victory. He resumes the video.

AZRA'S VOICE  
What are you?

EXT. CLEARING - WILD WOODS - NIGHT - CONTINUOUS

A HUNDRED GUARDIANS crash through the Woods towards the TRIO. Several DRONES fly above them.

EXT. WILD WOODS - NIGHT - CONTINUOUS

TOMIN leads the TRIO through the Woods. DRONE #7 circles behind them, looking to get closer. It changes directions when the TRIO does.

They cross a ravine by crawling on a slippery log across the gap. The log ROLLS, sending them hurtling down the hill. They slip along the wet grass and land heavily in the dirt.

EXT. FIELDS - NIGHT - CONTINUOUS

RIN pulls AZRA underneath a huge knot of roots.

AZRA  
Where's Tomin?

RIN claps a hand across AZRA's mouth. He points to his ear. AZRA listens: GUARDIANS yell in the distance. Their voices grow closer.

AZRA looks around for TOMIN. In front of them, stretching out for what seems like miles, are fields of tall grass. On the horizon are a cluster of old buildings. An old farm.

INT. LADY MARIEL'S ROOM - ANEM ABOVE - NIGHT

A storm brews around the mountain top. The glass window vibrates. LADY MARIEL sits at her dressing table, a wooden box open in front of her. It is full of mementos: drawings, pictures of children playing, a hand stitched cuddly lamb.

PIRS places a sheet of paper on the table.

LADY MARIEL  
You got them?

(CONTINUED)

CONTINUED:

PIRS

Your brother is distracted. Getting these access codes was worryingly easy. Even for me.

She slides two fingers across the bottom of the table. A screen comes to life on the surface. PIRS places his hand on hers for a moment, stilling her.

PIRS (cont'd)

You don't have to do this.

LADY MARIEL

I do.

She squeezes his hand for a moment, then types in the access codes. The screen desktop alters. She taps on a single program which spies on IVAN's own computer screen. LADY MARIEL listens in as the search for the TRIO unfolds.

EXT. GRASS FIELD - NIGHT

AZRA and RIN run through the tall grass looking for TOMIN.

AZRA

Tomin?

The grass swipes against their faces. It's difficult to see.

EXT. OLD BARREN FARM - NIGHT - MOMENTS LATER

The CHILDREN walk up the gravel path to the Farmhouse. A Barn full of abandoned farm machinery sits to the right.

AZRA looks around her for a moment. Behind them, a squad of seven GUARDIANS jumps from the hill on the other side of the grass fields. They run through the field toward the Farm. AZRA takes RIN's hand and leads him toward the Farmhouse.

INT. FARMHOUSE - OLD BARREN FARM - CONTINUOUS

AZRA and RIN climb in through a glassless window into what once used to be a cosy living room. Half a sofa lies on its back in the middle of the room. Strips of faded wallpaper hang from the walls. They hide underneath the window for a moment, then crawl across the room into:

THE HALL

The way to the back door is blocked with furniture, bricks and other debris.

(CONTINUED)

CONTINUED:

A GUARDIAN SOLDIER yells outside.

GUARDIAN SOLDIER (O.S.)  
Check the house!

AZRA panics. She tries to climb the stairs to the second floor, but they give way under decades of rot. RIN helps her to her feet. AZRA climbs the part of stairs still standing, then pulls RIN up after her.

UPSTAIRS HALL

AZRA and RIN peer through the open doors: three bedrooms and a bathroom. All have been ransacked. Here and there a few personal items and broken furniture lay on the floor.

They step into a room at the end of the hall.

INT. KID'S BEDROOM - SECOND FLOOR - OLD FARMHOUSE

As they enter the room, a faded photograph on the floor catches AZRA's eye.

It's of a GIRL on a swing--her hair flying, toothy carefree grin. She is clean, lovely and luminous. AZRA touches the GIRL's face with her dirty hand.

INT. DOWNSTAIRS - FARMHOUSE - CONTINUOUS

GUARDIAN SOLDIERS break down the front door, and pour into the house, checking each room.

GUARDIAN SOLDIER  
Clear!

INT. KID'S BEDROOM - SECOND FLOOR - OLD FARMHOUSE

RIN waves AZRA over to the window. AZRA looks out: the first floor roof is directly underneath it. Beyond the farmhouse more grass fields stretch out towards the woods.

EXT. FARMHOUSE - OLD BARREN FARM - CONTINUOUS

The CHILDREN jump from the second floor window onto the first floor roof. Then they leap to the ground. The GUARDIANS yell to one another from inside the farmhouse.

AZRA and RIN run into the tall grass behind the house.

EXT. TALL GRASS FIELD - NIGHT - MOMENTS LATER

The sound of crushing tall grass grows louder and louder. It's a DRONE! The CHILDREN catch a glimpse of it floating less than five feet away. They crawl on hands and knees in the opposite direction.

INT. IVAN'S LAB - ANEM ABOVE - NIGHT

IVAN scrolls through every available video feed for a glimpse of the CHILDREN. GUARDIANS march through the Farm and grass field surrounding it. IVAN sees a group of GRIM on the move toward the FARMHOUSE. It's an ambush.

EXT. GRASS FIELD - NIGHT - CONTINUOUS

The CHILDREN run right into the path of a single GUARDIAN. RIN rolls into the tall grass, but AZRA isn't quick enough. The GUARDIAN reaches for his helmet to signal the OTHERS but he doesn't get the chance--

He lurches up suddenly and falls flat on his face. RIN stands behind him. A single metal spike protrudes from the back of the GUARDIAN's neck. RIN nods at AZRA.

GUNFIRE startles them--

EXT. BATTLE - GRASS FIELD - NIGHT - CONTINUOUS

It's a battle at the Farm. GRIM and GUARDIAN SOLDIERS shout to one another. DRONES swoop high above the fighting.

INT. LADY MARIEL'S ROOM - ANEM ABOVE

PIRS and LADY MARIEL watch the battle unfold on the screen.

LADY MARIEL  
So much fighting, and for what? Is this our legacy? More terror and death?

PIRS  
You expect too much from Ivan.

LADY MARIEL  
You don't know him like I do. Or did. He used to have amazing dreams. A future he'd imagined for all of us. Of a community working together to rebuild the world.

(CONTINUED)

CONTINUED:

PIRS  
Perhaps his dreams changed.  
(a beat)  
This is not what I wanted to show  
you, however--

PIRS reaches over her and taps a few keys.

LADY MARIEL'S POV:

In a secret section of IVAN'S computer is a single folder  
entitled LADY MARIEL.

She taps on it. Her face crumples in pain. These are medical  
records across the past few decades. The faces of the  
CHILDREN are familiar: they are the ones in her photographs.

LADY MARIEL  
How could he--?

EXT. GRASS FIELD - NIGHT - CONTINUOUS

The CHILDREN run through the field as fast as they can,  
dodging both GUARDIAN and GRIM SOLDIERS in combat. The GRIM  
specialize in poison darts and hand-to-hand combat, while  
the GUARDIANS shoot anything that comes near them.

It's chaotic. The CHILDREN crawl and clamber out of the way  
to avoid being hit.

INT. IVAN'S LAB - ANEM ABOVE - NIGHT

IVAN watches the battle unfold.

IVAN'S POV:

The GUARDIANS are aggressive, but the GRIM are in their own  
territory and have speed and the environment to their  
advantage. They work in groups to bring down several  
GUARDIANS. Multiple video feeds die.

EXT. FARMHOUSE - OLD BARREN FARM - NIGHT

The GUARDIAN LEADER brings REINFORCEMENTS from the Wild  
Woods. They spread out around the Farmhouse. As he leads  
them, the GUARDIAN LEADER throws a GRIM SOLDIER through the  
damaged wall of the Farmhouse, barely breaking his stride.

When they reach the other side of the Farmhouse, he sends  
GUARDIANS left and right, setting up a perimeter.

EXT. GRASS FIELD - NIGHT

AZRA and RIN come to a stop. Directly in their path two GRIM fight a GUARDIAN.

The GUARDIAN shoots and barely misses one of the GRIM, who leaps straight over the top of the GUARDIAN with acrobatic ease. Mid-flight, the GRIM twists and lands on the GUARDIAN's back. They struggle. The GRIM wraps both arms around the GUARDIAN's neck and leans back, choking him. The other GRIM ties thick rope around the GUARDIAN's arms and pulls it taut, effectively immobilizing him.

One of the GRIM uses the GUARDIAN's weapon to shoot at a low flying DRONE. The CHILDREN scatter. It falters for a moment, then falls out of the sky. The CHILDREN run for their lives as the DRONE crashes through the grass behind them.

INT. IVAN'S LAB - ANEM ABOVE - NIGHT

IVAN relays instructions to the GUARDIANS, watching GRIM movements and helping them to strategise.

IVAN  
--three GRIM flanking to the  
right--

But then something catches his eye: a DRONE with a flickering feed crashing through the tall grass with fragmented images of the running CHILDREN.

IVAN (cont'd)  
(to the GUARDIAN LEADER)  
Contain the situation, and then get  
to these coordinates.

IVAN'S POV:

On the screen, IVAN takes control of the remaining DRONES.

EXT. GRASS FIELD - NIGHT

The CHILDREN stop running to catch their breath. RIN points above them. AZRA looks: DRONES fall into formation, hurtling toward them.

TOMIN (O.S.)  
Come on!

AZRA turns back: in front of her on the other side of the field is TOMIN! He waves them up the hill, out of the FIELD--

EXT. WILD WOODS OUTSKIRTS - NIGHT

--back into the WOODS on the other side. They clamber up the hill and back under the cover of the trees.

TOMIN

Don't look back! There's a good hiding place up ahead.

INT. LADY MARIEL'S ROOM - ANEM ABOVE - NIGHT

A storm erupts in the thick cloud cover. LADY MARIEL stands at the window overlooking the mountain. Her face is blotchy. She's been crying. LADY MARIEL speaks into a small tablet.

LADY MARIEL

--I know that, but we don't have time. We need to act now.

(a beat)

I will. Just get there. Please. And I'm sorry. I'm sorry I didn't listen to you.

She slips the tablet into her pocket, and leans against the window. PIRS hovers behind her expectantly.

PIRS

Mariel?

LADY MARIEL

(turning)

I need you to do something for me. Something I should have done a long time ago.

Lightning streaks across the sky.

EXT. WILD WOODS - NIGHT - CONTINUOUS

As the TRIO flees through the Woods they hear GUARDIANS on their heels. DRONES hover closer.

They slip into the relative cover of a tight circlet of trees and crouch. It provides them with relative shelter. The DRONES float quietly around them.

AZRA

Why do they always find us?

RIN glances at TOMIN briefly.

A blue light approaches. A DRONE: humming, searching.

(CONTINUED)

CONTINUED:

The DRONE's blue light now filters through the trees. TOMIN points to the other side of the tree circlet and gestures for them to be quiet. They crawl.

EXT. WILD WOODS - NIGHT - CONTINUOUS

Slipping from between the trees, the TRIO clock back to evade the DRONE. AZRA looks back to see it closing in. She turns back to find another DRONE approaching.

EXT. RAVINE - WILD WOODS - NIGHT - CONTINUOUS

TOMIN leads them down into a small ravine. Suddenly several dozen lights blind them. GUARDIAN SOLDIERS are everywhere. They are SURROUNDED.

INT. IVAN'S LAB - ANEM ABOVE - CONTINUOUS

IVAN watches the screen as the GUARDIANS approach. He presses a few buttons on his interface.

EXT. RAVINE - WILD WOODS - NIGHT - CONTINUOUS

IVAN (O.S.)  
 (through the DRONE)  
 Thank you, Tomin. We can always  
 count on you.

AZRA stares at TOMIN, aghast. TOMIN won't look at her. RIN hides behind AZRA.

AZRA  
 No. How could you? How? Colm died--  
 he died, Tomin. And now you--

IVAN (O.S.)  
 He was doing his duty to Anem.  
 (a beat)  
 Come home, Azra. Come home to  
 Jacob.

INT. IVAN'S LAB - ANEM ABOVE - CONTINUOUS

IVAN watches AZRA on the screen.

(CONTINUED)

CONTINUED:

IVAN

Poor Jacob misunderstood what was happening and sent you out there for nothing. But he knows the truth now. There is no danger here.

EXT. RAVINE - WILD WOODS - CONTINUOUS

Something in the trees behind the GUARDIANS catches RIN's eye. The GUARDIAN LEADER moves toward the TRIO.

IVAN (O.S.)

Just come home and you'll be safe.

A small spherical orb bounces down into the ravine. It comes to rest between the GUARDIANS and the TRIO, then suddenly explodes in thick yellowish gas.

AZRA chokes. A HAND covers her mouth--AZRA struggles but is dragged backwards into the smoke.

EXT. RAVINE - WILD WOODS - MOMENTS LATER

The SMOKE clears. A DOZEN GUARDIANS are on the ground. Unharmed, but dazed. AZRA and RIN are gone. TOMIN is collapsed against a tree.

IVAN (O.S.)

Idiots!

INT. IVAN'S LAB - ANEM ABOVE - CONTINUOUS

IVAN

Commander--

EXT. RAVINE - WILD WOODS - NIGHT - CONTINUOUS

The GUARDIAN LEADER sits up.

IVAN (O.S.)

--I want Tomin brought to me. Find the others. Don't fail me again.

INT. IVAN'S LAB - ANEM ABOVE - CONTINUOUS

IVAN smacks the touch-pad in front of him to close the feed.

SCIENTIST 2 (O.S)

My God. What was that?

(CONTINUED)

CONTINUED:

IVAN turns to see TWO SCIENTISTS in the doorway.

SCIENTIST 2  
That small girl. Who is she?

IVAN  
Nothing to concern yourself with.

SCIENTIST 1  
She looked terrified.

IVAN nods to two GUARDIANS standing nearby.

IVAN  
Arrest them.

SCIENTIST 2  
What?!

The GUARDIANS drag the SCIENTISTS out of the lab.

The lab falls silent. IVAN slowly sits down at his desk, the weight of the past few days solidly on his shoulders.

EXT. RAVINE - FOREST - NIGHT - MOMENTS LATER

At the far end of the ravine, AZRA opens her eyes. Leaning over her is a woman who looks almost identical to LADY MARIEL. This is ELLE. RIN kneels beside her. His hair is dirty and wild.

AZRA  
(gasps)  
You! No, no . . .

ELLE  
I'm here to help.

AZRA  
You're with him. With Ivan!

ELLE  
I'm not Mariel. My name is ELLE.

ELLE props AZRA up in a sitting position.

ELLE (cont'd)  
Breathe deeply.

AZRA  
(breathes)  
Are you sisters?

(CONTINUED)

CONTINUED:

And then AZRA notices ELLE's arm. Gears, wires and metal rods visible where a large gouge has been ripped through the top layer of her arm. She's a robot.

The sound of GUARDIANS yelling--on the move again--disrupts them. ELLE grabs her spear, tightens the bag across her back and holds out a hand to AZRA. AZRA doesn't budge.

ELLE  
It's not safe here.

RIN pulls on her arm: "Come".

AZRA  
(to RIN)  
Where's Tomin?

RIN shrugs and helps AZRA to her feet. ELLE guides them further into the thick trees.

INT. JACOB'S CELL - ANEM ABOVE - NIGHT

IVAN sits opposite JACOB on the other cot against the wall.

IVAN  
I was thinking about your dalliance  
with that woman below.

JACOB  
Emily. Her name was Emily.

IVAN  
Emily. That's right. You threw so  
much away for her--your old life,  
my companionship. And for what? A  
child?  
(off JACOB's confusion)  
You didn't know? That you sent your  
own daughter out there?

JACOB  
Azra? No.

IVAN holds out his tablet to JACOB. He reads AZRA's file.

JACOB (cont'd)  
My god. It's true?

IVAN  
Get her to come home.

JACOB takes a last look at the photograph of AZRA, then hands the tablet back to IVAN.

(CONTINUED)

CONTINUED:

JACOB

Never.

INT. LADY MARIEL'S GREENHOUSE - ANEM ABOVE

LADY MARIEL meets with PIRS in the middle of the greenhouse. She hands him a bag.

PIRS

I won't be able to protect you.

LADY MARIEL

I've got to try and help. Even if it's too late.

PIRS

I'll wait for you as long as I can.

A moment hangs between them.

LADY MARIEL

Goodbye, Pirs.

She kisses his cheek. And then leaves him alone.

INT. CORRIDOR - LIVING QUARTERS - ANEM ABOVE - LATER

LADY MARIEL walks slowly towards her rooms.

INT. LADY MARIEL'S ROOM - ANEM ABOVE - MOMENTS LATER

LADY MARIEL removes her jewelry at her dressing table.

She notices the door to ZACHARY'S room is closed.

INT. ZACHARY'S ROOMS - LADY MARIEL'S QUARTERS - CONTINUOUS

She gently pushes the door open. IVAN sits on the bed. ZACHARY sleeps soundly beside him.

IVAN

We're trying a new dosage today. It put him right to sleep. He looks peaceful, does he not?

LADY MARIEL

He does, brother.

(CONTINUED)

CONTINUED:

IVAN

You ought to be more careful with his medication. You've not been administering it.

IVAN pats the bed. LADY MARIEL sits next to him.

IVAN (cont'd)

We lost three children this morning. Controlled explosion accident in the mines.

(a beat)

Where were you?

LADY MARIEL

In the greenhouses. We were working, and praying for those they lost.

IVAN places a firm hand on ZACHARY's shoulder.

IVAN

You must count your blessings that this child is safe and sound.

LADY MARIEL

I do.

IVAN

I will always protect you, dear sister. But you have to trust me. You do, don't you?

LADY MARIEL

Who else do I trust?

IVAN holds out his hand to LADY MARIEL. She takes it, though her eyes are fearful--

IVAN

My family.

EXT. WILD WOODS - NIGHT

AZRA and RIN follow ELLE between the trees. Through the undergrowth. ELLE is hyper-alert, clutching her spear tightly. A bolas hangs from her belt.

AZRA

How did you find us?

ELLE

Keep your voice down.

(CONTINUED)

CONTINUED:

They crawl over the roots of an ancient tree.

AZRA  
Was it Jacob?

ELLE  
It was Mariel. She told me where to  
find you, and that it was dire. It  
very nearly was. Now hush.

She leads them away from the tree towards an old mine shaft  
in a steep rocky hill. She pulls some boards free, and waits  
for the CHILDREN to crawl in.

INT. ABANDONED MINE SHAFT - MOMENTS LATER

The mine shaft leads into a large open space with a small  
wood cabin in the middle of it. ELLE's home.

INT. ELLE'S HOME - ABANDONED MINESHAFT - MOMENTS LATER

ELLE props her spear up against the wall. AZRA looks around.  
The room is full of natural items: a wolf skin, a wooden bow  
and arrow, wooden utensils and tools. ELLE opens up a  
cupboard and pulls a small bag from it. It's a toolkit.

While ELLE sits at the table repairing her arm, she asks  
questions.

ELLE  
I was told there'd be two Anem  
children, not a Junkboy. Though I  
do know Rin.

AZRA turns around, wipes tears from her eyes.

ELLE (cont'd)  
He was your friend, the other  
child?

AZRA nods.

RIN watches ELLE repair herself. He touches her hand,  
reaching for the tools. ELLE smiles. She lets him take the  
tools and finish off the repairs. AZRA looks between them.

ELLE (cont'd)  
Junkboys are very skilled.  
(indicating the necklace)  
Do you know what you're carrying?

(CONTINUED)

CONTINUED:

AZRA

Something that will help us.

RIN finishes with the repairs. He beams at ELLE, who pulls what's left of her synthetic skin over the tear and moves her arm experimentally. Some gears remain uncovered. They whir when she moves.

ELLE

Good work.

(a beat)

You can't go back out there again tonight. The place will be crawling with Guardians. Besides, you probably need some sleep.

She sniffs.

ELLE (cont'd)

And a bath.

INT. PRISON CELL - ANEM BELOW

JACOB dozes against the wall.

The door slides open, but no one appears. JACOB hesitates, then crawls forward. Looks out. There's no one in the corridor.

INT. CORRIDOR - PRISON CELLS - ANEM ABOVE

JACOB half runs, half staggers down the corridor. He finds a small bag by the door with a note on it. JACOB holds it up:

*"You were right. Meet me in your old lab. Take the North Stairs. They're unguarded. - M."*

He opens the bag to find a container of food and water.

INT. COURTYARD - ANEM ABOVE - CONTINUOUS

JACOB sneaks out of the Prison Cell front gate, which is also wide open and strangely unguarded. Several GUARDIANS are, however, gathered on the other side of the square courtyard. They shout and cheer.

JACOB watches them for a moment, then looks around for an escape route. There's a vent slightly ajar along the wall. He crawls toward it.

INT. MAINTENANCE VENT - ANEM ABOVE

In the dim light afforded by the courtyard outside, JACOB digs into the food and water, starvation taking over.

INT. JACOB'S LAB - ANEM ABOVE - MOMENTS LATER

The place has been trashed. There are computer parts and pieces of lab equipment strewn across the floor. Only one part of the room has been untouched: the plants on the desk.

JACOB picks his way into the room. Reaches out for one of the plants and touches a limp leaf.

A shadow moves in the corner. LADY MARIEL steps out.

LADY MARIEL

You came.  
(a beat)  
You might have escaped.

JACOB

Did you finally talk with him?  
After decades of your silence?

LADY MARIEL

I have been blind. He went too far  
and threatened my son. In fact, I  
believe Zachary's illness was  
caused by him. And the others--

JACOB nods.

LADY MARIEL (cont'd)

I have a job for you.

INT. ELLE'S HOME - WILD WOODS - NIGHT

AZRA walks back into the room drying her hair on an old towel. She's fresh and clean. RIN sits at the table eating.

AZRA

Bread *and* stew? I didn't think I'd  
see bread ever again.  
(mid mouthful)  
This is better than the bread back  
home!

ELLE

(smiles)  
Because it's real bread. In Anem,  
what you eat is synthetic.

(MORE)

(CONTINUED)

CONTINUED:

ELLE (cont'd)  
 (off her look)  
 It's artificially made with  
 chemicals.

She's making darts, weaving vine around splintered  
 arrowheads.

AZRA  
 You don't eat.

ELLE  
 No.

AZRA  
 What are you?

RIN makes a noise low in his throat. A warning.

ELLE  
 She can ask, Rin. It's not common  
 knowledge among Anem's people.  
 (a beat)  
 I'm a cyborg.

AZRA  
 Is Lady Mariel like you?

ELLE  
 Yes. Ivan made us. My sister and  
 me, although I was his first. And  
 of course, someone else made Ivan  
 before that. The founder of Anem,  
 in fact, Doctor Lingard.

AZRA  
 Ivan too?

ELLE places the finished darts into a pouch, then retrieves  
 a small metal sparrow from the window sill. She turns it  
 over. It's a mechanical drone. ELLE pulls a small slip of  
 paper from a drawer and writes a note on it as they talk.

ELLE  
 I'm securing you transportation to  
 the Haven.

AZRA  
 Are the Grim really scary?

ELLE  
 No, Azra, they're not.  
 (a beat)  
 Ivan will never give up. I know  
 what he's capable of.

(MORE)

(CONTINUED)

CONTINUED:

ELLE (cont'd)

What he's done should be unspeakable: after Ivan discovered what the Grim were he killed all of their children. Those who remained behind were castrated, but most of the Grim escaped. Ivan has been hunting them down ever since.

ELLE feeds the note into the sparrow drone. Winds a key in the bottom.

ELLE (cont'd)

This'll send word to VALE, the boatmaster. He'll get you to Haven.

AZRA takes the sparrow-drone from ELLE.

AZRA

How does it work?

INT. STEEP MINING TUNNEL - ANEM BELOW - NIGHT

PIRS quickly leads a CHILD through the tunnel. It's ZACHARY, a bag slung across his back.

INT. LADY MARIEL'S ROOM - ANEM ABOVE - NIGHT

LADY MARIEL looks out the window at the Woods on the other side of the mountain. A dirt road winds down the back of the mountain and into the Woods.

EXT. MOUNTAIN ROAD - NIGHT - CONTINUOUS

PIRS leads ZACHARY out of the back of the mountain through an emergency evacuation gate.

ZACHARY turns to look back at the mountain briefly. One last look at his home. PIRS holds out his hand. ZACHARY takes it. They walk away from the mountain. Away from Anem.

INT. LADY MARIEL'S ROOM - ANEM ABOVE - CONTINUOUS

LADY MARIEL looks down at the item in her hands. It's a small locket with a picture of ZACHARY inside.

EXT. EDGE OF RIVER - DAWN

ELLE leads RIN and AZRA along the riverbed.

(CONTINUED)

CONTINUED:

AZRA  
But why didn't you stay with Lady  
Mariel? With your sister?

ELLE  
She took my place. Ivan didn't need  
me anymore. Quiet, we're almost  
there.

EXT. DOCK - EDGE OF RIVER - DAWN

Carrying a small bag, ELLE leads RIN and AZRA to a small  
motorized boat docked at an outcropping. A GAUNT MAN sits at  
the motor. ELLE nods at him--

ELLE  
Vale.

--then throws him the bag. VALE opens it. He flashes her a  
toothless grin, then beckons them to get in. AZRA steps into  
the boat. RIN jumps in after her and makes the boat rock.  
AZRA grabs the side of the boat in fear.

ELLE (cont'd)  
It's just water, Azra.

AZRA  
(to ELLE)  
Are you not coming?

ELLE  
I can't.

AZRA  
Why not?

ELLE  
I have things to arrange for my  
sister and her son. Now go, your  
people are depending on the  
delivery of that sparrow.

The boat lurches as VALE starts up the spluttering motor. It  
peels away from the shore.

EXT. BOAT - RIVER - MOMENTS LATER

AZRA and RIN watch as ELLE disappears into the distance.

EXT. RIVER - DAY

VALE grins against the spray of the water. AZRA looks down into the water as the boat skirts through it. Her broken reflection stares back at her. She reaches down with a hand and runs her fingers through the water.

EXT. RIVER - DAY - MOMENTS LATER

The boat slows to a crawl as it nears the side of a mountain. Instead of stopping though, it heads straight for the rock.

AZRA

Vale?

VALE doesn't answer. Doesn't even blink.

AZRA (cont'd)

Stop! We're going to crash!

AZRA fights VALE for control of the motor. He pushes her back, knocking her into RIN. The boat LURCHES for a moment, but continues on toward the mountain rock.

The children brace for an impact--which never comes.

AZRA opens her eyes.

INT. UNDERGROUND RIVER - DAY - CONTINUOUS

The boat slides through the water. AZRA looks back: the rock is still solid behind her. They travel through an underground tunnel that winds through the mountain.

AZRA

How?

VALE doesn't answer her. AZRA stares around her at the formations of rock. At the patterns. RIN shakes her arm.

AZRA'S POV:

A furry CREATURE on all fours stares at the boat as it passes. It has knowing, patient eyes and long claws.

The CREATURE and AZRA watch one another.

INT. UNDERGROUND RIVER - DAY - MOMENTS LATER

They round the bend.

(CONTINUED)

CONTINUED:

And suddenly, THE HAVEN comes into view.

EXT. THE HAVEN - UNDERGROUND RIVER - CONTINUOUS

The Haven is a sprawling mass of huts, tents and farmland that hug a rocky road spiraling down through the large cave that eventually meets the river. A great hole in the cliff's roof lets sun shine over The Haven.

VALE pulls the boat in beside a wooden pier.

Two patrolling GRIM SOLDIERS stop them.

GRIM SOLDIER  
Identify yourselves.

AZRA  
I'm Azra, this is Rin. We have  
something to give to you.

One of them aims a gun at AZRA. She holds the sparrow necklace up. He lowers the gun.

EXT. ROCKY ROAD - THE HAVEN - MOMENTS LATER

The GRIM SOLDIERS escort AZRA and RIN up the road.

AZRA looks around as they walk. GRIM of all ages work on the land tending to crops, carry supplies and generally help one another. The emphasis, much as it is in Anem Below, is on the community working together.

EXT. ROCKY ROAD - THE HAVEN - MOMENTS LATER

AZRA watches a MOTHER comfort her crying CHILD on the road. She stares, transfixed for a moment, then looks away. RIN takes her hand to get her attention. He clicks in question and points to the MOTHER. AZRA shakes her head.

AZRA  
No, my mother died in an accident.  
I never knew my father.

Then points to RIN: "you?" RIN shakes his head too.

EXT. TOP OF THE CAVE - THE HAVEN - MOMENTS LATER

As they reach the top of the hill, AZRA and RIN see they're being led to a group of large interconnected colourful tents. The GRIM SOLDIERS stop outside. One pulls back the cloth opening.

GRIM SOLDIER 1  
Our leader, HESTER, will meet with  
you right away.

AZRA looks back at RIN for reassurance. They step inside.

INT. ORANGE TENT - THE HAVEN - CONTINUOUS

The GRIM SOLDIER drops the opening behind the CHILDREN, bathing them in the glow of orange cloth. They come to another cloth partition. AZRA and RIN step through it into:

INT. COUNCIL TENT - THE HAVEN - CONTINUOUS

This is the largest of all the tents and is decorated with pillows and a low wooden table. There's only one person here. She sits in front of the table studying a large, detailed map. This is HESTER, a tall stately woman in her fifties. She looks up. She has a kind, gnarled face.

HESTER  
Elle sent word of your arrival.  
What do you want of the Grim?

AZRA holds the necklace out to her. HESTER takes it.

HESTER (cont'd)  
It's been a long time since I've  
seen this. Come, sit down.

AZRA and RIN join her on the cushions. HESTER turns the sparrow emblem over in her hands. Remembering.

HESTER (cont'd)  
This is a remnant of the old times.  
When things between Anem and the  
Grim were a lot worse.  
(she chuckles)  
Things can always be worse.

HESTER twists the sparrow emblem. It opens up to form a memory stick. She plugs it into an outlet on the table. A screen lights up under the table's surface. She taps her fingers across it. AZRA and RIN watch intently. HESTER leans in to look at the screen on the table. Skim-reads data.

(CONTINUED)

CONTINUED:

She flicks to the next page: images appear on screen with schematics for faceless, nameless cyborgs. RIN nudges AZRA and imitates a spear.

AZRA

Like Elle? Are those like her?

HESTER

More rudimentary than Elle. Still sophisticated, but I wouldn't expect anything less from Ivan. His elders taught him well.

HESTER keeps reading.

HESTER (cont'd)

Ivan always had great plans...

She mouths words as she re-reads a passage to make sure she isn't mistaken.

AZRA

What is it?

HESTER

This is not good news for you, Azra. Everyone in Anem Below--all the workers, your friends. They are to be replaced. By this robotic workforce.

AZRA sits back, the weight of the news hitting her.

HESTER (cont'd)

I need to gather the council.

INT. LADY MARIEL'S GREENHOUSE - ANEM ABOVE

LADY MARIEL sits in a chair in the corner of the greenhouse. Waiting. IVAN throws open the gate. Stares at her. Neither moves nor speaks for a moment.

IVAN

What have you done with him?

LADY MARIEL doesn't look up. IVAN crosses the greenhouse in three strides. He lifts her up.

IVAN (cont'd)

Where did this defiance come from? Tell me where Zachary is.

(CONTINUED)

CONTINUED:

LADY MARIEL  
So you can kill him like the  
others?

IVAN  
(gently)  
Mariel, my dear, I know I've been  
distant.

He takes her hand in a vice grip.

LADY MARIEL  
You're hurting me.

IVAN  
It's not really pain. I programmed  
you to feel that way. I gave you  
feelings because I am benevolent.

LADY MARIEL  
Programmed?  
(a beat)  
Whatever happened to the man who  
used to be so kind to us? You had  
great dreams for Anem. Where are  
those dreams?

IVAN drops her back into the chair. She runs away from him  
through the greenhouse. He chases her--

LADY MARIEL (cont'd)  
Elle told me about you. Warned me  
to stay away, to leave.

IVAN  
Mariel, please!

LADY MARIEL  
I should have listened to her!

IVAN  
She doesn't know anything.

They come on the foxglove plant on the table. LADY MARIEL  
grips the table, struggling to say the words.

LADY MARIEL  
You created us to be your dolls.  
Your puppets. You've never really  
known what love is.

IVAN  
Mariel--

(CONTINUED)

CONTINUED:

IVAN picks up the foxgloves and SMASHES it to the floor.

INT. ORANGE TENT - COUNCIL TENT - LATER

AZRA and RIN wait in the entrance alcove of the council tent while a meeting is in full swing. AZRA peers through a gap in the partition:

INT. COUNCIL TENT - CONTINUOUS

GRIM MEN and WOMEN sit around the table. The most outspoken, COUNCIL MEMBER 1, is a GAUNT MAN with three arms.

GAUNT MAN

We keep the child and the key codes here and Ivan won't be able to do anything with his workforce.

A MAN with no eyes interrupts:

BLIND MAN

But that leaves Ivan to continue his work. If he built the program the first time, it won't take him long to replicate the data.

GAUNT MAN

It's taken us a long time to create a safe home. Why should we put ourselves in danger for the Miners? They decided to stay in Anem.

HESTER

They're poor and ignorant, and believe Ivan's propaganda. They think we're the villains. That they're helping fight us.

GAUNT MAN

We've fought Ivan for long enough.

HESTER

The child is one of us--

GAUNT MAN

--half of us.

HESTER

Her mother put her life at risk for many years as our loyal spy until she was killed.

(MORE)

(CONTINUED)

CONTINUED:

HESTER (cont'd)

And her father continues to risk  
his life for us and for the Miners.

GAUNT MAN

While we appreciate the work Jacob  
and Emily have done for us, it  
doesn't mean we have to send our  
people to die in a rescue attempt.

AZRA stares in shock. Did he just say JACOB?

BLIND MAN

You always say that--

One of the COUNCIL sees her. AZRA ducks back.

INT. ORANGE TENT - COUNCIL TENT - CONTINUOUS

An argument breaks out in the Council Tent over the number  
of GRIM who have died at GUARDIAN hands. Voices grow louder  
and more agitated. AZRA paces.

HESTER (O.S.)

Enough!

And suddenly silence. There are a few aching moments of  
quiet, and then rustling as HESTER comes through the cloth  
partition.

HESTER

I'm sorry. It's just too dangerous.

AZRA

Is Jacob really my father?

HESTER

You didn't know?

AZRA is transfixed.

HESTER (cont'd)

Your mother was Grim and lived in  
secret in Anem Below. With your  
mother's blood, you're part Grim.  
It doesn't mean you're mutated. You  
don't seem to show any signs, but  
you're both more than welcome to  
stay with us. We'll protect you.

AZRA

Why would he never say anything to  
me?

(CONTINUED)

CONTINUED:

HESTER

Your mother might not have told  
him. He might not even know.

AZRA bursts through the opening of the tent.

EXT. THE HAVEN - CONTINUOUS

AZRA blindly runs into the thick of the Haven. Past GRIM MEN and WOMEN, past the young and the old, down the hill and into the thick of a series of huts gathered close to the water. RIN runs after her.

EXT. RIVERSIDE - CONTINUOUS

AZRA walks between the huts until she reaches a circular square. A large tree stands in the centre of it. The tree is beautiful but gnarled, its branches twisted around one another. AZRA wipes tears from her cheeks, looking up.

It's a shrine.

Sparrow emblems hang from every branch on strings. A concrete plaque sits on the ground next to the tree. As AZRA kneels down to read it, RIN arrives behind her.

AZRA'S POV: The plaque reads "**In Memorial to Those We Lost to Anem**". RIN kneels down next to her.

INT. SURGERY ROOM - IVAN'S LAB - ANEM ABOVE

LADY MARIEL wakes on a gurney in a surgical room behind IVAN's lab. The lab door is closed. IVAN looms above her.

IVAN

Don't worry. You won't suffer as  
much as your sisters did.

IVAN moves away. LADY MARIEL can't see what he's doing. She can only hear him tapping keys. He comes back to stand over her. He has a small circuit board in one of his hands. He presses a single button on a screen built into the bed.

LADY MARIEL

Why are you doing this, Ivan? I  
can't believe the good man I once  
knew would come to this.

She reaches a hand out. IVAN closes his eyes, anticipating her touch, but she slips into sleep. He reaches for the back of her neck and slides the circuit board in gently.

(CONTINUED)

CONTINUED:

IVAN stares at her. Debating. A single message flashes on the screen: "**Perform System Reboot Y/N?**". IVAN's finger hovers over the "N" for a moment, then hits the "Y". As LADY MARIEL's reboot begins, IVAN crouches beside her. He holds her hand to his face in a mock caress.

EXT. SHRINE - RIVERSIDE - LATER

AZRA and RIN sit in front of the memorial tree. RIN clicks his tongue and shakes her arm. He points behind them.

HESTER and several other GRIM come up from between the huts.

HESTER

The Council has come to an agreement at my request. A select few will help your people.

AZRA

Why?

HESTER

Because regardless of the past, they're our people too.

EXT. RIVER - HAVEN - MOMENTS LATER

AZRA, HESTER, RIN and the other GRIM sail away from HAVEN in a large motorboat.

Suddenly, hundreds of GRIM SOLDIERS gather on the rocks beside the water. Four more boats push out from the dock to join the motorboat. HESTER waves to a GRIM SOLDIER piloting one of the boats.

GRIM SOLDIER

(yelling over the engine)  
We heard Anem needed help.

EXT. WILD WOODS - DAY - LATER

Hundreds of GRIM SOLDIERS move through the Woods past HESTER and the OTHERS, slowly making their way toward ANEM. AZRA smears dirt on her face and hair, and rips her clothes while RIN wipes mud on her arms.

A GRIM ENGINEER repairs a damaged GUARDIAN DRONE, his hands inside one of the side panels. HESTER reads a report on a tablet, then hands it to a waiting GRIM SOLDIER.

(CONTINUED)

CONTINUED:

HESTER

Have them convene in these spots  
around the mountain.

The GRIM SOLDIER nods and hurries off after the marching GRIM ARMY. The GRIM ENGINEER, motor oil streaked across his arms and face, closes the panel.

GRIM ENGINEER

It's ready when you are.

AZRA smiles reassuringly at RIN, then takes the sparrow pendant from HESTER.

AZRA

You will come, won't you?

HESTER

I will see you again.

AZRA nods, then walks to the damaged drone. She waits until the GRIM disappear into the Woods, then speaks straight into the Drone's pulsing blue eye.

AZRA

My friends are dead.

INT. IVAN'S LAB - ANEM ABOVE - DAY

IVAN watches footage at his desk on the monitor. LADY MARIEL lies asleep on the gurney in the surgical room behind him.

IVAN'S POV:

He zooms in on AZRA's face.

AZRA

I want to come home.

EXT. MOUNTAINSIDE - ANEM - NIGHT - LATER

AZRA is marched up the mountain road toward ANEM surrounded by GUARDIAN SOLDIERS.

As they approach, a heavily guarded main gate CREAKS open. Just before they step inside, AZRA looks up at the sky--at the stars. A GUARDIAN pushes her forward.

INT. ENTRANCE - ANEM ABOVE - MOMENTS LATER

The main entrance to ANEM is a long tiled hallway with many open levels. AZRA is led by GUARDIANS as OTHERS patrol in groups of two and three on every level along the catwalks.

Ten GUARDIANS stand guard on either side of the hall. AZRA is led to the elevator doors midway down.

INT. IVAN'S LAB - ANEM ABOVE - MOMENTS LATER

The GUARDIAN LEADER pushes AZRA inside IVAN's lab. IVAN at his desk, as if waiting for her. The surgery room behind him is darkened and empty. LADY MARIEL is gone.

IVAN holds out his hand. The GUARDIAN LEADER places the sparrow pendant on his palm, then pushes AZRA into a chair on the other side of the desk.

IVAN

Finally.

(to the GUARDIAN LEADER)

Leave us. You have work to do.

IVAN steps behind his desk and plugs the sparrow pendant into his computer.

On the screen, IVAN accesses the flash drive and starts transferring data across to his computer. A black bar crawls across the bottom of the screen as the transfer completes.

IVAN (cont'd)

You've come at a great moment,  
Azra. Right now your people are  
gathered together, listening to my  
sister--

INT. MAIN CAVERN - ANEM BELOW - CONTINUOUS

The MINERS stand together in front of the stage.

LADY MARIEL steps out onto the stage to greet them, wiped clean of her real personality. She's poised, graceful, but with a blank, almost decorative coolness. She holds her arms out to the crowd.

INT. IVAN'S LAB - ANEM ABOVE - CONTINUOUS

IVAN

While they listen to her declarations, my Guardians only have to hear a key phrase: "we can go home" and your people will be annihilated. Adds a certain bit of ceremony to it--

AZRA

What did we ever do to you?

IVAN taps a few keys. Images of a world gone by appear on another screen: of towns, farms, coffee shops, monuments.

IVAN

See for yourself! Your people wasted a beautiful planet. Turned it into the wasteland you've recently experienced.

The images twist and change: genocide, nuclear fallout. News channels signing off for the last time--the words "**GOD SPEED**" stretched across screens.

IVAN (cont'd)

You've caused unimaginable devastation. And I protected you through it all.

AZRA

The world isn't a wasteland! It's beautiful.

EXT. MOUNTAINSIDE - ANEM - CONTINUOUS

HESTER, RIN, and the GRIM SOLDIERS huddle behind large rocks beneath metal doors built in the mountainside. These slide open momentarily to allow a DRONE to fly out. The GRIM hide against the rock until the DRONE begins to hover away.

INT. MAIN CAVERN - ANEM BELOW

As LADY MARIEL speaks, twenty GUARDIAN SOLDIERS filter into the area. Surrounding the people. Waiting for the signal.

LADY MARIEL

This is a glorious, wonderful day for all of us. A day of reckoning.

(CONTINUED)

CONTINUED:

The MINERS applaud. A HOODED FIGURE pushes one of the MINERS out of the way as he moves through the crowd, heading straight for LADY MARIEL. It's JACOB. A GUARDIAN SOLDIER tries to cut him off.

LADY MARIEL (cont'd)  
The outside world has healed. We  
can go--

JACOB launches himself at LADY MARIEL. They topple to the ground. He rolls them sideways and pulls them underneath the stage. A GUARDIAN SOLDIER opens fire, another stops him--

GUARDIAN SOLDIER  
No! You might hit her ladyship.

The MINERS scatter, running for cover.

LADY MARIEL struggles against JACOB, but he pins her to the ground on her chest. He brushes her hair aside and runs a finger across the back of her neck. A small flap slides up, revealing the circuitry beneath. As GUARDIANS scramble to get to the stage, JACOB pulls a circuit-board from his pocket and inserts it directly into the back of her neck.

She stiffens. Rebooting. She gasps. Looks around. Realising where she is. Remembering herself. She nods at JACOB.

LADY MARIEL  
Thank you.

JACOB helps her out from beneath the stage. The GUARDIAN SOLDIERS have him immediately surrounded.

INT. IVAN'S LAB - ANEM ABOVE - CONTINUOUS

AZRA and IVAN watch as the data transfer completes. IVAN taps in his pass code.

IVAN  
And now: for a glorious future.

AZRA looks behind him at the screen. IVAN follows her gaze-- the images balloon with red veined lines. It's a piggyback virus. Code rewrites and deletes itself on screen. Lights in the lab flicker on and off.

EXT. MOUNTAINSIDE - ANEM - NIGHT

RIN pulls on HESTER's arm and points to the sky. A DRONE collapses in a fiery heap on the mountainside.

(CONTINUED)

CONTINUED:

HESTER  
Killcodes worked! Let's move!

As other DRONES fall, the doors above them OPEN. The GRIM clamber toward them.

INT. IVAN'S LAB - ANEM ABOVE - CONTINUOUS

IVAN watches as he loses control over his own systems. He yanks the pendant from the computer, but the damage is done.

AZRA  
The Grim send their regards.

IVAN  
You foolish, deceitful child!

He smacks her across the face. AZRA lands on the floor.

INT. DRONE BAY - ANEM ABOVE - CONTINUOUS

HESTER, RIN, and the other GRIM drop into the darkened Drone Bay one by one. Several DRONES sit hooked up to the wall. Railed staircases lead up and down to other levels.

The GRIM don't have long to look around. Suddenly, FOOTSTEPS can be heard coming down the stairs toward them. HESTER leads them down the opposite staircase towards ANEM BELOW.

INT. MAIN CAVERN - ANEM BELOW - CONTINUOUS

A stand off. JACOB slowly raises his hands. He glances at LADY MARIEL who shakes her head covertly: "Not yet."

INT. PRISON CELLS - ANEM ABOVE - CONTINUOUS

Every door in the prison slides open. PRISONERS, GRIM and OTHERWISE, run for their lives.

A FAMILIAR BOOT steps out of one of the cells.

INT. IVAN'S LAB - ANEM ABOVE - CONTINUOUS

AZRA wipes her bloodied nose on her sleeve and sits up. She watches IVAN struggle to contain the virus. He types new code, setting up firewalls to try taking back control.

(CONTINUED)

CONTINUED:

A few security feeds appear on screen. IVAN barely notices them at first, but one catches his eye: GRIM SOLDIERS and HESTER heading toward ANEM BELOW. He taps a few keys. The GUARDIAN LEADER shows up on the flickering screen.

IVAN  
Grim are in the Drone Bay. Get to  
the Mines and find my sister!

INT. WEAPONS ROOM - ANEM BELOW - MOMENTS LATER

A SQUADRON of TWENTY GUARDIANS follow the GUARDIAN LEADER into a small, heavily stocked room. Three of them pull a large mechanized turret on wheels out of storage.

INT. CATWALK - ANEM ABOVE - CONTINUOUS

A MAN's dirty, bloodied hand rests against the wall for support for a moment.

It leaves a hand print.

INT. DRONE BAY - ANEM ABOVE - CONTINUOUS

In the very lowest level of the Drone Bay, HESTER and another GRIM SOLDIER slide a reinforced door open to reveal the tunnels to ANEM BELOW.

INT. IVAN'S LAB - ANEM ABOVE - CONTINUOUS

AZRA inches her way to the door. IVAN's firewalls are failing. One by one the screens flicker and go dark. He sees AZRA's reflection next to the door in one of them and turns.

IVAN  
You stupid child!

He yanks her up off the floor.

IVAN (cont'd)  
Everything I've worked for is gone  
because of you!

He strangles her. His knuckles turn white with the effort. AZRA kicks her legs, pulls on IVAN's arms and hands. Anything to free herself.

Suddenly, bloodied hands pull IVAN off of her. It's TOMIN, his face badly bruised. He punches IVAN in the face.

INT. MAIN CAVERN - ANEM BELOW - CONTINUOUS

As two GUARDIAN SOLDIERS lead LADY MARIEL away, another TWO knock JACOB to the ground and kick him. Then, from the main doors, SEVERAL small orbs begin rolling towards them. Bursts of smoke immediately disable one of the GUARDIANS. The OTHERS rush to get LADY MARIEL out of the way. In the melee, JACOB disappears from view into the smoke.

A group of JUNKBOYS, including LAMB and the JUNKBOY LEADER, roll out into the middle of the fray, knocking GUARDIANS on their backs. The JUNKBOY LEADER *howls* like a wolf.

The MINERS step back. LADY MARIEL twists one of her rings and places it against the GUARDIAN holding onto her. It electrocutes him. She runs to JACOB, who splutters on the ground in the middle of the smoke. She hooks her hands underneath his arms and pulls.

INT. TUNNEL - ANEM BELOW - CONTINUOUS

HESTER and the GRIM race toward the MINES through the well lit tunnel toward the double doors. Just before HESTER opens the door, she turns to the GRIM.

HESTER  
Survive and endure.

They echo her.

INT. IVAN'S LAB - ANEM ABOVE - CONTINUOUS

TOMIN  
Funny thing about that cure.

IVAN holds his jaw. He's still sprawled across the floor. TOMIN stands between him and AZRA.

TOMIN (cont'd)  
I wouldn't take it even if it did exist.

IVAN  
(laughing)  
You prefer your ghastly imperfection.

TOMIN winks at AZRA.

TOMIN  
Don't you know it's dangerous here?

(CONTINUED)

CONTINUED:

AZRA nods her understanding. He means for her to run.

AZRA  
Tomin--

TOMIN  
I'm damn proud of you, kid.

IVAN struggles to his feet, pulls a gun out of a side drawer and runs toward them. TOMIN waits until the right moment, then knocks IVAN to the floor. AZRA runs to the door.

BANG.

AZRA looks around. TOMIN rolls off IVAN. He's been shot. TOMIN looks down at his wounded stomach and lets out a pained shock of a laugh. IVAN stands.

TOMIN (cont'd)  
Run, kid!

INT. MAIN CAVERN - ANEM BELOW - CONTINUOUS

The JUNKBOYS seem to be everywhere at once. As they pull the GUARDIANS down, they strip them of weapons and tie them up with rope, plastic ties and anything else they can find.

LADY MARIEL pulls JACOB to the end of the stage and out of the smoke. They look round. The JUNKBOYS finish tying the last GUARDIAN up. The GUARDIAN struggles but can't get free. The JUNKBOYS whoop and howl in celebration.

LADY MARIEL  
(to the JUNKBOY LEADER)  
Enough! I take it my sister is here?

The JUNKBOY LEADER mock-bows.

JUNKBOY LEADER  
Yes, my lady. Though she has a different mission here.

INT. IVAN'S LAB - ANEM ABOVE

Wiping the blood from his face, IVAN taps a few keys on his tablet. TOMIN watches his every move.

GUARDIAN SOLDIER (O.S.)  
Yes, sir?

(CONTINUED)

CONTINUED:

IVAN  
Kill the girl.

INT. CATWALK - ANEM ABOVE - CONTINUOUS

AZRA runs along the catwalk. GUARDIAN SOLDIERS chase her.

INT. MAIN CAVERN - ANEM BELOW

HESTER, RIN and the GRIM step into the cavern, weapons drawn and ready. They stop in their tracks.

HESTER  
Junkboys! What are you doing here?

JUNKBOY LEADER  
Saving the day.

The JUNKBOY LEADER pulls RIN into a big bear-hug.

INT. MINING HQ - ANEM BELOW - MOMENTS LATER

LADY MARIEL and JACOB try to talk to a group of about TWENTY frightened MINERS.

FEMALE MINER  
How did the Grim get in?

MALE MINER  
Is Ivan fighting them?

CHILD MINER  
--you should get to safety, Lady.

LADY MARIEL holds her hands out to quiet them.

LADY MARIEL  
Listen to me. It's time for the  
truth. Ivan is not who you think--

The sound of gunfire startles them.

INT. MAIN CAVERN - ANEM BELOW - CONTINUOUS

GUARDIANS slide the mechanized turret onto the stage. The GUARDIAN LEADER brings up the rear. JUNKBOYS and the GRIM run for cover into the dormitory and living tunnels.

GUARDIAN LEADER  
Kill them all.

INT. MINING HQ - ANEM BELOW - CONTINUOUS

JACOB

Lady Mariel is telling you the truth. Now, you can either stay here and die, or you can let us lead you to safety.

CHILD MINER

But this is our home!

JACOB

You can build a new one!

INT. MAIN CAVERN - ANEM BELOW - CONTINUOUS

Gunfire shatters the mural and dislodges rock from the walls. JUNKBOYS, HESTER and the GRIM, and MINERS are trapped in the tunnels hiding. The MINERS huddle together for safety.

INT. DORMITORY TUNNEL - ANEM BELOW - CONTINUOUS

HESTER approaches the GRIM ENGINEER from earlier.

HESTER

Get me access.

He pulls a tablet from his pocket and begins to type.

INT. CATWALK - ANEM ABOVE - CONTINUOUS

AZRA runs down the catwalk. The GUARDIANS run after her, shooting their guns. The catwalk rounds a bend toward the elevator, but is otherwise a dead-end. AZRA looks for a handle on the door but can't find one. She turns back. The GUARDIANS run around the corner. She's trapped.

The elevator doors slide open behind her. AZRA turns to look. It's ELLE! ELLE pulls AZRA behind her for protection.

ELLE twirls her spear, then flips toward the GUARDIANS. She kicks one in the face and stabs the other in the chest. The second GUARDIAN falls to the floor, bleeding.

The first GUARDIAN aims a gun at ELLE. She kicks it out of his hand. They struggle, then ELLE pulls the bolas from her belt and flips away. She whirls it around her head and throws it toward the GUARDIAN. It wraps around his legs and electrifies him on contact. He goes down like a tree.

(CONTINUED)

CONTINUED:

ELLE holds out her hand to AZRA--

INT. IVAN'S LAB - ANEM ABOVE - MOMENTS LATER

IVAN taps a few keys on his computer. A message flashes on the screen: "**Initiate Emergency Shutdown? Y/N**". He hits "**Y**".

IVAN steps over TOMIN on his way to the door. TOMIN doesn't move, but he's still breathing, a hand across his wound.

A MECHANICAL VOICE announces over speakers:

MECHANICAL VOICE  
Lockdown procedures in progress.

INT. ACROSS ANEM - CONTINUOUS

Security doors slam closed and lock with a heavy click.

Lights dim to the barest minimum.

GUARDIANS move into defensive positions next to doors, elevators and the main gates.

INT. CATWALK - ANEM ABOVE - MOMENTS LATER

ELLE and AZRA watch IVAN leave his lab. He turns in the other direction and disappears out of sight.

INT. IVAN'S LAB - ANEM ABOVE

AZRA runs to TOMIN's side. He's barely alive, lying in a pool of his own blood. She takes his hand.

TOMIN  
Goddamn, kid. I'm done. Go already.

AZRA  
I couldn't leave you.

TOMIN  
(chuckles)  
Headstrong to the end.

INT. EMERGENCY ELEVATOR - ANEM ABOVE - CONTINUOUS

The elevator slowly crawls down to a secret floor between ANEM ABOVE and BELOW. IVAN taps on his tablet to communicate with the GUARDIAN LEADER.

INT. MAIN CAVERN - ANEM BELOW - CONTINUOUS

The turret continues to blast the tunnels with heavy fire.

The GUARDIAN LEADER steps back to the doors so he can hear:

IVAN (O.S.)

I want you with me in the hanger.

GUARDIAN LEADER

But sir, Lady Mariel?

IVAN (O.S.)

No longer a priority. Bring your best men.

INT. MINE TUNNELS - ANEM BELOW - CONTINUOUS

A HUNDRED or so MINERS gather in a group in front of LADY MARIEL and JACOB. Several MINERS run to join the group. One of them addresses LADY MARIEL.

MINER

There's still twenty or so of us up in the living tunnels!

LADY MARIEL

The Grim and Junkboys will protect them. Now follow me.

INT. MINE TUNNELS - ANEM BELOW - MOMENTS LATER

JACOB and LADY MARIEL lead a HUNDRED group of MINERS down the largest mine tunnel which leads them past entrances of many smaller tunnels. SEVERAL MINERS hoist torches high to light the way. Adults carry children. Many hold hands.

INT. DORMITORY TUNNEL - ANEM BELOW - CONTINUOUS

RIN crawls up behind HESTER and pulls on her arm. He points to one of the GUARDIANS behind the turret. The GUARDIAN smacks his helmet a few times.

HESTER

It's a virus spreading through his implants--

The GUARDIAN falls over, writhing in pain.

INT. CATWALK - ANEM ABOVE - CONTINUOUS

ELLE and AZRA drop down next to one of the dead GUARDIAN SOLDIERS. They take his tablet and check on system statuses.

ELLE  
(reading)  
Elevators are offline. Most of the doors are locked, and there's fighting in the halls and mines.

INT. DORMITORY TUNNEL - ANEM BELOW - CONTINUOUS

Several MINERS hide behind the GRIM in the tunnel watching them. Among them is RUFUS.

RUFUS  
They don't look like Grim.

INT. CYBORG HANGER - SECRET LEVEL - ANEM ABOVE

IVAN hurries across the gigantic room, walking between the beds towards the desk and computer in the middle. On the beds hundreds of crisp new CYBORGS lie in suspended animation. IVAN sits at his desk and starts up the launch program on his computer. Schematics for the CYBORGS and lines of programming code appear on screen.

INT. DORMITORY TUNNEL - ANEM BELOW

HESTER crouches on the floor with three other GRIM. She's drawing in the mud with a stick. Battle plans.

RUFUS approaches her.

RUFUS  
You're here to fight the Guardians?

HESTER  
To save you all.

RUFUS  
There's a back way. The tunnel loops down and around to make it easier for us. I can show you.

INT. DINING HALL - ANEM BELOW - MOMENTS LATER

RUFUS points to the end of the tunnel. It does, as promised, open up on the other side of the stage.

INT. MAIN CAVERN - ANEM BELOW - MOMENTS LATER

HESTER waves to the JUNKBOY LEADER from the end of the tunnel. He nods.

One of the GRIM SOLDIERS aims at the turret operator with a dart. At the same time, the JUNKBOY LEADER throws a large rock to get the GUARDIANS' attention. The turret and OPERATOR swing further in the direction of the dormitory tunnels, giving the GRIM SOLDIER a better shot.

He fires. The dart hits the OPERATOR in the neck. He convulses and falls on his face. The other GUARDIANS rush toward the turret, but the JUNKBOYS and GRIM are too quick. They quickly surround them.

INT. OLD LABS - ANEM ABOVE - CONTINUOUS

ELLE leads AZRA through a disused, dusty lab. Bags of open dirt sit under tables covered with once white sheets.

At the very back of the room is an old freight elevator. ELLE forces the doors open. She swings inside and climbs onto a maintenance ladder on the side wall. AZRA peers over the edge: the elevator shaft is immense.

ELLE

Come on, little bird.

AZRA slides onto the ladder.

INT. SECRET EXIT - MINES - CONTINUOUS

As LADY MARIEL and JACOB lead the group of MINERS, they talk quietly.

LADY MARIEL

Ivan was ready for every  
eventuality. This was his own  
escape route, ironically.

JACOB

He underestimated you.

They come to a dead end. A thick rock wall. LADY MARIEL runs a hand across it and finds what she was looking for: a stone that sticks out near the top. She pushes it in, then twists. The rock wall opens, revealing a brightly lit slope with stone steps.

INT. CYBORG HANGER - SECRET LEVEL - ANEM - CONTINUOUS

IVAN taps key codes into the computer one by one to boot his workforce's systems. Each time he completes a line of code, another section of the cyborg's systems loads.

SEVERAL GUARDIANS and the GUARDIAN LEADER join him. One GUARDIAN begins to convulse and twitch, the effects of the virus affecting him.

IVAN  
(without looking)  
Shoot him.

They do. Blood splatters.

INT. OLD SERVICE ELEVATOR - ANEM ABOVE

With one hand, ELLE slides a small metal gate open. They crawl into a ventilation duct.

INT. VENTILATION DUCT - ANEM

AZRA and ELLE crawl on their bellies through the ducts.

ELLE  
I'm taking you to a secret place.  
(a beat)  
My sister begged me to help you.

AZRA  
Why?

ELLE  
She knew your mother.

INT. STEPPED TUNNEL - ANEM BELOW - CONTINUOUS

LADY MARIEL and JACOB lead the frightened MINERS down the steps. The further down they go, the wider the tunnel becomes. JACOB takes a deep breath.

JACOB  
Fresh air! The exit must be close.

INT. CYBORG HANGER - SECRET LEVEL - ANEM - CONTINUOUS

IVAN walks along the row of beds, checking the CYBORGS' systems as they slowly come to life.

INT. MAIN CAVERN - ANEM BELOW

GRIM ENGINEER

He's locked himself in and everyone else out. There's no way in.

HESTER

Well, so much for that plan.  
(to the rest of the GRIM)  
Break out the explosives. It's time to blow up a mountain.

INT. TUNNEL EXIT - ANEM BELOW - CONTINUOUS

LADY MARIEL stands at the opening of the tunnel as the MINERS slowly filter their way out into the fresh air.

EXT. ROCKY PATH - MOUNTAINSIDE - CONTINUOUS

Steps have been carved into the mountain itself. They run down the side of the mountain toward the WILD WOODS. JACOB helps the first few MINERS down them, coaxing them to follow him out into the world.

INT. VARIOUS TUNNELS - ANEM BELOW - CONTINUOUS

GRIM SOLDIERS set explosive charges at structural points throughout the tunnels.

INT. STEPPED TUNNEL - ANEM BELOW - CONTINUOUS

The last FIFTY or so MINERS run down the steps escorted by a GRIM SOLDIER.

INT. MAIN CAVERN - ANEM BELOW - CONTINUOUS

The GRIM ENGINEER hands HESTER his tablet.

GRIM ENGINEER

I managed to connect you to the loudspeakers.

As HESTER speaks into the tablet, her voice echoes in every tunnel, every room, and hall over the loudspeakers.

HESTER

Ivan Lingard: for your crimes against these people--

INT. IVAN'S LAB - ANEM ABOVE - CONTINUOUS

TOMIN's prone body on the floor.

HESTER (O.S.)  
For your persecution of the Grim--

INT. CYBORG HANGER - SECRET LEVEL - ANEM - CONTINUOUS

The CYBORGS slowly wake up. IVAN moves between them. Claspings the hand of one. Checking the vitals on his tablet for another.

HESTER (O.S.)  
--and for your attempted genocide,  
we will bring down this facility,  
and destroy your abominable  
creations.

GUARDIAN LEADER  
Sir, you should leave now--

IVAN  
(angrily)  
I will not give in! They have no  
power.

The GUARDIAN LEADER looks to his men, then to IVAN. He turns and leads his GUARDIANS away. IVAN barely notices.

INT. RIVER - MOUNTAIN - CONTINUOUS

ELLE pulls AZRA out of the vent and into a cave which sits deep in the mountain. ELLE turns a small flashlight on and shines it around the cave. It is a hundred metres wide with a pool of water in the middle. A fast flowing stream runs from this down a small tunnel. The water in the stream is at least two feet deep.

ELLE  
This was my sanctuary when I was  
Ivan's Mariel.

She leads AZRA to the entrance of the small tunnel.

ELLE (cont'd)  
Come on.

AZRA  
I'm scared.

(CONTINUED)

CONTINUED:

ELLE sits at the top of the opening and helps AZRA sit between her legs. ELLE crosses her arms across AZRA's abdomen, then pushes them into the small tunnel down the stream. They hurtle down it like they're on a flume ride.

INT. TUNNEL STREAM - MOUNTAIN - CONTINUOUS

ELLE and AZRA slip and slide through the dark tunnel. AZRA squeezes her eyes tightly closed.

INT. TUNNEL STREAM - MOUNTAIN - MOMENTS LATER

As they round a bend, the end of the tunnel appears. Daylight shines into it. AZRA blinks against it.

ELLE

Hold your breath when I say. Don't  
let go of me, and kick like your  
life depends on it.

(yelling)

Now!

EXT. MOUNTAINSIDE - CONTINUOUS

They shoot out of the tunnel and fall ten feet into a deep lake below.

EXT. UNDERWATER - LAKE - CONTINUOUS

ELLE and AZRA plummet down, down into the water. The force of their landing separates them. ELLE tries to grab AZRA's hand but floats away. AZRA drifts for a moment beneath the water, then panics. She kicks her feet, but swallows water.

ELLE swims into view and pulls AZRA up to the surface.

INT. MAIN CAVERN - ANEM BELOW

As the last GRIM SOLDIER runs down the main tunnel toward the exit, HESTER swipes her finger across the screen of her tablet to start the countdown. To arm the explosives.

She looks around one last time.

EXT. MOUNTAINSIDE - DAWN - CONTINUOUS

The sun starts to rise over the mountain. JACOB and LADY MARIEL lead the MINERS down the last of the stepped path into the WILD WOODS. JACOB looks around. HESTER and the GRIM SOLDIERS are close on their heels, running down the path.

INT. CYBORG HANGER - SECRET LEVEL - ANEM

A CYBORG sits up. Blinking. Becoming self-aware. IVAN moves toward it. As he does, the other CYBORGS sit up as well. They look around and at themselves.

CYBORG  
What am I?

IVAN  
Everything.

EXT. MOUNTAINSIDE - ANEM

HESTER runs down the winding path behind the MINERS, leaping over rocks, almost falling with her momentum.

She glances at the countdown on her tablet: **Five Seconds.**

EXT. WILD WOODS OUTSKIRTS - ANEM

The MINERS cast fearful looks around them, curious and awed by this new green world, as JACOB and LADY MARIEL lead them under the trees. LADY MARIEL looks back at the mountain.

LADY MARIEL  
(to herself)  
Goodbye, brother.

INT. VARIOUS - ANEM

The charges EXPLODE. One by one. As the blasts send rock and debris into every part of ANEM, the CITY collapses in on itself. Tunnels disappear.

EXT. SHORE - LAKE - CONTINUOUS

AZRA sits up. She splutters, coughing up water.

ELLE  
Need to teach you how to swim!

(CONTINUED)

CONTINUED:

The explosion shudders the lake's surface. Dust and rock pour out of the mountain in a great cloud.

AZRA

Jacob!

EXT. OUTSKIRTS - WILD WOODS - CONTINUOUS

The MINERS back away. Some run back into the Woods. Thick plumes of smoke, dirt and debris travel down the edges of the mountain toward them.

LADY MARIEL walks away from them. JACOB watches her go.

INT. CYBORG HANGER - SECRET LEVEL - ANEM

The entire lab shakes as the blasts approach. Some of the CYBORGS fall to the floor. IVAN struggles to reach them, but he's knocked to the ground.

IVAN

No, no. Don't worry, I won't  
abandon you--

He stands up. An explosion, bigger than before, knocks him off his feet. The floor CRACKS. Lights EXPLODE.

The hanger SINKS, one half sliding into ANEM BELOW. CYBORGS slide into the gap. IVAN wildly grabs at anything he can, but his hands and face are torn, exposing the metal frame beneath.

IVAN (cont'd)

I'm sorry. I'm so sorry.

SPARKS FLY around him.

And then the rest of the hanger floor collapses into the hole, taking IVAN with it.

EXT. OLD ROAD - WILD WOODS - CONTINUOUS

LADY MARIEL follows the same path ZACHARY and PIRS took. She doesn't look back.

EXT. DIRT ROAD - WILD WOODS OUTSKIRTS - MOMENTS LATER

AZRA runs toward the mountain.

EXT. OUTSKIRTS - WILD WOODS

HESTER, RIN, the JUNKBOYS and the GRIM stand among the MINERS. There's a sense of disquiet. JACOB and HESTER see one another. They embrace.

HESTER  
Jacob. Thank you.

JACOB  
No, Hester. Thank *you*.

HESTER  
That daughter of yours refused to give up. She reminds me of Emily.

JACOB  
I can't wait to see her at Haven.

HESTER  
She's here! Did no one go back for her?

JACOB  
Azra is *here*?

JACOB whirls around, trying to see AZRA in the crowd.

JACOB (cont'd)  
(yelling)  
Azra?!

EXT. OUTSKIRTS - WILD WOODS - CONTINUOUS

AZRA pushes through the crowd of MINERS. Many of them recognize her and nod or smile, but she's solely focused on finding JACOB.

BEGIN MONTAGE

JACOB pushes through the CROWD of MINERS.

AZRA steps up onto a large rock to get a better view.

JACOB thinks he sees her. Turns a CHILD MINER around. But it's not her.

AZRA stands on tiptoes to see better. And then she sees him in the CROWD, terror across his face.

(CONTINUED)

CONTINUED:

AZRA  
(yelling)  
Jacob!!

END MONTAGE

JACOB whirls around. AZRA leaps from the rock into the CROWD and runs toward him. She leaps into his arms. JACOB squeezes her tight in utter disbelief.

JACOB  
You did it. My Azra, I am so proud  
of you--

AZRA  
We are family, just like you said--  
(awkwardly)  
father.

JACOB  
If I'd known--

AZRA  
I still would have gone.

JACOB  
(studying her)  
There's so much of your Mother in  
you. How did I never see it?

JACOB sets AZRA down. HESTER begins to corral the MINERS. She yells in the background and waves them toward her.

HESTER (O.C.)  
Buddy up! We've got a long journey  
ahead of us.

AZRA  
(to JACOB)  
Will you tell me about her?

JACOB holds his hand out. AZRA takes it. As the MINERS begin to move into the WILD WOODS, following HESTER and the GRIM:

JACOB  
Her name was Emily.  
(voice growing fainter)  
You have the same colour eyes as  
you, but her hair was much lighter.

INT. HAVEN - ONE MONTH LATER

Between the huts near the river, AZRA tells a group of GRIM CHILDREN about the stars, her astronomy book open in her lap. They sit in a wide circle. RIN draws the constellations in the mud in the middle of the circle with a stick.

AZRA holds the open astronomy book out to the GRIM CHILDREN. She points to a constellation.

AZRA

This is Cetus. The Great Whale!

JACOB walks through the huts. When he sees AZRA, he leans against one of the huts listening to her and the other CHILDREN. He proudly smiles.

AZRA (cont'd)

Whales are sea monsters! Some of them were ten times the size of this hut.

She sees JACOB watching them and smiles. The GRIM CHILDREN make room for him to sit in the circle.

AZRA (cont'd)

And this one is my favourite. Cassiopeia. The Queen--

FADE TO BLACK.