

"9"

Screenplay by

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Story by

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Based on the short "9"  
Written and Directed by Shane Acker

**SEQ. 05 - PROLOGUE**

The Focus Features logo appears on screen and we slide INTO the "O" in Focus.

Stock dissolves from 35mm to 16mm. BLACK & WHITE. GRAINY, like OLD DOCUMENTARY FOOTAGE.

SCIENTIST'S VOICE  
Experiment 208, day 20...

INT. SCIENTIST'S LAB - DAY

We see an early incarnation of a MACHINE (this will be the inner brain of the FABRICATION MACHINE). We see the scientist, in a white coat.

We pull back to see the Scientist is playing a complicated MULTI-LEVEL 3-D chess game on a MULTI-LEVEL GAME BOARD with the MACHINE. The Scientist makes an elaborate multi-level move. The Machine reaches an arm out into the chess game but then malfunctions and strews the game everywhere.

We pull back further to see the back and legs of the DICTATOR, with black-uniformed soldiers flanking him. The regime's emblem can be seen on the uniforms.

DICTATOR  
Useless.

SCIENTIST  
Please. Give it a chance.

We're on the machine, which is clicking and jerking as it malfunctions.

DICTATOR (V.O.)  
One more. That's all.

He turns to leave. We hear the clicking of boots as the soldiers accompany him out.

We see the scientist's dejected face as he comes towards the camera to turn it off.

CUT TO:

BLACK

And then...

INT. SCIENTIST'S LAB - NIGHT

The grainy footage rolls again; we see the scientist moving away from the camera (having just turned it on).

The lab is shadowy, late at night. We see his worktable for the first time, covered with discarded sketches, a furiously filled-in journal, and pieces of failed machinery (the floor is also similarly littered). The TALISMAN sits on the worktable. Nearby is a small old-fashioned tiny little box.

SCIENTIST

(tired, but dictating to  
keep the documentary  
record complete)

My last possible solution....

(muttering to himself)

It must work...

He gently brushes his fingers over the little box as though for good luck. He picks the TALISMAN up off the table. He moves over to insert the talisman into the port of the machine.

His back to us, he faces the machine. We see him putting something over his face (but only from behind).

There is a sudden FLASH OF GREEN LIGHT and the machine JOLTS, and then suddenly, starts up...lighting up, electricity crackling, parts moving in smooth coordination, etc.

The scientist waits, watching. The machine continues to run. Its arms move smoothly, almost curiously.

The scientist puts the device covering his face down and gets up and comes towards camera.

We see the camera's POV as the scientist comes towards us: CLOSE on the scientist's face, which is exhausted, cheeks sunken, eyes wide, pupils dilated.

Pull back to show the machine purring, suddenly full of a new sort of energy. Something new has happened.

The scientist switches off the camera and:

CUT TO:

INT. SCIENTIST'S LAB - A DAY LATER

The machine zips through the complex 3-D chess game at lightning speed, checkmating the scientist in seconds as the Dictator watches.

The scientist laughs fondly and pats the machine.

DICTATOR

Perfect.

SCIENTIST

(proudly)

You see, it evolves.

The scientist proudly gives the machine to the dictator. A flash goes off: someone is taking a picture O.S.

The dictator exits; we hear the click of boots and see as much as possible of the soldiers flanking him.

OUT OF SIGHT OF THE SCIENTIST,

CLOSE on the machine: the dictator is gripping it with a nasty firmness. The machine seems to try to squirm away. The director's BLACK-GLOVED HAND grasps it harder.

The machine, responding to the brutality, lashes an arm out and grabs the nearest soldier (seen from the back, we see only the uniform and helmeted head) by the back of his arm, BREAKING his ARM. The soldier falls (if possible).

The dictator CONTINUES ON WITHOUT BREAKING STRIDE.

DICTATOR

(chillingly)

Yes. Perfect.

And we:

DISSOLVE TO:

**SEQ. 010 - Title Sequence**

IN BLACK:

TITLE CARD #1

RADIO (V.O.)  
 (robotic sounding)  
 Alert. We are in a state of  
 emergency...

Sounds of WAR: EXPLOSIONS, MACHINE GUNS, SCREAMS...

FADE UP INTO:

INT. SCIENTIST'S WORKSHOP - DAY

A tiny, cluttered attic, filled with bits and pieces of found material--burlap, door hinges, an old shoe, old eyeglasses, rusty scissors, pen nibs, gas masks etc. We see the tiny little box sitting on the cluttered makeshift worktable.

TITLE CARD #2

RADIO (V.O.)  
 ...the Machines have become  
 uncontrollable... they are shooting  
 at will... ALERT: stay in your  
 homes.

Grainy footage as we see the scientist looking around desperately--he's obviously in hiding.

SCIENTIST  
 (heartbroken)  
 My invention... my beauty... beauty  
 was taken...

He is feverishly cobbling together a SMALL BURLAP DOLL.

He labels the burlap doll on its back: "1." He makes frantic notes in a journal. He brushes his fingers over the little box for good luck, then moves towards a strange contraption on the table.

FLASHES and EXPLOSIONS shake the workshop horribly.

TITLE CARD #3

RADIO (V.O.)  
 Reports are coming in... they've  
 breached the Northern walls of the  
 city...

The radio voice is DROWNED OUT BY EXPLOSIONS.

DISSOLVE TO:

TITLE CARD #4

INT. SCIENTIST'S LAB - ANOTHER DAY

RADIO (V.O.)  
An announcement from our  
Chancellor!

    DICTATOR'S VOICE  
    (on the radio)  
Comrades, I have lost control. The  
Machine is now our enemy. We need  
to join forces to fight against it.

We hear EXPLOSIONS and SCREAMS outside.

We see the scientist cobbling together another SMALL BURLAP  
DOLL, a little more evolved.

He labels it "5," then makes notes in a journal.

TITLE CARD #5

    SCIENTIST  
    (his voice a mere whisper  
    now)  
Five so far....I can't get them  
right...

DISSOLVE TO:

TITLE CARD #6

INT. SCIENTIST'S LAB - ANOTHER DAY

RADIO (V.O.)  
    (through static)  
Gas masks are being distributed...  
ALERT: beware....

We see the scientist desperately grabbing bits and scraps for  
one last doll. He is like a skeleton, almost no energy left.

    RADIO (V.O.) (cont'd)  
    ...deadly gas....

The radio voice dies out. We hear nothing but STATIC.

TITLE CARD #7

The scientist totters over, makes a note in his journal. He clutches the little box, and suspends this last doll with a rope in a strange contraption.

SCIENTIST  
(a feeble whisper)  
My last one... this one, finally,  
must work... it must....

TITLE CARD #8

The SOUND of the scientist collapsing to the floor.

DISSOLVE TO:

.....

**SEQ. 020 - Attic**

SEQ. 020 - INT. WORKSHOP - DAY

The thin strand of rope stretches... stretches... and

CRAAAACK.

The rope SNAPS, and--

--a SMALL BURLAP FIGURE falls onto the table.

As he falls, he is yanked free from a large, circular Machine.

He had been attached with the fraying rope and a long cable, attached to him by the TALISMAN. The cable still dangles from the Machine, but the force of his fall pulls the Talisman off.

The little burlap figure pulls himself to his feet, shaking his head. Falling free from the connecting cable has finally awakened him.

He is made up of odd patchwork items: burlap, a thick zipper, big round gas-mask eyes (which we recognize as what we saw before, in the title sequence).

We pull around to see the number "9" painted on his back.

We pull back further to see...

SEQ. 020 - INT. RUINED WORKSHOP - EERIE, INDETERMINATE  
DAYLIGHT

...he is on the tabletop in the RUINS OF A SMALL ROOM.

Splintered BITS OF WALL jut up to the open sky. Rotted  
FLOORBOARDS are BENT and WARPED. The room is full of years  
of DUST and ROT. Dust hangs in the feeble rays of dirty  
sunlight.

The table and floor are covered with the same kinds of scraps  
and raw materials from which "9" is made: burlap, hinges,  
bits of Machinery.

"9" blinks and turns around, his head darting this way and  
that, trying to make sense of his surroundings.

He walks over to the edge of the tabletop. He peers over, and  
sees...

...the SCIENTIST LYING DEAD ON THE FLOOR.

Slumped on the floor, we clearly see: the scientist's  
skeletal hand is clutching a tiny box.

He hears a clattering sound and turns to see

A loose window shutter. He goes over to the window.

He pushes opens the window to see--

SEQ. 020 - EXT. STREET - INDETERMINATE DAYLIGHT

...AN APOCALYPTIC WASTELAND.

Rusting machine carcasses, bombed-out ruins, and emptiness  
stretch as far as he can see.

Terrible, life-ending destruction.

There is no other living being anywhere.

9 stares in disbelief and horror and fear. He can't make any  
sense of it... or the room... or the endless miles of  
lifeless wasteland stretching out in front of him.

He seems to be completely alone.

9 sees a glint of something, a possible sign of life. He  
moves to go outside.



He stops and is strangely drawn to the TALISMAN. He turns and takes it, stowing it inside his zippered chest before he heads out.

CUT TO:

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**SEQ. 029 - 9 Meets 2**

SEQ. 029 - EXT. WASTELAND - DAY

9 moves warily in the dusty, grim light, along the deserted RUINS of the outside streets. It is the remains of war.

Pulverized HULKS of BUILDINGS, torn-open suitcases, scattered clothes, rusting cars and the grim debris of human civilization surround him.

He sees a dead body slouched next to a suitcase in the front seat of a car.

Banners hang on the buildings with a three prong symbol on them.

Machines lie deserted on the sides of roads.

Distracted by the spectacle, 9 stumbles and lands on a ragged old flyer: REVOLT! He looks back at the War Machines and Dictator flags. He sees a vandalized poster of what appears to be a dictator/leader.

9 looks around him, trying to piece together what happened. Suddenly there is a clanking sound in front of him.

9 sees a light flicker on in the shattered hulk of a war Machine.

CLOSE on 9 as the light crosses his face.

Scared, he ducks behind a huge piece of debris. 9 grabs a piece of metal lying in front of him.

The shadow moves closer, 9 shakes nervously. The figure emerges with spear in hand and 9 swings the weapon at him with all his might.

9 hits him square in the chest. It is another ragdoll: 2. 2 is propelled backwards and falls to the ground on the debris behind him. 9 quickly tries to hide.

But 2 is looking at 9 with surprise. He struggles to get up, speaking with urgency to 9.

2  
 (firmly, kindly, almost  
 eagerly; like trying to  
 soothe a wild animal)  
 Wait... I am a friend.

ALT:

2 (cont'd)  
 (gently)  
 Friend... I am a friend.

9 now sees he has hit a ragdoll, similar to himself. He hesitates, not sure what to make of this. 2 extends his hand, calmly, eagerly. 9 hesitates again, then, still timid, but showing a little bravery, drops his weapon and goes to help 2 up.

We see that 2 is much older, much more decrepit, much more primitively constructed: he is made from patchwork bits of OLD LEATHER SHOES. A SHOELACE stitches up his front and is tied in a bow at his neck. Bits of leather FRAY off him. His feet are primitive small HINGES. Half of a pair of eyeglasses, like an enormous MONOCLE, is attached to 2's hat.

9 helps straighten 2's monocle. 2 smiles at him. We see that 2 is like a wise mentor, a kindly professor with a contagious eagerness and imaginativeness.

2 peers eagerly at 9. He circles 9 and spots the number on his back.

2 (cont'd)  
 (eagerly, excited, like an  
 intrigued scholar)  
 Yes... yes... I always thought  
 there'd be one more.

He nods and smiles. He extends his hand to shake 9's hand. While doing this, he takes 9's hand and studies it, nodding with eager excitement. We see that 9's hand is more sophisticated than 2's.

2 (cont'd)  
 The details... how exciting.  
 (fascinated)  
 Carved wood... steel bolts...  
 molded copper...

2 turns slightly, and 9 sees his number and tries to say it. But no sound comes out of his mouth.

2 looks at him, nodding, again, the kind mentor. He's interested, observing without judging; curious, kindly and ready to help.

2 (cont'd)  
You can't speak.

With a friendly, disarming smile, he taps 9's zipper. 9 unzips himself and 2 peers in. 2 looks up, happy that he can help.

2 (cont'd)  
Yes, yes...

2 looks around nervously and hurries over to his roller-skate cart covered with detritus - odds and ends, a broken china doll.

2 (cont'd)  
...come with me.

9 follows, looking around curiously.

2 finds the china doll.

2 (cont'd)  
Here!

As 2 rummages through the chest of the china doll 9 picks up a bullet casing from 2's cart and starts tapping it. 2 turns with the doll's voice box in his hand.

2 (cont'd)  
(sees 9 with the bullet;  
whispers sharply)  
No! Stop!

2 eases the bullet away from 9, then smiles gently at 9, explaining:

2 (cont'd)  
(quietly)  
Some things in this world are  
better left where they lie.

He puts the bullet to one side and kneels, prying into 9's chest. 2 begins to connect the doll's voice box.

2 (cont'd)

But if you know where to look,  
these ruins are full of riches.

2 concentrates, a look of pleasure on his face as he twists a few more wires. Static and unclear sound come out at first, but as 2 tunes the voice further...

9

(as his voice is "tuned  
in".. starting with pure  
static, then slowly  
moving into a voice)  
Chhhhhhh.....chhhhehhehhh...

2

Wait..  
(tunes him in)  
...almost there...

9 gets a little panicky look on his face at the strange sounds coming out of him. 2 puts a calm hand on his shoulder. 9 calms down and tries again.

9

Friend? Friend?

2

(beaming)  
Friend.

9

(more and more normal  
sounding)  
Are we alone?

2

(reassuring)  
No. There are others.

9 and 2 stare at each other. 9 looks at 2 in wonderment, then reaches out and touches 2's chest where he hit it.

2 beams at 9, happy 9 can speak, happy he was able to help, and happy that 9, with his first words, is concerned about others.

A glow beams from within 9's chest. 2 stares. 9 removes the TALISMAN from his chest.

2 has a big reaction--he draws his breath in and looks at it in ASTONISHMENT.

He takes it and looks at it. He gives 9 a look of surprise.

2 (cont'd)  
 But how strange....  
 (muttering to himself as  
 he turns the Talisman in  
 his hands)  
 Yes, he was always drawing this...  
 exactly like this... how strange...

They both stare at the TALISMAN.

Suddenly, a <CRASH> is heard OFFSCREEN. 2 looks up IN HORROR. He grabs his spear. He pushes 9 away almost fiercely.

ALT:

2 (cont'd)  
 (firmly, to 9)  
 GO!

.....

#### **SEQ. 030 - Cat Beast Attacks**

SEQ. 030 - EXT. WASTELAND - DAY

2 points forcefully to an old rusted can.

9 runs into the can.

2 stands, ready to attack.

9 watches 2, wondering what is coming. Then from behind him, a large claw of a mechanical figure settles softly next to 9's can. He tries to call out to 2...

And from behind 2 enters--

A HIDEOUS CAT BEAST.

It is a nail and razor-studded predatory Machine with a cat skull-shaped head, its body laced with bones, nails and razors. 9 now understands 2 was trying to protect him.

2 GASPS as he turns and sees it. The Cat Beast lets out a roar and claws at 2, KNOCKING him over and losing his spear.

9 looks on with horror.

2 attempts to reach for his spear but the Beast holds him down with its razor-sharp feet.

The Beast is attracted to the Talisman. It picks it up with one of its jagged claws and looks at it quizzically.

9 cringes. His movement makes his hiding place teeter, creaking.

The Cat Beast WHIRLS at the sound. Picking up 2's struggling body, the Cat Beast stalks towards the noise, right up to 9's hiding place, sniffing through its hollow nostrils. 9 cringes in terror. The Cat Beast probes with one of his claws INTO the tin can. 9 recoils. The claws do not find him and retreat. 9 is relieved.

A beat, then:

9 feels himself violently LIFTED UP and SMASHED.

We see the Cat Beast has picked up the entire tin can and is smashing it to get at what's inside it. Failing, it hurls the tin can aside.

9 is almost knocked out. Trying to stay conscious, he struggles towards the entrance of the can.

His POV: through his haze and through the broken edges of the opening to the can, he sees the Cat Beast GRAB the Talisman and the struggling 2 in his sharp-toothed mouth, and disappearing into the smoky mist.

9 can just make out, in the distance, the silhouettes of THREE TALL SHAPES.

9  
(muttering)  
The others...

CUT TO:

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POV SPYGLASS - ELSEWHERE IN THE WASTELAND - LATER

POV SPYGLASS: the spyglass searches through the city and comes across a lone staggering figure (9).

Pull back to show the back of 5's head as he peers through the spyglass, then pulls away so we can see into the spyglass again. We zoom in through the spyglass to a

CLOSE SHOT on 9--

EXT. WASTELAND - CLOSE ON 9 - CONTINUOUS

9 staggers, weary, and collapses.

In the foreground, the feet of another ragdoll (5) step into the shot.

CUT TO:

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**Seq. 040 - Meeting 5**

SEQ. 040 - INT. 5'S WORKSHOP - DAY

5 is finishing sewing 9 up.

5  
It's all right. You're safe now.

9  
Where am I?

5  
With us.

9  
(muttering)  
Yes... he told me there were others...

5  
(suddenly, urgently)  
Who?

9  
(still dazed, trying to remember)  
He was older... Out there...

5  
2. Out in the emptiness?  
(horrified)  
Alone? Was he all right?  
When is he coming back?

9 looks at him, the whole memory suddenly coming back to him as though fresh.

9  
The--the--  
(can't think of the right  
word)  
Thing! It took him.

5 reacts with horror.

5  
No... No! It can't be!

He turns away, grief-stricken.

1 (O.S.)  
Keeping secrets from me, I see.

Another RAGDOLL pushes into the workroom. This is a bigger ragdoll, the most primitive one we have seen. He has primitive wooden hinges for feet. He is very frayed and patched together. The number 1 is painted on his back.

5 and 9 whirl around. 5 CRINGES.

5  
I... I was coming to tell you...

1 carries himself with authority. He wears a red cloak, and a strange mother of pearl and wire hat bound together as an almost papal-like headpiece, and carries a staff made from an old gear, with a bell attached.

1 pulls at 9 with his staff, displaying the number on his back.

1  
What's this?

1 turns and glares at 5 like a general glaring at a new private, expecting an explanation for a misdeed. 5 cringes back, obviously intimidated by 1.

5  
I... I found him.... in the  
emptiness. He saw--

1 HOOKS 5 by the neck with his staff, cutting off his speech.

1  
What? What were you doing out  
there?



5

I saw him from the watchtower and I thought...

1

You'll lead The Beast straight back to us! How many times have I told you?

9

The Beast--that's what took 2! If we hurry we could save him--

1

(curtly)

If the Beast took him, that's the end of it.

9

But he was still alive--

5 turns with sudden hope to 9. 2 might still be alive?

1

No, we have RULES.

1 smashes his staff against the ground.

Immediately, a knife comes through the curtain revealing another RAGDOLL: a large ragdoll, with the number "8" on his arm.

1 (cont'd)

(to 8)

Our new guest seems confused.

(condescendingly, to 9)

Perhaps I can help you achieve some clarity.

8 is very large, and designed for great strength. He is almost as evolved in his design as 9, but his design favors primarily brute force.

He has armored himself with curved pieces of tin and metal. He carries the blade of a large kitchen knife, with a nail he has attached for a handle. On his back he has slung another knife--half of a scissors; the scissors handle loops up above his head.

1 leaves. 8 taps his knife in his hand and motions for 9 and 5 to follow. They follow.

CUT TO:

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**SEQ. 050 - Clock Tower**

SEQ. 050 - INT. CATHEDRAL - CONTINUOUS

They walk through the nave and plane up overhead.

5 taps 9 covertly.

5  
(whispering, hopefully)  
He was still alive? Really?

9  
I think so--

8 looms forward threateningly.

8  
Hmmmph!

5 quickly stops talking. 9, following his lead, stops talking also.

The group gets into a bucket-like device. 8 pushes 9 hard into the bucket.

1 NODS commandingly to 8. 8 begins to crank a rope that lifts them up. 5 gestures to 9 to hold on.

9 braces himself as 8 pulls them up into a tall tower. He steals a glance at 1. 1 frowns. 9 tries to smile.

They pass an old plane outside that has crash-landed in to the Cathedral.

On the side wall is a round, multi-colored stained glass window. Shafts of different colored sunlight flicker through.

The bucket moves past two large church bells into--

...the inside of a CLOCK TOWER of a once-magnificent Cathedral. We see the BACK of the CLOCK, the light casting shadows of the backward numbers onto the floor.

1 gestures out towards the outside and addresses 9:

1  
When we woke in this world....

Camera drifts up to the clock... WIPE to WHITE...

.....

**SEQ. 053 - War Flashback**

ENTER FLASHBACK: <FLASH> as we see the chaotic inferno of war.

1 (V.O.) (cont'd)  
...it was chaos... Man and Machine  
attacked each other with fire and  
metal... The earth split and the  
skies burned...

Ragdolls 2, 5, 6, 8, and 1 hide under an old helmet, frantically trying to escape the explosions BURSTING around them. 7 appears with 3 and 4. We get the sense that 7 is the reckless one, the only one determined to SCOUT AROUND and see what's out there.

7  
(to 1)  
I found others...

They are welcomed in by the other dolls. They turn to 1, who is clearly the leader, to see what to do next. 1 decides: he points forward, and they all run a few feet while underneath the helmet.

A plane crashes in the background, causing 5 to fall behind (he has both eyes).

Through a dirty MIST we see War Machines enter with their weapons.

A RESISTANCE FIGHTER throws a Molotov cocktail at one of the Machines. It turns and SHOOTs a round of gunfire.

A MUSTARD GAS BOMB is launched from the top of the Machine. It heads straight at 5 but he runs and gets KNOCKED to the ground, barely missing it.

The bomb lets out a yellow CLOUD that envelops the area and KILLS PLANTS ON CONTACT.

7 turns and sees 5 lying face-down on the ground. 1 urges her to stay with the others.

But, again, brave and slightly reckless, she runs through the yellow cloud to help him. She brings him back to the group. His left eye is damaged. The others cower. 2, the gentle mentor of the group, puts a comforting hand on 5's damaged eye. 7, always the scout, brave and fearless, points off to the right, and addresses 1. She knows what's out there; she's seen it.

7 (cont'd)  
 (to 1)  
 There's a path ahead--

1 looks around calculatingly, like Patton: the general taking charge. He thinks, judiciously, then:

1  
 (to 7)  
 Go ahead.

7 nods and darts off. 1 turns to the others, who wait for their instructions.

1 (cont'd)  
 (to the others)  
 Follow me.

They hurry off, increasingly enveloped by the YELLOW CLOUD.

The yellow CLOUD TRANSITIONS into STEAM...

1 (V.O.) (cont'd)  
 The gas killed everything.

END FLASHBACK.

.....

**SEQ. 057 - 9 Meets 6**

SEQ. 057 - INT. CATHEDRAL/CLOCKTOWER - CONTINUOUS

The steam is rising from the small thurible in the CLOCK TOWER.

1 (V.O.)  
 I led us here...

1 is now standing at the thurible with a torch in his hand.

1 (V.O.) (cont'd)  
 ...to sanctuary. And here we  
 waited for the war to end.

He puts his hand around 9's shoulders and walks him over to the other side of the room.

1 (cont'd)  
Slowly, the world became silent.

1 and 9 walk over to a picture of the Cat Beast hanging on the wall.

1 (cont'd)  
The only thing that remains now is  
the Beast.

1 faces 9 as the torch slowly fades.

1 (cont'd)  
So we stay hidden and we wait for  
it, too, to sleep.

The torch burns out. 9 looks at 1.

9  
But where did it come from? Why is  
it hunting us?

1  
Questions like that are pointless.  
We need to protect ourselves. Keep  
ourselves out of danger.

9  
But one of us is in trouble... he  
could still be rescued...

1 turns and walks to a tattered calendar page on the wall with the days 3, 4, and 7 crossed off.

1  
Too many of us have already been  
lost.

1 crosses 2's number off the calendar with the burnt end of his torch.

9  
No! You're not listening. He may  
still be alive! Why won't you try  
to save him? Why won't you--

1 angrily SMACKS HIS STAFF ON THE FLOOR.

1

Enough! Enough of this madness!  
 (to 5, annoyed)  
 Go to the watch tower and take our  
 guest with you.

5 meekly immediately obeys, gesturing to 9 to follow him.

We hear a strange WHISPERING SOUND, and CAMERA, instead of following 5 and 9, stays behind and moves in on a shadowy little area. There, we see 6. 6 is ink-stained and has a strange quality, as though he sees and hears things inside his head that only he experiences. He has a SMALL SKELETON KEY around his neck, and his fingers are made of PEN NIBS. He is drawing on a piece of paper and WHISPERING TO HIMSELF.

6

(muttering, whispering)  
 The source.... The source...

We see he is drawing the TALISMAN. In fact his whole area is covered with drawings of the TALISMAN.

CUT TO:

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**SEQ. 060 - Telescope**

SEQ. 060 - EXT. WASTELAND - DAY

OVERHEAD SHOT - THE CATHEDRAL

From a high angle we see the nave of the Cathedral. It has been bombed and attacked, and there is a plane intersecting through the side.

The Camera moves to the left and what seems like a prow of a boat comes into frame. We find ourselves in...

SEQ. 060 - INT. WATCHTOWER - DAY

2 had created a sort of LOOKOUT. A rickety, jury-rigged spyglass points out of a hole in the wall. A half-drawn map is pinned up next to the spyglass. Everything is pieced together from the sorts of bits and pieces we saw 2 scavenging. Around the space, we also see more bits and pieces that 2 has found out in the wilderness.

5 sighs sadly. He touches the spyglass sadly.

5

This was the first thing we built together.

(looking around at the map, bits and pieces, etc.)

All his work... trying to make sense of everything.

He looks out into the wilderness.

5 (cont'd)

Is he out there? Is he still alive?

9

Yes. He could be.

5 looks out in fear. We see the conflict on his face: fear of going out there but a desperate longing to see his old friend again.

9 (cont'd)

(conspiratorially; looking around to make sure they're not being spied on)

We could go after him.

5

(shocked; and amazed, this is impossible)

Us?

9

No one else will.  
(imploring him)  
We MUST go.

5 is silent, afraid.

9 looks through the spyglass.

POV spyglass: the THREE TALL SHAPES in the distance.

9 (cont'd)

Look. That's where the creature took him. Out towards those three tall shapes.

5  
 (horrified)  
 Ohhhh... no... we can't... not  
 there. We need to stay here.  
 (as though repeating  
 something he's heard from  
 1)  
 We have rules.

9 looks at him. He recognizes 1's words.

9  
 (quietly)  
 Why do you listen to 1?

5 looks at 9.

5  
 (repeating what he's been  
 indoctrinated with)  
 A group must have a leader.

9 looks at him for a beat.

9  
 (gently)  
 But what if the leader is wrong?

5 looks a little shocked. He never thought of this. We see  
 in 5's face that he is considering 9's question, but he still  
 can't bring himself to disobey 1.

5 hesitates again. 9 sees he is having an effect on 5.

9 (cont'd)  
 (suddenly, firmly)  
 I'm going. I'm going to look for  
 him.

He turns to 5.

9 (cont'd)  
 (coaxing)  
 Come with me. I can't do it alone.

5 is terribly torn. He wants to, but he's never done  
 anything like this before. He's always done as he's told.  
 He hesitates:

5  
 (hesitating)  
 I... I...  
 (MORE)



5 (cont'd)  
(he can't do it, he can't  
defy 1)  
I can't.

9 looks directly into his eyes. He knows how 5 loved and admired his mentor and everything he did. He understands that 5 would like to be like 2, to do what 2 would have done.

9  
(gently)  
But wouldn't he have come for you?

9 waits, hopefully. But 5 looks away. He wants to do it, but he doesn't have the nerve. 9 nods, compassionately. He turns away. 5 hesitates, looking down, then:

5  
(more determined)  
Wait!

5 grabs the map off the wall and rolls it up. He walks towards 9.

5 (cont'd)  
You're going to need a map.

9 and 5 smile at each other.

CUT TO:

.....

**SEQ. 070 - Wasteland**

SEQ. 070 - EXT. CATHEDRAL -- DAY

9 and 5 look behind them at the Cathedral as they start to make their journey to find 2.

CUT TO:

SEQ. 070 - EXT. WASTELAND -- DAY

5 and 9 pick their way through the rubble. They have traveled miles from the Cathedral. Mist swirls in front of them, obscuring their path.

5 and 9 look around constantly, on the alert for the Cat Beast. Piles of rusted, broken metal machines, broken skeletal bones, exploded vehicles tipped into craters, and crumbling, disintegrating buildings surround them.

9 looks up and 5 follows his gaze to 2's STAFF stuck in a pile of rubble atop a hill.

5  
<MOAN OF GRIEF>

5 hurries up the hill. 9 follows him. 5 turns to FIND 2's hat lying in the dirt. He bends down to pick it up, brushing the dust off the top. 5 looks sadly at 2's broken hat.

9  
(quietly)  
You looked out for him?

5  
(simply)  
He looked out for me. He taught me.

The spoon-light falls off. 5's face is filled with grief.

5 (cont'd)  
Why was he out here alone?

He slumps. 9 puts his hand on 5's shoulder, reassuring him.

9  
We can still find him.

He stands up, determinedly. 5 hesitates, but then, his face filling with hope, gets up too. 5 puts 2's hat on his quiver. 9 offers 2's staff to 5 but 5 gestures to 9 for him to hold it.

They continue on, through the debris and devastation. A storm is starting to come up. The wind howls loudly.

5  
(bitterly)  
Why was he out here alone?

9  
A good question.

5  
(ruefully)  
Yes. The ones we're not supposed to ask.

They exchange a look. This is the first time 5 has said something to actually challenge 1's rules. 9 notices this and nods.

The wind howls louder. 5 looks at his map uncertainly and tries to keep leading them forward.

They come to a field full of trip mines and dangerous tank trap pits. A parachute blows in the wind on a tree branch.

5 turns the map one way and the other with growing panic.

9  
Where are we?

5  
(miserably)  
I don't know...

As he turns the map to look at it, the wind picks up and blows the map out of 5's hands. It blows away into the distance and gets stuck on a pole.

5 reaches after it desperately but can't retrieve it. He looks in despair at 9.

5 (cont'd)  
It's no use. We should go back!

9  
We can't.

9 looks around bravely, then points over towards a trench.

9 (cont'd)  
There.

They head over to the trench. They now see a huge FOOTPRINT OF THE BEAST.

They inspect the footprints. 9 moves bravely towards the trench entrance. 5 resists, afraid.

5  
No... it's too dark.

9 looks around.

9  
We can use that.

He points to a lightbulb in a broken headlight.

.....

**SEQ. 075 - Trench**

SEQ. 075 - EXT. TRENCH - CONTINUOUS

9 is pointing to the lightbulb.

5 can't help himself. He pulls the lightbulb out, pulls out a battery and electrical wire from his chest, winds the wire around the battery and places it inside the hat.

They screw the lightbulb and it LIGHTS UP. 5 can't help smiling at 9.

9 unwinds the wire holding the blade on 2's staff. He places 2's hat on the end of 2's staff and secures it with the blade. 5 nods, intrigued.

5

Yes... yes... good....

He sees that 9 now has made a LIGHTSTAFF. He blurts out:

5 (cont'd)

2 will be so impressed!

A terrible grief suddenly comes over him as he remembers what has happened to 2.

9 puts his hand on 5's shoulder, bracing him.

9

(firmly)

Yes. He will.

9 is conveying with his simple words that he believes 2 IS still alive and he WILL be impressed when he sees the lightstaff.

9 shines the light to gesture "this way."

5 smiles tremulously at 9, almost more grateful for his sympathy and support than necessarily believing him. He follows 9 to the mouth of the trench.

The camera pans over to reveal catlike scratchmarks on a side wall indicating this is the same trench we saw the Cat Beast travel through earlier.

5 recoils, but 9 puts a calming hand on him again, then puts both hands on the lightstaff and enters the trench. 5 takes a deep breath and follows.

SEQ. 075 - INT. TRENCH - LATER

9 and 5 continue down the trench, both looking around with great caution and nervousness.

As they come around a corner they see--

The CAT BEAST.

9 AND 5  
<GASP, DESPERATE BREATHING>

5 springs into action shooting his weapon at the Beast. 9 shines his light up to see... an old hanging gas mask.

They look at each other and LAUGH as they continue down the trench.

9 AND 5 (cont'd)  
<LAUGH--START SLOWLY, SLIGHTLY  
NERVOUS, INTO FULL REAL LAUGH>

The mask DROPS behind them and they SCREAM and run away.

9 AND 5 (cont'd)  
<SCREAM>

CUT TO:

A SHADOW (WITH A BIRD SKULL HEAD) AT THE ENTRANCE TO THE TRENCH

Someone is watching them.

.....

SEQ. 075 - INT. CLIMBING UP A "HILL" OF SAND BAGS - LATER

5 and 9 climb up a hill of sand bags..

They come around a corner.

5  
(discouraged)  
We've been here before... it's no  
use.

9 steps over and pushes some debris aside. Suddenly they can see they are right next to....

THREE ENORMOUS SMOKESTACKS

CUT TO:

.....

**SEQ. 080 - The Factory**

The FACTORY: A enormous, destroyed old stone building, its caved-in ceiling revealing huge boilers, scarred old metal walkways and catwalks dangling, dust-covered rotting turbines exposed to the elements.

SEQ. 080 - INT. FACTORY - CONTINUOUS

They creep into the enormous hulk of a building.

In the center of the building are the splintered vestiges of an enormous

ASSEMBLY LINE

Enormous metal arms lie motionless. Huge steel hooks tower over the belt, with sharp-edged pieces of Machinery dangling from them.

They look around in horror.

Large pieces of Machinery, pipes, and ducts dangle from the ceilings. Layers of dust cover everything like eerie blankets. Bundles of wires lie ripped from their moorings.

Tools and shards of glass and metal are strewn around the floor, twisted into strange melted shapes.

They walk through lines of large missiles lined up in rows.

5 (cont'd)  
(whispering)  
Why would it bring him here?

They slide down a duct and land in a pile of debris. They now see 2, imprisoned in an old birdcage. In the b.g., the CAT BEAST lurks, next to a pile of what seems like debris and broken machinery. The talisman is on the floor next to the Cat Beast. The Cat Beast seems to be looking for something in the debris. The Cat Beast's back is to us.

.....

**SEQ. 081 - Factory Chase**

SEQ. 081 - INT. FACTORY - CONTINUOUS

9 and 5 hurry forward towards 2.

They find 2, seemingly lifeless.

5 (cont'd)  
 (deep regret)  
 I shouldn't have waited...

9 stands compassionately, respecting 5's grief. 5 pats 2's shoulder.

At the pat, 2 blinks awake.

2  
 (whispers)  
 I knew you would come...

5  
 I thought--

2  
 (cutting him off)  
 Shhh...

He motions towards the Beast.

5 and 9 try to pry the bars open. 2 tries to help. They just manage to pry the bars open and get 2 out when--

Suddenly a light SHINES above them. They look up and see --

The Cat Beast beaming his light from his eye. It GROWLS.

The three dolls run away frantically. The Cat Beast chases after them.

9 gets cornered but swipes the Beast and manages to escape. 9 jumps a heap of debris but stumbles. 5 and 2 pull him up to higher ground.

5 shoots his crossbow at the Cat Beast, shattering his eye.

2 manages to hide in a tube.

9 and 5 run away but get stuck at the end of a table.

The Cat Beast slashes his claw at them.

They climb onto another piece of debris, only to encounter the Cat Beast, now in front of them.

The Cat Beast slashes a claw out and knocks them over. The Cat Beast moves closer and closer. They are doomed.

Suddenly there is a strange rhythmic moaning sound. The Cat Beast turns, distracted.

We pan over and see a mysterious creature that seems to be half ragdoll, half bird, with a bird-skull head swinging a weapon over its head. THIS IS 7. 7 releases the weapon--a strap of leather with weighted shot at either end. The weapon flies through the air with a low whooshing sound and strikes the Cat Beast, entangling it.

7, 5, and 9 now charge the Cat Beast. 5 shoots his crossbow, entangling the Beast's paw and hobbling it. 9 and 2 both LURE THE CAT BEAST IN DIFFERENT DIRECTIONS, deliberately goading and further causing it to become entangled in the machinery. 7 now leaps up over the Beast and brings the full weight of her spear down on the Cat Beast's neck. The head of the Beast comes off and lands at their feet.

7 now pulls off her bird-skull helmet.

5

7!

2

You weren't lost--

5

You've come back!

7

I never left. YOU finally decided to join the fight.

She hands 5's map back to him.

9 comes over with her shield (lost during the fight). 7 looks 9 over.

7 (cont'd)

I think I know why.

They move towards her but she turns and looks at 9. 2 and 5 nod proudly towards 9. 7 nods.

They all look at the fallen Cat Beast.

2 is poking at it:



2  
Rusty... hacked together... shoddy  
pile of scrap.

They all turn to leave. 5 and 7 support 2 on either side of him, helping 2 along. 9 hangs back to look at the machine again, and suddenly sees the TALISMAN, lying on the floor.

5, 7, and 2 have continued on without him and do not see him as he picks it up.

9 looks at the strange object with ENORMOUS CURIOSITY. He turns it and see the RUNES on the side of it. He turns and inspects it closely. He turns and discovers, on the machine, a PORT with the SAME RUNES.

9  
(blurting out)  
Look!

The others now turn to see him. They see him holding the talisman close to the machine's port... about to experimentally put the talisman INTO the port.

2  
No! Stop! NO!

2 tries to break free and stagger towards him but it is too late. 9 puts the talisman into the port.

Nothing happens for a moment.

Then suddenly, horribly, the ground begins to SHAKE.

.....

### **SEQ. 082 - Fabrication Machine**

SEQ. 082 - INT. FACTORY - CONTINUOUS

Suddenly the Cat Beast's dead body begins to SHIFT and MOVE... There is a rumbling from beneath it as...

... a LARGE FORM rises up from under the debris.

ANGLE on the machine awakening: movement under the cloth, a claw-like appendage rising from the rubble.

7  
Quickly! Run! Get away!

They try to climb to safer ground from the tumbling debris.

2 is thrown back and LANDS hard.

A mechanical ARM emerges and PINS 7, 9, and 5.

As dust and debris rain down, we see one hideous RED EYE begin to come up.

As 2 tries to scramble to safety, the other three ragdolls, pinned by the mechanical arm, stare in horror. We see that the "pile of Machinery" has risen to reassemble into an monstrous, towering FABRICATION MACHINE attached to the ceiling of the building.

It is enormous, a spherical shape with a dozen folded appendages, each with different fabrication tools at the end of its long spindly robotic arms.

2 tries to crawl away but the Machine grabs him with his robotic arm.

The Machine points the talisman towards 2 and it OPENS up to a sparking green glow. 2 struggles in the Machine's claw but the strange green energy SHOOTS directly into 2's mouth and eyes, painfully <SUCKING> his soul.

ANGLE on 2 as his soul is being taken.

2 slumps over, his LIFELESS CARCASS smoking in the grip of the Machine.

ANGLE on the green glow as it PASSES into the machine. The sound has drawn its attention. The Machine turns towards them and grabs at them with its enormous claw. 9, 5, and 7 turn and flee.

The Fabrication Machine's arms chase after them. 5 shoots his grappling hook onto a switch. 9 and 7 grab onto him.

Frantically working together, the three of them manage to escape the Machine's horrifying arms. [\*\*Important to make sure the Machine is understood to be tethered to the Factory.]

They see in the distance a pipe that leads out.

In the Machine's RED POV, they run into it just as the Machine's arm is behind them but can't fit into the hole.

.....

**Seq. 084 - Going to the library**

SEQ. 084 - EXT. FABRICATION FACTORY - DAY

9, 5, AND 7  
<GASPING, running sounds>

9, 5, and 7 escape out a long tube that leads out from the factory and JUMP behind a small trench.

5  
(heartbroken)  
My poor old friend...

7 puts a consoling hand on his shoulder.

7  
(shaking her head)  
I know.  
(turning on 9)  
What? What on earth were you thinking?

9  
(just as devastated)  
I didn't know... I'm sorry...

He stares in horror at the factory.

9 (cont'd)  
What WAS that? What is it doing?

They are interrupted by a loud whirring sound from the machinery inside the factory. They whirl around, then stare at each other, horrified.

9 (cont'd)  
What will it do now?

5 shakes his head miserably.

7 looks at them.

7  
Let's go.

She strides off. 9 follows. 5 turns, grieving, towards the factory, head bowed. He hesitates, then goes after 9 and 7.

CUT TO:

.....

**SEQ. 090 - The twins**

SEQ. 090 - EXT. LIBRARY - DAY

9, 5, and 7 enter into a building through a hole that has been put in a side wall.

SEQ. 090 - INT. LIBRARY - DAY

They enter the ruins of an old library.

Giant stacks of random, tattered, stained books, globes, and celestial devices tower over them. Dusty rays of light beam down through broken glass skylights, casting filtered light on shelves and shelves of old tomes, papers, and crumbling artifacts.

9 stops to look at a beautiful painting, showing life and the world before the apocalypse.

9  
(whispering to himself)  
So beautiful...

7 grabs the lightstaff from 9 and shines it towards a pile of books. A glimmer of two sets of eyes appear and disappear.

7 holds her hand up, gesturing to 9 to hold still.

3 & 4 emerge from their globe. 5 smiles.

5  
(delighted, relieved)  
They've been here? The whole time?

The twins venture out.

9  
(surprised)  
Twins?

7  
 (to 5 and 9, explaining)  
 They've been hiding here. Lost in  
 the past.

3 and 4 approach 9 with curiosity. They communicate by  
 beaming ideas to each other. They look at 9, sizing him up.  
 They beam their ideas to each other excitedly. 9 recoils. 7  
 puts a reassuring hand on 9.

7 (cont'd)  
 (explaining)  
 They're cataloguing.

3 and 4 take 9's lightstaff. Their chattering and beaming  
 gets more intense as they take it and catalogue it, their  
 eyes clicking as if they're recording on film what they are  
 seeing.

7 stops them. She has an urgent look on her face.

7 (cont'd)  
 We need you--we awakened something--

9 interrupts her to take full responsibility for the mistake.

9  
I awakened something. In the  
 factory. Something terrible...

3 and 4 look at each other WITH HORROR. They begin to  
 chatter feverishly and with great distress.

They beam an image of THE FABRICATION MACHINE on the wall.

5 and 9 lean forward, startled.

9 (cont'd)  
 (recognizing it)  
 That's it!

7  
 What is it?

3 and 4 now show:

A NEWSPAPER PHOTOGRAPH of the Scientist and the Machine  
 (which we recognize from before, in the prologue, when the  
 Scientist gave the machine to the Dictator and we saw the  
 FLASH of the flashbulb).

We now push into the photo to a CLOSE UP on the machine.

Then dissolve into a NEWSREEL of the machine and see:

*--the original machine being wired into the FABRICATION MACHINE*

*--Dutch-angle shots of the Dictator, and we hear his SPEECH--*

DICTATOR

...yes, we have entered a new future, the age of the intelligent machine. This remarkable invention can adapt and evolve, creating new machines, machines of

(a slight, chilling pause)

PEACE---

*--shots of the Killing Machines, marching out as they're fabricated--*

DICTATOR (V.O.) (cont'd)

--that will usher in a new era of prosperity--

*--shots of the Machines ATTACKING--*

*--A newspaper headline "HUNDREDS KILLED AT PEACE RALLY"*

DICTATOR (V.O.) (cont'd)

--and brotherhood for our nation!

Now, terrible sounds of war:

*--A newspaper headline "WAR DECLARED AFTER UNPROVOKED ATTACK BY OUR ALLIES"*

--STILL PHOTOS showing the war, the machines getting more and more devious, chasing a mother and child down an alley, more and more machines appearing.

--SHAKY, HAND-HELD AMATEUR footage showing the GAS KILLING EVERYTHING. The footage ends with the camera sinking to the ground as whoever is operating it is overcome by gas.

--ending on a STILL PHOTO that we pan across, showing TOTAL DEVASTATION.

The ragdolls stare at it. 9 turns to them.

9

What have I done?

7 shakes her head sadly and impatiently. 5 suddenly turns to 9.

5

(to 9)

The thing! Show them.

9 quickly sketches out a drawing of the TALISMAN and shows it to the twins.

3 and 4 chatter, trying to analyze and catalogue the drawing of the Talisman. They shake their heads: they don't recognize it.

Seeing it as a drawing, 5 is startled.

5 (cont'd)

Wait! 6... he always draws that.  
2 used to keep the drawings... with his notes....

9 looks at 5.

9

The drawings... would they still be there? In 2's old workshop?

5

Yes.  
(slightly embarrassed)  
I saved everything.

9

Then we'll go back. Perhaps the answer is there.

5 looks alarmed and looks over at 7. 7 shakes her head.

7

I think the answer is there.

She points out towards the factory and strides off, dauntless, fine, and proud. The twins chatter unhappily, beaming flickering lights to each other.

9 looks at 5. 5 nods and they set off in the other direction.

CUT TO:

.....

**SEQ. 120 - Winged Beast creation**

## SEQ. 120 - INT. FABRICATION FACTORY - SAME TIME

Inside the factory, a very quick shot of the Fabrication Machine reaching its arms out and gathering things. It welds metal pieces. It grabs an enormous black-and-red Dictator's flag and rips it in half. [\*\*We do not see yet what it is creating.]

CUT TO:

.....

**SEQ. 130 - Confrontation**

## SEQ. 130 - INT. 2'S WORKSHOP - NIGHT

9 and 5 sneak into 2's workshop. A dirty moonlight filters through the air. 9's light is off.

5, familiar with the layout, locates 2's stash of 6's drawings. The pages are dotted with 2's annotations and drawings; he was obviously trying to figure out why 6 kept imagining this object and what it meant.

5 and 9 bend over the drawings. They are unable to see clearly in the murky darkness. 9 looks around warily, then switches on his light.

The light now reveals 8 LOOMING IN THE SHADOWS.

8 SEIZES them and escorts them out.

## SEQ. 130 - INT. CATHEDRAL/CLOCKTOWER - SAME TIME

1, sitting on his throne, glares in righteous anger as 5 and 9 stand in front of him.

<sup>148</sup> 1 <sup>148</sup>  
You awakened what?

He gets onto his feet angrily. 6 hunches over one of his sketches, muttering to himself.

<sup>149</sup> 1 (cont'd) <sup>149</sup>  
You fools! I warned you!

8 is sharpening his knife on the side.

<sup>150</sup> 8 <sup>150</sup>  
He warned you.



151 1 151  
 Now you've put us all in  
 unimaginable peril. And, may I  
 ask, did you manage to save 2? Of  
 course not! By following this  
 witless folly, you've endangered  
 everything we work for!

152 9 152  
 Why was 2 sent out to begin with?

153 1 153  
 (defensively)  
 I sent him to scout.

153.5 9 153.5  
 That doesn't make any sense! You  
 don't send the oldest out to--  
 (trying to control  
 himself)  
 Look, we need to figure out what's  
 going on--

6 emerges from his shadowy corner and comes over to 9. He has a drawing of the Talisman and seems to want to show it 9, urgently.

6  
 (softly, trying to tell  
 him of something, but  
 unable to fully  
 articulate it)  
 The source... You must go back to  
 the source....

9  
 (turning to 6)  
 What? What is it? Where?

1 bangs his staff against the floor. 8 stands at attention.

1  
 Quiet!  
 (to 9)  
 I won't allow you to endanger us  
 further.  
 (to 8)  
 Subjugate them.

8 looks confused.

159

1 (cont'd)

159

(to 8)

Take their belongings!

8 grabs 6's drawing and lifts 5 from his crossbow and shakes him up. 9 tries to stop him.

8 PUNCHES 9 out of the way, knocking him to the edge of the floor. A knocked chess piece FALLS down the dark abyss below them.

9 slowly gets up and addresses 1.

160

9

160

You're nothing but a coward!

5 lets out a GASP. 8 heads towards 9 as he laughs and cracks his knuckles menacingly. 1 cuts in.

161

1

161

(suspicious, angry)

How dare you challenge me! I, who kept everyone safe all these years. Ever since you got here everything has been unraveling. You're a curse. A fool guided by pointless queries.

9 stands staunch.

162

9

162

(gritting teeth, angry, determined; effort at end as 9 pulls the staff out of 1's hand)

And you are a blind man guided by fear.

6 holds onto the key around his neck, looking afraid.

163

6

163

The sky... the sky is breaking....

A shadow comes over them with a faint sound of something outside. 1 starts to back away.

164

1

164

Sometimes fear is the appropriate response.

The WINGED BEAST tail crashes through the stained glass window and breaks into the floor right next to 9.

6 looks bewildered and doesn't move. 5 pulls him out of danger.

6  
 (whispering, reflexively)  
 The source... the source...

5, 6, 8 and 9 huddle together. Suddenly the Winged Beast comes crashing in the window behind them, knocking over the thurible and splashing hot coals all over the floor.

CUT TO:

.....  
**SEQ. 140 - Winged Beast Attacks**

SEQ. 140 - INT. CATHEDRAL/CLOCKTOWER - CONTINUOUS

5, 6, 8 and 9 see the Winged Beast emerge from the smoke pouring out of the upset thurible.

The Winged Beast SHRIEKS at them. It catches its foot on the runner leading up to 1's empty throne. The hymnboard/calendar topples away to reveal 1 hiding behind it. 1 instinctively clutches his staff causing the bell at the top of the staff to RING and attracting the Winged Beast's attention.

1 flees. 8 charges the Beast but it SCYTHES its wing towards him and knocks 8 across the floor. 8 slides across the floor to 1, who stands next to 6's picture of the Cat Beast.

1 pushed the picture of the Cat Beast away to reveal a HIDDEN PASSAGEWAY. 1 runs away as 8 looks at the others for a brief moment before also running away.

The Winged Beast turns its attention to 9, 5, and 6. The ragdolls run for the bucket and bell-ropes, but 9 trips. The Winged Beast advances towards him. 5 reaches out to 9. 9 gestures to him to continue without him.

As 9 recovers himself and makes a break for the bucket, 5 starts to lower the bucket down. Just as the Winged Beast is about to catch up with him, 9 LEAPS down the shaft and lands in the bucket with 5 and 6.

Angrily, the Beast lashes its harpoon tail down at them, piercing the bottom of the bucket. The bucket rocks and 6 is sent FLYING OUT but 5 CATCHES him in the nick of time.

The Winged Beast starts reeling its harpoon tail in. Jerking back and forth, the bucket ascends, drawing the ragdolls closer and closer to the Beast.

9 spots a SMALL LEDGE next to a stained glass window.

He opens the side of the bucket and gestures that they should jump.

The others hesitate, but then 9, 6, and 5 jump out of the bucket onto a swinging rope, and onto the ledge. The Winged Beast plummets down the shaft after them.

SEQ. 140 - EXT. CATHEDRAL/CLOCKTOWER - CONTINUOUS

The ragdolls squeeze through a small crack in the stained glass emerging onto a ledge overlooking the Cathedral's roof.

9 sees 1 and 8 running across the roof and points to 5 and 6 to look down there. Down on the roof, 1 and 8 see 5, 6, and 9. 1 pushes past 8 and runs farther out, towards the front of the Cathedral. 8 follows.

Suddenly, the Winged Beast SMASHES through the glass behind them. It struggles to get through the window but can't quite fit.

6 is very vulnerable out there.

9 turns to 5.

9

Take him inside.

9 now climbs out on the gargoyle purposefully.

The Winged Beast FLIES UP into the air, circling lazily. 1 and 8, running on the top of the roof, are very exposed. Hawklike, the Winged Beast sails towards them.

8 steps up to defend 1. He flips his salt-shaker helmet down over his face as armor, pulls out his scissor knife and stands his ground... waiting... waiting for the Winged Beast to soar in closer...

And then, at the last possible moment, he HURLS his scissor knife at the Winged Beast. It flies through the air and catches in the Beast's propeller.

Knocked off balance, the Beast swoops down. 1 ducks out of the way but it knocks 8 off his feet. 8 slides down the sloped edge of the roof, towards GAPING HOLE.

Just as 8 is about to fall into the hole, he catches on to the edge. His other blade plummets through the hole as he hangs, desperately... his grip SLIPPING...

9 catches up to where 1 is.

SEQ. 140 - INT. CATHEDRAL - SAME TIME

6 and 5 run down the banisters towards the crashed plane. 6 seems to pull 5 in a particular direction.

SEQ. 140 - EXT. CATHEDRAL - CONTINUOUS

The Winged Beast circles around and sets its harpoon tail to shoot. 1 squints into the sun as the Winged Beast, backlit, swoops down towards them. He sees a glare come from the tin roof. 9 gets an idea. He gestures to 1 to help him. 1 scowls, but has no alternative but to help him.

9 peels back a piece of the roof, with 1 helping him. The roof's

GLARE

beams right into the eyes of the Winged Beast, momentarily blinding it.

The Beast flinches just as it FIRES its harpoon tail at them. Blinded by the glare, it MISSES and almost hits 8.

The harpoon imbeds itself into a rafter inside the Cathedral.

.....

**SEQ. 145 - Wing**

SEQ. 145 - EXT. CATHEDRAL/CLOCKTOWER - CONTINUOUS

8 falls onto and then slides down the harpoon's line, swinging into the Cathedral and landing on the wing of the airplane embedded in the side of the Cathedral, right next to 5 and 6. 8's weight on the harpoon's line has pulled it more and more taut...

The Winged Beast is pulled hard into the roof and slides down, knocking into 1 and 9.

1 and 9 PLUNGE into the Cathedral and onto the plane wing, where 8 catches them in midair before they hit the wing.

The Winged Beast plummets after them onto the wing. It picks itself up, spots the cowering ragdolls, and opens up his bladed beak screaming.

The Winged Beast starts to charge them when suddenly--

7 DROPS DOWN from a high parapet and leaps onto the Winged Beast's neck.

1 and 8 stare in surprise. 9 stares in delight and relief.

1  
(stunned and surprised)  
7?

Immediately, the beast throws her off towards the others. She'd dropped her spear; she goes to pick it up and

<PFFFFFFT> immediately, her leg is IMPALED by the Winged Beast, which has fired its harpoon. She is impaled next to the guys.

7  
(lightly)  
I thought you might need some help.

But as she speaks, the Beast begins to reel her in. She fights viciously.

9 jumps and grabs on to 7 as she's being pulled away.

7 (cont'd)  
(yelling)  
My spear!

5 grabs her forked spear and hands it to her. She grabs her forked spear and stabs it into the plane. The harpoon's cable is pulled taut between her leg and the Winged Beast.

9  
(yelling to the others)  
The cable! Cut it!

8 runs to recover the blade that slipped from his grasp as he slid down the roof, then runs over and SLICES with all his brute force through the cable. The cable flies up in the air and WRAPS itself around the propeller on the end of the wing.

The Winged Beast jerks back, towards the propeller, causing the whole wing of the plane to tilt, and the ragdolls to slide. 5 and 6 tumble into the plane's engine room.

7 clutches her staff. 9 slides by her and grabs on to the harpoon, still lodged in her leg.

9's staff slides by, and 9 catches it just before it falls off the wing. As 8 climbs up onto the same buttress fragment that 7's spear is lodged in, 1 slides down the wing, past 9.

179

9 (cont'd)  
 (to 1; holding out his  
 staff)  
 Grab on!

179

1 grabs 9's staff. Dangling, he sees that the Winged Beast is close behind, snapping at him with its beak.

9 sees 5 and 6 in the engine room.

9 (cont'd)  
 (shouting to 5)  
 The propeller! Start the  
 propeller!

6 nods. 5 points to the wires. 5 and 6 gather wires and set to work. They ZAP the propeller to life and it GROANS... then whines into motion as it starts taking up the power it had generated. It goes faster... faster...

Even as the Beast is slowly drawn towards the propeller, it struggles forward and grabs 1's cape in its beak.

As the Winged Beast pulls 1 closer, 9 strains to hang on to 1, and 7 strains with the added weight on the harpoon sticking out of her wounded leg.

1  
 My... my cape!

9  
 Let it go!

1 glares furiously, hesitates, then undoes the clasp. The Winged Beast falls backwards down the wing, DIRECTLY INTO THE DEADLY BLADES.

It is instantly shredded.

Claws, feathers, and strange mechanical debris shower down.

1, 9, and 7 look in relief as the Beast is finally destroyed.

After the clasp is released, 1 has meanwhile recoiled into 9's arms. There is a brief moment of awkwardness as 1 and 9 realize how close they are physically to each other.

1 begins to climb up the side of the wing, using dangling 9 and 7 as a ladder.

Perched on top of 7's staff, 1 reaches up for 8, who is crouched on the edge of the buttress. He grabs 8's hand, gesturing imperiously to 8 to pull him up.

9 looks at 7 urgently, nodding to her. She gets it immediately and grabs 1's leg, stopping him.

186

1

186

You fool! We can still save ourselves!

The plane teeters down to a 90 degree angle. 5 and 6 look up at the rest of the ragdolls from farther down the wing. 5 is concerned and almost panicked. 6 is almost zen-peaceful, as though he can foresee it will be all right.

9 looks around and sees the rope tied around 7's waist.

9

(to 7)

Your rope.

7 throws it down to 9 who ties it to his own waist. The plane tilts... it's hanging even more precariously now... about to fall out of the side of the Cathedral entirely...

9 suddenly jumps down into the flames just as the plane starts to fall. 7 shouts with stress.

The plane EXPLODES as it hits the ground, smoke rising from the crash. The rope pulls taut, and after the smoke settles we can see 9 dangling with 5 and 6.

8 pulls the hanging chain of ragdolls up and onto the buttress fragment.

As 1 recovers himself and straightens his hat, he glances up... towards the smouldering clock tower...

CUT TO:

.....

**Seq. 155 - Sanctuary lost**

SEQ. 155 - EXT. LIBRARY GARDENS - TWILIGHT

We can see, in the distance, the Cathedral, on fire.



The ragdolls have come to the library. Embers from the burning cathedral drift down like burning snowflakes.

1  
(broken-hearted)  
Oh... my sanctuary...

The others try to avoid the embers. 9 moves purposefully towards the library. 1 stands, mourning his sanctuary. His staff is charred and ruined. He lets it drop. 8 takes 1's arm and urges him to follow the others.

CUT TO:

.....

**Seq. 157 - Seamstress being constructed**

SEQ. 157 - INT. FABRICATION FACTORY - SAME TIME

Inside the factory, a shot of the Fabrication Machine reaching its arms out and gathering remnants and detritus that we will see later as part of the SEAMSTRESS. [The Machine is clearly tethered to the Factory.]

One of the machine's arms discovers 2's body. The arm seems horribly interested.

DISSOLVE TO:

.....

**Seq. 160 - Library**

SEQ. 160 - INT. LIBRARY - NIGHT

9, 5, 1, 8, and 6 have come to a clearing in the debris outside the globe. 6 has dropped to the floor and is drawing his pattern. 1 looks angrily up at the glass ceilings.

1  
It's not safe here!

8 shakes his head, agreeing with his boss.

8  
No.

1  
 (to 8, keeping his sense  
 of responsibility)  
 Stand lookout.

1 points out into the gardens.

1 (cont'd)  
 I'll search out a safer retreat.

1 moves away, looking for what he might find in the way of a safer retreat.

8, proud to receive orders, strides off towards the garden, taking care to STEP ONTO 6's DRAWING and smear it. He laughs meanly.

6 shakes his head sadly and takes another piece of parchment to start over. He is drawing the talisman.

9  
 (looking up at the sky; to  
 7)  
 There will be more, won't there?

7 nods grimly. 9 looks worriedly after 1's retreating form.

7  
 (looking after 1's  
 retreating form)  
 Forget him.

The twins appear in the crack of the globe. They flash their eyes and gesture for 9 to come in. 9 moves away into the globe. 6 sees the twins and, happily, skitters towards them.

5 and 7 are left alone. 5 works deftly on 7's leg.

5  
 (quietly)  
 You wanted us to forget you, too?

ALT:

5 (cont'd)  
 (quietly)  
 Why did you leave us?

7 looks around, trying to find the right words. Finally:

7  
 I couldn't sit and hide, just  
 waiting.

(MORE)

7 (cont'd)  
(apologetically)  
I just couldn't. It's...  
(contrite, trying to  
explain herself to her  
friend)  
It's not in my nature.

5 nods, smiling ruefully. He knows.

7 (cont'd)  
(gently)  
And perhaps, no longer in yours,  
either?

5 smiles and nods, almost shyly. He's finished fixing her leg. She flexes it and smiles at him. Now she looks around, worriedly, sensing something.

CUT TO:

.....

**Seq. 162 - 8 & the seamstress**

SEQ. 162 - EXT. LIBRARY GARDENS - SAME TIME

8 plays with his magnet, foolishly.

A FLASH of something slithering.

8 looks around, but continues to play.

A FLASH again of something slithering closer. Something menacing.

8 looks up in horror. Lights flash on his face.

CUT TO:

.....

**Seq. 164 - Confrontation**

SEQ. 164 - INT. THE GLOBE - SAME TIME

CLOSE on a DRAWING OF the TALISMAN'S RUNES in ancient illuminated manuscript. Pull back to see the twins have found this and are showing it to 9. 5 and 6 crowd around. 6 is clutching his drawing of the talisman.

7 looks out of the globe, intuitively startled, her scout's sense unhappy. She senses something.

9 looks at her, but also now studies the drawings and the writings around them that explain them. He studies the drawings of the RUNES.

9  
 (studying the drawings,  
 carefully)  
 An alchemist's ability to draw  
 animus into the unanimated...

He turns the page and sees a drawing of the Talisman.

9 (cont'd)  
 Again!

He gazes at the picture as though drawn to it.

9 (cont'd)  
 What is it? What can it be?

6 comes over and recognizes his drawing.

6  
 (trying to help)  
 The source...!

9  
 (turns urgently to him)  
 What? What are you trying to say?

6  
 (helplessly trying to  
 articulate something)  
 The first room--

1 now appears out of the darkness. He sees the manuscript and the drawings of the runes.

1'S VOICE  
 (angrily)  
 Dark science.

We whip pan over and see 1 standing in the entrance to the globe.

1  
 (angrily)  
 What good does this useless rubbish  
 do us? Forget it!

He seems unusually agitated.

9 moves towards him, curiously.

9

What do you know?

He comes closer to 1.

6

(whispering)

The source... the source...

1 turns and meets 9's gaze unflinchingly. We have a moment of admiration for the old soldier's toughness. But he speaks now with a strange bitterness. He gestures around at the library, at the ruins of humanity's civilization.

1

(bitterly)

I know enough to leave their ancient evils to moulder. Look what they have left us with. Leave it be, I say!

(angrily)

But you. Always asking questions, so many pointless questions-- probing, pushing--

(spitting out the words, beginning to rant and rave a little)

like 2--he always had to know--too much--

9

(suddenly)

I was right! You did send him out to die!

5

No!

1

He was old! He was weak!

1 suddenly realizes what he's said. He collects himself and stands tall, defending himself.

1 (cont'd)

Sometimes one must be sacrificed for the good of many.

7 LEAPS angrily at 1, pulling her blade to 1's neck.

7

Coward!

Her blade flashes at 1's neck. 9 leaps forward and blocks her.

9

Stop!

1 stands PROUDLY, staring down 7's blade. Again, we almost admire the old soldier's fortitude. 7's reckless anger blazes from her face. 9 looks at the two of them.

9 (cont'd)

(imploring)

We must work together. We must use our thoughts, not our weapons.

9 moves back towards the drawing of the Talisman and looks down at it.

9 (cont'd)

The answer to all our questions is here, in some way. I can feel it. We must follow this path...

1 glares furiously at all of them, then turns to address 9.

1

Your path takes us to catastrophe.

He strides away.

CUT TO:

.....

**SEQ. 166 - Seamstress**

SEQ. 166 - INT. LIBRARY/ANOTHER AREA - MOMENTS LATER

1 picks his way through the stacks, ranting to himself.

1

Can't he see his way only brings trouble? What good comes from his path? I know what we need. I know what is right--

Suddenly, he hears a sound. The twisted corpse of 2 comes floating out from the stacks like Banquo's ghost. 1 stops, rigid with terror.

1 (cont'd)  
 (moaning)  
 No....

2's eyes click on with their hypnotic gaze.

CUT TO:

INT. LIBRARY/THE GLOBE - SAME TIME

1's SCREAM echoes through the library. The others rush out of the globe.

INT. LIBRARY - CONTINUOUS

They race towards 1, into an area of the library with a large broken FOUNTAIN. The fountain is sunken into the library floor (with statuary reaching up into the library).

They now see, to their horror--

THE SEAMSTRESS:

A hideous SERPENT-LIKE CREATURE with NEEDLE-LIKE CLAWS and a HORRIFYING VACANT FACELESS HOOD.

The Seamstress has sewed the carcass of "2" into her tail in order to lure and mesmerize the ragdolls. She emits a GLOWING LIGHT through 2's vacant eye sockets.

She RISES UP and points her sewing needles at 1... we see 8's limp body trapped in her belly.

The other ragdolls leap into action.

7 chops off the tail and with it 2's carcass but then is thrown to the side and trapped as a cascade of books fall on her.

9 manages to grab 1 who is partially sewn on to the seamstress but can't free him.

The seamstress lashes out towards them.

5 fires an arrow and hits the Seamstress's eye, blinding her. She turns to flee, dragging 1 with her. 1 struggles in mortal terror.

5 pulls the blade from 2's staff from his quiver and throws it to 9. 9 catches the blade and cuts the threads away from 1's body, trying to free him unsuccessfully as 1 struggles.

At the very last moment, they manage TO CUT 1 LOOSE. But the seamstress suddenly darts one of her claws out, GRABS 7, and SLITHERS OFF out through the library [ALT: through part of a drainpipe in the bottom of the fountain] with 8 still attached to her belly and disappears.

The other ragdolls run after her but it is futile; she is gone.

9  
(horrified)  
No! No!

.....

**SEQ. 168 - Burial and Regrouping**

SEQ. 168 - INT. LIBRARY/FOUNTAIN - CONTINUOUS

The ragdolls stand in the bottom of the fountain, where remnants of water still linger, and water dribbles into the drainpipe at the bottom of the fountain [ALT: next to the fountain]. The coin in 1's crown falls to the ground. He sits down heavily.

The twins emerge, eyes wide. They've seen the whole thing. They look with alarm at everyone, and sadly, at 2's carcass.

9 looks in the direction of where the seamstress disappeared.

9  
I have to get her back! I have to  
go after her!

1  
It's too late.

He has a strange, sad look on his face. He looks in the same direction.

1 (cont'd)  
(sadly)  
It killed 8... it'll kill her too.

9  
It didn't kill him.  
(thinking)  
(MORE)



9 (cont'd)  
 It's taking them back to the  
 Machine.

The twins look up and nod their agreement. While the others have been talking, they have found a book cover and have lain 2's body on it. They now put the sword on top of 2 like a fallen soldier and put his hands on his chest holding the sword.

9 (cont'd)  
 (urgently)  
 We have to go--all of us. We have  
 to rescue them--

5  
 (nodding soberly)  
 --and destroy the machine for once  
 and for all.

1 just bows his head. He's still mourning 8. 9 gives him a compassionate look.

They turn towards the twins, and see them pick up 1's coin and place it on top of 2's face. They see that the twins have prepared 2's body for burial.

They all bow their heads. The twins now slowly send 2 floating down the remnants of water in the drainpipe at the bottom of the fountain.

5 pulls out the piece of burlap from 2's back with his number on it. He hands it to 9.

9 looks at 5, 9, and the twins soberly.

They look at him. Slowly, they nod, as though accepting their mission.

1 sighs heavily. Suddenly he looks so very old, so very tired. He stares down at 2 floating away. Slowly, he nods as well.

CUT TO:

.....

**SEQ. 180 - Destroying the Factory**

SEQ. 180 - EXT. OIL FIELD BEHIND THE FACTORY - DAWN

A SHOT of the tallest smokestack. It belches smoke, darkening the dusk sky.

We pan down, and see SEEKER DRONES (that the newly vitalized Fabrication Machine has constructed) floating in the air around the factory, tirelessly looking for enemies. One of them floats near to camera and its searchlight fixes on something. We follow the light down.

The light reveals a PUMPING OIL DERRICK, also newly awakened. Its pump moves up and down in sinister rhythm.

The light moves away from the derrick. Camera stops following the light and keeps moving down, arriving at the ground where we now see, in the darkness--

THE RAGDOLLS. They huddle behind an oil pipe waiting for the Seeker Drone to pass. 1 is weak, but is supported by 5, who has been patching him, and is just finishing up, pulling the last thread out of the patch he's sewn onto 1. 1 is regaining his strength. The twins huddle behind 6.

9 looks out past the pumping derricks and sees AN ENTRANCE TO A COAL CHUTE.

9

All right. I'll go inside. You do as we planned.

(firmly)

EXACTLY as we planned.

The others nod. 9 turns to 5.

9 (cont'd)

Take charge.

1 scowls. 5 nods, proudly taking the responsibility.

9 darts purposefully towards the factory.

5 looks around keenly, looking up for seeker drones, then runs out from cover, over to a huge barrel that lies half buried in the scorched earth. A painting of the Dictator's symbol is stenciled on the side.

He taps on the front. It is FULL. He looks up in the air at the seeker drones. They haven't seen him.

He gestures to the others.

We see the barrel is on top of a small hill that leads down to coal car tracks. The tracks lead to the open mouth of a coal chute that feeds into the factory.

5 sees a bent spoon on the ground. He smiles, remembering 2 and his ingenuity, and picks it up. He hands it to 1.

With confidence now, he looks around. He sees a splintered pile of wood planks, the remains of a wooden derrick platform. He looks at the others and gestures to the wood.

CUT TO:

INT. FACTORY - SAME TIME

9 darts from hiding place to hiding place inside the darkened factory, moving towards the Fabrication Machine.

He spots the half-blinded Seamstress and watches in HORROR as he sees that the Seamstress is giving 8 up to the Fabrication Machine. 9 is too late to do anything to stop the Machine from sucking 8's soul.

There is a bright GREEN GLOW as 8's soul is sucked, and in the sudden illumination, 9 sees 7. She is sewn into the Seamstress--but is still alive!

ANGLE on 9 as he realizes she is still alive and he can still rescue her! From his hiding place he looks around for a way to rescue her. He inspects the machinery near him. He sees a LEVER and GEARS. He looks at his LIGHTSTAFF. He then spots a remnant of the FABRIC used to create the Winged Beast. We see he is formulating a plan. He darts his hand out to drag the fabric towards him.

ANGLE on the Fabrication Machine as it begins to power back up after taking 8's soul.

ANGLE on the Seamstress. She turns to get 7, and give her to the Fabrication Machine. We see the TERROR and DEFIANT FURY in 7's eyes, but she is immobilized and can do nothing.

Suddenly the Seamstress hears a SOUND. She whips around.

POV through the Seamstress's damaged eye: a MOVEMENT in the shadows.

The Seamstress, distracted from her morbid mission with 7, slithers towards the movement.

In the shadow we see a RAGDOLL with GLOWING EYES. 7 sees this and registers recognition, relief, and also TERROR at what will be 9's fate. But she is unable to move or speak and now, just as 9 could only watch 8's soul being sucked out, 7 can only helplessly watch as the Seamstress slithers closer and closer to its prey. We see the misery on 7's face.

The seamstress raises her needles and STRIKES the ragdoll, sewing wildly.

The ragdoll SWINGS OUT from a string attached to a lever. The lever now moves down (because of the weight of the ragdoll) and SWITCHES on machinery. Gears start to turn and we see the ragdoll is attached and begins to drag the trapped seamstress in, arms first.

The gears CRUNCH the ragdoll. 7 FLINCHES... but then her expression turns to amazement as she suddenly sees it is not a ragdoll at all but is 9'S LIGHT-STAFF DRESSED IN FABRIC. Instinctively, she looks up, a sudden hopeful look on her face... just as

9 SWINGS IN and lands on the SEAMSTRESS, tearing a hole in her back. He slides down the length of her body, FREEING 7.

7 and 9 fall to the ground as the gears now CRUSH THE SEAMSTRESS.

CUT TO:

EXT. FACTORY - SAME TIME

5, 1, 6, and the twins crouch behind the barrel. We see they have built two paths of wooden boards leading down to the entrance of the coal chute, have dug a trench under the barrel, and have placed a long bar of metal beneath the barrel.

5

(hoarse whisper)

PULL!

They all pull down with all their weight. The barrel lifts and teeters, then tips and RACES DOWN THE HILL. At the bottom, it launches off the boards, spinning into the air and landing on the rails to the coal chute with a sparking crash.

The ragdolls race down after it.

The barrel rolls and comes to a stop right at the mouth of the coal chute.

.....

**SEQ. 185 - Seeker Drone**

SEQ. 185 - EXT. THE FACTORY - CONTINUOUS

5, always looking around warily for the seeker drones, directs 1, 6, and the twins to conceal themselves behind the barrel. He anxiously stares down the tunnel.

5  
Where are they?

The twins' eyes flicker anxiously. 1 looks down the tunnel as well.

1  
It's been too long. We should take action.

5 hesitates.

1 (cont'd)  
Are you forgetting what he said?  
If he doesn't return--continue as planned.

5 hesitates. He peers down into the darkened tunnel.

1 (cont'd)  
EXACTLY as planned!

He grabs a sharp piece of metal and stabs the side of the barrel. He stuffs an old rag into the hole and grabs a match out of 5's quiver.

5  
(shouting)  
No--stop!

Immediately a beam of bright light focuses down on them. They look up and see one of the horrible SEEKER DRONES floating directly above them.

Its two slug-like eyes reel in recognition. The wail of an air raid siren pierces the still night.

1  
(to 5)  
Fool!

CUT TO:

INT. FACTORY - SAME TIME

9 and 7 sneak towards the coal chute escape. They hear the SIREN go off.

The siren alerts the FABRICATION MACHINE to their presence.

They turn and see the Fabrication Machine's arms bearing down on them [the Fabrication Machine is still clearly tethered to the factory]. Scores of small Spider Beasts emerge from the shadows towards them.

7 and 9 race desperately towards the coal chute escape with the Spider Beasts crawling and spinning after them.

CUT TO:

EXT. FACTORY - SAME TIME

5 instinctively fires his grappling hook at the Drone. 5, 6, and the twins try to drag the Drone down.

1 brandishes the match. We suddenly hear the sound of the SPIDERS. 1 looks down the tunnel.

1  
(fiercely)  
More creatures! We have to ACT!  
NOW!

1 strikes the match on the side of the oil barrel and is about to light the rag. 5 grabs his arm.

5  
No! Not yet--

They tussle over the lighted match when suddenly--

9'S VOICE  
What did I tell you? Light it!  
Now!

7 and 9 run towards them. The eyes of the spiders can be seen right behind them. 1 looks at the burning match in his hands, thinking about what he almost did...

5  
(confident)  
Now!

1 sets the rag on fire. The ragdolls jump behind the barrel and PUSH it into the tunnel. 7 and 9 just make it, leaping out of the tunnel as the flaming barrel HURTLES down the tunnel--DRAGGING the SEEKER DRONE with it--crunching over the unseen Beasts--and landing in the factory and --

BLAM!!!!

THE FACTORY EXPLODES.

The dolls run from the blast. 9 and 7 look on in triumph.

.....

**SEQ. 190 - The Dolls Celebrate**

SEQ. 190 - EXT. WASTELAND/A RUTTED FIELD - CONTINUOUS

The ragdolls walk up to the hill away from the explosions. 6, and the twins pick up old debris along the way and study it.

The group turns and watches the factory as it burns to the ground.

311

5

311

(to 9)  
It's done.

1

The past is dead.

7 turns to 9, her face full of gratitude.

7

And some of us very much alive.

9 warmly clasps her arm. She pats his hand. They look with great affection and appreciation at each other.

The twins chatter: they've found an old Victrola lying in the debris, with an old warped record still on it. They climb onto the record, tripping the needle arm onto the disc, and begin walking on the record.

A scratchy old melody comes from the large Victrola amplifying horn. 7 smiles at the sound of the music. She leaps on the record, joining them. As they walk faster, the music speeds up.

1 comes up behind them. He looks deep in thought. He catches his hat as it begins to slip off his head.

1 goes to sit down and rest, sitting on a brick. 5 heads over towards the others. But 9, seeing 1's contemplative mood, stops next to 1. 1 looks up at him.

1  
(regretfully)  
I've been a bitter old pill,  
haven't I?

9 looks at 1, not sure how to respond. 1 now also sees 2's old staff that 9 is still holding onto.

He looks over at 9.

1 (cont'd)  
I lost sight... of many things.

He looks at 9 as though to beg his forgiveness. 9 sits down next to him.

9  
We've both made mistakes.

He looks over at the smoldering remains of the factory.

9 (cont'd)  
What's past is past.

They look at each other for a beat, then look over to the others, relaxing together on the Victrola.

9 holds out his hand to 1. 1 gives 9 his hand and 9 helps him up. As 1 stands, his heavy headpiece falls off and shatters.

9 looks in horror. But 1 just looks at it, shrugging and slightly smiling.

1  
It was always so heavy.

1 smiles.

He now runs his hand over his head, which we now see has a funny looking pony-tail like protuberance. 9 hesitates, then can't help CHUCKLING. 1 sees him, then starts to LAUGH as well.

9 and 1 go over together to the Victrola. 7 notices as 9 helps 1 climb up on the Victrola and starts to celebrate.

9 joins 7 near the needle and 6 sits on the crank as it spins around. Everyone is enjoying the music.



5 discovers a trove of records (enormous in scale compared to the little ragdoll). He curiously begins to go through them.

He picks one out.

But it rolls away from him. It rolls towards the hill and then down the hill. 5 runs after it.

Behind him, unseen by anyone, the talisman crackles and glows slightly.

6 notices.

6  
No... it .... it... it...

9 sees 6's beginning panic and whirls to see --

.....

**SEQ. 200 - The Fabrication Machine Breaks Free**

SEQ. 200 - EXT. WASTELAND/A RUTTED FIELD - CONTINUOUS

5 running down the hillside. And suddenly--

--the enormous Fabrication Machine, RISES UP, free of the factory, TOWERING over him like a giant monster.

THE TALISMAN is GLOWING ferociously in the Machine's front.

9  
NO!

He tries to run towards 5. 5 SHRIEKS, running back towards the others.

5  
Run! Run!

The other ragdolls whirl and stare, frozen, at the hideous apparition...

They leap off the spinning Victrola, hitting the needle and the music SCRATCHES TO A HALT.

Before anyone can get to him, 5 is SNATCHED by the TOWERING MACHINE.

9  
No!

9 tries to run towards the Machine. 1 pulls him away frantically, fiercely forcing 9 to allow himself to be saved.

1  
(to 9)  
There's nothing you can do!

5 faces the Machine as the green of the TALISMAN shoots out at him, sucking his soul into its portal. The Machine's eye turns green showing it has absorbed the soul, then back to glowing red.

333 9 333  
No! No!

The Machine again SHAKES and then seems momentarily paralyzed as it ingests the soul, giving the ragdolls a moment to flee, scrambling, desperately trying to get up the hill and escape. 1 looks over to the bridge. His general's instincts kick back in.

1  
Follow me!

The Fabrication Machine powers back up and lumbers after them. The dolls head over to the bridge.

.....  
**SEQ. 201 - The Bridge**

SEQ. 201 - EXT. BRIDGE - CONTINUOUS

335 9 335  
Go! Get across!

9 sends 1 and the twins across the bridge. He turns to 7 but they don't need to speak--they both understand the plan. They linger behind, luring the Machine.

1 tries to drag 6 across the bridge. 6 resists:

337 6 337  
No! No! No!

The twins chatter. 6 is moving slower than the others. 1 grabs his arm and pulls him off the bridge.

338 1 338  
Come on, we can't stay here!

6

(protesting incoherently to

1)

339 No... they mustn't... they  
can't.... no...

339

The Fabrication Machine lumbers up the hill. 9 and 7 clamber onto the bridge... get out to the center and stop. They wave their hands and weapons trying to get the Machine to come to the bridge.

The Machine CRASHES onto the bridge. It lumbers ferociously after 9 and 7.

9 and 7 struggle to get to the end of the bridge.

The Machine is closing in on them... they frantically struggle across, the Machine gets closer... closer...and

...suddenly the floorboards GIVE WAY under the Machine's enormous weight.

The Machine scrambles and claws at the splintering boards but falls through.

It hangs on with two of its mechanical legs, one on each side in the broken bridge. Inexorably, it begins working its way back up...

7 and 9 start sliding down the bridge as the Beast's weight is making the bridge fall.

ALT:

339

9

339

(efforts prying off the  
Fabrication Machine)

Pry it loose!

They continue prying, hammering, pounding at the Machine's legs with the steel scraps.

6, 1, and the twins watch with horror.

7 and 9 have almost managed to pry the Machine loose, and are about to send it plummeting to its destruction.

6 breaks free from 1's hold. 1 grasps after him, trying to stop him. 1 only grabs onto 6's key. 6 runs out onto the bridge.

342.1

6

342.1

No, no, you must not destroy it!

He points to the Talisman on the machine.

6 (cont'd)  
We need it... they are inside...

343

7

343

Go! Get away!

9 looks in puzzlement at the Talisman. There's an astonished, questioning look on his face.

7 (cont'd)  
(screaming at 9, re 6)  
He has to go --

She grabs 6 and pushes him to the side.

6  
You must go back... to the First  
Room...

9 looks at 6, trying to understand him. The Machine twists and turns.

Behind him, the Machine begins to regain its footing.

6 (cont'd)  
He is there... He will show you...

6 suddenly gets a look of doomed horror on his face.

6 (cont'd)  
Come for us...  
(his last words, urgent)  
The source...

--and one of the Fabrication Machine's robotic arms grabs 6.

346

9

346

No!

9 goes for 6 but can't get to him.

The bridge starts to give way 9 and 7 run to the other side. 9's light staff slides and falls down into the dark crevice.

The Fabrication Machine is now hanging off of one side of the bridge, still holding on to 6.

9 and 7 flee wildly across the disintegrating bridge. They make it across to the other ragdolls at the other end of the bridge, just in time.

The Fabrication Machine tries to back up on the bridge but ends up getting caught in the beams, which form a cage around him. The other ragdolls yell to 6 from the other side of the bridge.

The Fabrication Machine brings 6 up to its eye.

.....

**SEQ. 202 - Disagreement**

SEQ. 202 - EXT. BRIDGE - CONTINUOUS

9 watches in horror as the Machine sucks 6's soul. As before, the Machine SHAKES and then seems momentarily paralyzed as it ingests the soul. It then re-animates.

1 strides over to 9.

1  
We must destroy it.

9 stares at him. We can see a sudden new thought is forming on his face.

9  
We can't.

1 looks at the Machine.

1  
Anything can be overcome. One just needs the right weapon.

9  
No. We can't destroy it.  
(to 7)  
You heard him: "Come for us."  
They're still inside--

7  
9, they're gone.

9  
No. I don't think so. We can get them back. I just have to figure this out.  
(trying to parse 6's words)  
"The first room...."

7 tries to persuade 9.

7  
We need to get a weapon. Quickly.

9  
(trying to parse 6's  
words, completely focused  
in thought)  
"The source... he will show you..."

The machine screams, starting to break free.

1 turns, abruptly, making a decision.

1  
This raving will get us nowhere.  
I'm going to find a real weapon.

1 turns and stalks off. The twins hesitate, uncertainly.

7 goes over to 9 and implores him.

7  
Please. Leave it. Come with us.

9, determined, certain of his path, shakes his head gently.

9  
No. I can't.

7 looks sad, but she feels she has no choice. She ushers the twins away and they follow 1. The twins are carrying 6's key.

9 (cont'd)  
(muttering)  
The source... the First Room...

Suddenly he looks up. He gets it!

9 (cont'd)  
The First Room!

SMASH CUT TO:

.....

**SEQ. 210 - Return to the Workshop**

SEQ. 210 - INT. ATTIC WORKSHOP - DAY

CLOSE ON THE SHUTTER banging in the Attic Workshop.

9 is staring at it, then looks around the Workshop.

He sees the Scientist on the floor. He recognizes him.

He looks up and climbs up onto the table.

He sees the machine that he fell out of. He sees diagrams.

He sees a journal, with drawings and thoughts. The drawings include: the original machine... the talisman... sketches of the dolls... the diagram that we saw in the Library manuscript...

He looks further and sees a strip of film. Curiously, he picks it up, and now sees it's feeding into a rickety old movie projector which now TURNS ON and we see --

THE DOCUMENTARY FOOTAGE that we saw being made in the TITLE SEQUENCE [It can be the exact same footage, or can be slightly altered if necessary for our uses here; if we still want to hear the radio it should be mixed in very low, so we are aware of it but it doesn't interfere with the scientist's dialogue. This is constructed so the scientist can be in V.O. only until the end, but if possible we can also see the back of the scientist in the first few pieces of footage].

We HEAR the scientist's voice and we realize the Scientist WAS ADDRESSING THE DOLLS.

We see first, THE FOOTAGE OF THE SCIENTIST MAKING 1 and hear the scientist:

SCIENTIST'S VOICE

(muttering)

It had such promise... my first creation...

We see, on the table, a drawing of the original machine, as the Scientist assembles the raw materials of 1. Sounds of WAR in the b.g.

SCIENTIST'S VOICE (cont'd)

(broken-hearted)

...but it was taken... and bent to such evil...

We see him making 1.

SCIENTIST'S VOICE (cont'd)  
 ...so little hope remains... that  
 is why I create you...

The footage crackles out, then RESUMES.

Now we see the FOOTAGE OF THE SCIENTIST MAKING 5.

SCIENTIST'S VOICE (cont'd)  
 (much more weakly)  
 I am unable to reverse the transfer  
 process... my life force diminishes  
 with each one of you... it is all  
 right... you will thrive...

Tenderly, he puts 5 together.

The footage crackles out, then RESUMES.

Now we see the footage OF THE SCIENTIST MAKING 9... with  
 louder, more explosive sounds of WAR in the b.g:

SCIENTIST'S VOICE (cont'd)  
 ...so little hope remains... that  
 is why I create you...

In the footage we now see him putting 9 into the strange  
 machine, putting the finishing touches on 9... brushing his  
 hand across the little box...

WE PULL OUT of the footage to see 9, looking in astonishment  
 at the flickering footage.

9 looks over at the little box in the scientist's hand in the  
 footage, and suddenly

FLASH

9 goes into a startling FLASHBACK:

HIS POV as he is suspended in the strange machine... he sees  
 the scientist, clutching the little box, from the front as  
 the scientist approaches him, a look of endless love on his  
 weakened, haggard face.

SCIENTIST  
 (tenderly, to 9 directly)  
 ... it's up to you now...  
 (with his last breath of  
 energy)  
 ...you...you are all the pieces of  
 my soul...



The scientist puts the strange face mask on and 9's POV is suffused with a GREEN GLOW. The talisman clicks shut, the soul transfer completed. We hear the scientist fall to the ground, his soul depleted.

BACK TO PRESENT TIME:

9 comes out of his vision. He looks over the side of the table at the dead scientist.

9 walks to the scientist and stares at the dead man.

9  
 (finally realizing it;  
 gently)  
 You. You're the source...

He reaches out to the skeletal hand clutching the box, then simply touches the Scientist's hand, tenderly. He looks up, a new, resolute look in his eyes.

CUT TO:

.....

**SEQ. 220 - Reunion**

SEQ. 220 - EXT. THE WASTELAND - NIGHT

9 runs through the Wasteland looking for the others.

CUT TO:

EXT. THE WASTELAND - NIGHT

9 sees the others through barbed wire. They're carrying a large missile towards an old cannon. 9 ducks under and hurries towards them.

9  
 He--he's the source.

They stare at him, uncomprehendingly.

9 (cont'd)  
 The Scientist! The one who made  
 the machine. He gave us life too.

They stare at him.

7

How?

9 pauses at the enormity of it. Finally:

9

He... he used his own soul.

7 and the twins look at him in awe and surprise. 1 seems strangely unmoved.

9 (cont'd)

That's why the machine is hunting us. It was warped, reprogrammed to hunt humanity. It, and the machines it made, killed everything. Except us.

They stare at him.

9 (cont'd)

We're all that remains.

Suddenly the ground starts to shake. We hear the machine approaching. 1, 7, and the twins run to the missile.

9 (cont'd)

No! Don't destroy it!

7

What? It's hunting us! It'll never stop! You said it yourself!

9

No. First we have to get them back.

7

It's impossible!

She continues loading the missile with 1.

9

It isn't. I have an idea.

1

Enough of your ideas! We need to load the weapon!

.....

**SEQ. 222 - The machine attacks**

SEQ. 222 - EXT. THE WASTELAND - CONTINUOUS

The Fabrication Machine appears from BEHIND THE CANNON. The ragdolls are CAUGHT OFF GUARD and scramble to get away just as its claw SMASHES down, DEMOLISHING THE CANNON.

The dolls fly back from the blast. 9 is the only one standing. 9 deliberately walks towards the Machine. 7 rushes over, trying to pull him away.

7

(trying to get back up)  
Stop! You're a fool!

The Machine swipes at 9 with its claw. 7 tries to stop it from getting 9. The Machine sends her flying. She lands badly and can't get up immediately. The Machine regroups, then begins to re-approach 9. 9 stays put.

9

(insistently)  
It powers down right after it takes  
a soul! Just for a few seconds.

The twins chatter frantically. 7 struggles to get up.

7

No it doesn't!

9

Yes, it does. You'll see. I'll  
let it take my soul. Then  
after.... take the device.

He points to the talisman on the machine. He stands as the Machine approaches.

7

But what if you're wrong?  
(begging him)  
Don't do this--

9

I must.

The Machine raises its claw to grab 9 when suddenly 9 is KNOCKED ASIDE and --

1 TAKES HIS PLACE.

9 (cont'd)

No! What are you doing? Stop!

He tussles with 1 but 1 pushes him aside with surprising strength.

1

(to 9)

They left us nothing. Nothing. What right did they have to burden us? Why did we have to right their wrongs? So I refused. I refused our path. But now... I see... we cannot refuse it. We are all that's left. We must complete our journey.

The Machine raises its claw again and grabs 1.

1 looks over to 9.

1 (cont'd)

Sometimes one must be sacrificed for the good of many.

With a horrible green glow the machine TAKES HIS SOUL. The twins look away, distressed.

7

(to 9)

Go! Get away! Hurry!

9

No--no--

But the machine RISES UP TERRIFYINGLY. It looks for a moment as though 9 was wrong and they're all going to be killed. They all cringe with horror.

But then, as 9 had remembered, the Machine powers down to "digest" 1's soul.

9 darts in and GRABS the TALISMAN.

The machine, with a terrible shrieking sound, falters, then crumples, dead. Sparks and smoke spew from it. Oil bubbles down its sides. It is lifeless--just a pile of jumbled machinery.

7 and the twins approach and all of them look down at the Talisman in 9's hands and we:

DISSOLVE TO:

.....

**SEQ. 240 - Souls Released, Life Renewed**

SEQ. 240 - EXT. RUINED CITY, JUST OUTSIDE OF THE SCIENTIST'S HOUSE - NIGHT

Smoke rises from the center of a funeral pyre the dolls have made.

It is a circular pyre, with spokes reaching out from the center.

At the end of each spoke is the burlap skin of one of the fallen ragdolls, with its number stretched across a pole.

In the center, a small FIRE flickers.

9 stands in front of the last pole, holding 5's skin in his hands. He looks down at it in his hands and sadly places it upon the pole, looking up towards it.

The twins come in with artifacts from the Scientist's studio. The journal. The tiny box. They put them down to the side.

9 and 7 take the Talisman and place it IN THE CENTER, in front of the fire.

The Talisman pulsates, vibrates, and shakes, and, finally BURSTS. A huge GREEN GLOW reaches up to the sky and the ragdolls' souls emerge.

8 emerges and walks to his number. He nods to 9, 7, and the twins. They nod back, acknowledging the fierce warrior.

2 comes out with 5 close behind. 5 places an arm around 2.

6 emerges from the Talisman energy. He sees his key and caresses it.

1 emerges and comes over to stand next to 9. He nods, acknowledging that 9 has finally completed the mission. He looks up to the sky. The others follow his gaze.

Together, spirits and living, they all watch together, and watch as the beam shoots up to the sky. We see THE SKY CHANGING, HEALING, RENEWING ITSELF.

A healing rain begins to fall.

The souls of the slain ragdolls now rise and dissipate into the healing energy.

9 and 7 watch. 7 puts her arm around 9.

The twins chatter: they've taken 6's key and tried it in the little box's keyhole. It opens the box. 7 and 9 go over as the box is opened:

It is a music box.

As they see themselves reflected in it, they see the word "HOPE."

Camera pulls back slowly... revealing a tiny tendril of green grass growing.

FADE OUT.

THE END