

INTO THE WOODS

Screenplay by

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Music and Lyrics by

Stephen Sondheim

Based on the musical by

Stephen Sondheim and James Lapine

**MUSICAL NUMBERS**

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<b>Finale/Children Will Listen</b> (page 108).....	Baker, Wife, Witch, ALL

FADE UP

Grey clouds of an early morning sky.

BAKER (V.O.)  
Once upon a time, in a far off  
kingdom, there lay a small village at  
the edge of the woods...

Suddenly, the WELL-WORN BOOT of Cinderella steps into the frame and lands on what we thought was the sky, but in fact is simply its reflection in a puddle of water. A strong CHORD accents the splash and we begin a musical vamp.

EXT. CINDERELLA'S HOUSE - DAYBREAK

CLOSE-UP on CINDERELLA'S dirty hand as it reaches down to gather kindling.

CINDERELLA (O.S.)  
I WISH...

BAKER (V.O.)  
And in this village...

CLOSE-UP on a bead of sweat as it trickles from her brow, the same hand entering the frame to wipe it.

CINDERELLA (O.S.)  
MORE THAN ANYTHING...

BAKER (V.O.)  
... lived a young maiden...

ANGLE on CINDERELLA

A pretty (and filthy) young woman, who finishes mopping her brow and trudges towards the back of a large house, the kindling under her arm.

CINDERELLA  
MORE THAN LIFE...  
MORE THAN JEWELS...

EXT. JACK'S FARMHOUSE - DAY

CLOSE-UP on JACK'S calloused hands as he pulls on a rope.

BAKER (V.O.)  
... a care-free young lad...

ANGLE ON JACK

A spaced-out twelve year-old who is trying to pull his bony cow MILKY-WHITE towards his dilapidated cottage.

JACK  
I WISH...  
MORE THAN LIFE...

INT. BAKER'S COTTAGE - DAY

CLOSE-UP on a ball of dough. The BAKER'S thick hand pounds it.

BAKER (V.O.)  
... and a childless baker...

ANGLE ON THE BAKER AND HIS WIFE

Hard-working and honest, he is kneading the dough which she then takes and puts in the oven.

BAKER/BAKER'S WIFE  
I WISH...

BAKER (V.O.)  
... with his Wife-- "

BAKER  
MORE THAN ANYTHING...

WIFE  
MORE THAN THE MOON...

BAKER/BAKER'S WIFE  
I WISH...

INT. CINDERELLA'S HOUSE - KITCHEN - DAY

CINDERELLA scrubs a huge pot.

CINDERELLA  
THE KING IS GIVING A FESTIVAL.

INT. BAKER'S COTTAGE - DAY

The WIFE rolls the dough as the BAKER stokes the hot oven.

BAKER/WIFE  
MORE THAN LIFE...

INT. JACK'S FARMHOUSE - DAY

Inside the tiny cottage, the COW stands bewildered as JACK tries to milk her without success.

JACK  
(to Milky-White)  
I WISH...

INT. CINDERELLA'S HOUSE - KITCHEN - DAY

CINDERELLA  
I WISH TO GO TO THE FESTIVAL--

INT. BAKER'S COTTAGE - DAY

BAKER/WIFE  
MORE THAN RICHES...

INT. CINDERELLA'S HOUSE - KITCHEN - DAY

CINDERELLA  
-- AND THE BALL...

INT. JACK'S FARMHOUSE - DAY

JACK  
I WISH MY COW WOULD GIVE US SOME MILK.

INT. BAKER'S COTTAGE - DAY

The WIFE lifts a heavy sack of flour.

WIFE/CINDERELLA  
MORE THAN ANYTHING...

The BAKER takes bread from the oven.

BAKER  
I WISH WE HAD A CHILD.

INT. JACK'S FARMHOUSE - DAY

Now leaning his shoulder against the cow for more leverage as he squeezes her udders.

JACK  
PLEASE, PAL.

INT. BAKER'S COTTAGE - DAY

WIFE  
I WANT A CHILD.

INT. JACK'S FARMHOUSE - DAY

JACK  
(frustrated)  
SQUEEZE, PAL...

INT. CINDERELLA'S HOUSE/JACK'S HOUSE/BAKER'S COTTAGE - DAY

She is now scrubbing the floor in front of a large fireplace.

CINDERELLA  
I WISH TO GO TO THE FESTIVAL.

JACK  
I WISH YOU'D GIVE US SOME  
MILK/ OR EVEN CHEESE...

BAKER/WIFE  
I WISH WE MIGHT HAVE A CHILD.

ALL  
I WISH...

CINDERELLA'S STEPMOTHER moves towards her threateningly.

INT. CINDERELLA'S HOUSE - KITCHEN - DAY

CINDERELLA'S STEPMOTHER dressed in a robe, her blonde hair rolled in rags, carries herself with an air of disgust; like a medieval Orange County housewife.

STEPMOTHER  
YOU WISH TO GO TO THE FESTIVAL?

BAKER (V.O.)  
The poor girl's parents had died--

Her two daughters, also blonde, FLORINDA and LUCINDA, appear on the stairwell. They're junior versions of Mom.

STEPMOTHER  
YOU, CINDERELLA, THE FESTIVAL?/ YOU  
WISH TO GO TO THE FESTIVAL?

FLORINDA and LUCINDA move to join their MOTHER.

<p>FLORINDA (overlapping) WHAT, YOU, CINDERELLA? THE FESTIVAL? THE FESTIVAL?</p>	<p>LUCINDA WHAT, YOU WISH TO GO TO THE FESTIVAL?</p>
--	--

STEPMOTHER/STEPSISTERS  
THE FESTIVAL?!/ THE KING'S FESTIVAL!??

BAKER (V.O.)  
And now she lived with her  
stepmother...

STEPMOTHER  
THE FESTIVAL?!!!

BAKER (V.O.)  
...who had two daughters of her own.

CINDERELLA rises and shyly retreats, but the STEPSISTERS sweep around her menacingly.

FLORINDA  
(grabbing her hand)  
LOOK AT YOUR NAILS!

LUCINDA  
(pulling on her)  
LOOK AT YOUR DRESS!

STEPMOTHER  
PEOPLE WOULD LAUGH AT YOU!

CINDERELLA  
NEVERTHELESS--

STEPMOTHER/STEPSISTERS/CINDERELLA  
SHE/YOU/I STILL WANT(S)/ WISH TO GO  
THE FESTIVAL--/ AND DANCE BEFORE THE  
PRINCE?!

They roar in derision.

BAKER (V.O.)  
All three were beautiful of face, but  
vile and black of heart.

EXT. JACK'S FARMHOUSE - DAY

JACK'S MOTHER, bedraggled, takes in the laundry.

BAKER (V.O.)  
The young lad had no father, and his  
mother--

JACK'S MOTHER  
I WISH...

BAKER (V.O.)  
Well, she was at her wit's end--

JACK'S MOTHER  
I WISH MY SON WERE NOT A FOOL./ I WISH  
MY HOUSE WAS NOT A MESS./ I WISH THE  
COW WAS FULL OF MILK./ I WISH THE  
WALLS WERE FULL OF GOLD--/ I WISH A  
LOT OF THINGS.

INT. JACK'S FARMHOUSE - DAY - CONTINUOUS

JACK'S MOTHER enters the house and stops dead in her tracks  
when she sees the cow.

JACK'S MOTHER  
What in heaven's name are you doing  
with the cow inside the house?

JACK  
I thought if he was nice and warm he  
might produce some milk.

JACK'S MOTHER  
It's a she! How many times must I tell  
you? Only shes can give milk!

INT. BAKER'S COTTAGE - DAY

The BAKER and his WIFE are scurrying about the kitchen.

BAKER (V.O.)  
And then there was a hungry little  
girl who always wore a red cape...

The BAKER turns to see a small hand rise up and snatch one of  
the BUNS off the counter.

BAKER

Hey!

The BAKER swiftly comes around the counter where a small, plump young girl in a red cape, LITTLE RED RIDING HOOD studies the goodies.

LRRH

I WISH./ IT'S NOT FOR ME,/ IT'S FOR MY  
GRANNY IN THE WOODS./ A LOAF OF BREAD,  
PLEASE,/ TO BRING MY POOR OLD HUNGRY/  
GRANNY IN THE WOODS.../ JUST A LOAF OF  
BREAD, PLEASE.

INT. CINDERELLA'S HOUSE - KITCHEN - DAY

The STEPSISTERS are still laughing at CINDERELLA. The STEPMOTHER looks around the room and sees a large bowl of lentils. She walks over, picks it up and violently flings the bowl towards CINDERELLA strewing the beans across the room and into the fireplace.

STEMMOTHER

(cheery)

Cinderella, if you can pick up these lentils, and finish your chores in time, then you may go to the ball with us.

(to her DAUGHTERS)

Come along, ladies...

STEMSISTERS

Yes, Mother.

They sweep out of the room giggling.

BACK ON CINDERELLA. She stands forlornly, studying the mess that awaits her. She closes her eyes and begins to gently sway as if going into a trance.

CINDERELLA

COME LITTLE BIRDS,/ DOWN FROM THE  
EAVES/ AND THE LEAVES,/ OVER FIELDS,/  
OUT OF CASTLES AND PONDS.../ AHHHHH...

INT. JACK'S FARMHOUSE - DAY

JACK is trying to milk the COW as his MOTHER looks on dubiously.

JACK

NO, SQUEEZE, PAL ...

JACK'S MOTHER hears the loud squalling of birds and runs to the window, sticking her head out.

JACK'S MOTHER'S POV

Birds flying *en masse* over their house.



EXT. CINDERELLA'S HOUSE - DAY

We see the BIRDS swarming and flying down the chimney.

INT. CINDERELLA'S HOUSE - KITCHEN - DAY

CINDERELLA opens her eyes to greet the birds that now surround her.

CINDERELLA  
 QUICK, LITTLE BIRDS,/ FLICK THROUGH  
 THE ASHES./ PICK AND PECK, BUT  
 SWIFTLY,/ SIFT THROUGH THE ASHES./  
 INTO THE POT...

The BIRDS spread out and begin their task.

EXT. JACK'S FARMHOUSE - DAY

JACK sits atop MILKY-WHITE as if she were a horse, his arm WHIRLING as he releases a sling and sends a STONE hurtling towards a TIN CUP on top of the door frame. There is a loud "CLANG".

JACK  
 Bullseye!

JACK'S MOTHER was just exiting the house. The CUP falls down, narrowly missing her.

JACK'S MOTHER  
 What are you doing? Stop your  
 pretending!

She grabs JACK'S sling and pulls him away from the COW.

JACK'S MOTHER (CONT'D)  
 Now listen to me well, son.  
 Milky-White must be taken to market.

JACK  
 Mother, no-- he's the best cow in the  
 world--

JACK'S MOTHER  
 Was. She's been dry for weeks. We've  
 no food or money and no choice but to  
 sell her.

JACK  
 But Milky-White is my best friend!

JACK'S MOTHER  
 Look at her!  
 THERE ARE BUGS ON HER DUGS./ THERE ARE  
 FLIES IN HER EYES./ THERE'S A LUMP ON  
 HER RUMP/ BIG ENOUGH TO BE A HUMP!

JACK  
 But--

JACK'S MOTHER  
 WE'VE NO TIME TO SIT AND DITHER/ WHILE  
 HER WITHERS WITHER WITH HER--/ AND NO  
 ONE KEEPS A COW FOR A FRIEND!  
 Sometimes I wonder what's in that head  
 of yours.

INT. BAKER'S COTTAGE - DAY

LRRH gives the BAKER a coin as his WIFE looks on adoringly.  
 She loves having the little girl here. The Baker, not so  
 much.

LRRH  
 INTO THE WOODS, IT'S TIME TO GO,/ I  
 HATE TO LEAVE, I HAVE TO, THOUGH./  
 INTO THE WOODS-- IT'S TIME, AND SO/ I  
 MUST BEGIN MY JOURNEY.  
 INTO THE WOODS AND THROUGH THE TREES/  
 TO WHERE I AM EXPECTED, MA'AM,/ INTO  
 THE WOODS TO GRANDMOTHER'S HOUSE...

She shoves the entire bun into her mouth.

LRRH (CONT'D)  
 (with her mouth full)  
 INTO THE WOODS TO GRANDMOTHER'S  
 HOUSE...

WIFE  
 You're certain of your way?

As LRRH sings, she begins to help herself to all the buns she  
 can lay her hands on.

LRRH  
 THE WAY IS CLEAR,/ THE LIGHT IS GOOD,/ /  
 I HAVE NO FEAR,/ NOR NO ONE SHOULD./ /  
 THE WOODS ARE JUST TREES,/ THE TREES  
 ARE JUST WOOD./ /  
 (to the Wife)  
 I SORT OF HATE TO ASK IT,/ BUT DO YOU  
 HAVE A BASKET?

The WIFE reaches for a basket, while the BAKER tries to wrest  
 away a bun or two from the girl.

BAKER  
 I don't suppose you're planning on  
 buying any of these?

The WIFE gives the BAKER a look, then hands LRRH a basket.

WIFE  
 Now, don't stray and be late!

BAKER  
 And you might save some of those  
 sweets for Granny.

EXT. THE VILLAGE - DAY - MOMENTS LATER

The BAKER, and his WIFE are in front of their shop, watching as LRRH skips down the lane.

LRRH  
(to herself)  
INTO THE WOODS AND DOWN THE DELL,/ THE  
PATH IS STRAIGHT, I KNOW IT WELL./  
INTO THE WOODS, AND WHO CAN TELL/  
WHAT'S WAITING ON THE JOURNEY?/ INTO  
THE WOODS TO BRING SOME BREAD/ TO  
GRANNY WHO IS SICK IN BED./ NEVER CAN  
TELL WHAT LIES AHEAD,/ FOR ALL THAT I  
KNOW, SHE'S ALREADY DEAD.

Her path takes her through an ancient GRAVEYARD and on towards the forest's edge.

LRRH (CONT'D)  
BUT INTO THE WOODS,/ INTO THE WOODS,/ INTO THE WOODS/  
TO GRANDMOTHER'S HOUSE/ AND HOME BEFORE DARK!

INT. CINDERELLA'S HOUSE - KITCHEN - DAY

The BIRDS are dropping the last of the lentils into the pot.

LUCINDA (O.S.)  
Cinderella!

FLORINDA (O.S.)  
Get up here!

CINDERELLA  
FLY BIRDS,/ BACK TO THE SKY,/

The BIRDS begin to make their way out through the fireplace and windows as CINDERELLA sings her incantation.

LUCINDA (O.S.)  
We are waiting!

CINDERELLA  
BACK TO THE EAVES/ AND THE LEAVES/ AND  
THE FIELDS/ AND THE--

INT. CINDERELLA'S HOUSE - DRESSING ROOM - DAY

A room of mirrors. LUCINDA and FLORINDA, dressed in their ball gowns, study themselves side by side, reflected over and over. CINDERELLA enters through a mirrored door, breaking the image.

FLORINDA  
HURRY UP AND DO MY HAIR, CINDERELLA!

FLORINDA pulls at one of LUCINDA'S bows.

FLORINDA (CONT'D)  
ARE YOU REALLY WEARING THAT?

LUCINDA grabs CINDERELLA.

LUCINDA  
 (pointing to her  
 sleeve)  
 HERE, I FOUND A LITTLE TEAR,  
 CINDERELLA!

LUCINDA eyes FLORINDA'S hair.

LUCINDA (CONT'D)  
 CAN'T YOU HIDE IT WITH A HAT?

CINDERELLA grabs a stool and brings it next to FLORINDA.

CINDERELLA  
 YOU LOOK BEAUTIFUL.

She stands on the stool and begins fixing FLORINDA'S hair.

FLORINDA  
 I know.

LUCINDA  
 She means me.

FLORINDA  
 No, she didn't!

The two STEPSISTERS bicker as CINDERELLA brushes and twists their hair into tight curls:

CINDERELLA (V.O.)  
 (internal)  
 MOTHER SAID BE GOOD,/ FATHER SAID BE  
 NICE,/ THAT WAS ALWAYS THEIR ADVICE./  
 SO BE NICE, CINDERELLA,/ GOOD,  
 CINDERELLA,/ NICE GOOD GOOD NICE--

FLORINDA  
 Tighter!

CINDERELLA obliges and becomes more aggressive with the hair styling, her emotions building as she thinks to herself:

CINDERELLA (V.O.)  
 WHAT'S THE GOOD OF BEING GOOD/ IF  
 EVERYONE IS BLIND/ ALWAYS LEAVING YOU  
 BEHIND?/ NEVER MIND, CINDERELLA,/ KIND  
 CINDERELLA--/ NICE GOOD NICE KIND GOOD  
 NICE--

FLORINDA screams, bringing CINDERELLA back to reality.

FLORINDA  
 Ow! Not that tight! Clod!

She reels around and smacks CINDERELLA who stands stunned.  
 The STEPSISTERS giggle and snort.

INT. BAKER'S COTTAGE - DAY - LATER

The BAKER and his WIFE are cleaning up after their day's work. There is an unexpected knock at the door. They stare at one another momentarily.

BAKER  
Who might that be?

WIFE  
(calling out)  
We've sold our last loaf of bread!

The BAKER opens the window a crack to see who is at the door.

BAKER  
(alarmed)  
It's the Witch from next door!

The DOOR pops off its frame and goes flying across the room in a giant puff of smoke. The BAKER and his WIFE scream and cower in a corner.

As the fog clears, we see the WITCH for the first time and she's not a pretty sight. MICE and other vermin drop from beneath her cape and scatter through the cottage.

WIFE  
We have no bread.

WITCH  
I don't want your bread.

BAKER  
Then what is it you wish?

WITCH  
It's not what I wish. It's what you wish.

She moves towards the WIFE as the BAKER tries unsuccessfully to protect her. She points her gross finger towards her belly.

WITCH (CONT'D)  
Nothing cooking in that belly now, is there? And there will never be...

She looks away.

WITCH (CONT'D)  
Unless you do exactly as I say. In three days' time, a Blue Moon will appear. Only then can the curse be undone.

WIFE  
What curse?

WITCH  
The one I placed on this house!

BAKER  
What are you talking about?

WITCH  
In the past, when you were no more than a babe, your father brought his young wife and you to this cottage. They were a lovely couple. But not lovely neighbors. You see, your mother was with child and she developed an unusual appetite. She admired my beautiful garden and she told your father that what she wanted, more than anything in the world was--

GREENS, GREENS, AND NOTHING BUT GREENS:/ PARSLEY, PEPPERS, CABBAGES AND CELERY./ ASPARAGUS AND WATERCRESS AND/ FIDDLEFERNS AND LETTUCE--!/ HE SAID, "ALL RIGHT,"/ BUT IT WASN'T, QUITE,/ 'CAUSE I CAUGHT HIM/ IN THE AUTUMN/ IN MY GARDEN ONE NIGHT!

EXT. WITCH'S GARDEN - NIGHT - FLASHBACK

WITCH'S POV

In the moonlight, we see the BAKER'S FATHER, wearing a hunting jacket, scale over the WITCH'S wall and into her garden. From behind a wooden trellis, she WATCHES him as he gathers her greens:

WITCH (V.O.)  
HE WAS ROBBING ME,/ RAPING ME,/ ROOTING THROUGH MY RUTABAGA,/ RAIDING MY ARUGULA

INT. BAKER'S COTTAGE - DAY - PRESENT

WITCH  
AND/ RIPPING UP THE RAMPION/ (MY CHAMPION!/ MY FAVORITE!)  
I SHOULD HAVE LAID A SPELL ON HIM RIGHT THERE--/ I COULD HAVE TURNED HIM INTO STONE/ OR A DOG OR A CHAIR.../ BUT I LET HIM HAVE THE RAMPION/ I'D LOTS TO SPARE.

EXT. WITCH'S GARDEN - NIGHT - FLASHBACK

Again, only seeing the WITCH from behind, she confronts the BAKER'S FATHER as he sheepishly holds the stolen vegetables.

WITCH (V.O.)  
IN RETURN, HOWEVER,/ I SAID, "FAIR IS FAIR:/ YOU CAN LET ME HAVE THE BABY/ THAT YOUR WIFE WILL BEAR,

INT. BAKER'S COTTAGE - DAY - PRESENT

WITCH  
AND WE'LL CALL IT SQUARE."

BAKER  
I had a brother?

WITCH  
No. But you had a sister.

BAKER  
Where is she?

WITCH  
She's mine now and you'll never find her! Small price to pay for what else your father stole from me. It cost me my youth, my beauty. My mother warned me she would punish me with the curse of ugliness if I ever lost them.

WIFE  
Lost what?

WITCH  
(impatient)  
The beans!

BAKER/WIFE  
Beans?

WITCH  
THE SPECIAL BEANS!

EXT. WITCH'S GARDEN - NIGHT - FLASHBACK

The BAKER'S FATHER steals the WITCH'S beans and pockets them.

WITCH (V.O.)  
I LET HIM GO,/ I DIDN'T KNOW/ HE'D  
STOLEN MY BEANS!

WITCH'S POV - the BAKER'S FATHER scales his way back over the garden wall.

WITCH (V.O.)  
I WAS WATCHING HIM CRAWL/ BACK OVER  
THE WALL,/ WHEN BANG! CRASH!/ THE  
LIGHTNING FLASH!/  
L

Lights suddenly illuminate the BAKER'S FATHER as if it was a flash from the Hiroshima blast. A look of horror crosses his face.

BAKER'S FATHER'S POV

Light illuminates the WITCH as she walks back towards her house. Suddenly her youthful hands morph before our eyes into those of an aged hag. The CAMERA PANS UP to find her withered face.

INT. BAKER'S COTTAGE - DAY - PRESENT

A LIGHTNING FLASH rips through the Baker's cottage.

WITCH  
WELL, THAT'S ANOTHER STORY--/ NEVER  
MIND./ ANYWAY, AT LAST/ THE BIG DAY  
CAME/ AND I MADE MY CLAIM./ "OH, DON'T  
TAKE AWAY THE BABY,"/ THEY SHRIEKED  
AND SCREECHED,/

INT. BAKER'S COTTAGE - NIGHT - FLASHBACK

We see the WITCH'S gross hands snatch the baby from a cradle.

WITCH (V.O.)  
BUT I DID, AND I HID HER/ WHERE SHE'LL  
NEVER BE REACHED.

INT. BAKER'S COTTAGE - DAY - PRESENT

WITCH  
AND YOUR FATHER CRIED/ AND YOUR MOTHER  
DIED,/ WHEN FOR EXTRA MEASURE--/ I  
ADMIT IT WAS A PLEASURE--/ I SAID,  
"SORRY, I'M STILL NOT MOLLIFIED."/ AND  
I LAID A LITTLE SPELL ON THEM--/ YOU  
TOO, SON--/ THAT YOUR FAMILY TREE/  
WOULD ALWAYS BE/ A BARREN ONE...

The WIFE falls into the BAKER'S arms, weeping.

BAKER  
How could you do that to me?

WITCH  
And when your mother died, your father  
deserted you. Your father was no  
father -- so why should you be?

BAKER  
(to his WIFE)  
I'm so sorry...

WITCH  
NOW THERE'S NO MORE FUSS/ AND THERE'S  
NO MORE SCENES/ AND MY GARDEN THRIVES -  
/ YOU SHOULD SEE MY NECTARINES!/ BUT  
I'M TELLING YOU THE SAME/ I TELL KINGS  
AND QUEENS:

The WITCH grabs some magical looking beans from a SMALL SATCHEL she carries across her body. She displays them.





WITCH  
YOU WISH TO HAVE THE CURSE REVERSED?

The BAKER and his WIFE nod.

WITCH (CONT'D)  
I'LL NEED A CERTAIN POTION FIRST.

The WITCH intently turns on them.

WITCH (CONT'D)  
GO TO THE WOOD AND BRING ME BACK/ ONE:  
THE COW AS WHITE AS MILK,/ TWO: THE  
CAPE AS RED AS BLOOD,/ THREE: THE HAIR  
AS YELLOW AS CORN,/ FOUR: THE SLIPPER  
AS PURE AS GOLD./ BRING ME THESE  
BEFORE THE CHIME/ OF MIDNIGHT IN THREE  
DAYS' TIME,/ 'TIS THEN THE BLUE MOON  
REAPPEARS,/ WHICH COMES BUT ONCE EACH  
HUNDRED YEARS./ BRING THEM AND I  
GUARANTEE,/ A CHILD AS PERFECT AS  
CHILD CAN BE.

(she explodes)

Go to the wood!

The WITCH flings her arms and a hundred-mile wind throws the couple and all of their belongings across the room as she disappears in a cloud of smoke -- or is it flour?

EXT. CINDERELLA'S HOUSE - ENTRY COURTYARD - DAY

An open-air carriage and horses wait in the courtyard. The STEPMOTHER, dressed to the nines, sweeps out of the house and impatiently calls over her shoulder.

STPMOTHER  
Ladies. Our carriage awaits!

CINDERELLA darts out of the house holding out the bowl of lentils to her STEPMOTHER.

CINDERELLA  
NOW MAY I GO TO THE FESTIVAL?

STPMOTHER  
The Festival! DARLING, THOSE NAILS!/ DARLING, THOSE CLOTHES!/ LENTILS ARE ONE THING, BUT/ DARLING, WITH THOSE,/ YOU'D MAKE US THE FOOLS OF THE FESTIVAL/ AND MORTIFY THE PRINCE!

CINDERELLA  
The festival lasts three nights. Surely you can let me be there for one of them.

STPMOTHER  
The King is trying to find his son a wife -- not a scullery maid! We must be gone!

As the STEPMOTHER climbs into the carriage, the STEPSISTERS race by in their fancy attire, whooshing past CINDERELLA excitedly.

As CINDERELLA watches from the doorway, the carriage leaves through the gate.

CINDERELLA

I WISH...

INT. BAKER'S COTTAGE - DAY

The BAKER is trying to clean up the mess when his WIFE races downstairs holding his FATHER'S HUNTING JACKET. She hands it to the BAKER.

WIFE

Here. Take this...

BAKER

I'm not wearing that.

WIFE

Why?

BAKER

It was my father's. You heard what she said. This is all his fault.

The BAKER throws the jacket to the ground.

BAKER (CONT'D)

I want nothing to do with him!

The WIFE sees that BEANS have spilled out of the pocket.

WIFE

Look!

She picks them up.

WIFE (CONT'D)

Beans. The Witch's beans! We'll take them with us.

BAKER

(realizing)

We? Wait a minute! You're not coming. It's not safe out there.

The BAKER puts a hunting knife in his belt.

WIFE

I can help you.

BAKER

No. I can do this on my own.

BAKER  
 THE SPELL IS ON MY HOUSE./  
 ONLY I CAN LIFT THE SPELL,/ /  
 THE SPELL IS ON MY HOUSE.

WIFE  
 NO, NO, THE SPELL IS ON OUR  
 HOUSE./ WE MUST LIFT THE  
 SPELL TOGETHER,/ THE SPELL IS  
 ON OUR HOUSE.

BAKER (CONT'D)  
 Now tell me. What am I to return with?

WIFE  
 You don't remember?!  
 THE COW AS WHITE AS MILK,/ THE CAPE AS  
 RED AS BLOOD,/ THE HAIR AS YELLOW AS  
 CORN,/ THE SLIPPER AS PURE AS GOLD.

BAKER  
 (memorizing)  
 THE COW AS WHITE AS MILK,/ THE CAPE AS  
 RED AS BLOOD,/ THE HAIR AS YELLOW AS  
 CORN,/ THE SLIPPER AS PURE AS GOLD...

EXT. CINDERELLA'S HOUSE - ENTRY COURTYARD - DAY

As CINDERELLA approaches the gate, an old GROUNDSKEEPER closes and locks it.

CINDERELLA  
 I STILL WISH TO GO TO THE FESTIVAL,/ /  
 BUT HOW AM I EVER TO GET TO THE  
 FESTIVAL?

EXT. THE VILLAGE/CINDERELLA'S HOUSE - DAY

With the cottage behind him, the BAKER appears dressed for his journey. His WIFE hurries towards him with his satchel and places it around his neck. He proceeds down the cobblestone lane, his WIFE walking next to him.

CINDERELLA looks through the bars, watching the CARRIAGE disappear down the road.

BAKER  
 THE COW AS WHITE AS MILK,/ THE CAPE AS  
 RED AS BLOOD,/ THE HAIR AS YELLOW AS  
 CORN...

WIFE  
 (prompting him)  
 THE SLIPPER...

CINDERELLA  
 I KNOW -- I'LL VISIT MOTHER'S  
 GRAVE,/ THE GRAVE AT THE  
 WILLOW TREE,/ AND TELL HER I  
 JUST WANT TO GO TO THE KING'S  
 FESTIVAL...

BAKER (CONT'D)  
 THE SLIPPER AS PURE AS  
 GOLD.../ THE COW, THE CAPE/  
 THE SLIPPER AS PURE AS  
 GOLD...

WIFE  
 THE HAIR!

EXT. CINDERELLA'S HOUSE/EXT. VILLAGE - DAY - INTERCUT

CINDERELLA has thrown a shawl around herself and is heading out the back of the house. She places a ladder against the stone wall and begins to climb. The BAKER and his WIFE leave the village and begin moving towards the woods.

CINDERELLA/BAKER  
 INTO THE WOODS, IT'S TIME TO GO,/ IT  
 MAY BE ALL IN VAIN, YOU (I) KNOW./  
 INTO THE WOODS-- BUT EVEN SO,/ I HAVE  
 TO TAKE THE JOURNEY.

WIFE  
 INTO THE WOODS/ THE PATH IS STRAIGHT,/  
 YOU KNOW IT WELL,

BAKER  
 BUT WHO CAN TELL--?

WIFE  
 (giving him a little  
 push)  
 INTO THE WOODS TO LIFT THE SPELL--

EXT. CINDERELLA'S HOUSE - DAY

CINDERELLA climbs over the wall.

CINDERELLA  
 INTO THE WOODS TO VISIT MOTHER--

EXT. DIRT ROAD BY JACK'S FARMHOUSE - DAY

JACK'S MOTHER watches from the distance as JACK leads MILKY-WHITE up the path.

JACK'S MOTHER  
 (calling after him)  
 INTO THE WOODS TO SELL THE COW--

JACK  
 TO GET THE MONEY!--

EXT. CINDERELLA'S HOUSE - OTHER SIDE OF THE WALL - DAY

CINDERELLA drops down from the wall and runs off.

CINDERELLA  
 TO GO THE FESTIVAL--

EXT. WOODS - NATURAL ARCHWAY/STREAM - DAY

LRRH enters an archway that frames the entrance into the woods.

LRRH  
 INTO THE WOODS TO GRANDMOTHER'S  
 HOUSE.../ INTO THE WOODS TO  
 GRANDMOTHER'S HOUSE...

INTERCUTTING: THE BAKER entering the same archway; CINDERELLA crossing a stream; and LRRH weaving her way down a gully.

CINDERELLA/BAKER/LRRH  
 THE WAY IS CLEAR,/ THE LIGHT IS GOOD./  
 I HAVE NO FEAR,/ NOR NO ONE SHOULD./  
 THE WOODS ARE JUST TREES,/ THE TREES  
 ARE JUST WOOD./ NO NEED TO BE AFRAID  
 THERE--

All THREE of them stop with sudden trepidation.

BAKER  
 THERE'S SOMETHING IN THE GLADE THERE.

The BAKER walks deeper into the woods.

EXT. DIRT ROAD BY JACK'S FARMHOUSE - DAY

The carriage carrying the STEPFAMILY crosses a small country bridge, then passes JACK'S MOTHER. One of the wheels turns in a puddle and splashes her with mud.

ALL  
 INTO THE WOODS WITHOUT DELAY,/ BUT  
 CAREFUL NOT TO LOSE THE WAY./ INTO THE  
 WOODS, WHO KNOWS WHAT MAY/ BE LURKING  
 ON THE JOURNEY?

EXT. WOODS - NATURAL ARCHWAY - DAY

JACK enters the archway into the woods with his COW.

ALL  
 INTO THE WOODS TO GET THE THING/  
 THAT MAKES IT WORTH THE JOURNEYING.

EXT. WOODS - DAY

VARIOUS ANGLES on each of our CHARACTERS in different woodland surrounds.

STEPS  
 INTO THE WOODS  
 TO SEE THE KING--

JACK  
 TO SELL THE COW--

BAKER  
 TO MAKE THE POTION--

QUICK INTERCUTS between the characters:

ALL  
 TO SEE--/ TO SELL--/ TO GET--/ TO  
 BRING/ TO MAKE--/ TO LIFT--/ TO GO TO  
 THE FESTIVAL--!

The CAMERA slowly rises through the trees as the vast forest swallows up our intrepid travellers.

ALL (V.O.)  
 INTO THE WOODS!/ INTO THE WOODS!/ INTO  
 THE WOODS,/ THEN OUT OF THE WOODS,/ AND HOME BEFORE DARK!

EXT. CINDERELLA'S MOTHER'S GRAVE - DAY

A large willow tree stands tall.

BAKER (V.O.)  
 Deep within the woods, Cinderella had planted a branch at the grave of her mother. And she visited there so often, and wept so much, that her tears watered it until it had become a magnificent tree.

CINDERELLA kneels in prayer.

CINDERELLA  
 I WISH...

She begins to cry.

MUSIC.

In the reflection, CINDERELLA sees the tree slowly twist and turn taking on the shape of her MOTHER, who looks down upon her.

C'S MOTHER  
 What is it that you wish, child?

CINDERELLA looks up to see her MOTHER in the tree.

C'S MOTHER (CONT'D)  
 DO YOU KNOW WHAT YOU WISH?/ ARE YOU CERTAIN WHAT YOU WISH/ IS WHAT YOU WANT?/ IF YOU KNOW WHAT YOU WANT,/ THEN MAKE A WISH--/ ASK THE TREE,/ AND YOU SHALL HAVE YOUR WISH.

CINDERELLA closes her eyes and makes her wish.

ANOTHER ANGLE

The wind now blowing the willow tree, its LEAVES begin to rain down on CINDERELLA, turning gold and silver as they swirl around her, transforming her clothes into a beautiful gown.

CINDERELLA looks down to see that she is now wearing a pair of shoes literally made of gold leaf. When she looks back up, the tree has now returned to its former shape.

CINDERELLA  
 Thank you, Mother.

She dashes into the woods.

EXT. WOODS - FLOWERED PATH - DAY

LRRH walks along the path.

BAKER (V.O.)  
On her path to Granny's, the little  
girl suddenly found herself in a very  
unusual part of the wood.

WOLF'S POV

Branches and leaves rush by in a blur. Suddenly, the CAMERA stops, and in the distance we see LRRH strolling down a path of exotic flowers as she munches on a treat. We hear HEAVY BREATHING. The CAMERA continues stalking its prey, moving closer towards LRRH through the brush.

ANGLE on LRRH, as she continues walking and eating.

WOLF (O.S.)  
Good day, young lady.

She turns around and what she sees - through a CHILD'S EYES - is a super-slick, good-looking guy. What she doesn't notice is his curiously low hairline, something of a snout, and a tail peeking from his waistcoat.

LRRH  
Good day, Mr. Wolf.

WOLF  
Whither away so hurriedly?

LRRH  
To my Grandmother's.

WOLF  
And what might be in your basket?

LRRH  
It's bread for Grandmother so she'll  
have something good to make her  
strong.

WOLF  
And where might your Grandmother live?

LRRH  
(pointing)  
A quarter of a league further in the  
woods; her house stands inside a great  
oak tree.

She continues on the path.

The WOLF looks after her longingly.



WOLF  
 MMMMH.../ UNHH.../ LOOK AT THAT  
 FLESH,/ PINK AND PLUMP./ HELLO, LITTLE  
 GIRL.../ TENDER AND FRESH,/ NOT ONE  
 LUMP./ HELLO, LITTLE GIRL.../ THIS  
 ONE'S ESPECIALLY LUSH,/ DELICIOUS...

With inhuman speed, he manages to suddenly be back in front of the girl on the path.

WOLF (CONT'D)  
 HELLO, LITTLE GIRL,/ WHAT'S YOUR  
 RUSH?/ YOU'RE MISSING ALL THE  
 FLOWERS./ THE SUN WON'T SET FOR  
 HOURS,/ TAKE YOUR TIME.

LRRH  
 MOTHER SAID,/ "STRAIGHT AHEAD,"/ NOT  
 TO DELAY/ OR BE MISLED.

She continues moving forward, he slithers around her. This WOLF has some smooth moves.

WOLF  
 BUT SLOW, LITTLE GIRL,/ HARK! AND HUSH-  
 / THE BIRDS ARE SINGING SWEETLY./  
 YOU'LL MISS THE BIRDS COMPLETELY,/  
 YOU'RE TRAVELLING SO FLEETLY.

He drops behind again, thinking to himself.

WOLF (CONT'D)  
 GRANDMOTHER FIRST,/ THEN MISS  
 PLUMP.../ WHAT A DELECTABLE COUPLE./  
 UTTER PERFECTION:/ ONE BRITTLE, ONE  
 SUPPLE--

Racing ahead and then darting out from a tree.

WOLF (CONT'D)  
 ONE MOMENT, MY DEAR--

LRRH  
 MOTHER SAID,/ "COME WHAT MAY,/ FOLLOW  
 THE PATH/ AND NEVER STRAY."

WOLF  
 JUST SO, LITTLE GIRL--/ ANY PATH./  
 SO MANY WORTH EXPLORING./ JUST ONE  
 WOULD BE SO BORING./ AND LOOK WHAT  
 YOU'RE IGNORING...

He ushers LRRH off the path to a lush meadow blanketed with exquisite purple flowers and wild berries.

WOLF (CONT'D)  
 (working himself up)  
 THINK OF THOSE CRISP,/ AGING BONES,/ THEN SOMETHING FRESH ON THE PALATE./ THINK OF THAT SCRUMPTIOUS CARNALITY/ TWICE IN ONE DAY.../ THERE'S NO POSSIBLE WAY/ TO DESCRIBE WHAT YOU FEEL/ WHEN YOU'RE TALKING TO YOUR MEAL!

The WOLF picks a flower and hands it to LRRH.

WOLF (CONT'D)  
 For Granny.

LRRH  
 MOTHER SAID/ NOT TO STRAY./ STILL, I SUPPOSE,/ A SMALL DELAY--/ GRANNY MIGHT LIKE/ A FRESH BOUQUET.../ Goodbye, Mr. Wolf.

WOLF  
 Goodbye, little girl./ AND HELLO...

The WOLF climbs to the top of a precipice where he is silhouetted by the red hot sun. He lets out a mighty howl.

EXT. WOODS - FLOWERED PATH - DAY - CONTINUOUS

LRRH goes about her business picking flowers further from her path.

ANGLE ON THE BAKER who has been observing LRRH from a distance. Like a bat, the WITCH swings upside down from a tree above the BAKER:

WITCH  
 Why are you standing there?! Go get the cape!

BAKER  
 You frightened me!

The WITCH swings to the ground.

WITCH  
 Get it! Get it! Get it!

BAKER  
 How am I supposed to get it?

WITCH  
 You go up to the little thing, and you take it.

BAKER  
 I can't just take a cloak from a little girl. Why don't you take it!

WITCH  
 It's the rules. Why do you think I  
 asked you in the first place? I'm not  
 allowed to touch any of the objects!

We suddenly hear the lilting sound of a young voice singing  
 in the distance. The WITCH, almost intoxicated by her sound,  
 swoons with delight. Then:

WITCH (CONT'D)  
 (yelling)  
 Get me what I need! Get me what I  
 need!

She wraps the cape about herself and disappears in such a  
 strong blast of wind that it knocks the BAKER to the ground.

BAKER  
 This is ridiculous!

ANOTHER ANGLE. LRRH is picking flowers off the path, blithely  
 unaware of anything else. The BAKER gets up and hurries over  
 to her.

BAKER (CONT'D)  
 Hello there little girl.

LRRH  
 Hello, Mr. Baker.

BAKER  
 Have you saved some of those sweets  
 for Granny?

LRRH  
 I ate all the sweets and half the loaf  
 of bread.

BAKER  
 So I see! Now tell me...where did you  
 get that beautiful cape?

LRRH  
 My Granny made it for me.

BAKER  
 Is that right? I would love a red cape  
 like that.

LRRH  
 (giggling)  
 You'd look pretty foolish.

BAKER  
 May I take a look at it?

He quickly unties it.

LRRH  
 No!

He pulls it off her back, she grabs the other side.

BAKER  
I need it badly.

LRRH  
Please -- give it back!

They have a tug of war.

The BAKER pulls free and runs off with the cape. LRRH stands there momentarily stunned, then lets out a loud scream.

ANGLE ON THE BAKER. He stops cold, realizing what he's done, then runs back to LRRH and places the cape around her shoulders.

BAKER  
I'm sorry. I just wanted to make sure that you really loved this cape. Now off you go to Granny's -- and be careful that no wolf comes your way.

LRRH  
I would rather a wolf than you any day.

LRRH stamps on his foot. The BAKER hops on his good foot.

BAKER  
(distracted)  
This is hopeless. I'll never get that red cape or find a golden cow and a yellow slipper -- or was it a golden slipper and a yellow cow?

WIFE (O.S.)  
THE COW AS WHITE AS MILK, / THE CAPE AS  
RED AS BLOOD, / THE HAIR AS YELLOW AS  
CORN, / THE SLIPPER AS PURE AS--

He stops in his tracks.

BAKER  
What are you doing here?

The WIFE steps out from behind a thicket.

WIFE  
You forgot your scarf.

BAKER  
You shouldn't be here. It's not safe in these woods!

WIFE  
I want to help.

She goes to tie the WOOL SCARF around his neck but he pulls away.



WIFE  
She must be generous of milk to fetch  
five pounds?

JACK  
(Hesitantly)  
Yes, ma'am.

WIFE  
And if you can't fetch that sum? Then  
what are you to do?

JACK  
I hadn't thought of that...

BAKER  
(To WIFE)  
This is all we have...

She inspects his hand, which holds a few coins and the six  
magic beans.

WIFE  
(loudly, for the  
benefit of the boy)  
Beans? We mustn't give up our beans!  
Well, if you feel we must...

BAKER  
Huh?

JACK  
Beans in exchange for my cow?

WIFE  
Oh, these are no ordinary beans, son.  
These beans carry...magic.

JACK  
Magic? What kind of magic?

WIFE  
(to BAKER)  
Tell him!

The BAKER has no idea. He makes something up.

BAKER  
Magic that defies description.

JACK  
How many beans?

BAKER  
Six.

WIFE  
Five!  
(to JACK)  
They're worth a pound each, at least.

JACK  
 Could I buy my cow back someday?

BAKER  
 (Uneasy)  
 Well ...

The WIFE gives him a little poke.

WIFE  
 Yes.

BAKER  
 ...possibly. Here.

He hands JACK the five beans, carefully dropping them one at a time into the boy's hand. The WIFE quickly takes the SIXTH BEAN and puts it in her pocket.

BAKER (CONT'D)  
 Good luck there, young lad.

As the BAKER takes the cow's leash, JACK wraps his arms around the bony animal.

JACK  
 One day, I'll buy you back -- Promise!

JACK kisses the cow. The BAKER looks to his WIFE guiltily. Overcome with emotion, JACK runs back into the woods.

BAKER  
 Take the cow and go home!

WIFE  
 I was just trying to help.

BAKER  
 Magic beans! We've no reason to believe they're magic! Are we going to dispel this curse through deceit?

WIFE  
 No one would have given him more for this creature. We did him a favor. At least they'll have some food.

BAKER  
 Five beans?!

WIFE  
 Do we want a child or not?

BAKER  
 Of course. But...

WIFE  
 We have one chance. Don't you see that? And if we fail...

BAKER  
I'm just not sure I'm cut out to be a  
father.

WIFE  
Why do you say that?

BAKER  
Because of my father.

WIFE  
You're not him.

BAKER  
I don't know...

WIFE  
If you can't do this for yourself,  
can't you at least do it for me?

BAKER  
All right. You take the cow and go  
home. I'll find the rest of the  
things. On my own.

The BAKER walks away.

EXT. WOODS - DAY

RAPUNZEL'S PRINCE glides through the woods on a white steed. It's difficult to say who is more beautiful, the PRINCE or the HORSE. From the corner of his eye he notices something in the distance. He slows down and circles back, and HEARS the melodious singing of RAPUNZEL. He dismounts and slips through the brush to see:

EXT. WOODS - RAPUNZEL'S TOWER - DAY

R-PRINCE POV

An exquisite tower, surrounded by a thicket of tall rose bushes, with no entryway, just a lone window at its peak. At the bottom of the tower, the WITCH looks upward:

WITCH  
Rapunzel. Rapunzel. Let down your hair  
to me.

The PRINCE, hiding within the brush.

R'S PRINCE  
(savoring the name)  
Rapunzel...

At the window, the gorgeous young blonde girl, RAPUNZEL proceeds to lower the longest stretch of hair you've ever seen. The WITCH scales up the tower. (This causes more than a little discomfort for RAPUNZEL.)



BAKER (V.O.)

The old enchantress had given the name Rapunzel to the child she had hidden away and locked in a doorless tower. But little did she know that the girl's lilting voice had caught the attention of a handsome Prince."

R'S PRINCE

Rapunzel...

The PRINCE dashes back to his horse and gallops off.

The WITCH arrives at the window.

WITCH

Don't you look lovely today, my dear.

RAPUNZEL

Thank you, Mother.

WITCH

I brought your favorite. Blackberries, fresh from the garden.

EXT. GRANNY'S HOUSE - DAY

LRRH walks over a rickety bridge that spans a brook. She stops and stares at the cottage which is built into a large OAK TREE.

BAKER (V.O.)

As the little girl approached her Granny's oak tree, she was surprised to see the door standing open.

LRRH

Oh dear, how uneasy I feel. Perhaps it's all the sweets.

INT. GRANNY'S HOUSE - DAY

LRRH makes her way down a curved staircase in the house. She sees the CURTAINS drawn around her GRANNY'S BED and, behind them, the SILHOUETTE of what "looks like" GRANNY.

LRRH

Granny?

WOLF

(In a granny voice)  
Come in, my deary.

LRRH moves towards the bed with trepidation and slowly pulls back the curtain. The WOLF is revealed, lying under the covers, dressed in GRANNY'S nightcap and robe.

LRRH  
My, Grandmother. You're looking very  
strange. What big ears you have!

WOLF  
The better to hear you with, my dear.

The handsome WOLF flashes a smile that reveals a set of  
gleaming white FANGS.

EXT. GRANNY'S HOUSE - DAY

The BAKER crosses the bridge and heads towards the cottage.  
He suddenly hears LRRH scream. Nervously he pulls the knife  
from his belt.

BAKER (V.O.)  
And with a single bound, the wolf had  
devoured the little girl. Well, it  
was a full day of eating for both.

INT. GRANNY'S HOUSE - DAY - CONTINUOUS

The BAKER enters and hears a loud SNORE. Brandishing the  
knife, he moves towards the bed where he sees the WOLF  
DRESSED AS GRANNY, sound asleep, a piece of the red cloth  
sticking out of it's mouth.

Squeamishly, he pulls back the sheet to see the WOLF'S  
SWOLLEN STOMACH. He raises his knife and as he brings it  
slashing down we hear a loud HOWL from the WOLF.

CUT TO BLACK

EXT. GRANNY'S HOUSE - DAY - LATER

FADE UP ON THE BAKER, clearly shaken, leaving the cottage and  
walking away.

BAKER  
I can't believe I just did that.

LRRH and GRANNY appear at the doorway behind him.

LRRH  
(calling)  
Wait!

GRANNY  
Aren't you going to help us skin that  
beast?

BAKER  
No thanks!

GRANNY  
What kind of hunter are you?

BAKER  
I'm a baker.

GRANNY gives him a disdainful look and goes back into the house. LRRH in her cape runs after the BAKER as he approaches the rickety bridge.

LRRH  
Wait a minute. I never thanked you.

BAKER  
You need to be more careful, young lady.

LRRH  
I'm sorry. I should have known better. MOTHER SAID, / "STRAIGHT AHEAD," / NOT TO DELAY / OR BE MISLED. / I SHOULD HAVE HEEDED / HER ADVICE... / BUT HE SEEMED SO NICE. AND HE SHOWED ME THINGS, / MANY BEAUTIFUL THINGS, / THAT I HADN'T THOUGHT TO EXPLORE. / THEY WERE OFF MY PATH, / SO I NEVER HAD DARED. / I HAD BEEN SO CAREFUL / I NEVER HAD CARED. / AND HE MADE ME FEEL EXCITED-- / WELL, EXCITED AND SCARED.

LRRH relives her nightmare.

INT. GRANNY'S HOUSE - DAY - NIGHTMARE

LRRH walks down the staircase towards GRANNY'S bed. She sees the WOLF'S silhouette through the bed curtains.

LRRH (V.O.) (CONT'D)  
WHEN HE SAID "COME IN!" / WITH THAT SICKENING GRIN, / HOW COULD I KNOW WHAT WAS IN STORE? / ONCE HIS TEETH WERE BARED, / THOUGH, I REALLY GOT SCARED-- / WELL, EXCITED AND SCARED. /

LRRH grabs hold of the bed curtains and pulls them around herself.

INT. THE WOLF'S BELLY - NIGHTMARE

LRRH falls down a dark cavernous void.

LRRH (V.O.) (CONT'D)  
BUT HE DREW ME CLOSE / AND HE SWALLOWED ME DOWN, / DOWN A DARK, SLIMY PATH / WHERE LIE SECRETS THAT I NEVER WANT TO KNOW, /

She lands and sees a blurry form in the distance before realizing it is GRANNY.

LRRH (V.O.) (CONT'D)  
AND WHEN EVERYTHING FAMILIAR / SEEMED TO DISAPPEAR FOREVER, / AT THE END OF THE PATH / WAS GRANNY ONCE AGAIN.

GRANNY reaches out her arms blindly until the two are united in a warm embrace.

LRRH (V.O.) (CONT'D)  
SO WE LAY IN THE DARK/ TILL YOU CAME  
AND SET US FREE,

LRRH POV -- A crack of light widens until it's clear that she is seeing a KNIFE opening the WOLF'S STOMACH that creates the blinding light. The BAKER'S EYE peeks through the slit.

LRRH (V.O.) (CONT'D)  
AND YOU BROUGHT US TO THE LIGHT,

LRRH reaches for the BAKER...

EXT. GRANNY'S HOUSE - DAY

...the BAKER takes her hand.

LRRH  
AND WE'RE BACK AT THE START.

She continues her story.

LRRH (CONT'D)  
AND I KNOW THINGS NOW,/ MANY VALUABLE  
THINGS,/ THAT I HADN'T KNOWN BEFORE:/  
DO NOT PUT YOUR FAITH/ IN A CAPE AND A  
HOOD,

She takes off her cape.

LRRH (CONT'D)  
THEY WILL NOT PROTECT YOU/ THE WAY  
THAT THEY SHOULD./ AND TAKE EXTRA CARE  
WITH STRANGERS--/ EVEN FLOWERS HAVE  
THEIR DANGERS./ AND THOUGH SCARY IS  
EXCITING,/ NICE IS DIFFERENT THAN  
GOOD.  
Mr. Baker. You saved our lives. Here.

LRRH hands him the cape.

BAKER  
Are you certain?

LRRH  
Yes. Maybe Granny will make me another  
with the skins of the wolf.

BAKER  
Thank you. Thank you!

Impulsively he gives her a kiss on the cheek and as he leaves, the girl wipes it off.

LRRH  
Yuck!

She makes her way back to GRANNY'S.

LRRH (CONT'D)  
 (to herself)  
 NOW, I KNOW:/ DON'T BE SCARED./ GRANNY  
 IS RIGHT,/ JUST BE PREPARED./ ISN'T IT  
 NICE TO KNOW A LOT?/ AND A LITTLE BIT  
 NOT...

EXT. JACK'S FARMHOUSE - TWILIGHT

Having just greeted JACK on his return, his MOTHER stares at the beans he has just handed her.

JACK'S MOTHER  
 (Despairing)  
 How could you do this? What sort of  
 boy would exchange a cow for beans?

JACK  
 But they're magic -- the man said --

JACK'S MOTHER  
 Get your head out of the clouds!

She angrily THROWS the beans to the ground.

JACK  
 Mother -- no!

She turns to grab JACK'S ear, failing to see the electric sparks that flare when the beans strike the ground.

INT. JACK'S FARMHOUSE - TWILIGHT - CONTINUOUS

Dragging him up to the hayloft and pushing him on to his cot.

JACK'S MOTHER  
 You and your worthless adventures!  
 Will you never learn, Jack?! To bed  
 without supper for you!

She storms away. JACK lies on his bed bereft. He sees his sling on the floor and picks it up cradling it as he closes his eyes.

THE CAMERA travels to a hole in the wall and looks below to see five bean stalks already growing and intertwining, quickly reaching skyward.

EXT. KING'S CASTLE - NIGHT

WIDE SHOT. Sitting on a hilltop surrounded by the woods on all sides, a magical and ageless castle sits aglow. A huge FULL MOON hangs in the sky, but there's already the slither of a SHADOW beginning to cross its face.

We hear MUSIC in the background along with the jovial sounds of the ball.

BAKER (V.O.)

The first night of the festival ball brought Cinderella her wish. The Prince danced only with her, 'til he turned and she had slipped away.

Suddenly CINDERELLA in her ball-gown rushes out of a back entrance and onto the terrace disappearing around a corner.

ANOTHER ANGLE - THE STEPS

She descends a long stretch of ancient stone steps that lead to the outside grounds.

ANOTHER ANGLE - CONTINUOUS

She appears running down a garden path below and into the woods. A beat later, CINDERELLA'S PRINCE, dashes out on to a drawbridge where he spots CINDERELLA below. He is tall, dark and impossibly handsome. His STEWARD and other attendants join him.

C'S PRINCE

I must find that girl!

EXT. WOODS - PATHWAY TO THE CASTLE - NIGHT

The BAKER'S WIFE is trying to find her way back to the village, pulling an obstinate MILKY-WHITE on a leash behind her. We see a piece of the castle in the distance.

We TRACK CINDERELLA racing through the brush -- not an easy feat in a ball gown and gold slippers. We hear VOICES in the distance and the NEIGHING OF HORSES. CINDERELLA stumbles on a knoll, loses her footing and rolls over and over to the bottom landing with a spectacular THUD just yards from the WIFE.

WIFE

Are you alright, miss?

CINDERELLA

(startled)

Yes. I just need to catch my breath.

WIFE

What a beautiful gown you're wearing. Were you at the King's Festival?

CINDERELLA, preoccupied, collects herself so she can continue on her way.

CINDERELLA

Yes.

WIFE

Aren't you the lucky one. Why ever are you in the woods at this hour?

We hear the PRINCE'S ENTOURAGE approaching.

STEWARD (O.S.)  
This way!

CINDERELLA  
Please. Don't let them know I'm here.

She quickly hides herself in the brush. The WIFE turns around and looks to the top of the rise to see C-PRINCE on a black stallion, with his STEWARD and ATTENDANTS in tow. He calls down to the WIFE.

C'S PRINCE  
Have you seen a beautiful young woman  
in a ball gown pass through?

WIFE  
(Breathless as she  
bows)  
I don't think so, sir.

STEWARD  
(pointing)  
If I may, my lord, I think I see her  
over there.

The ENTOURAGE races off and CINDERELLA reappears and sits, catching her breath.

WIFE  
I've never lied to royalty before.  
I've never anything to royalty before!

CINDERELLA  
Thank you.

WIFE  
If a prince were looking for me, I  
certainly wouldn't hide.

CINDERELLA  
Well, what brings you here -- and with  
a cow?

WIFE  
Oh, my husband's somewhere in the  
woods.  
(with pride)  
He's undoing a spell.

CINDERELLA  
(Impressed)  
Oh?

WIFE  
Oh, yes. But tell me, the Prince, what  
was he like?

CINDERELLA  
HE'S A VERY NICE PRINCE.

WIFE  
AND?

CINDERELLA  
AND--/ IT'S A VERY NICE BALL.

WIFE  
AND?

CINDERELLA  
AND--/ WHEN I ENTERED, THEY TRUMPETED.

WIFE  
AND--?/ THE PRINCE--?

CINDERELLA  
OH, THE PRINCE...

WIFE  
YES, THE PRINCE!

CINDERELLA  
WELL, HE'S TALL.

The WIFE sits down next to CINDERELLA admiring her dress as they chat.

WIFE  
IS THAT ALL?/ DID YOU DANCE?/ IS HE  
CHARMING?/ THEY SAY THAT HE'S  
CHARMING.

CINDERELLA  
WE DID NOTHING BUT DANCE.

WIFE  
YES--? AND--?

CINDERELLA  
AND IT MADE A NICE CHANGE.

WIFE  
NO, THE PRINCE!

CINDERELLA  
OH, THE PRINCE...

WIFE  
YES, THE PRINCE.

CINDERELLA  
HE HAS CHARM FOR A PRINCE, I GUESS...

WIFE  
GUESS?

CINDERELLA  
I DON'T MEET A WIDE RANGE.  
AND IT'S ALL VERY STRANGE.



WIFE  
But why would you run away?

CINDERELLA  
It's not quite what I expected.

WIFE  
Princes, castles, gowns...

CINDERELLA  
I have no experience with those things.

We hear the far off CHIMES OF MIDNIGHT from the castle.

WIFE  
But you will return to the Festival tomorrow eve?

CINDERELLA  
Yes... No... I don't know...

WIFE  
You don't know? What I wouldn't give to be in your shoes.  
(looking to her shoes)  
...I mean your slippers.  
(Excited)  
As pure as gold?

CINDERELLA  
I must get home.

CINDERELLA runs off.

WIFE  
Wait! I need your shoes!

The WIFE goes after CINDERELLA but then hears a distant COW MOAN. She turns around to discover that MILKY-WHITE has taken off.

WIFE (CONT'D)  
Milky-White!

The WITCH appears from nowhere.

WITCH  
One midnight gone!

WIFE  
Already?!

WITCH  
Get that cow!

The WIFE takes off after the cow as the CAMERA RISES above tree level. The BLUE SHADOW has moved a little further across the face of the MOON.

EXT. JACK'S FARMHOUSE - THE NEXT DAY - DAYBREAK

A STRAGGLY ROOSTER crowing, the sun cutting across its path.

INT. JACK'S FARMHOUSE - DAYBREAK - CONTINUOUS

JACK'S MOTHER is woken by the rooster crow to find something ticking her nose.

She opens her eyes, brushing the "something" away -- then sees that it's a huge LEAF pushing in through an open slat in the wall.

EXT. JACK'S FARMHOUSE - DAYBREAK - EXTREME WIDE SHOT

The cottage, now dwarfed by a giant BEANSTALK. JACK'S MOTHER, a tiny figure from this distance, comes running out of the house, takes one look at the giant plant and screams.

EXT. WOODS - TALL TREES - DAY

Various angles of JACK, running feverishly through the woods in search of the BAKER. He carries a huge sack of LARGE-SIZED COINS over his back. He occasionally calls out: "Mr. Baker!"

The BAKER, peacefully asleep is curled up in a large root, clutching the red cape like it was his blankie. Suddenly JACK leaps from atop calling his name and waking him.

JACK  
(shouting)  
Mr. Baker! Mr. Baker!

BAKER  
(half asleep)  
What?

JACK  
Good fortune! Good fortune, sir! Look  
what I have! Five gold pieces.

BAKER  
(skeptical)  
How would you come by five gold  
pieces?!

JACK  
THERE ARE GIANTS IN THE SKY!/ THERE  
ARE BIG TALL TERRIBLE GIANTS IN THE  
SKY!

JACK throws him the bag and begins to scale up the root of the tree.

JACK (CONT'D)  
WHEN YOU'RE WAY UP HIGH AND YOU LOOK  
BELOW/ AT THE WORLD YOU'VE LEFT AND  
THE THINGS YOU KNOW,/ LITTLE MORE THAN  
A GLANCE IS ENOUGH TO SHOW/ YOU JUST  
HOW SMALL YOU ARE.

(MORE)

JACK (CONT'D)  
 WHEN YOU'RE WAY UP HIGH AND YOU'RE ON  
 YOUR OWN/ IN A WORLD LIKE NONE THAT  
 YOU'VE EVER KNOWN,/ WHERE THE SKY IS  
 LEAD AND THE EARTH IS STONE,

EXT. BEANSTALK - DAY - FLASHBACK

JACK is now climbing the BEANSTALK.

JACK (V.O.)  
 YOU'RE FREE TO DO/ WHATEVER PLEASES  
 YOU,/ EXPLORING THINGS YOU'D NEVER  
 DARE/ 'CAUSE YOU DON'T CARE,/ WHEN  
 SUDDENLY THERE'S

EXT. WOODS - DAY - PRESENT

JACK is half-way up the tree with the BAKER below.

JACK  
 A BIG TALL TERRIBLE GIANT AT THE DOOR.

BAKER  
 A giant?

JACK  
 A BIG TALL TERRIBLE LADY GIANT  
 SWEEPING THE FLOOR./ AND SHE GIVES YOU  
 FOOD/ AND SHE GIVES YOU REST,/ AND SHE  
 DRAWS YOU CLOSE/ TO HER GIANT BREAST,/

JACK (in the tree).

JACK (CONT'D)  
 AND YOU KNOW THINGS NOW THAT YOU NEVER  
 KNEW BEFORE,/ NOT TILL THE SKY.

The BAKER listens intently.

JACK (CONT'D)  
 ONLY JUST WHEN YOU'VE MADE A FRIEND  
 AND ALL,/ AND YOU KNOW SHE'S BIG BUT  
 YOU DON'T FEEL SMALL,/ SOMEONE BIGGER  
 THAN HER COMES ALONG THE HALL/ TO  
 SWALLOW YOU FOR LUNCH.  
 AND YOUR HEART IS LEAD AND YOUR  
 STOMACH STONE/ AND YOU'RE REALLY  
 SCARED BEING ALL ALONE,/ AND IT'S THEN  
 THAT YOU MISS ALL THE THINGS YOU'VE  
 KNOWN/ AND THE WORLD YOU'VE LEFT AND  
 THE LITTLE YOU OWN.

EXT. BEANSTALK - DAY - FLASHBACK

JACK scurries down the BEANSTALK, with the large SACK OF  
 COINS over his shoulder, occasionally looking up to see if he  
 is being followed.

JACK (V.O.)  
 THE FUN IS DONE./ YOU STEAL WHAT YOU  
 CAN AND RUN!

(MORE)

JACK (V.O.) (CONT'D)  
 AND YOU SCRAMBLE DOWN/ AND YOU LOOK  
 BELOW,/ AND THE WORLD YOU KNOW/ BEGINS  
 TO GROW:

EXT. WOODS - DAY - PRESENT

JACK looks down to the BAKER.

JACK  
 THE ROOF, THE HOUSE, AND YOUR MOTHER  
 AT THE DOOR./ THE ROOF, THE HOUSE, AND  
 THE WORLD YOU NEVER THOUGHT TO  
 EXPLORE./ AND YOU THINK OF ALL OF THE  
 THINGS YOU'VE SEEN./ AND YOU WISH THAT  
 YOU COULD LIVE IN BETWEEN,/

JACK now scurries down the tree.

JACK (CONT'D)  
 AND YOU'RE BACK AGAIN,/ ONLY DIFFERENT  
 THAN BEFORE,/ AFTER THE SKY.  
 THERE ARE GIANTS IN THE SKY!/ THERE  
 ARE BIG TALL TERRIBLE AWESOME SCARY/  
 WONDERFUL GIANTS IN THE SKY!

JACK jumps from the tree and lands in front of the BAKER. He up-ends the sack and dumps the five gold coins on the ground.

JACK (CONT'D)  
 So, here's your money, sir! Five gold  
 pieces. Where is my Milky-White?

BAKER  
 (hesitantly)  
 Milky-White is back home with my wife.

JACK  
 Let's go find them!

JACK grabs the BAKER and excitedly tries to pull him along.

BAKER  
 Wait a minute! I'm not sure I want to  
 sell.

JACK  
 But you said I could buy her back. Do  
 you want more money?

BAKER  
 No, no, no! It's not that--

JACK  
 (ignoring him)  
 You keep that. I'll fetch some more.

BAKER  
 Wait. I didn't say--

But JACK doesn't wait to listen. Taking the EMPTY SACK, he runs off excitedly.

BAKER (CONT'D)  
Hey, come back!

EXT. WOODS - TALL TREES - DAY - CONTINUOUS

The BAKER follows after JACK and collides into his WIFE, dropping his satchel and revealing the red cape. He hides the money sack.

BAKER  
What are you doing here?

WIFE  
Well...

She doesn't want to tell him she's lost MILKY-WHITE.

WIFE (CONT'D)  
I see you've got the red cape!

BAKER  
Yes. I've got the cape. Only two items left.

WIFE  
(sheepish)  
Three.

BAKER  
Two. We've the cape and the cow.

WIFE  
(faked enthusiasm)  
You've the cape...

BAKER  
What have you done with the cow?!

WIFE  
She ran away. I never reached home.  
I've been looking for her all night.

BAKER  
(angry)  
How could you?

WIFE  
She might just as easily have run from  
you!

BAKER  
But she didn't!

WIFE  
BUT SHE MIGHT HAVE!

BAKER  
BUT SHE DIDN'T!!!

WITCH (O.S.)  
WHO CARES!

The WITCH appears in the tree directly above them.

WITCH (CONT'D)  
THE COW IS GONE! GET IT BACK! GET IT  
BACK!!!

BAKER  
We were just going to do that. Here.

He climbs towards her with the cape.

BAKER (CONT'D)  
You can have this--

WITCH  
DON'T COME NEAR ME WITH THAT, FOOL!! I  
can't touch it! By midnight tomorrow  
bring me the items or that child you  
wish for will never see the light of  
day!

With a grand sweep of her cape, the WITCH throws off dirt and muck over the BAKER and the BAKER'S WIFE as she disappears into a cloud of dust.

The BAKER wipes dirt from his mouth.

BAKER  
I don't like that woman.

WIFE  
I'm sorry I lost the cow.

BAKER  
I shouldn't have yelled.  
(firmly but kindly)  
Go back to the village. I will make  
things right. And then we can just go  
about our life. No more witches or dim-  
witted boys or hungry little girls.

The BAKER'S WIFE starts to speak.

BAKER (CONT'D)  
GO!, please -- go.

She goes.

EXT. WOODS - PINE FOREST - DAY

WIDE SHOT. We hear the hoofbeats of horses coming from both directions. Crossing the frame and each other are CINDERELLA'S PRINCE on his BLACK stallion and RAPUNZEL'S PRINCE on his WHITE steed. They pass out of the frame. After a few beats, they return trotting, meeting in the middle.

R'S PRINCE  
Good brother. I was wondering where  
you'd gone.

C'S PRINCE  
I have been looking all night for her.

R'S PRINCE  
Her?

C'S PRINCE  
The beautiful one I danced the evening  
with.

R'S PRINCE  
Where did she go?

C'S PRINCE  
Disappeared, like the fine morning  
mist.

R'S PRINCE  
She was lovely?

C'S PRINCE  
The loveliest.

They dismount and walk their horses through the forest.

R'S PRINCE  
I am not certain of that! I must  
confess, I too have found a lovely  
maiden. She lives here in the woods.

C'S PRINCE  
(Incredulous)  
The woods?

In the background we see the WIFE, who has wandered by on her  
way back home. She stops to EAVESDROP on the PRINCES.

R'S PRINCE  
Yes! In the top of a tall tower that  
has no door or stairs.

C'S PRINCE  
Where?

R'S PRINCE  
Two leagues from here, due east, just  
beyond the mossy knoll near the rose  
thickets.

C'S PRINCE  
And how do you manage a visit?

R'S PRINCE  
I stand beneath her tower and say,  
"Rapunzel, Rapunzel, let down your  
hair to me." And then she lowers the  
longest, most beautiful head of hair -  
yellow as corn - which I climb.

The WIFE is thrilled by this news, and runs off.

C'S PRINCE  
 Rapunzel, Rapunzel! What kind of name  
 is that? You jest! I have never heard  
 of such a thing.

R'S PRINCE  
 I speak the truth! She is as true as  
 your maiden. A maiden running from a  
 prince? None would run from us.

C'S PRINCE  
 Yet one has.

The PRINCES lead their horses to a stream that cascades into  
 a magnificent waterfall.

C'S PRINCE (CONT'D)  
 DID I ABUSE HER/ OR SHOW HER DISDAIN?/  
 WHY DOES SHE RUN FROM ME?/ IF I SHOULD  
 LOSE HER,/ HOW SHALL I REGAIN/ THE  
 HEART SHE HAS WON FROM ME?  
 AGONY--!/ BEYOND POWER OF SPEECH./  
 WHEN THE ONE THING YOU WANT/ IS THE  
 ONLY THING OUT OF YOUR REACH.

R'S PRINCE  
 HIGH IN HER TOWER,/ SHE SITS BY THE  
 HOUR,/ MAINTAINING HER HAIR./ BLITHE  
 AND BECOMING,/ AND FREQUENTLY HUMMING/  
 A LIGHTEARTED AIR:/ "AH-AH-AH-AH-AH-  
 AHAH--"  
 AGONY--!/ FAR MORE PAINFUL THAN  
 YOURS,/ WHEN YOU KNOW SHE WOULD GO  
 WITH YOU,/ IF THERE ONLY WERE DOORS.

BOTH  
 AGONY!/ OH THE TORTURE THEY TEACH!

R'S PRINCE  
 WHAT'S AS INTRIGUING--

C'S PRINCE  
 OR HALF SO FATIGUING--

BOTH  
 AS WHAT'S OUT OF REACH?

C-PRINCE studies his reflection in the water.

C'S PRINCE  
 AM I NOT SENSITIVE, CLEVER,/ WELL-  
 MANNERED, CONSIDERATE,/ PASSIONATE,  
 CHARMING,/ AS KIND AS I'M HANDSOME,/ AND  
 HEIR TO A THRONE?

R'S PRINCE  
 YOU ARE EVERYTHING MAIDENS COULD WISH  
 FOR!

C'S PRINCE  
 THEN WHY NO--?



R'S PRINCE  
DO I KNOW?

C'S PRINCE  
THE GIRL MUST BE MAD.

The R-PRINCE scales a hanging vine as if it were RAPUNZEL'S hair.

R'S PRINCE  
YOU KNOW NOTHING OF MADNESS/ TILL  
YOU'RE CLIMBING HER HAIR/ AND YOU SEE  
HER UP THERE/ AS YOU'RE NEARING HER,/  
ALL THE WHILE HEARING HER,/ "AH-AH-AH-  
AH-AH-AH-AH-AH-AH--"

BOTH  
AGONY!

C'S PRINCE  
MISERY!

R'S PRINCE  
WOE!

BOTH  
THOUGH IT'S DIFFERENT FOR EACH.

C'S PRINCE  
ALWAYS TEN STEPS BEHIND--

R'S PRINCE  
ALWAYS TEN FEET BELOW--

BOTH  
AND SHE'S JUST OUT OF REACH./ AGONY/  
THAT CAN CUT LIKE A KNIFE!  
I MUST HAVE HER TO WIFE.

PULL BACK to reveal the PRINCES side by side on a precipice, overlooking the distant castle.

EXT. RAPUNZEL'S TOWER - NIGHT

The BAKER'S WIFE fights her way through a thicket. Her clothes are now ratty, her face scratched - but she approaches the tower with trepidation.

WIFE  
Rapunzel, Rapunzel? Let your hair down  
to me.

The window at the top of the tower opens and RAPUNZEL sticks out her head looking downward. The WIFE hides to the side.

RAPUNZEL  
(Dubious)  
Is that you at this hour, my Prince?

WIFE  
(in her best princely  
bass voice)

Yes.

RAPUNZEL thinks about it for a moment, then lowers her hair. The WIFE approaches it gingerly.

WIFE (CONT'D)  
Excuse me for this.

She takes a fist full of hair and gives it a pull. Nothing. She tries once again, this time with more force eliciting a little yelp from RAPUNZEL. Finally, she holds on to the hair and just starts running away from the tower as fast as she can. We hear RAPUNZEL yell as the WIFE succeeds in pulling some of the hair from her head.

EXT. PATHWAY TO THE CASTLE - NIGHT - CONTINUOUS

Cinderella flees the castle.

BAKER (V.O.)  
As the Baker's Wife bolted from the tower, the second night of the festival was thrown into chaos when Cinderella once again ran from the Prince.

While the BAKER'S WIFE continues to run away from Rapunzel's tower, in the distance she sees a flutter of gold moving through the moonlit trees. CINDERELLA? She changes course in pursuit.

SERIES OF SHOTS with MUSIC

CLOSE-UP on CINDERELLA'S SHOES as they make their way through wooded path.

ANGLE ON THE WIFE as she races towards them in pursuit.

The WIFE catches up with CINDERELLA and tackles her to the ground, CINDERELLA'S slipper falling off. They both dive for the slipper, when an approaching noise catches the WIFE'S attention.

C'S PRINCE (O.S.)  
Over here!

CLOSE-UP on the shoe as CINDERELLA snatches it from the ground. CINDERELLA rushes off.

The WIFE stares frozen in horror as the PRINCE'S HORSE races towards her. She lets out a scream and the horse stops short, rearing up. The STEWARD'S horse charges off the path into thickets.

C'S PRINCE (CONT'D)  
Who is she? Where did she go?

WIFE  
(bowing)  
I have no idea, sir.

C'S PRINCE  
Don't play the fool, woman!

WIFE  
I was trying to hold her here for  
you...

C'S PRINCE  
I can capture my own damsel, thank  
you.

WIFE  
Yes, of course.

The STEWARD returns, covered in burrs and looking none too  
happy.

STEWARD  
No sign of her, my liege.

C'S PRINCE  
Well, what are you waiting for? See if  
you can find her.

The STEWARD rides off. The PRINCE pauses. The ultimate  
seducer, he gives the WIFE the once over.

C'S PRINCE (CONT'D)  
The woods can be a dangerous place...

She nods to him, out of her depth. He gallops off.

EXT. WOODS - TALL TREES - NIGHT

The BAKER searches for MILKY-WHITE along a large PATHWAY,  
disheveled and exhausted.

BAKER  
Moo... Moo.....

He HEARS sounds off in the distance.

BAKER'S POV

The STEPFAMILY'S carriage is passing through a large hollowed  
opening in the base of a huge tree.

We can hear the STEPSISTERS bickering, their blonde hair  
bobbing animatedly.

ANOTHER ANGLE

The BAKER stands in the middle of the pathway, flagging down  
the carriage. He pulls an ear of corn from his satchel. As  
the carriage slows, he hops on the sideboard.

BAKER (CONT'D)  
 Please, if you would be so kind, may I  
 compare this ear of corn with your  
 hair?

The STEPSISTERS scream.

LUCINDA AND FLORINDA  
 (overlapping)  
 Don't touch us! Get away! How dare  
 you!

STEPMOTHER  
 Mongrel!  
 (to the driver)  
 Carry on!

She pushes the BAKER off the carriage and he somersaults  
 backwards into the brush.

The CARRIAGE speeds off. Deflated, the BAKER picks himself  
 off the path and sits on what he thinks is a white rock.  
 There is a muffled "Moo..." He jumps up realizing he's been  
 SITTING on the cow.

BAKER  
 Milky-White!

He hears something and hides behind a BUSH. Then, seeing it  
 is his WIFE, he steps out.

BAKER (CONT'D)  
 I thought you were returning home!

The WIFE screams in fright. Then she recognizes him.

WIFE  
 Oh! It's you! And you've the cow!

She runs to MILKY-WHITE.

BAKER  
 (braggadocio)  
 Yes. I've the cow. We've two of the  
 four.

WIFE  
 Three.

BAKER  
 Two.

WIFE  
 Three!

She shows him the braid of hair around her neck.

WIFE (CONT'D)  
 Compare this to your corn.

He does and it's a perfect match.

BAKER  
Where did you find it?

WIFE  
(false modesty)  
I pulled it from a maiden in a tower.

BAKER  
Three!

WIFE  
And I almost had the fourth, but she got away.

BAKER  
We've one entire day left. Surely we can locate the slipper by then.

WIFE  
We? You mean you're going to let me stay with you?

BAKER  
Well...perhaps it will take the two of us to have this child.

WIFE  
YOU'VE CHANGED./ YOU'RE DARING./  
YOU'RE DIFFERENT IN THE WOODS./ MORE  
SURE,/ MORE SHARING./ YOU'RE GETTING  
US THROUGH THE WOODS.  
IF YOU COULD SEE--/ YOU'RE NOT THE MAN  
WHO STARTED,/ AND MUCH MORE OPEN-  
HEARTED/ THEN I KNEW/ YOU TO BE.

BAKER  
IT TAKES TWO./ I THOUGHT ONE WAS  
ENOUGH,/ IT'S NOT TRUE:/ IT TAKES TWO  
OF US./ YOU CAME THROUGH/ WHEN THE  
JOURNEY WAS ROUGH--/ IT TOOK YOU./ IT  
TOOK TWO OF US.  
IT TAKES CARE,/ IT TAKES PATIENCE AND  
FEAR AND DESPAIR/ TO CHANGE./ THOUGH  
YOU SWEAR/ TO CHANGE,/ WHO CAN TELL IF  
YOU DO?/ IT TAKES TWO.

He flirts with her. She pulls away, teasing him.

WIFE  
YOU'VE CHANGED./ YOU'RE THRIVING./  
THERE'S SOMETHING ABOUT THE WOODS./  
NOT JUST/ SURVIVING,/ YOU'RE  
BLOSSOMING IN THE WOODS.  
AT HOME I'D FEAR/ WE'D STAY THE SAME  
FOREVER./ AND THEN OUT HERE/ YOU'RE  
PASSIONATE, CHARMING, CONSIDERATE,  
CLEVER--

BAKER  
 IT TAKES ONE/ TO BEGIN, BUT THEN ONCE/  
 YOU'VE BEGUN,/ IT TAKES TWO OF YOU./  
 IT'S NO FUN,/ BUT WHAT NEEDS TO BE  
 DONE/ YOU CAN DO/ WHEN THERE'S TWO OF  
 YOU.  
 IF I DARE,/ IT'S BECAUSE I'M BECOMING/  
 AWARE/ OF US/ AS A PAIR/ OF US,/ EACH  
 ACCEPTING A SHARE/ OF WHAT'S THERE.

They move towards each other through the trees playfully.

BOTH  
 WE'VE CHANGED./ WE'RE STRANGERS./ I'M  
 MEETING YOU IN THE WOODS./ WHO MINDS/  
 WHAT DANGERS?/ I KNOW WE'LL GET PAST  
 THE WOODS.  
 AND ONCE WE'RE PAST,/ LET'S HOPE THE  
 CHANGES LAST/ BEYOND WOODS,/ BEYOND  
 WITCHES AND SLIPPERS AND HOODS,/ JUST  
 THE TWO OF US--/ BEYOND LIES,/ SAFE AT  
 HOME WITH OUR BEAUTIFUL PRIZE,/ JUST  
 THE FEW OF US.  
 IT TAKES TRUST./ IT TAKES JUST/ A BIT  
 MORE AND WE'RE DONE./

They sit down next to each other at the top of a small hill  
 and slide down to the bottom together.

BOTH (CONT'D)  
 WE WANT FOUR,/WE HAD NONE./ WE'VE GOT  
 THREE./ WE NEED ONE./ IT TAKES TWO.

They kiss but their moment of romance is interrupted when a  
 large GOLDEN EGG rolls down the hill between them. The WIFE  
 screams.

JACK (O.S.)  
 Stop it! Stop my egg!

The BAKER stops the egg and picks it up. JACK stumbles down  
 the hill.

JACK (CONT'D)  
 Oh, brilliant! My Milky-White. And  
 the owners. And my egg!

BAKER  
 Where did you get this?

JACK  
 From the Giant's hen!

The BAKER'S WIFE examines the egg.

WIFE  
 A golden egg! I've never seen a golden  
 egg.

JACK  
 And you can have it. Along with the  
 five gold pieces.

WIFE  
Five gold pieces?

JACK  
Now I'm taking my cow.

JACK moves to MILKY-WHITE. The distant CHIMES OF MIDNIGHT begin to ring out from the castle.

BAKER  
(overlapping)  
Now, I never said I would sell.

JACK  
(overlapping)  
But you took the five gold pieces.

WIFE  
You took five gold pieces?!

BAKER  
I didn't take, you gave.

WIFE  
Where are the five gold pieces?

JACK  
You said I could have my cow!

BAKER  
Now I never said you could. I said you might.

WIFE  
You would take money before a child?!

BAKER  
No, no, no - it's not how it sounds!

JACK  
(alarmed)  
Milky-White...!

MILKY-WHITE has begun to shake like a dashboard ornament. She moans, then topples over with a loud thud. Alarmed, JACK runs to the cow and lays his head on the animal's chest.

JACK (CONT'D)  
(tearful)  
Milky-White is dead!

The BAKER looks up and sees that the SHADOW has now moved a third of the way across the MOON. We hear the WITCH scream:

WITCH(O.S.)  
TWO MIDNIGHTS GONE!

EXT. RAPUNZEL'S TOWER - DAYBREAK

Hidden by a broken piece of WALL -- someone or something is watching the R-PRINCE climbing out of the window.

BAKER (V.O.)  
When dawn broke, the Baker and his Wife had but one day left to reverse the Witch's curse. As for Rapunzel's Prince, he returned yet again to the forbidden tower.

With RAPUNZEL smiling down, the R-PRINCE descends her hair. Once he has reached the bottom, she pulls her hair back in and closes the window.

ANOTHER ANGLE. We discover that it's the WITCH who has been watching. She is not happy.

The PRINCE mounts his horse and rides off towards a low rose thicket -- an easy jump.

With a thrust of her stick, the WITCH makes the thicket shoot up before the PRINCE has time to act. His HORSE stops short and he screams as he is thrown over the horse's head into the thicket.

ANGLE ON THE WITCH. She smiles at her handiwork then turns to stare at the top of the tower vindictively.

INT. RAPUNZEL'S TOWER - DAY

The WITCH threatens RAPUNZEL.

WITCH  
WHAT DID I CLEARLY SAY?/ CHILDREN MUST LISTEN.

RAPUNZEL  
No, no, please!

WITCH  
WHAT WERE YOU NOT TO DO?/ CHILDREN MUST SEE--

RAPUNZEL  
No!

WITCH  
AND LEARN./ WHY COULD YOU NOT OBEY?/ CHILDREN SHOULD LISTEN./ WHAT HAVE I BEEN TO YOU?/ WHAT WOULD YOU HAVE ME BE,/ HANDSOME LIKE A PRINCE? AH, BUT I AM OLD./ I AM UGLY./ I EMBARRASS YOU.

RAPUNZEL  
No!

WITCH  
YOU ARE ASHAMED OF ME.

RAPUNZEL  
No!

WITCH  
YOU ARE ASHAMED./ YOU DON'T UNDERSTAND.



RAPUNZEL

I'm no longer a child. I wish to see the world.

WITCH

DON'T YOU KNOW WHAT'S OUT THERE IN THE WORLD?/ SOMEONE HAS TO SHIELD YOU FROM THE WORLD./ STAY WITH ME.  
 PRINCES WAIT THERE IN THE WORLD, IT'S TRUE./ PRINCES, YES, BUT WOLVES AND HUMANS, TOO./ STAY AT HOME./ I AM HOME./ WHO OUT THERE COULD LOVE YOU MORE THAN I?/ WHAT OUT THERE THAT I CANNOT SUPPLY?/ STAY WITH ME.  
 STAY WITH ME,/ THE WORLD IS DARK AND WILD./ STAY A CHILD WHILE YOU CAN BE A CHILD./ WITH ME.

WITCH (CONT'D)

I gave you protection and yet you disobeyed me.

RAPUNZEL

No!

WITCH

Your prince will never lay eyes on you again. He will never lay eyes on anything again!

RAPUNZEL

What did you do to him?

WITCH

It doesn't matter because where you're going, no one will ever see you again.

The WITCH lunges at RAPUNZEL with a pair of SHEARS and begins to hack off her hair. The girl lets out a mighty shriek.

EXT. NEAR GRANNY'S HOUSE - ELEPHANT OAKS - DAY

JACK makes his way despondently through the oaks with his GOLDEN EGG.

He comes across what looks like a WOLF, hunched over on the edge of the brush. He stops... then slowly approaches.

JACK

Hey there - nice cape!

The figure twists around, pulling a knife.

LRRH

Stay away from my cape or I'll slash you into a thousand bits!

The figure is revealed to be LRRH, in a wolf-skin cape, picking mushrooms for her granny.

JACK  
Whoa! I don't want it.  
(beat)  
Where did you get it?

LRRH  
My Granny made it for me from a wolf that attacked us. And she gave me this beautiful knife for protection.

JACK  
Well, look what I have! A golden egg.

He shows her his GOLDEN EGG.

LRRH  
(Suspicious)  
Where did you get that egg?

JACK  
(pointing to the sky)  
I stole a hen that lays golden eggs from the kingdom of the Giant.

LRRH  
I don't believe you.

JACK  
It's true. And you should see the Giant's toy harp. It plays the most beautiful tunes without your even having to touch it.

LRRH  
(Smirking)  
Of course it does. Why don't you go up to the kingdom right now and bring it back and show me?

JACK  
I could.

LRRH  
You could not!

JACK  
I could!

LRRH  
You could not, Mr. Liar!

JACK  
I am not a liar! I'll get that harp. You'll see!

He runs off.

EXT. BEANSTALK & JACK'S FARMHOUSE - AFTERNOON

To frantic MUSIC, JACK is making his way down to the bottom of the beanstalk with all the speed he can muster. This is made more difficult by the GOLDEN HARP which he has slung over his shoulder.

BAKER (V.O.)

Jack took the little girl's dare and before he knew it, found himself fleeing from a Giant.

Suddenly, the BEANSTALK shakes mightily, making JACK hold on for dear life. He looks up to discover the Giant climbing down after him; Jack feverishly picks up speed and jumps the last six feet to the ground. He quickly drops the harp and runs to a large axe embedded in the stump of a tree.

JACK swings the AXE striking the BEANSTALK.

EXT. WOODS - PINE FOREST - AFTERNOON

The SWING of the AXE is picked up by the BAKER snapping a branch that's in his way.

The BAKER and his WIFE trudging through the woods.

BAKER

We've only one day left! I don't know where to start.

WIFE

You can start by buying a new cow with the money you took from the boy.

BAKER

Right, where do I buy a cow?

WIFE

You go to the next village, you'll find a cow there.

BAKER

What are you going to do?

WIFE

I'm going to get the slipper.

BAKER

The yellow slipper?

WIFE

The GOLDEN slipper!

BAKER

Yes. The golden slipper, that's what I meant. How are you going to get it?

WIFE  
I have met a maiden with golden  
slippers these two previous nights.

BAKER  
You think you could get one?

WIFE  
Yes, I'm sure of it. I'll meet you  
back here.

BAKER  
Right.  
(beat)  
Why are we always separating?

WIFE  
Because we have to if we're going to  
be together...

The BAKER and his WIFE start to go off in opposite directions when there is a TREMENDOUS CRASH with the force of an earthquake. The BAKER and his WIFE are knocked off their feet and tumble into a bank of FERNS. They scramble to their feet and look to one another.

WIFE (CONT'D)  
What is happening?

EXT. JACK'S FARMHOUSE - AFTERNOON

The Giant lies still on the ground.

BAKER (V.O.)  
The entire kingdom shook when the  
beanstalk came crashing down, killing  
the Giant...

EXT. KING'S CASTLE - PALACE STEPS - NIGHT

The MOON is now half covered by SHADOW. DROP DOWN to find CINDERELLA running down the steps; commotion ensues as she is followed by the PRINCE and his retinue.

BAKER (V.O.)  
...as for Cinderella, she fled from  
the Prince... again.

ANOTHER ANGLE. Suddenly, when CINDERELLA is MID-FLIGHT on the steps, she falters, unable to move. She looks down to see that there is TAR on this step and her shoes are stuck.

ANGLE ON THE PRINCE. Smiling as he sees he has finally trapped his prey.

We FREEZE the action as CINDERELLA considers the situation.

## CINDERELLA

HE'S A VERY SMART PRINCE,/ HE'S A  
 PRINCE WHO PREPARES./ KNOWING THIS  
 TIME I'D RUN FROM HIM,/ HE SPREAD  
 PITCH ON THE STAIRS./ AND I'M CAUGHT  
 UNAWARES./ WELL, IT MEANS THAT HE  
 CARES--/ THIS IS MORE THAN JUST  
 MALICE./ BETTER STOP AND TAKE STOCK/  
 WHILE YOU'RE STANDING HERE STUCK/ ON  
 THE STEPS OF THE PALACE.  
 ALL RIGHT, WHAT DO YOU WANT?/ HAVE TO  
 MAKE A DECISION./ WHY NOT STAY AND BE  
 CAUGHT?/ SHOULD I GIVE THAT A  
 THOUGHT,/ WHAT WOULD BE HIS RESPONSE?/

She turns around to see the PRINCE, frozen in time and  
 staring at her.

## CINDERELLA (CONT'D)

BUT THEN WHAT IF HE KNEW/ WHO I AM  
 WHEN I KNOW/ THAT I'M NOT WHAT HE  
 THINKS/ THAT HE WANTS?  
 OR THEN WHAT IF I AM/ WHAT A PRINCE  
 WOULD ENVISION?/ BUT THEN HOW CAN YOU  
 KNOW/ WHO YOU ARE TILL YOU KNOW/ WHAT  
 YOU WANT, WHICH I DON'T?/ SO THEN  
 WHICH DO YOU PICK:/ WHERE YOU'RE SAFE,  
 OUT OF SIGHT,/ AND YOURSELF, BUT WHERE  
 EVERYTHING'S WRONG?/ OR WHERE  
 EVERYTHING'S RIGHT/ BUT YOU KNOW THAT  
 YOU'LL NEVER BELONG?  
 AND WHICHEVER YOU PICK,/ DO IT QUICK,/ 'CAUSE YOU'RE STARTING TO STICK/ TO  
 THE STEPS OF THE PALACE.  
 IT'S MY FIRST BIG DECISION,/ THE  
 CHOICE ISN'T EASY TO MAKE./ TO ARRIVE  
 AT A BALL/ IS EXCITING AND ALL--/ ONCE  
 YOU'RE THERE, THOUGH, IT'S SCARY. AND  
 IT'S FUN TO DECEIVE/ WHEN YOU KNOW YOU  
 CAN LEAVE,/ BUT YOU HAVE TO BE WARY.  
 THERE'S A LOT THAT'S AT STAKE,/ BUT  
 I'VE STALLED LONG ENOUGH,/ 'CAUSE I'M  
 STILL STANDING STUCK/ IN THE STUFF ON  
 THESE STEPS...  
 BETTER RUN ALONG HOME/ AND AVOID THE  
 COLLISION./ THOUGH AT HOME THEY DON'T  
 CARE,/ I'LL BE BETTER OFF THERE/ WHERE  
 THERE'S NOTHING TO CHOOSE,/ SO THERE'S  
 NOTHING TO LOSE./ SO I'LL PRY UP MY  
 SHOES.

CINDERELLA lifts her feet out of the shoes and moves to a  
 step with no tar. She pulls one shoe from the tar, and as she  
 goes to pry the second shoe, she stops.

## CINDERELLA (CONT'D)

WAIT, THOUGH, THINKING IT THROUGH,/ THINGS DON'T HAVE TO COLLIDE--/ I KNOW  
 WHAT MY DECISION IS:/ WHICH IS NOT TO  
 DECIDE./ I'LL JUST LEAVE HIM A CLUE:/  
 FOR EXAMPLE, A SHOE./ AND THEN SEE  
 WHAT HE'LL DO.

(MORE)

CINDERELLA (CONT'D)  
 NOW IT'S HE AND NOT YOU/ WHO'LL BE  
 STUCK WITH A SHOE,/ IN A STEW,/ IN THE  
 GOO,/ AND I'VE LEARNED SOMETHING,  
 TOO,/ SOMETHING I NEVER KNEW,/ ON THE  
 STEPS OF THE PALACE!

Coming out of the freeze, she quickly leaves one shoe and slips on the other, then dashes off out of sight.

The PRINCE picks up the golden shoe from the tar and holds it up triumphantly. He addresses his STEWARD and RETINUE.

C'S PRINCE  
 The ball is over. Send everyone home.

STEWARD  
 And the Princess?

C'S PRINCE  
 She won't get far with one shoe.

EXT. WOODS - PATHWAY TO THE CASTLE - NIGHT

CLOSE-UP on CINDERELLA'S FEET, awkwardly running with one shoe on, one shoe off.

ANOTHER ANGLE. She hears someone close on her trail and looks back to see the wide-eyed WIFE in pursuit.

CINDERELLA  
 Don't come any closer to me!

WIFE  
 Please, stop! Just hear me out!

CINDERELLA  
 You have attacked me once before.

WIFE  
 I didn't attack you. I attacked your shoe. I need it. I have a magic bean in exchange for it.

Breathless, CINDERELLA stops. Stands defensively. The WIFE pulls out the bean from her pocket and hands it to her.

CINDERELLA  
 Magic bean? Nonsense!

CINDERELLA tosses it over her shoulder, but they don't see the SPARKS it sets off when it hits the ground and sinks into the earth.

She starts to leave.

WIFE  
 Wait, please. I haven't much time!  
 (desperate)  
 I need that shoe to have a child.

CINDERELLA  
That makes no sense!

WIFE  
Does it make sense that you're running  
from a prince?

The STEWARD approaches on HORSEBACK.

STEWARD (O.S.)  
Stop! You there, stop!

CINDERELLA  
I must go!

WIFE  
(starts to take off a  
shoe)  
Take my shoes. You'll run faster.

CINDERELLA  
Here--

CINDERELLA hands the WIFE her GOLDEN SLIPPER.

WIFE  
Thank you! Thank you!

CINDERELLA dashes off.

ON THE WIFE AND STEWARD.

STEWARD  
(suspicious)  
Stop! What is that you have in your  
hand?

The WIFE hides the slipper behind her back. The STEWARD  
dismounts.

WIFE  
It's mine.

STEWARD  
(gets off horse)  
Lying will cost you your life!

The STEWARD snatches the shoe. The WIFE pushes the Steward  
and grabs the slipper back.

WIFE  
(desperate)  
I don't care if this costs me my  
life...

STEWARD  
You will pay for this!





EXT. VILLAGE - NIGHT - CONTINUOUS

TRUMPETS sound. The C-PRINCE, the STEWARD and the RETINUE ride through the town, as VILLAGERS open their windows and rush out of their houses.

STEWARD

Let it be known that his Royal Highness the Crown Prince will be visiting every house in this village tonight.

INT. CINDERELLA'S HOUSE - KITCHEN - NIGHT - CONTINUOUS

CINDERELLA has only just got back. Grubby again, and wearing her old clothes, she bundles her beautiful dress into a chest.

STEWARD (O.S.)

All young maidens are hereby commanded to remain in their home until they are visited by the Royal Guard.

CINDERELLA goes to the window and looks out.

EXT. CINDERELLA'S HOUSE - NIGHT - CONTINUOUS

CINDERELLA'S POV: The C-PRINCE and the royal RETINUE arrive in the entry courtyard.

BACK ON CINDERELLA. She smiles to herself.

INT. CINDERELLA'S HOUSE - KITCHEN - NIGHT

The entire STEPFAMILY has assembled, in various stages of undress. LUCINDA stands and watches as the STEPMOTHER tries to force FLORINDA'S large foot into the tiny slipper.

BAKER (V.O.)

As the Prince anxiously waited, the Stepmother took matters -- and Florinda's foot -- into her own hands.

FLORINDA

CAREFUL, MY TOE--!

STEPMOTHER

DARLING, I KNOW--

FLORINDA

WHAT'LL WE DO?

STEPMOTHER

IT'LL HAVE TO GO./ BUT WHEN YOU'RE HIS BRIDE,/ YOU CAN SIT OR RIDE./ YOU'LL NEVER NEED TO WALK!

The STEPMOTHER takes a handkerchief and stuffs it into the girl's mouth and then pulls a large kitchen knife from her pocket and raises it over her foot--

EXT. CINDERELLA'S HOUSE - ENTRY COURTYARD - NIGHT

Standing lanterns have been set up outside the house, bathing the area in light.

The STEPFAMILY watches as the STEWARD helps FLORINDA up on to the back of the Prince's horse. In pain, she grits her teeth in a frozen smile.

BAKER (V.O.)  
 Minus one toe, Florinda mounted the  
 Prince's horse, unaware of the blood  
 dripping from the slipper.

As the STEWARD steps back, he notices a tiny speck of blood on his white glove. He looks up to the PRINCE to show him his hand. The PRINCE looks back to FLORINDA who shrugs sheepishly.

INT. CINDERELLA'S HOUSE - KITCHEN - NIGHT

This time the STEPMOTHER tries to force LUCINDA'S foot into the slipper. FLORINDA looks on with a smirk.

BAKER (V.O.)  
 Lucinda was next.

LUCINDA  
 WHY WON'T IT FIT?

STEMMOTHER  
 DARLING, BE STILL./ CUT OFF A BIT/  
 OF THE HEEL AND IT WILL./  
 (she pulls out knife)  
 AND WHEN YOU'RE HIS WIFE/ YOU'LL HAVE  
 SUCH A LIFE,/ YOU'LL NEVER NEED TO  
 WALK!

QUICK SHOTS:

FLORINDA'S hand over LUCINDA'S mouth.

The KNIFE raised up by the mother.

LUCINDA'S eyes in fear as we hear a muffled scream and the "WOOSH" of a knife--

EXT. CINDERELLA'S HOUSE - ENTRY COURTYARD - NIGHT

The PRINCE and STEWARD wait impatiently in the torchlight.

BAKER (V.O.)  
 Minus a heel, Lucinda did her best to  
 swallow the pain.

At last, LUCINDA appears, masking her pain with a smile, and limps towards the PRINCE. She is followed by her MOTHER and SISTER.

STEPMOTHER  
It's a perfect fit, Your Highness!

LUCINDA winks at the PRINCE flirtatiously, then promptly faints to the ground with a thud. The shoe falls from her foot. The PRINCE nods to the STEWARD who walks over and gingerly picks up the bloody slipper.

C'S PRINCE  
Have you no other daughters?

STEPMOTHER  
Only a little stunted kitchen wench,  
which her late father left behind but  
she cannot present herself. She is too  
dirty.

Out of the shadows, CINDERELLA appears.

The STEWARD hands the slipper to the Prince, who kneels down in front of CINDERELLA and easily slips it on her foot.

C'S PRINCE  
I would recognize these beautiful eyes  
anywhere. This is the true bride!

The PRINCE sweeps CINDERELLA off her feet and leads her to his horse. The two of them ride off.

FLORINDA and LUCINDA watch, not at all happy. Then they hear a CAWING (the sound of birds) overhead. They look up, alarmed.

BIRD'S POV. Far below, FLORINDA and LUCINDA cower together, dreading what is to come as the CAMERA rushes towards them.

BAKER (V.O.)  
As punishment for their cruelty,  
Cinderella's birds swooped down upon  
the Stepsisters... and blinded them.

The BIRDS enter the picture frame, more and more, their CAWING rising to a crescendo until their flapping wings are all we see.

EXT. MARSHLAND - NIGHT - CONTINUOUS

RAPUNZEL is alone in a mossy bower on an isolated island in the middle of swamp waters filled with POISONOUS SNAKES. She hums a sad refrain.

BAKER (V.O.)  
As for Rapunzel, the Witch had  
banished her to a swamp in the darkest  
depths of the forest.

ANOTHER ANGLE. The R-PRINCE with a ragged scarf wrapped around his now blinded eyes, sits slumped over on his horse as the animal navigates its way through the marshy expanse. The R-PRINCE lifts his head as he hears RAPUNZEL'S singing.

Could it be? The horse, seemingly knowing the way, follows the sound as the R-PRINCE calls her name.

R'S PRINCE  
Rapunzel? Rapunzel?

ANGLE ON RAPUNZEL

She looks up and cries with delight when she sees her PRINCE across the water.

RAPUNZEL  
My darling!

She jumps into the swamp, fearlessly ignoring the SNAKES, until she reaches *terra firma* and her man.

R-PRINCE falls from his horse onto the ground.

R'S PRINCE  
Rapunzel? Is it you?

RAPUNZEL reaches him and rips off his scarf. She kneels to cradle his face, weeping.

RAPUNZEL  
How could she do this to you?

EXTREME CLOSE-UP: RAPUNZEL'S TEAR falls into the R-PRINCE'S blind eye.

The PRINCE'S vision is restored.

R'S PRINCE  
(astonished)  
Rapunzel!

RAPUNZEL  
What?

R'S PRINCE  
I can see you!

The two of them embrace. At the same time, we hear MOOING.

EXT. WOODS - TALL TREES - NIGHT

The BAKER is pulling a very obstinate WHITE COW through the woods. He looks up at the MOON which is almost completely covered in SHADOW.

BAKER  
(to the COW)  
Come on! We don't have any time...

Then the WIFE rushes in from another direction, carrying the SLIPPER.

WIFE  
I've found you!  
(sees the cow)  
You've got the cow!

BAKER  
You've got the slipper!

WIFE  
We've all four!

They hug with delight but are quickly startled by the WITCH who appears in the hollow of a tree.

WITCH  
I see a cow. I see a slipper.

BAKER  
And the cape as red as blood.

WIFE  
And the hair as yellow as corn.

BAKER  
We've done it!

WIFE  
We've got them all.

But suddenly the WITCH is suspicious.

WITCH  
Wait a minute!  
(beat)  
That cow doesn't look as white as milk to me.

WIFE  
Of course she is.

A desperate glance at the BAKER. He couldn't have screwed this up -- could he?

WIFE (CONT'D)  
She has to be!

The WITCH walks over and smacks the animal. Flour puffs off its back.

WITCH  
This cow has been covered with flour!

WIFE  
(To the BAKER)  
What? You didn't get a real white cow?

The BAKER turns to the WITCH.

BAKER  
We had a cow as white as milk.  
Honestly we did.

WITCH  
Then where is she?

WIFE  
She's dead.

BAKER  
And we thought you'd prefer a live  
cow.

WITCH  
Of course I'd prefer a live cow! So  
show me the dead cow and I'll bring  
her back to life!

EXT. WOODS - COW'S GRAVE - NIGHT

JACK'S MOTHER is madly hurrying through the woods, searching for JACK. She hears HARP MUSIC -- and that carries her to JACK, sitting with his harp next to the mound where MILKY-WHITE has been covered with LEAVES.

JACK'S MOTHER  
Jack! There you are! I've been worried  
sick about you! There's a dead giant  
in our backyard!

JACK  
There is?

JACK'S MOTHER  
You know there is. You could have been  
crushed!

JACK  
But Mother, look. The most beautiful  
harp.

JACK'S MOTHER  
(conflicted)  
You've stolen too much.

She cuffs the back of his head... then hugs him.

JACK'S MOTHER (CONT'D)  
You could have been killed coming down  
that plant.

The WITCH, the BAKER and the WIFE hurry towards the leafy mound.

WIFE  
We're running out of time!

BAKER  
It's here...

JACK  
What's happening?

BAKER  
She's going to bring Milky-White back  
to life.

JACK  
(amazed)  
She can do that?

BAKER  
She's a witch! She can do anything!

JACK  
Wow!

WITCH  
Stand back!

They quickly move away, and the WITCH invokes some unintelligible incantation, and with the wave of her cape, the DEAD COW comes back to life, shaking off the leaves.

JACK races over to her.

JACK  
Milky-White. You're back! I missed you  
so much!

The BAKER looks up at the MOON...only a slither left, the rest covered by SHADOW.

BAKER  
It's almost midnight!

WITCH  
Quiet! Feed the objects to the cow.

WIFE  
What?

WITCH  
You heard me! Feed them to the cow!

The WIFE and BAKER walk towards the COW and begin feeding it a portion of the ingredients. Not an easy chew for the animal.

The WITCH hands them a silver chalice.

WITCH (CONT'D)  
Fill this!

JACK  
I'll do it. She'll only milk for me.

JACK begins milking the cow, the others watching intently, but alas, nothing is coming out.

JACK (CONT'D)  
Squeeze, pal! You can do it.

He tries harder to no avail. The WITCH goes over and looks into the goblet. Nothing.

WITCH  
Wrong ingredients. Forget about a child!

WIFE  
Wait! We followed your instructions. One, the cow is as white as milk. Correct?

WITCH  
Yes.

WIFE  
And two, the cape was certainly as red as blood.

WITCH  
Yes.

WIFE  
And three, the slipper--

WITCH  
Yes.

BAKER  
And four, I compared the hair with this ear of corn.

WIFE  
I pulled it from a maiden in a tower and--

WITCH  
You what?! What were you doing there?

WIFE  
Well, nothing. I happened to be passing by--

WITCH  
I touched that hair! I told you! I cannot have touched the ingredients!

BAKER/WIFE  
(Moaning)  
Nooooo...

JACK  
The corn! The corn!

BAKER  
What?

JACK grabs the ear of corn out of the BAKER'S hand.

JACK  
You can use the silky hair of the corn--



WITCH  
Yes! Pull it from the ear and feed it  
to the cow. Quickly!

The BAKER grabs the ear of corn from JACK, pulls the hair  
from the corn and feeds it to the cow.

JACK begins milking the cow again. We hear the distant CHIMES  
OF MIDNIGHT begin.

Light pours from above bathing them in a growing haze of BLUE  
LIGHT as the SHADOW finally eclipses the MOON. The COW lets  
out a BLOODCURDLING MOAN.

WIFE  
It's working!

JACK  
She's milking!

The WITCH grabs the chalice.

WITCH  
At last!

The WITCH drinks the potion. She begins to shake. Blue smoke  
begins to pour from her and swirl about as if she is trapped  
inside a cloud. The WIFE lets out a shriek..

The BAKER looks at his WIFE, her belly begins to grow to nine-  
months-full of pregnancy.

BAKER  
That was quick!

The cloud that has surrounded the WITCH now engulfs the area  
until a brisk wind blows it away, revealing a beautiful woman  
standing in the BLUE LIGHT of the FULL MOON. The WITCH has  
been restored to her former self, and she likes what she  
sees.

The final CHIME OF MIDNIGHT is joined by every other BELL IN  
THE KINGDOM -- a joyous cacophony as we:

CUT TO:

EXT. ROAD TO KING'S CASTLE/KING'S CASTLE - A NEW DAY

GOLDEN ROSE PETALS fill the air, swirling across the screen.

PULLING BACK we see that the petals are being thrown by  
CHEERING SUBJECTS who toss more into the air as they clamor  
to catch a glimpse of CINDERELLA and her PRINCE on their  
wedding day.

MUSIC. CINDERELLA'S carriage resplendent in gold drawn by  
black stallions passes. She sits demurely smiling as her  
PRINCE plays to the PASSERS-BY. This comes easily to him.

BAKER (V.O.)

And it came to pass, all that seemed wrong was now right. The Witch succeeded in reversing her mother's curse. Cinderella finally stopped running from her Prince.

CINDERELLA'S POV on the crowd.

She sees JACK and his MOTHER waving; JACK'S MOTHER is overdressed in brand new clothes including a ridiculous "fascinator" hat.

BAKER (V.O.)

Jack was reunited with his beloved cow and his mother could now dress in the best a golden egg could buy.

Cinderella now sees the BAKER and his WIFE standing amongst the crowd, the WIFE holding their new BABY BOY.

BAKER (V.O.)

And the Baker and his Wife were proud parents of a strapping baby boy.

The WIFE shows her the BABY.

WIFE

(calling to her)  
Thanks for the slipper.

The carriage arrives at the entrance to the castle. As the PRINCE and CINDERELLA step from their carriage they are met by cheers.

The STEPFAMILY awaits the married couple. The beaming STEPMOTHER with her DAUGHTERS who are now wearing dark glasses, holding canes and looking rather glum.

RAPUNZEL stands with her PRINCE.

The CROWD ROARS as CINDERELLA and her PRINCE wave.

The STEWARD takes up a large speaking trumpet and the CROWD quiets.

STEWARD

Let us cheer the newlyweds as they embark on their happy bliss today, and ever after--

BAKER (V.O.)

And so with the kingdom filled with joy, those who deserved to were destined to live happily ever...

Suddenly the earth SHAKES with a mighty force, tossing CINDERELLA and her PRINCE (mid-kiss), along with their ATTENDANTS and the entire CROWD to the ground. A piece of the CASTLE comes CRASHING DOWN. Chaos ensues.

JACK'S MOTHER stands up and looks around. No sign of JACK.

JACK'S MOTHER  
Jack? Jack...?

ANGLE ON BAKER and his WIFE.

BAKER  
(stunned)  
Are you alright?

WIFE  
I think so.

BAKER  
And the baby?

WIFE  
Yes, he's fine.

There is another AFTERSHOCK.

ANGLE ON RAPUNZEL. She is spooked by the commotion and runs off through the crowd and disappears.

STEWARD  
(speaking into the  
horn)  
Attention! Attention! Let there be no  
panic. NO PANIC! The Royal Prince  
wishes to address his loyal subjects.  
Attention!

The R-PRINCE searches the crowd for RAPUNZEL. Those who haven't fled, quiet and gather around. The C-PRINCE takes the horn.

C'S PRINCE  
There's no need for worry. It was an  
earthquake in a far-off quadrant of  
our kingdom. Nothing to fear at all.  
As many of you know, we had another  
little shaker just days ago. I will  
personally investigate the  
disturbance. Now everyone, back to  
your villages, and on with your lives!

EXT. KINGDOM - DAY

A dense mist settles across the kingdom. In the distance a beanstalk stretches up to the sky. C'S PRINCE and his RETINUE gallop away from the destroyed castle into the woods.

BAKER (V.O.)

But as they made their way back into the woods, their familiar paths were nowhere to be found and their lives were about to take an unexpected turn.

EXT. WOODS - FLOWERED PATH - DAY

The BAKER and his WIFE are walking down a path -- or the remnants of a path.

WIFE

What's happened? Everything's so different.

They discover LRRH sitting on her suitcase in what was once a lush area, now trampled and broken.

BAKER

Hello, little one. Are you alright? What are you doing here? With a suitcase?

LRRH

I'm moving in with Granny. Our whole village collapsed. I couldn't find my mother anywhere. And now I can't find my Granny's cottage.

BAKER

What do you mean?

LRRH

I went down the dell, and I didn't recognize anything. There was no path.  
(getting worked up)  
Where's the stream? Where's the bridge? Where's Granny?

WIFE

Calm down.

BAKER

We can help you find Granny's without the path.

WIFE

Yes.

The WIFE is exhausted. She hands the BABY to the BAKER.

WIFE (CONT'D)

Please take him for a few moments.

The BAKER is clearly uncomfortable holding the BABY. They continue walking. The BABY begins to cry.

BAKER

Why does he always cry when I hold him?

WIFE  
You needn't hold him as if he was so fragile.

The BABY wails. The BAKER hands the bundle back.

BAKER  
He doesn't want me. He wants his mother!

WIFE  
I can't take care of him all of the time.

BAKER  
I'll take care of him -- when he's older...

They hear COMMOTION in the distance.

WIFE  
Who might that be?

BAKER  
It's the Steward and the royal family.

EXT. WOODS - TALL TREES - DAY - CONTINUOUS

Through a thick haze, the BAKER sees the STEWARD, the STEPFAMILY and a few SERVANTS carrying trunks and tending to the blind, hobbling STEPSISTERS.

The BAKER makes his way to them with his WIFE and LRRH in tow.

BAKER  
What brings you into the woods?

STEWARD  
The castle has been destroyed.

WIFE  
No!

STEPMOTHER  
The kingdom is under attack.

BAKER  
What is the Royal family going to do?

STEWARD  
I have no idea! I don't make policy. I just carry it out.

WIFE  
(to the Baker)  
I think it best we get back to the village. We'll take the girl with us.

She holds out a hand for LRRH.

WIFE (CONT'D)  
You come with us.

LRRH takes her hand.

But then the ground begins to shake. A frightening and increasingly loud crunching noise. They fight for their footing.

The STEPFAMILY drop their belongings and rush to each other. The BAKER puts his arm around his WIFE.

Everyone's faces fill with terror as a huge shadow engulfs them.

WIFE (CONT'D)  
It's a giant!

BAKER  
A giant woman!

Through the trees we see the furious face of a female GIANT. We never see her in her entirety -- but the volume of her voice matches her size.

GIANT  
Where is the lad who killed my husband?

STEWARD  
There is no lad here!

BAKER  
We haven't seen him.

The WITCH, who has slipped in behind the group, comes forward startling everyone and moves directly to the GIANT.

WITCH  
We'll get him for you right away.  
Don't move!

LRRH races past the WITCH and brandishes her knife.

LRRH  
It was you who destroyed our house - not an earthquake.

GIANT  
And who destroyed my house? I want him!

A great bellow that makes the trees shake.

The WITCH moves towards the STEPSISTERS.

WITCH  
Would you like a blind girl instead?







STEPMOTHER

(sincere)

Some people are cut out to battle giants, and others are not. I don't have the constitution. And as long as I can be of no help, I'm going to hide.

(to her retinue)

Let's go!

(she turns back)

Everything will work out fine in the end.

WITCH

Not always.

The STEPFAMILY leaves.

WITCH (CONT'D)

I don't know where they think they're going. The giant's already destroyed the entire village. Only thing left of my garden are these beans.

LRRH

What are we going to do now?

WITCH

We have no choice. Find the boy and give her what she wants.

LRRH

But if we do, she'll kill Jack.

WITCH

And if we don't she'll kill half the kingdom!

She rushes back into the woods.

JACK'S MOTHER stirs and sits up.

JACK'S MOTHER

Promise me you won't let them get Jack. Promise!

BAKER

Okay, I promise.

EXT. WOODS - RAPUNZEL'S TOWER - DAY

We follow the WITCH as she makes her way in search of RAPUNZEL. She comes to their tower, now fallen. Sitting upon a pile of rubble, a bereft RAPUNZEL clutches her cape as she cries.

WITCH

Rapunzel! You're safe! Thank goodness.

RAPUNZEL

Who are you?

WITCH

Surely you remember?

(pleased)

Of course you don't recognize me!

RAPUNZEL

(stunned)

Mother?

WITCH

This is who I truly am, my dear. Now you don't have to be embarrassed by me. You must come with me. There's a Giant in the land.

She moves towards RAPUNZEL -- but suddenly the R-PRINCE rides up on his white steed. He jumps off and rushes to RAPUNZEL.

R'S PRINCE

My darling. Are you all right? Why did you run off?

RAPUNZEL

I was afraid.

R-PRINCE

You never have to be afraid. Now come with me.

WITCH

She's not going with you!

(To RAPUNZEL)

You will come with me.

RAPUNZEL pulls away and turns on the WITCH.

RAPUNZEL

I will not come with you!

WITCH

Then you leave me no choice.

The WITCH pulls RAPUNZEL behind her and tries to cast a spell on R'S PRINCE. Nothing. She tries again. Still nothing.

The PRINCE takes notice of the Witch.

R'S PRINCE

You! The one who blinded me.

RAPUNZEL

(accusing)

And locked me in a tower.



BAKER  
We're never going to find him.

WIFE  
We should fan out. It'll increase our chances.

BAKER  
No. You can't be on your own.

WIFE  
I'll be all right.

BAKER  
What if we get lost?

WIFE  
We'll count our steps from right here.

LRRH  
I'll go, too.

WIFE  
No. You stay with the baby.

The WIFE hands LRRH the baby and sits her down.

BAKER  
(pulling her aside)  
You would leave our son with her?

WIFE  
Yes. He's asleep. He'll be safe with the girl.

LRRH  
(assuming maturity)  
I am very capable of caring for the baby.

WIFE  
See?

BAKER  
But what if the Giant comes back...

WIFE  
What if, what if! Five hundred paces.  
Go!

The WIFE turns and starts walking.

WIFE (CONT'D)  
One, two...

The BAKER stops her. He unties his SCARF.

BAKER  
Wait! Take this. It might be cold.

The BAKER wraps his scarf around her neck and looks at her, reluctant to let her go alone.

The WIFE turns away and begins to count her steps as she walks off. The BAKER goes off in the opposite direction.

WIFE/BAKER  
(overlapping)  
One...two...three...four...

EXT. WOODS - ROOT HOLLOW - DUSK

The PRINCE is watering his horse in a GIANT footprint. The WIFE enters counting.

WIFE  
One eighty-one...one eighty-two... one  
eighty-three... one eighty-four...  
(looks up; startled;  
(bows)  
Hello, Your Royal Highness.

C'S PRINCE  
Hello.

WIFE  
You must be here to slay the Giant.

C'S PRINCE  
The Giant?

WIFE  
Yes. Surely you've heard there is a  
giant in our midst.  
(beat)  
Not an earthquake...

C'S PRINCE  
Of course. A giant.

WIFE  
Yes, it's a lady giant. Unusual, huh?

C'S PRINCE  
I should think. And why are you alone  
in the woods?

WIFE  
I came with my husband. We were ...  
well you see ... it's a long story.

C'S PRINCE  
He would let you roam alone in the  
woods?

WIFE  
No, actually it was my choice.

C'S PRINCE  
How brave.

WIFE  
Brave?

C'S PRINCE  
Yes./ ANYTHING CAN HAPPEN IN THE  
WOODS./ MAY I KISS YOU?/ ANY MOMENT WE  
COULD BE CRUSHED.

WIFE  
Uh--

C'S PRINCE  
DON'T FEEL RUSHED.

He kisses her. She succumbs for a moment, then pulls away.

WIFE  
THIS IS RIDICULOUS,/ WHAT AM I DOING  
HERE?/ I'M IN THE WRONG STORY.

He goes in for another kiss and she pulls away once more.

WIFE (CONT'D)  
Wait one moment, please! We can't do  
this! You have a Princess!

C'S PRINCE  
Well, yes, I do.

WIFE  
And I have a...baker.

C'S PRINCE  
Of course, you're right. How foolish./  
FOOLISHNESS CAN HAPPEN IN THE WOODS./  
ONCE AGAIN, PLEASE--/ LET YOUR  
HESITATIONS BE HUSHED.  
ANY MOMENT, BIG OR SMALL,/ IS A  
MOMENT, AFTER ALL./ SEIZE THE MOMENT,  
SKIES MAY FALL/ ANY MOMENT.

He kisses her again.

WIFE  
(stepping back)  
But this is not right!

C'S PRINCE  
RIGHT AND WRONG DON'T MATTER IN THE  
WOODS,/ ONLY FEELINGS./ LET US MEET  
THE MOMENT UNBLUSHED./ LIFE IS OFTEN  
SO UNPLEASANT--/ YOU MUST KNOW THAT,  
AS A PEASANT--/ BEST TO TAKE THE  
MOMENT PRESENT/ AS A PRESENT FOR THE  
MOMENT.

As the PRINCE takes her into his arms, we PAN UP to see  
CINDERELLA'S BIRDS in the branches looking down at them.

EXT. WOODS - C-MOTHER'S GRAVE - DUSK

We TRACK with the BAKER before he comes upon CINDERELLA crying at what's left of her MOTHER'S GRAVESTONE and tree.

BAKER  
 Four eighty two... four eighty  
 three...  
 (beat)  
 Excuse me, ma'am. Have you seen a  
 boy...  
 (notices she is  
 crying)  
 I'm sorry, may I be of some service?

She looks to the BAKER and immediately turns her head for fear she will be recognized.

CINDERELLA  
 The tree has fallen. Mother's grave,  
 destroyed.

BAKER  
 (confused)  
 Oh. I'm sorry.

CINDERELLA  
 I shouldn't complain. I'm sure others  
 have suffered worse after the  
 earthquake.

BAKER  
 Earthquake? It's no earthquake --  
 there's a giant terrorizing the  
 kingdom!

CINDERELLA  
 Well, I'm sure the Prince will see to  
 it that the Giant is rid from our  
 land.

BAKER  
 Hah, the Prince? No doubt he's off  
 somewhere seducing some young maiden.

CINDERELLA  
 (She turns to him)  
 What?

BAKER  
 You look just like the Princess -- but  
 dirty. Oh no, you are the Princess!

He drops to his knees and bows.

CINDERELLA  
 Please. Please... Get up! I'm not a  
 princess here.

BAKER  
 I'm sorry. I didn't recognize you.

CINDERELLA  
 I had to disguise myself. I'm not  
 permitted to leave the palace  
 unescorted.

CINDERELLA looks away towards the wreckage of her mother's  
 grave.

BAKER  
 If you'd like you can come with me.  
 You will be safe in our company.

CINDERELLA thinks for a moment, then nods.

CINDERELLA  
 Thank you.

BAKER  
 This way.

EXT. WOODS - ROOT HOLLOW - DUSK

The C-PRINCE is wrapped in an embrace with the WIFE. He  
 suddenly breaks away.

C'S PRINCE  
 I must leave you.

She looks at him confused. He walks over to his horse and  
 mounts it.

C'S PRINCE (CONT'D)  
 Now I must go off to slay a giant. I  
 shall not forget you. How brave you  
 are to be alone in the woods. And how  
 alive you've made me feel.

And just like that, he rides off leaving a cloud of dust in  
 his wake.

WIFE  
 What was that?/ WAS THAT ME?/ WAS THAT  
 HIM?/ DID A PRINCE REALLY KISS ME?/  
 AND KISS ME?/ AND KISS ME?/ AND DID I  
 KISS HIM BACK?  
 WAS IT WRONG?/ AM I MAD?/ IS THAT  
 ALL?/ DOES HE MISS ME?/ WAS HE  
 SUDDENLY/ GETTING BORED WITH ME?  
 WAKE UP! STOP DREAMING./ STOP PRANCING  
 ABOUT THE WOODS./ IT'S NOT BESEEMING./  
 WHAT IS IT ABOUT THE WOODS?  
 BACK TO LIFE, BACK TO SENSE,/ BACK TO  
 CHILD, BACK TO HUSBAND,/ NO ONE LIVES  
 IN THE WOODS./ THERE ARE VOWS, THERE  
 ARE TIES,/ THERE ARE NEEDS, THERE ARE  
 STANDARDS,/ THERE ARE SHOULDN'TS AND  
 SHOULD'S.

(she stops for a  
 moment)

(MORE)



WIFE (CONT'D)  
 WHY NOT BOTH INSTEAD?/ THERE'S THE  
 ANSWER, IF YOU'RE CLEVER:/ HAVE A  
 CHILD FOR WARMTH/ AND A BAKER FOR  
 BREAD,/ AND A PRINCE FOR WHATEVER--/  
 NEVER!/ IT'S THESE WOODS.

She begins retracing her steps.

WIFE (CONT'D)  
 (she continues)  
 FACE THE FACTS, FIND THE BOY,/ JOIN  
 THE GROUP, STOP THE GIANT,/ JUST GET  
 OUT OF THESE WOODS./ WAS THAT HIM? YES  
 IT WAS./ WAS THAT ME? NO, IT WASN'T,/  
 JUST A TRICK OF THE WOODS.  
 JUST A MOMENT,/ ONE PECULIAR PASSING  
 MOMENT...  
 MUST IT ALL BE EITHER LESS OR MORE,/  
 EITHER PLAIN OR GRAND?/ IS IT ALWAYS  
 "OR"?/ IS IT NEVER "AND"?/ THAT'S WHAT  
 WOODS ARE FOR:/ FOR THOSE MOMENTS IN  
 THE WOODS.

She stops to catch her breath and make sure she's on the  
 right path.

WIFE (CONT'D)  
 OH, IF LIFE WERE MADE OF MOMENTS,/  
 EVEN NOW AND THEN A BAD ONE--!/ BUT IF  
 LIFE WERE ONLY MOMENTS,/ THEN YOU'D  
 NEVER KNOW YOU HAD ONE.  
 (on the move again)  
 FIRST A WITCH, THEN A CHILD,/ THEN A  
 PRINCE, THEN A MOMENT--/ WHO CAN LIVE  
 IN THE WOODS?/ AND TO GET WHAT YOU  
 WISH,/ ONLY JUST FOR A MOMENT--/ THESE  
 ARE DANGEROUS WOODS...  
 LET THE MOMENT GO./ DON'T FORGET IT  
 FOR A MOMENT, THOUGH./

The WIFE looks in the direction of where the C-PRINCE exited.

WIFE (CONT'D)  
 JUST REMEMBERING YOU'VE HAD AN "AND,"/  
 WHEN YOU'RE BACK TO "OR"/

She looks down to the BAKER'S scarf and pulls it from her  
 waist.

WIFE (CONT'D)  
 MAKES THE "OR" MEAN MORE/ THAN IT DID  
 BEFORE./ NOW I UNDERSTAND--/ AND IT'S  
 TIME TO LEAVE THE WOODS!

With newfound determination to return to her husband, she  
 ties the scarf around her neck and begins to trace her steps  
 back:

WIFE (CONT'D)  
 One eighty-four... one eighty-three...  
 one eighty-two...

She stops. An ominous expression crosses her face. We begin to hear the pounding steps of the GIANT moving closer. The WIFE scrambles up a steep incline trying to find a way to get out of the GIANT'S path. She makes it to the top, but realizes there is no way down on the other side.

As the GIANT'S footsteps near, the WIFE is engulfed in darkness. Trees begin to fall around her and as the earth shakes, she loses her balance and falls backwards with a scream.

EXT. WOODS - TALL TREES - NIGHT

The BAKER is pacing back and forth. CINDERELLA is tending to the BABY. LRRH sits staring sadly into space.

BAKER  
She should be back by now.

LRRH  
She wouldn't get lost.

CINDERELLA  
I'm sure she'll return.

BAKER  
No, I must go and look for her--

They hear a commotion. It's the WITCH, who has JACK by the scruff of the neck.

WITCH  
Look who I found!

JACK  
You're hurting me!

The WITCH continues pulling the boy along.

BAKER  
Let go of him!

WITCH  
I'll let go of him when I give him to the Giant.

JACK  
Make her stop!

LRRH  
Leave him alone!

LRRH goes to try and pull JACK away from the WITCH. A tussle ensues, and the BAKER notices that JACK has dropped something. He goes over and picks up his SCARF.

BAKER  
(at the top of his  
lungs)  
Stop! I said stop!

They do. The BAKER moves to JACK.

BAKER (CONT'D)  
Where did you find this?

The WITCH releases JACK.

JACK  
I'm sorry, sir...

BAKER  
It's my wife's!

JACK  
I'm sorry. I came upon her. She was at  
the bottom of a cliff...

BAKER  
What are you saying?

JACK can't say the words.

CINDERELLA  
How awful...

BAKER  
No. No...!

As the truth sinks in.

BAKER (CONT'D)  
This is my fault. I let her wander off  
alone. I should have made her stay  
with me.

WITCH  
(impatient)  
Remorse will get you nowhere.

BAKER  
(angry)  
My wife is dead!

WITCH  
Wake up! When you're dead, you're  
dead.  
(goes after JACK)  
Now it's time to get this boy to the  
Giant before we're all--

CINDERELLA and LRRH block her way.

CINDERELLA  
Keep away from him.

LRRH  
No!

WITCH

This is no time to be soft-hearted!  
He's going to the Giant and I'm taking  
him.

The BAKER grabs hold of JACK.

BAKER

Yes! He's the one to blame! It's  
because of you there's a giant in our  
midst and my wife is dead!

JACK

BUT IT ISN'T MY FAULT,/ I WAS GIVEN  
THOSE BEANS!/ YOU PERSUADED ME TO  
TRADE AWAY/ MY COW FOR BEANS!/ AND  
WITHOUT THOSE BEANS/ THERE'D HAVE BEEN  
NO STALK/ TO GET UP TO THE GIANTS/ IN  
THE FIRST PLACE!

This becomes one big game of "tag", the group reconstituting  
itself as they gang up on whomever they think is the guilty  
party.

BAKER

WAIT A MINUTE--/ MAGIC BEANS/ FOR A  
COW SO OLD/ THAT YOU HAD TO TELL/ A  
LIE TO SELL/ IT, WHICH YOU TOLD!/ WERE  
THEY WORTHLESS BEANS?/ WERE THEY  
OVERSOLD?/ OH, AND TELL US WHO/  
PERSUADED YOU/ TO STEAL THAT GOLD!

LRRH

(to JACK)  
SEE, IT'S YOUR FAULT.

JACK

NO!

BAKER

YES, IT'S YOUR FAULT.

JACK

NO!

LRRH

YES, IT IS!

JACK

IT'S NOT!

BAKER

IT'S TRUE.

JACK

WAIT A MINUTE, THOUGH--/ I ONLY  
STOLE THE GOLD/ TO GET MY COW BACK/  
FROM YOU!

They turn on the BAKER.

LRRH  
SO IT'S YOUR FAULT!

JACK  
YES!

BAKER  
NO, IT ISN'T!/ I'D HAVE KEPT THOSE  
BEANS,/ BUT OUR HOUSE WAS CURSED./ SHE  
MADE US GET A COW/ TO GET THE CURSE  
REVERSED!

They march over to the WITCH who stands firm.

WITCH  
IT'S HIS FATHER'S FAULT/ THAT THE  
CURSE GOT PLACED/ AND THE PLACE GOT  
CURSED/ IN THE FIRST PLACE!

LRRH  
OH./ THEN IT'S HIS FAULT!

WITCH  
SO.

CINDERELLA  
IT WAS HIS FAULT.

JACK  
NO.

BAKER  
YES, IT IS,/ IT'S HIS.

CINDERELLA  
I GUESS...

JACK  
(to CINDERELLA)  
WAIT A MINUTE, THOUGH--/ I CHOPPED  
DOWN THE BEANSTALK,/ RIGHT? THAT'S  
CLEAR./ BUT WITHOUT ANY BEANSTALK,/   
THEN WHAT'S QUEER/ IS HOW DID THE  
SECOND GIANT GET DOWN HERE/ IN THE  
FIRST PLACE?/ SECOND PLACE...

CINDERELLA  
YES!

LRRH  
HOW?

BAKER  
HMM...

JACK  
WELL,/ WHO HAD THE OTHER BEAN?

BAKER  
THE OTHER BEAN?

CINDERELLA  
THE OTHER BEAN?

JACK  
YOU POCKETED THE OTHER BEAN.

BAKER  
I DIDN'T!/ YES, I DID.

LRRH  
SO IT'S YOUR FAULT--!

BAKER  
NO, IT ISN'T/ 'CAUSE I GAVE IT TO MY WIFE!

LRRH  
SO IT'S HER FAULT--!

BAKER  
NO, IT ISN'T!

CINDERELLA  
THEN WHOSE IS IT?

BAKER  
(to CINDERELLA)  
WAIT A MINUTE!/ SHE EXCHANGED THAT BEAN/ TO OBTAIN YOUR SHOE,/ SO THE ONE WHO KNOWS WHAT HAPPENED/ TO THE BEAN IS YOU!

Moving on CINDERELLA.

CINDERELLA  
YOU MEAN THAT OLD BEAN/ THAT YOUR WIFE --? OH, DEAR--/ BUT I NEVER KNEW,/ AND SO I THREW--/ WELL, DON'T LOOK HERE!

LRRH  
SO IT'S YOUR FAULT!

CINDERELLA  
BUT--

JACK  
SEE, IT'S HER FAULT--!

CINDERELLA  
BUT--

JACK  
AND IT ISN'T MINE AT ALL!

BAKER  
(to CINDERELLA)  
BUT WHAT?

CINDERELLA  
 (to JACK)  
 WELL, IF YOU HADN'T GONE/ BACK UP  
 AGAIN--

JACK  
 WE WERE NEEDY--

CINDERELLA  
 YOU WERE GREEDY!/ DID YOU NEED THAT  
 HEN?

JACK  
 BUT I GOT IT FOR MY MOTHER--!

LRRH  
 SO IT'S HER FAULT THEN!

CINDERELLA  
 YES, AND WHAT ABOUT THE HARP/ IN THE  
 THIRD PLACE?

BAKER  
 THE HARP--YES!

They turn on LRRH.

JACK  
 SHE WENT AND DARED ME TO!

LRRH  
 I DARED YOU TO?

JACK  
 YOU DARED ME TO!/ SHE SAID THAT I WAS  
 SCARED--

LRRH  
 ME?

JACK  
 --TO./ SHE DARED ME!

LRRH  
 NO, I DIDN'T!

BAKER/CINDERELLA/JACK  
 SO IT'S YOUR FAULT!

LRRH  
 WAIT A MINUTE--!

Every man for himself because there's enough blame to go  
 around.

CINDERELLA  
 (to LRRH)  
 IF YOU HADN'T DARED HIM TO--

BAKER  
 (to JACK)  
 AND YOU HAD LEFT THE HARP  
 ALONE,/ /  
 WE WOULDN'T BE IN TROUBLE/ IN  
 THE FIRST PLACE!

LRRH (CONT'D)  
 (to CINDERELLA)  
 WELL, IF YOU HADN'T THROWN  
 AWAY THE BEAN/ IN THE FIRST  
 PLACE--!/ IT WAS YOUR FAULT!

CINDERELLA  
 (points to the WITCH)  
 WELL, IF SHE HADN'T RAISED  
 THEM IN THE FIRST PLACE--!

JACK  
 YES, IF YOU HADN'T RAISED THEM IN THE  
 FIRST PLACE--!

They turn to the WITCH who has her back to them.

LRRH/BAKER  
 RIGHT! IT'S YOU WHO RAISED  
 THE BEANS IN THE FIRST PLACE--  
 !

CINDERELLA  
 YOU RAISED THE BEANS IN THE  
 FIRST PLACE!

JACK (CONT'D)  
 IT'S YOUR FAULT!

CINDERELLA/JACK/LRRH/BAKER  
 (charging the WITCH)  
 YOU'RE RESPONSIBLE!/ YOU'RE THE ONE TO  
 BLAME!/ IT'S YOUR FAULT!

The WITCH turns on them. She is holding the BAKER'S BABY in her arms.

WITCH  
 Shhhhhhh!  
 IT'S THE LAST MIDNIGHT./ IT'S THE LAST  
 WISH./ IT'S THE LAST MIDNIGHT,/ SOON  
 IT WILL BE BOOM--/ SQUISH!  
 TOLD A LITTLE LIE,/ STOLE A LITTLE  
 GOLD,/ BROKE A LITTLE VOW,/ DID YOU?  
 HAD TO GET YOUR PRINCE,/ HAD TO GET  
 YOUR COW,/ HAD TO GET YOUR WISH,/ /  
 DOESN'T MATTER HOW--/ ANYWAY IT  
 DOESN'T MATTER NOW.

She thrusts the BABY into the BAKER'S arms.

WITCH (CONT'D)  
 IT'S THE LAST MIDNIGHT,/ IT'S THE BOOM  
 --/ SPLAT!/ NOTHING BUT A VAST  
 MIDNIGHT,/ EVERYBODY SMASHED FLAT!  
 NOTHING WE CAN DO--/ NOT EXACTLY  
 TRUE:/ WE CAN ALWAYS GIVE HER THE BOY.

She lunges for JACK, but LRRH and CINDERELLA put themselves in her path.



WITCH (CONT'D)  
 NO?/ NO, OF COURSE WHAT REALLY MATTERS  
 IS THE BLAME,/ SOMEONE YOU CAN BLAME./  
 FINE, IF THAT'S THE THING YOU ENJOY,/  
 PLACING THE BLAME,/ IF THAT'S THE  
 AIM,/ GIVE ME THE BLAME--/ JUST GIVE  
 ME THE BOY.

LRRH/CINDERELLA

NO!

WITCH  
 No?/ YOU'RE SO NICE./ YOU'RE NOT  
 GOOD,/ YOU'RE NOT BAD,/ YOU'RE JUST  
 NICE./ I'M NOT GOOD,/ I'M NOT NICE,/ I'M  
 JUST RIGHT./ I'M THE WITCH./  
 YOU'RE THE WORLD.  
 I'M THE HITCH,/ I'M WHAT NO ONE  
 BELIEVES,/ I'M THE WITCH./ YOU'RE ALL  
 LIARS AND THIEVES,/ LIKE HIS FATHER,/ LIKE  
 HIS SON WILL BE, TOO--/ OH, WHY  
 BOTHER?/ YOU'LL JUST DO WHAT YOU DO.  
 (ominous)  
 IT'S THE LAST MIDNIGHT,/ SO GOODBYE,  
 ALL./ COMING AT YOU FAST, MIDNIGHT--/  
 SOON YOU'LL SEE THE SKY FALL.

She pulls out some BEANS from her satchel and THROWS them to the ground where they flash upon impact. She knows that losing the beans will be her end. The OTHERS scramble to pick them up.

WITCH (CONT'D)  
 HERE, YOU WANT A BEAN?/ HAVE ANOTHER  
 BEAN./ BEANS WERE MADE FOR MAKING YOU  
 RICH!/ PLANT THEM AND THEY SOAR--/  
 HERE, YOU WANT SOME MORE?/ LISTEN TO  
 THE ROAR:/ GIANTS BY THE SCORE--!/ OH  
 WELL, YOU CAN BLAME ANOTHER WITCH.  
 IT'S THE LAST MIDNIGHT,/ IT'S THE LAST  
 VERSE./ NOW, BEFORE IT'S PAST  
 MIDNIGHT,/ I'M LEAVING YOU MY LAST  
 CURSE:/ I'M LEAVING YOU ALONE./ YOU  
 CAN TEND THE GARDEN, IT'S YOURS./  
 SEPARATE AND ALONE,/ EVERYBODY DOWN ON  
 ALL FOURS.

ALL RIGHT, MOTHER, WHEN?/ LOST THE  
 BEANS AGAIN!/ PUNISH ME THE WAY YOU  
 DID THEN!/ GIVE ME CLAWS AND A HUNCH,/ JUST  
 AWAY FROM THIS BUNCH/ AND THE  
 GLOOM/ AND THE DOOM/ AND THE BOOM/

The ground swells beneath her lifting her upwards. Then suddenly, the earth deflates into a sinkhole that sucks the WITCH to its core, swallowing her up as she lets out her final cry.

WITCH (CONT'D)

CRUUUUNCH!

The four back up and scatter for safety as a lava-like substance oozes from where the Witch disappeared, creating a large TAR PIT. As the smoke lifts, the four come together, shaken. The BAKER holds the BABY.

JACK  
Maybe I shouldn't have stolen from the Giant...

LRRH  
Maybe I shouldn't have strayed from the path...

CINDERELLA  
Maybe I shouldn't have attended the Ball...

BAKER  
(Bitter)  
Yes. Maybe you shouldn't have...

He hands CINDERELLA the BABY and turns to leave.

JACK  
Where are you going?

BAKER  
Away from here.

LRRH  
But you said we had to find our way out of this together.

BAKER  
It doesn't matter whether we're together or apart.

JACK  
We need your help.

BAKER  
You don't understand. My wife was the one who helped. I depended on her for everything.

CINDERELLA  
You would leave your child?

BAKER  
(despondent)  
He'll be happier in the arms of a Princess...

He begins to walk off.

CINDERELLA  
But wait...

EXT. WOODS - DENSE VERDURE - NIGHT

The BAKER walks aimlessly through the woods alone.

BAKER'S FATHER (O.S.)  
Son.

BAKER  
What are you doing here?

The BAKER turns. His FATHER -- the father he remembers as a child -- follows close behind. He wears the identical hunting jacket.

BAKER (CONT'D)  
I don't want to talk to you. It's because of you all of this happened. Go away!

BAKER'S FATHER  
I'm sorry. I did a foolish thing.

BAKER  
Why would you do that? Why did you take the Witch's beans?

BAKER'S FATHER  
They were there and I wanted them. I didn't think. I was being careless --

BAKER  
-- Selfish.

BAKER'S FATHER  
Yes --

BAKER  
You stole them and you were caught, and then you did what you do. You just ran away.

BAKER'S FATHER  
When your mother died, I was... I hated myself and I ran from my guilt and my shame...

BAKER  
... and your son.

BAKER'S FATHER  
Yes, and my son. And I'm sorry for that.

BAKER  
If you're looking for forgiveness, you're not going to get it.

BAKER'S FATHER  
I never expected...

BAKER  
Then what do you want?

BAKER'S FATHER  
Aren't you making the same mistake?

The BAKER says nothing.

BAKER'S FATHER (CONT'D)  
Aren't you running away?  
(the Baker looks  
away)  
Be better than me, son. Do better...

The BAKER turns to look at his FATHER, but he is gone. Was he ever there?

The BAKER walks angrily along an overgrown path through the woods. He slows, sits down on a tree stump and breaks down, his wife's scarf in his hands.

Slowly he calms himself.

EXT. WOODS - TALL TREES - NIGHT

JACK and LRRH are making a plan. CINDERELLA has the BABY.

JACK  
If there were just some way we could surprise the Giant.

LRRH  
She's too tall to surprise.

They look up as a newly determined BAKER returns.

CINDERELLA  
I knew you wouldn't give up.

JACK  
He wouldn't leave his baby.

LRRH  
It looked like he was going to.

BAKER  
Give me my son.

The BAKER takes the BABY. The baby begins to cry.

BAKER (CONT'D)  
(pulling the baby  
close to comfort  
him)  
Hey, hey.

LRRH  
What are we going to do now?

BAKER  
We need to rid this kingdom of the Giant -- together.

(MORE)



C'S PRINCE  
(calling over)  
Are you alright, miss?

CINDERELLA  
(hiding her face)  
The Giant went in that direction.

He rides closer.

C'S PRINCE  
My darling!  
(dismounts)  
I did not recognize you. What are you  
doing here? And with a child? You must  
go back to the castle at once. There's  
a giant on the loose.

CINDERELLA  
I'm well aware of that.

He comes and puts his arm around her, but she pulls away.

C'S PRINCE  
My love. What is it?

CINDERELLA  
Maybe I'm not your only love.

C'S PRINCE  
(beat)  
I love you. Truly I do.

CINDERELLA  
If you love me, why did you stray?

C'S PRINCE  
I thought if you were mine, that I  
would never wish for more.

CINDERELLA  
If this is how you behave as a prince,  
what kind of king will you be?

C'S PRINCE  
I was raised to be charming, not  
sincere.

CINDERELLA  
I think you should go.

C'S PRINCE  
I'm not going to leave you.

CINDERELLA  
Consider that I've been lost. A victim  
of the Giant.

C'S PRINCE  
Is that what you really wish?

CINDERELLA  
 My father's house was a nightmare.  
 Your house was a dream. Now I want  
 something in-between.

She takes off her wedding ring and gives it back to him. He stands there for a moment, then mounts his horse.

C'S PRINCE  
 I shall always love the maiden who ran  
 away.

CINDERELLA  
 And I the faraway prince.

The PRINCE rides off.

CUT TO:

EXT. WOODS - TALL TREES - NIGHT - CONTINUOUS

ANGLE ON A TREE BY THE TAR PIT

The BAKER is scaling his way up the tall tree. JACK follows him, each carrying slings and stones. A branch gives way under JACK but he is able to keep his balance.

BAKER  
 Careful, there. Not so fast.

JACK  
 You needn't worry -- this is easier  
 than a beanstalk.

ANGLE ON CINDERELLA. She's sitting on a tree stump, rocking the baby. LRRH returns.

LRRH  
 They're in the tree -- over there. We  
 made slings out of my cape.

LRRH sits next to CINDERELLA.

LRRH (CONT'D)  
 I wanted to climb too.

CINDERELLA  
 I'm glad you're here to help me.

LRRH turns her head away.

CINDERELLA (CONT'D)  
 What's wrong?

LRRH  
 I think my mother and my Granny would  
 be upset with me.

CINDERELLA  
 Why?

LRRH  
They said always to make them proud  
and here I am about to kill somebody.

CINDERELLA  
Not somebody. A giant who's done a lot  
of harm.

LRRH  
But a giant's a person. Aren't we to  
show forgiveness?

CINDERELLA  
MOTHER CANNOT GUIDE YOU./ NOW YOU'RE  
ON YOUR OWN./ ONLY ME BESIDE YOU./  
STILL, YOU'RE NOT ALONE./ NO ONE IS  
ALONE, TRULY./ NO ONE IS ALONE.

LRRH  
I WISH...

CINDERELLA  
I know.

ANGLE ON TREE

The BAKER and JACK position themselves on a limb within the  
tree.

JACK  
Wait until my mother hears I've slain  
the Giant.

BAKER  
Jack, there's something you have to  
know. Your mother...

JACK  
What?

BAKER  
She didn't make it.

JACK  
Was she killed by the Giant?

BAKER  
No. It wasn't like that. She was  
fighting with the Giant, trying to  
protect you, and she was pushed by the  
Steward -- and -- she fell.

JACK  
The Steward will pay for this.

BAKER  
No, Jack --

JACK  
After we slay the Giant, I will slay  
him.



BAKER  
You'll do nothing of the kind.

JACK  
What he done was wrong. He should be punished.

BAKER  
It's not as easy as that.

CUT BACK AND FORTH.

CINDERELLA  
(to LRRH)  
MOTHER ISN'T HERE NOW.

BAKER  
(to Jack;  
conciliatory)  
WRONG THINGS, RIGHT THINGS...

CINDERELLA  
WHO KNOWS WHAT SHE'D SAY?

BAKER  
WHO CAN SAY WHAT'S TRUE?

CINDERELLA  
NOTHING'S QUITE SO CLEAR NOW.

BAKER  
DO THINGS, FIGHT THINGS...

CINDERELLA  
FEEL YOU'VE LOST YOUR WAY?

BAKER  
YOU DECIDE,/ BUT YOU ARE NOT ALONE.

CINDERELLA  
YOU ARE NOT ALONE,/ BELIEVE ME./ NO ONE IS ALONE.

BAKER  
NO ONE IS ALONE,/ BELIEVE ME.

CINDERELLA  
TRULY...

CINDERELLA/BAKER  
PEOPLE MAKE MISTAKES.

BAKER  
FATHERS,

CINDERELLA  
MOTHERS,

CINDERELLA/BAKER  
PEOPLE MAKE MISTAKES,/ HOLDING TO THEIR OWN,/ THINKING THEY'RE ALONE.

CINDERELLA  
HONOR THEIR MISTAKES.

BAKER  
FIGHT FOR THEIR MISTAKES--

CINDERELLA  
EVERYBODY MAKES--

CINDERELLA/BAKER  
--ONE ANOTHER'S/ TERRIBLE MISTAKES.  
WITCHES CAN BE RIGHT,/ GIANTS CAN BE  
GOOD./ YOU DECIDE WHAT'S RIGHT,/ YOU  
DECIDE WHAT'S GOOD.

CINDERELLA  
JUST REMEMBER:

BAKER  
JUST REMEMBER:

CINDERELLA/BAKER  
SOMEONE IS ON YOUR SIDE.

LRRH/JACK  
OUR SIDE.

CINDERELLA/BAKER  
OUR SIDE./ SOMEONE ELSE IS NOT./ WHILE  
WE'RE SEEING OUR SIDE--

LRRH/JACK  
OUR SIDE--

CINDERELLA/BAKER  
OUR SIDE--

ALL FOUR  
MAYBE WE FORGOT:/ THEY ARE NOT ALONE./  
NO ONE IS ALONE.  
SOMEONE IS ON YOUR SIDE--/ NO ONE IS  
ALONE--

They're interrupted by the ominous sounds of the approaching  
GIANT.

LRRH  
Here she comes!

ANGLE ON JACK AND THE BAKER.

BAKER  
Go, Jack! Be careful.

ANGLE ON THE GIANT'S FEET

Destroying everything in its path.

ANGLE ON JACK, as he scurries up higher in the tree.

WIDE SHOT

The GIANT approaches LRRH and CINDERELLA.

GIANT  
Where is the boy?

LRRH  
We have him.

GIANT  
Where?

LRRH  
(points)  
He's hiding in that tree!

JACK pops up and reveals himself at the top of the tree.

JACK  
Here I am!

The GIANT begins to move aggressively towards JACK.

JACK and the BAKER load their slings.

BAKER  
(calling up to JACK)  
Ready?

JACK  
Ready!

ANGLE on the GIANT'S feet, trampling everything in her path. Suddenly, she steps into the expanse of the tar pit, which slowly stops her in her tracks. She fights to free herself as she begins to sink.

SERIES OF SHOTS

-- The BIRDS fly from the trees.

-- BAKER'S POV through the tree branches as the BIRDS swarm around the head of the GIANT.

-- CINDERELLA and LRRH watch and hear the GIANT'S screams.

CINDERELLA  
Good birds!

LRRH  
She doesn't look happy.

-- the BAKER and JACK use their slings to fire stones at the GIANT.

-- JACK shimmies to the end of a high limb for better aim.

-- The GIANT reaches blindly towards JACK.

LRRH (CONT'D)  
Look out Jack!

-- The GIANT seizes hold of the branch where JACK is standing which knocks JACK off. JACK catches himself on the way down, grabbing the branch, and hangs on for dear life. Using one hand, JACK whirls his sling and delivers a knock-out blow to the GIANT'S forehead.

-- The GIANT reacts and begins to sway.

BAKER'S POV of the GIANT'S eye as she fall towards him.

The GIANT'S hand grabs some tree branches, as she fights for her balance. We hear the crackling branches as the GIANT FALLS pulling the tree down with her, snapping it in a final deafening THUD.

EXT. WOODS - TALL TREES - NIGHT - CONTINUOUS

CINDERELLA and LRRH run around the gigantic, exposed roots.

CINDERELLA  
Where are they?

LRRH  
Jack? Mr. Baker?

CINDERELLA  
Jack?

JACK  
Over here!

LRRH  
Jack!

LRRH (CONT'D)  
(To LRRH)  
Will you take him.

LRRH takes the BABY as CINDERELLA helps JACK out of the tree roots.

CINDERELLA  
Oh, be careful, are you alright?

JACK  
Where is he?

CINDERELLA  
He's not with you?

LRRH  
Mr. Baker?

All three feverishly look for him.

BAKER

Jack, Jack!

JACK

Help me. Help me!

BAKER

Jack, I'm here.

CINDERELLA helps JACK lift the tree branch as the BAKER, breathless, crawls out from beneath its grasp. He is scratched up, but relieved. CINDERELLA takes the BABY from LRRH.

CINDERELLA

Let me take him.

BAKER

(To Jack then LRRH)

Are you okay? Are you alright? We did it! We did it! Come here.

They embrace the BAKER. There's a moment of realization of what just happened as they look up at the roots of the fallen tree.

BAKER (CONT'D)

Now we can all return home.

JACK

What home? I have no one to take care of me.

LRRH

(to the BAKER)

And we have nowhere to go, so we'll move in with you.

BAKER

Well --

He hesitates then:

BAKER (CONT'D)

-- of course you can come home with me.

JACK

(to CINDERELLA)

And you can come, too.

BAKER

If you want to.

CINDERELLA

I'll gladly help you with your house. There are times when I actually enjoy cleaning.

The BABY begins to whimper. The BAKER walks towards CINDERELLA and his SON.

BAKER  
Here -- give him to me.

The BAKER walks away from the group, trying to settle his SON. He wraps his SCARF around the BABY.

BAKER (CONT'D)  
(to the BABY)  
Hey, hey, hey, come on now. Hey,  
please, come on, come on, it's okay. I  
know you miss your mother.

The BAKER sits on a fallen tree trunk.

BAKER (CONT'D)  
I miss her too.

The BABY cries.

BAKER (CONT'D)  
Sssh!

The BABY still cries.

BAKER (CONT'D)  
MAYBE I JUST WASN'T MEANT TO HAVE  
CHILDREN--

The BAKER hears his WIFE'S voice. We see her over his shoulder.

WIFE  
DON'T SAY THAT!/ OF COURSE YOU WERE  
MEANT TO HAVE CHILDREN.

BAKER  
BUT HOW CAN I GO ABOUT BEING A FATHER/  
WHEN I HAD NO FATHER TO SHOW ME?

WIFE  
JUST CALM THE CHILD.

BAKER  
YES, CALM THE CHILD.

WIFE  
LOOK, TELL HIM THE STORY/ OF HOW IT  
ALL HAPPENED./ BE FATHER AND MOTHER,/ /  
YOU'LL KNOW WHAT TO DO.

BAKER  
ALONE...

WIFE  
 SOMETIMES PEOPLE LEAVE YOU/ HALFWAY  
 THROUGH THE WOOD./ DO NOT LET IT  
 GRIEVE YOU,/ NO ONE LEAVES FOR GOOD./  
 YOU ARE NOT ALONE./ NO ONE IS ALONE.  
 HOLD HIM TO THE LIGHT NOW./ LET HIM  
 SEE THE GLOW./ THINGS WILL BE ALL  
 RIGHT NOW./ TELL HIM WHAT YOU KNOW...

BAKER  
 Shhhh.

As the Baker holds his son close, the baby begins to calm down for the first time in his father's arms and his WIFE disappears.

The BAKER tells the story to his son -- THE SAME STORY AS WE HEARD AT THE BEGINNING.

<p>BAKER (CONT'D)          Once upon a time...in a far          off kingdom...there lay a          small village at the edge of          the woods... And in this          village lived a young          maiden...a carefree young          lad...and a childless          baker...with his wife.</p>	<p>WITCH (V.O.)          CAREFUL THE THINGS YOU SAY,/          CHILDREN WILL LISTEN./          CAREFUL THE THINGS YOU DO,/          CHILDREN WILL SEE./ AND          LEARN.</p>
--	---

LRRH, JACK, and CINDERELLA join the BAKER.

<p>BAKER          And one day, the baker and          his wife were in their shop          when a witch burst in,          blowing the door off its          hinges...</p>	<p>WITCH (V.O.)          GUIDE THEM ALONG THE WAY,/          CHILDREN WILL GLISTEN./          CHILDREN WILL LOOK TO YOU/          FOR WHICH WAY TO TURN,/ TO          LEARN WHAT TO BE.</p>
--	---

WITCH (V.O.)  
 CAREFUL BEFORE YOU SAY,/ "LISTEN TO  
 ME."/ CHILDREN WILL LISTEN.

The light of the new dawn streams down on them, framing the newly formed family. As the BAKER continues to tell the story the CAMERA SLOWLY PULLS UP overhead to reveal the vast woods, now changed by the Giant's path.

The CAMERA then carries us back beyond the woods and to the Village where we see the destruction that has visited it.

WITCH & ALL (V.O.)  
 CAREFUL THE WISH YOU MAKE,/ WISHES ARE  
 CHILDREN./ CAREFUL THE PATH THEY TAKE--  
 / WISHES COME TRUE,/ NOT FREE.  
 CAREFUL THE SPELL YOU CAST,/ NOT JUST  
 ON CHILDREN./ SOMETIMES THE SPELL MAY  
 LAST/ PAST WHAT YOU CAN SEE/ AND TURN  
 AGAINST YOU...

The CAMERA finally pans up from the Village to the sky and we are returned to where we began: the grey clouds of an early morning sky.

WITCH (V.O.)  
CAREFUL THE TALE YOU TELL./ THAT IS  
THE SPELL./ CHILDREN WILL LISTEN...

FADE TO BLACK

THE END