

The Ornate Anatomy of Living Things

By

Matt Spicer & Max Winkler

Contact:
Peter Principato
Principato-Young Entertainment
9465 Wilshire Blvd
Suite 880
Beverly Hills, CA 90212
(310) 274-4130

FADE IN:

INT. HENRY'S APARTMENT - DAY

The dreary basement unit of a New York brownstone.

The living room is a mess of old books and framed pictures. A Polaroid camera rests on a tripod in what used to be the dining room area. A map of the world with multi-colored pins sticking out of it hangs on the wall above the sofa.

Sprawled out on the sofa amidst the clutter is a brown quilt with a large LUMP in the center.

The phone RINGS, and RINGS again, and AGAIN. A hand stretches out from beneath the quilt and grabs the receiver, holding it up to the lump.

THE LUMP

(muffled)

Hello?

SALESGIRL (V.O.)

Hello, is this Mr. Henry Munn?

THE LUMP (HENRY)

Speaking...

SALESGIRL (V.O.)

Hi! How are you today, Mr. Munn?

HENRY MUNN, 33, throws off the covers and sits up. He has messy brown hair and a boyish face, and could even be considered handsome if he aspired to it...but he doesn't.

HENRY

Who is this?

SALESGIRL (V.O.)

I'm calling on behalf of National Geographic magazine to see if you might be interested in renewing your subscription, since it seems that yours is due to expire next month. Is this something you might be interested in?

He surveys the stacks of National Geographic magazines scattered about. Some even act as tables for other things.

HENRY

Yeah...that sounds like something I might be interested in.

SALESGIRL (V.O.)

Well, what we're offering is a two-year subscription for only thirty-nine ninety-five and with that you get two-years worth of National Geographic magazine, that's 24 issues total. Plus, if you renew your subscription right this second over the phone, we're offering a little gift as our way of saying thanks.

HENRY

Oh, okay...what is the gift?

SALESGIRL (V.O.)

You have your choice of our limited-edition world map or a National Geographic Society lapel pin.

Henry stares up at the world map hanging above his head.

HENRY

I'll take the lapel pin.

SALESGIRL (V.O.)

Great choice! Now all I need is for you to confirm some information with me so I can authorize your purchase. Could you verify your billing address for me?

Henry grabs a pair of corduroy pants off of the floor and puts them on while holding the receiver up to his ear.

HENRY

Two-thirteen and three-quarters,
Avenue A, New York, New York...

SALESGIRL (V.O.)

Okay, got that. And your date of birth, please?

Henry clears his throat.

HENRY

Uh...ten, twelve, seventy-three.

SALESGIRL (V.O.)

Okay...ten, twelve, seventy-three...oh my gosh...that's today!
Is today your birthday?!

Henry rubs his forehead.

HENRY
Yeah. Yes it is.

SALESGIRL (V.O.)
Well look at you, Mr. Birthday Boy!
This is a special occasion, isn't
it? Tell you what I'll do. In honor
of your special little day I'm
gonna send you the lapel pin and
the limited-edition world map, free
of charge! How about that?

HENRY
That's...fantastic.

SALESGIRL (V.O.)
Okay, well I'm gonna get this order
processed and we'll have your next
issue and your free gifts out to
you as soon as possible. You have
yourself a beautiful birthday!

HENRY
Thanks. You too.

He HANGS UP and looks at his wristwatch. 9:54 AM.

Henry exhales and pulls a wrinkled shirt over his head.

EXT. HENRY'S APARTMENT - DAY

A crisp, October morning in New York City.

Henry emerges wearing his brown wool coat, wrapping a scarf
around his neck. He passes the USED BOOKSTORE next door and
solemnly makes his way down the street.

Henry buys a coffee from the FAT MAN at the corner newsstand.
The fat man attempts to start a conversation, but Henry just
nods politely and continues on around the corner.

MINUTES LATER

Henry rounds another corner, walking briskly and staring at
his feet. The scenery looks oddly familiar...

...and it becomes apparent that this is the same street as
before, as Henry passes by his own apartment once again and
hurries up the stairs to the used bookstore.

INT. USED BOOKSTORE - DAY

The door JINGLES as Henry enters, removing his coat and scarf as he spots his coworker, MARCUS, late 30s, glaring at him from behind the front desk, arms folded. He is bald and wears a thick, red turtleneck. He speaks with a slight lisp.

MARCUS

It's nine-oh-seven. You're late.

HENRY

I know, Marcus, I'm sorry. I had an important phone call.

MARCUS

Happy birthday, by the way.

Marcus holds out a cupcake. Henry takes it, reluctantly.

HENRY

Thanks...

MARCUS

So what are your plans for tonight?

HENRY

Just dinner. With Paul. I'm sure I mentioned it...

MARCUS

(obviously lying)

Oh, that's right! I nearly forgot! This silly brain of mine...so, does he have a new book coming out? What's the story there?

HENRY

Honestly, I wouldn't know. And no, you can't come.

MARCUS

What? What makes you think...?

(clears his throat)

Well, just tell him when you see him that I'm about finished with my novella and I'd really love some feedback.

HENRY

Sure thing, Marcus.

MARCUS

And be sure to use that word when
you tell him. "Feedback."

HENRY

I will pass that along...

MARCUS

I'm not one to boast, Henry, but
style-wise I feel it really echoes
Fitzgerald's earlier work with just
a...smattering of Vonnegut. It's
right up Paul's alley...

(catching himself)

Oh, but no offense, I mean, you can
read it too if you want, I just
thought because your brother --

HENRY

Don't worry about it, Marcus. I'll
just read it when you're done.

MARCUS

Right, no sweat...

Marcus tends to a cart of books as Henry taps away at their
ancient Apple computer.

HENRY

Any customers?

MARCUS

(whispering)

Just the old guy.

Henry looks toward the back of the store. Sure enough, there
is an OLD GUY, late seventies, quietly perusing a children's
book at the back of the shop. He has longish, gray hair and
glasses and his face has a childlike innocence about it. He
chuckles to himself as he reads.

HENRY

(whispering)

Poor guy...

MARCUS

I wish he would buy something. He's
probably read every book in the
store for free. There's libraries
for that.

HENRY

Leave him alone, Marcus. It's not like we ever get any real customers anyway.

There is a JINGLE as the door opens. Both men stop what they're doing and look up to find

EDITH FINCH

struggling against a gust of wind to close the door.

Her hair is a nest of curls and leaves, her glasses dangle from a chain around her neck. Her features are delicate and precise and she appears to have raided her dead grandmother's wardrobe for her outfit.

She turns, exhaling loudly, suddenly realizing that Henry and Marcus are staring at her. She smiles awkwardly, brushing a few wild strands of hair from her face and clutching her large bag. She speaks with an accent.

EDITH

Quite an entrance...

Henry cannot help but stare at Edith with curious amazement, like a child who has just seen a peacock for the first time.

He opens his mouth to say something, but Marcus cuts him off.

MARCUS

Can I help you with anything, madame?

EDITH

Uh, yes, actually, I'm looking for something very specific --

MARCUS

And what might that be?

EDITH

Um, The Winged Species of Northern Ecuador by Marcel DuPlanche?

Marcus thinks for a moment.

MARCUS

DuPlanche...DuPlanche...

Henry clacks away at his computer.

EDITH

Odd choice, I know. I've been to
every bookstore on this island and
it seems no one's even heard of it.

MARCUS

Well, it's not ringing any bells...

Henry suddenly stops typing.

HENRY

Found it.

Edith and Marcus both turn. Henry is like a deer caught in
the headlights, frozen by Edith's eager stare.

HENRY

Uh...it's in London, but I can
order it for you.

Edith scurries over to Henry, beaming.

EDITH

My my, that was quick! Look at you,
the little wizard behind the
counter.

Henry smiles.

HENRY

Well, I have the computer...

EDITH

Right...I'm shit with those things.
Refuse to own one. Too many
buttons.

Edith claps her hands together.

EDITH

Well then, how soon can we have at
it?

HENRY

Uh, we could put a rush on it...a
couple of days, maybe? I don't
actually know how long rushes take.
I've never had to do one before.

EDITH

Well, do try your hardest. Here...

Edith reaches into her bag and pulls out a pen and a small pad of paper. The pen has a small bird on the end of it.

EDITH

...I'll leave you my number...

She scribbles quickly, tears off the scrap and hands it to Henry.

EDITH

...and could you call me when it arrives?

HENRY

Yeah, I could do that.

Henry takes the paper from her and enters some information into the computer while Edith admires some of the desk ornaments. She twirls the pink hair on a Troll doll.

HENRY

So, you like birds?

EDITH

I'm an ornithologist.

HENRY

(joking)

Is that feet or braces?

Henry chuckles. Edith does not seem amused.

EDITH

Birds, actually.

HENRY

I know, I was just joking --

EDITH

Don't you like birds?

HENRY

No, of course I do, I was just --

EDITH

They really are the most remarkable individuals, aren't they? The free-est of all the Earth's creatures. Is that a word? Free-est?

HENRY

I don't think so.

Edith shrugs.

EDITH

Well, it is where I come from.

HENRY

Where do you come from?

EDITH

South Africa. Port Elizabeth, to be exact...

HENRY

Oh, wow...it's beautiful there.
Lots of beaches and things...

EDITH

You must be joking! It's miserable.
Nothing but tourists and jet skis.
Do you travel often?

HENRY

Well...no, not really. Not as much as I'd like to...

EDITH

When were you in South Africa?
Perhaps we were neighbors.

HENRY

Actually, I've never been. I've just...read about it...a lot.

EDITH

Oh...well, who is it I should be expecting a call from?

HENRY

That would be me. Or Marcus.

EDITH

And who is "me?"

HENRY

I'm Henry.

EDITH

Edith Finch.

They share an awkward handshake.

HENRY

Finch...like the bird.

EDITH
That's right...

She backs away.

EDITH
You'll ring soon, I hope?

HENRY
I'll try.

EDITH
Bye for now, then.

HENRY
Bye-bye...

She turns to leave and bumps into Marcus, who is standing right behind her.

MARCUS
It's Henry's birthday today.

EDITH
Oh...

Edith turns to Henry, tips her invisible hat.

EDITH
Well happy birthday to you, Henry.

Marcus gives Henry a thumbs-up. Henry nods politely and Edith quickly exits. Marcus puts his hands on his hips.

MARCUS
Look at you! Personally, I wouldn't go for her...not really my type. But you should, definitely, you little rascal...

Marcus disappears into the book stacks, still talking to himself. Henry sighs and sticks the piece of paper with Edith's number onto a bulletin board next to the computer.

He stares at it for a moment, then looks to make sure Marcus is nowhere in sight. Instead, he finds the Old Guy smiling at him from the doorway, about to leave. A JINGLE, and the store is empty.

Henry rips the number off of the bulletin board and pockets it.

INT. HENRY'S APARTMENT - NIGHT

Henry's finger presses play on the answering machine. BEEP.

As the message plays, Henry hangs up his coat and sits on the couch, flipping through a National Geographic.

PAUL (V.O.)

Hank. It's Paul. Tragic news. I
can't make our little feast
tonight...

Henry hardly seems surprised. He keeps flipping...then stops. Something catches his eye.

PAUL (V.O.)

(sighs)

I know you're thinking I'm avoiding
you but...I've just fallen way
behind schedule. My editor's been
riding me to get this next draft
out the door...

Henry tears the page out of the magazine.

MOMENTS LATER

Henry, now wearing a safari vest and khaki shorts, is standing in front of the Polaroid camera. He smiles and waves just as the flash goes off.

PAUL (V.O.)

...but listen, we will get to this
dinner thing at some point this
week, believe you me, I just need
to get through today without having
a nervous breakdown.

A SERIES OF SHOTS:

-- Henry pulls the photograph out of the camera, shaking it.

-- Scissors trim away everything that isn't Henry.

-- Henry takes the cut-out and rubs a glue stick along the back of it.

BACK TO SCENE

He pastes the cut-out of himself onto a picture of a sweeping African vista. There is Henry, in the middle of the Serengeti, a pack of wildebeests grazing behind him.

PAUL (V.O.)

I've been having migraines, I think. Doctor says I shouldn't push myself too hard...anyway brother, I'll be in touch.

BEEP.

Henry plucks a colored pin from the little box of pins in his hand and sticks it into a new spot on his map of the world, just south of Kenya.

Another BEEP.

PAUL (V.O.)

It's your birthday, isn't it. I'm an asshole...

(pause)

Listen, my editor is taking me and some friends out on Thursday...a little thing for the new book, all good people. You should come by, have a drink, and we'll celebrate then, okay? My book...your birth...

(whistles)

Thirty-three. Wow...

(another pause)

You'll figure it out.

BEEP.

Resting on a nearby table is the framed picture of Henry, smiling and waving amidst the wildebeest.

There are dozens of other framed pictures of Henry scattered about the room. Henry amidst the Great Pyramids, Henry atop a massive iceberg in Antarctica, Henry in front of the Kremlin.

In each picture, Henry wears a different costume, each one a cut-out of a Polaroid.

Henry stands back to admire his map, filled with pins stuck in different places all over the world. Places Henry has never been, and places he'll probably never go.

Henry tries to admire his work, but looking around his apartment just seems to make him more depressed.

THUMP! Something slams into a nearby window. Henry jerks his head towards the source of the sound.

HENRY

Hello? Who's there...?

Something SCRATCHES against the glass in reply. Henry cautiously approaches the window and throws it open.

A CROW is perched just outside, stretching its wings. Henry breathes a sigh of relief.

HENRY

You better watch where you're going, pal. You're gonna get hurt.

The crow CAWS and turns around in response and Henry notices that something is strapped to the crow's back. A BACKPACK.

HENRY

What's that you got there, maestro?

Henry gently opens the crow's little satchel and removes a small, purple envelope.

"HENRY" is written on the front of it in cursive lettering.

Henry shifts his gaze to the crow in disbelief. The bird cocks his head to the side, then takes off into the night.

Henry watches it go, then opens the purple envelope, curious.

Inside is a miniature birthday card featuring a triple-layer chocolate cake topped by thirty blazing blue candles.

INSERT - BIRTHDAY CARD

The message reads: "Happy birthday to you, Henry!"

In lieu of a signature is the mark of a rubber stamp:

"COURTESY OF THE INSTITUTE FOR THE ORNATE ANATOMY OF LIVING THINGS"

BACK TO SCENE

Henry wrinkles his brow. There is something else inside the tiny envelope...an INVITATION.

INT. USED BOOKSTORE - DAY

Henry sits hunched over the counter, re-reading the small type of the invitation with a magnifying glass, deep in thought. It reads:

"You are cordially invited to the Grand Opening of The Institute for the Ornate Anatomy of Living Things on the Seventh of October. Refreshments will be provided. Admit One."

MARCUS (O.S.)

So, we're thrust into the middle of the French Revolution...actually, let me back up, I'm getting ahead of myself. It's an epic love story in three parts, and we're constantly jumping back and forth through time. From feudal England, to the present day, to a post-apocalyptic, futuristic wasteland...

HENRY

(distracted)

And you've written all this? That's incredible, Marcus. Really...

Marcus is lying face-down on the floor, his chin propped up on his fists and his feet in the air.

MARCUS

It's a work in progress. I've outlined, obviously...but I think the message is quite clear. At its core, it's a cautionary tale...

HENRY

Yeah, totally. Hey, have you ever heard of The Institute for the Ornate Anatomy of Living Things?

Marcus thinks for a moment.

MARCUS

It sounds made-up.

HENRY

I know, right? I got this invitation last night from a crow --

MARCUS

Oh, while we're off-topic, I thought I should mention that your lady-love's book arrived today.

HENRY

Really? Wow, that was fast...

MARCUS

Yes, well, I couldn't help but notice you put a one-hundred-and-seventy-five dollar overnight rush on it. I assume that will be coming out of your next paycheck?

HENRY

Oh...yeah, of course. I just wanted to get a chance to read it before she picked it up.

MARCUS

You really like this bitch, don't you? I can tell. I have a sixth sense about these things...anyway, where was I? Oh yes...you should know that in my vision of the future, there are no humans. Only cyborgs, which are half-human, half-robot creatures...and their hands are just, like, hooks...

Marcus makes his fingers into the shape of a hook. He cocks his head to the side, thinking.

MARCUS

You know, maybe it would work better as a film...

Henry sighs.

HENRY

Sure, Marcus.

EXT. CENTRAL PARK - LATER

Henry is sitting on a park bench eating an apple. On his lap rests Edith's book, *The Winged Species of Northern Ecuador* by Marcel DuPlanche.

Henry opens to the first page and the French-accented voice of MARCEL DUPLANCHE reads his words aloud.

MARCEL DUPLANCHE (V.O.)

Welcome to Ecuador, a bird-watcher's paradise, with over 1600 species of birds -- twice the number of species found in North America and Europe combined. Many of these species are endemic, meaning they cannot be found anywhere else in the world.

Henry takes a bite of his apple and turns the page.

INT. HENRY'S APARTMENT - BATHROOM - NIGHT

Henry is wearing a blue bathrobe and brushing his teeth. Edith's book is propped open on the sink.

MARCEL DUPLANCHE (V.O.)

Just off the coast of Ecuador are the Galapagos Islands, home to Darwin's famous finches, which many ornithologists consider a separate and distinct bird region all its own.

Henry stops brushing for a moment.

HENRY

Incredible...

He spits out his toothpaste.

INT. THAI RESTAURANT - NIGHT

Henry sits across from his brother PAUL, late 30s, at a large table filled with executives. Henry looks out of place amidst the collage of suits and ties.

Paul exudes success, from his clean-cut attire to his tortoise-shell glasses and perfectly-mussed hair. He is blonde and a bit chubby, commanding the table with his charm. Everyone seems to be having a good time but Henry.

PAUL

...and wait, wait, wait...this is the best part: the robots have hooks for hands! Hooks! I mean, it's supposed to be a love story, for Christ's sake! So I say to him, "No, okay? The answer is no," and then he says, "Well, did you at least like my idea?" So I say, "Actually, as a matter of fact, to be honest, it's the worst idea I've ever heard." That's what I said to him, and to be fair, it really was. Puerile, pre-teen, fairy-tale type shit...

(to Henry)

You've got to tell him to stop showing up at my office with his manuscripts.

(MORE)

PAUL (CONT'D)

It puts me in a very uncomfortable position. Imagine if you were me.

Henry is picking at his food, barely eating.

HENRY

Yeah, imagine that...

PAUL

Anyway, my friends, for those of you who do not know, tonight we are not only celebrating the completion of my new book but also my baby brother's thirty-third birthday, so let's all raise a glass for Henry.

Paul raises his drink. Everybody follows suit.

DINNER GUESTS

Here, here...cheers...congrats,
Paul...

PAUL

(to Henry)

Happy birthday, buddy. I'm sorry I had to push this back. You know how I hate to break with tradition, however macabre it may be. We're all we've got, right?

Henry nods, solemnly, swirling his glass of wine.

HENRY

It's always nice to knock out two special occasions with one dinner.

He takes a long sip. Paul glares at him, picking up on the sarcasm.

A BEARDED EXECUTIVE with a pony tail leans across the table to grab a plate of dumplings.

BEARDED EXECUTIVE

So what do you do, Henry?

Henry gulps down the rest of his wine, clears his throat.

HENRY

I work in a bookstore.

A brief pause. The Bearded Executive and some of the other guests burst out laughing, as if Henry has just made a joke. Henry maintains a straight face.

BEARDED EXECUTIVE

This guy! I love it!

Paul avoids eye-contact, pouring himself some more wine.
Henry tries to disguise his embarrassment.

HENRY

No, I actually...I work in a
bookstore.

The laughter dies down.

BEARDED EXECUTIVE

Really? Wow, so you...sell your
brother's books, huh? Love it...

Henry pours himself another huge glass of wine, politely
shrugging it off.

HENRY

Well, we just sell used books,
actually, so we carry more obscure,
hard-to-find...special-interest
stuff, that sort of thing...

PAUL

...and to be frank, I don't know
why he's still working there. You
guys might not know it but he's
read every book in that goddamn
store. Fastest fucking reader I've
ever met...

HENRY

Paul...

PAUL

I keep saying, if you ever need a
skilled reader, Hank's your man.
He's like a savant or something...

Everyone laughs.

BEARDED EXECUTIVE

Rain Man!

More laughter.

PAUL

I'm kidding...

Henry glares at Paul. Paul gives Henry a look as if to say, "I'm sorry." He tries to steer the conversation in a different direction.

PAUL

So, what'd you end up doing for your big day?

HENRY

Well, it's kind of a funny story, actually. I had just finished making...um....I was watching T.V. and this, uh...this crow flew right into my window and gave me a birthday card.

Henry laughs amidst an awkward silence. Everyone is staring at him like he has two heads. Paul clears his throat.

PAUL

I love this place, by the way. Best Thai food in the city. I feel like I'm in Bangkok.

The other guests mutter in agreement, happy to be changing the subject. Disparaged, Henry glances around the room at the other patrons. A bunch of white, upper-class families.

HENRY

Could you excuse me?

Henry quickly gets up from the table and walks away. Paul watches him go, but no one else seems to care.

BEARDED EXECUTIVE (O.S.)

The shrimp is good.

PAUL

No, the shrimp is fucking great...

Henry heads for the bathroom, then quickly veers to the right, exiting the restaurant altogether.

EXT. THAI RESTAURANT - NIGHT

Henry is alone and a little drunk, leaning against a phone booth, looking upset.

He reaches into his pocket and pulls out the scrap of paper with Edith's phone number written on it.

INSIDE THE PHONE BOOTH

Henry cautiously picks up the phone, deposits a few coins and dials.

INT. EDITH'S APARTMENT - NIGHT

Edith is sitting on a stool in front of her easel, painting. The picture is of two stick figures riding bikes in the park.

The phone RINGS. Edith answers it almost reflexively.

EDITH

This is Edith.

INT./EXT. PHONE BOOTH - NIGHT

Henry just stands there, trying to bring himself to say something, anything.

INT. EDITH'S APARTMENT - NIGHT

Edith is visibly annoyed.

EDITH

Hello?

EXT. PHONE BOOTH - NIGHT

Henry opens his mouth to say something, then immediately HANGS UP.

He waits in the phone booth for a moment, crestfallen. Henry is about to leave when the phone RINGS. He watches it for a few moments, trying to decide whether to answer it or walk away.

He hesitantly answers it, attempting to disguise his voice.

INTERCUT - PHONE BOOTH/EDITH'S APARTMENT

HENRY

(clears his throat)

Uh, yes? Hello?

EDITH

Did you just phone me? Who is this?

HENRY

Sorry, lady...wrong number --

EDITH

Henry? Is this Henry? From the bookstore?

Henry is caught off-guard. He speaks in his normal voice.

HENRY

Yeah...?

Henry silently curses himself.

EDITH

Oh...well, hello, Henry. Why did you hang up?

HENRY

I, uh...I don't know, I guess we got disconnected. How did you know it was me?

EDITH

Well, I didn't recognize the number on my little telephone machine and I haven't given my home number to very many strange men recently so...has my book arrived?

HENRY

Um, no...it hasn't. Not yet.

EDITH

Well then why would you ring me at this hour, Henry?

HENRY

I'm sorry...I must have dialed your number by mistake. Did I wake you?

EDITH

No...

HENRY

Okay...that's good. Well, I'm sorry for bothering you. I'll be sure to call you as soon as your book --

A HOMELESS MAN wanders by in the background.

HOMELESS MAN

...the terrorists!

An awkward silence.

EDITH

Are you calling me from a pay phone, Henry? I'm hearing some strange noises...

HENRY

No, I'm just...getting some
interference here...

EDITH

Right...so, you'll call me as soon
as my book arrives?

HENRY

Yes, absolutely.

EDITH

Okay...well, goodnight, Henry.

HENRY

Goodnight, Edith...

Henry HANGS UP the phone and just stares for a moment.

INT. EDITH'S APARTMENT - NIGHT

Edith looks into the receiver curiously, then HANGS UP.

EXT. PHONE BOOTH - NIGHT

Henry is BANGING his head with the phone. He turns and throws open the door to the phone booth angrily.

ON THE STREET

A cab waits conspicuously at the curb with its light on.

Henry drags himself over to it and knocks on the window. The CABBIE motions for him to get in.

INT./EXT. CAB - NIGHT

Henry stumbles into the dingy backseat.

HENRY

Two-thirteen, Avenue A...

The cab begins moving as Henry slumps into his seat, stuffing the paper with Edith's number into his coat pocket. The Cabbie drives along in silence.

HENRY

Do you speak English?

CABBIE

(in Hindi)

What?

HENRY

Nevermind.

A few moments of silence. Henry checks the Cabbie's identification card on the backseat.

HENRY

It says here you're thirty-three. I just turned thirty-three the other day. Did you know that?

CABBIE

(in Hindi)

What?

HENRY

We're not that different, Rajeev. You drive a car and I sell books and we're both thirty-three years old. I think we could be good friends, you and I...

CABBIE

(in Hindi)

What?

Henry closes his eyes.

HENRY

Take me home, please.

EXT. CITY STREET - NIGHT

The cab rolls to a stop and Henry climbs out, rubbing his eyes. He hands some money through the passenger-side window. The cab takes off, leaving Henry alone on the street. He turns to head towards his apartment, then freezes.

HENRY

This isn't my apartment...

He takes a look around and turns to yell at the cab but it's already halfway down the block.

HENRY

This isn't even my street!

Henry sighs and takes another look at the unassuming stone building in front of him.

A large, gold plaque above the doorway reads:

"THE INSTITUTE FOR THE ORNATE ANATOMY OF LIVING THINGS."

A small sign on the door proclaims: "COMING SOON!"

Henry looks around again, suddenly paranoid that someone might be watching him.

He creeps up to the building and tries to peek inside a window but they are all covered by thick, purple curtains.

He reaches out for the doorknob, but stops himself and backs away, quickly losing his nerve. He turns and hurries off down the street, casting a worried glance over his shoulder.

INT. USED BOOKSTORE - DAY

Henry leans over the counter, engrossed in Edith's book. The invitation rests in the spine of the open book, like a bookmark.

MARCEL DUPLANCHE (V.O.)

The Burrowing Owl is one of
Ecuador's most unique species.
Mostly active during the daytime,
they are quite common and easy to
recognize, often making their nests
in the abandoned burrows of other
animals --

Sensing that someone is watching him, Henry looks up to find the Old Guy staring at him from across the counter, grinning like a fool. Henry seems shocked.

HENRY

Can I help you?

OLD GUY

I quite fancy your little bookmark.

HENRY

Oh...really?

The Old Guy pulls an identical invitation from his breast pocket and holds it up in front of Henry.

OLD MAN

The grand opening is tonight. So I hear.

Henry squints to check the date on his own invitation.

HENRY

Yeah, I guess it is...

OLD MAN
Will you be in attendance?

HENRY
I'm not sure --

OLD MAN
I certainly will be. It's supposed
to be quite fascinating.

HENRY
I was thinking about it...but, I
might already have other plans.

The Old Guy smiles to himself, smelling a lie.

OLD MAN
Of course. Well, if there's a
change of plans, I'm sure we'll
bump into one another. Sayonara!
(an awkward pause)
That means farewell.

The Old Guy gives a cheery wave and strolls outside. Marcus
comes around the counter, looking shocked.

MARCUS
He speaks Japanese?

HENRY
Apparently...

They stare at the Old Guy through the front door as he hails
a cab. He takes one last look back at the store and then he
is gone.

INT. HENRY'S APARTMENT - NIGHT

Henry sits alone on his couch reading Edith's book. He flips
the purple invitation around in his hand.

MARCEL DUPLANCHE (V.O.)
The Flightless Cormorant is perhaps
the most tragic of Ecuador's winged
beauties, as an abundance of fish
and a distinct lack of predators
has caused this bird to lose its
ability to fly.

Henry stops reading for a moment, taking a long look at the
invitation.

INT. HENRY'S APARTMENT - BEDROOM - NIGHT

Henry throws on a corduroy jacket, the kind with the patches on the elbows. He looks quite dapper compared to his usual self.

Henry examines his profile in the mirror, straightening out his posture and sticking out his chin.

MARCEL DUPLANCHE (V.O.)

The flightless creature may look awkward on land, with its upright stance and stiff tail, but underwater they are quite dynamic fishermen.

He holds this pose for a few moments, then sags back to his normal stance, clearly dissatisfied with his appearance.

EXT. CITY STREET - NIGHT

Henry stands in front of The Institute for the Ornate Anatomy of Living Things.

Hanging on the door is a new sign: "GRAND OPENING!"

INT. THE INSTITUTE - LOBBY - NIGHT

Henry pokes his head through the front door and steps inside. The room is dimly lit and empty, save for a couple of purple balloons and some streamers hanging from the ceiling.

It appears to double as a gift shop, as well. The walls are lined with shelves covered in books, various trinkets and oddities, all marked with white price tags.

The crow who visited Henry's apartment sits atop a box marked "DONATIONS" on the front desk.

HENRY

Look who it is...

The crow CAWS in response. Henry deposits a couple dollars inside the box and makes his way towards the arched entrance, pulling back the thick, purple curtain in order to proceed.

INT. THE INSTITUTE - ENTRANCE HALL - CONTINUOUS

Henry wanders down a long hallway lined with television screens, each one tuned to a different program. Some are playing cartoons, some are playing commercials, some are playing old movies, and some are playing TV sitcoms.

At the end of the hallway, above the entrance to the next room, is a quote painted onto the wood and illuminated by a spotlight. It reads:

"All the universe is full of the
lives of perfect creatures."
- Konstantin Eduardovich Tsiolkovsky
The Scientific Ethics, 1930

Henry's expression is a mixture of curiosity and fear.

INT. THE INSTITUTE - MAIN WING - CONTINUOUS

Henry enters the large room, which is ominously lit and draped in velvet, exotic plants here and there. Various colorful exhibits are scattered about, each with a specific artifact housed in glass and labeled with a gold plaque.

A RED-HEADED WOMAN with a large beehive of hair waddles by in a glittering, sequined dress, barely taking notice of Henry at all.

HENRY
Excuse me, ma'am? Can you help me?

The woman stops abruptly and examines Henry as if he were one of the exhibits. Satisfied, she nods and continues on her way.

HENRY
Thanks...

Henry makes his way over to a tiny bench in the corner, situated in front of a minuscule model of an old movie theater.

Voices WHISPER inside the little theater. The tiny lights begin to dim and the voices get quiet as a movie starts to play on the tiny screen.

Henry squints, trying to make out the image, but to no avail. He looks around, noticing a pair of opera glasses hanging by his side. He brings the tiny binoculars up to his eyes and suddenly the film comes INTO FOCUS.

ON THE SCREEN

A SEPIA-TONED PHOTOGRAPH of the outside of The Institute. The VOICE of GEORGE CLOONEY provides the narration.

GEORGE CLOONEY (V.O.)

Hi, I'm George Clooney, and welcome to The Institute for the Ornate Anatomy of Living Things. The Institute was founded in 1809 by Sir Reginald Cambridge III.

A PAINTING of a distinguished gentleman posing with his dog in a hall of antiquities.

GEORGE CLOONEY (V.O.)

It was initially founded as a venue for scientists from around the globe to examine the world's largest single collection of creatures and oddities, the likes of which human eyes had never laid eyes on before.

Another PAINTING, this one of a giant festival, complete with large tents, a Ferris wheel, gentlemen wearing top-hats and women in petticoats.

GEORGE CLOONEY (V.O.)

Due to a lack of scientific interest, the Institute became a travelling exhibit as part of the Great Wellesley Fair in 1835. People travelled from all over the globe to marvel at the Institute's ever-expanding collection of what's-its and curios.

Yet another PAINTING, this one of the same exact festival, only now all of the tents are on fire and the gentlemen and women appear to be screaming and running for their lives.

GEORGE CLOONEY (V.O.)

Unfortunately, much of the Institute's collection was lost in the Great Wellesley Fire of 1836, and with the death of Sir Cambridge in 1841, the Institute was believed to have died along with him.

BLACK & WHITE NEWSREEL FOOTAGE of a YOUNG PILOT standing next to a World War II fighter plane. The fighter plane takes off and does a barrel roll.

GEORGE CLOONEY (V.O.)

However, in 1947, Clifford Ashby, British war hero and son of aviation mogul Harold Ashby, followed in Cambridge's footsteps and began his own meager collection of curiosities from around the world...

A WHITE SCREEN with a tiny BLACK SPECK in the middle of it.

GEORGE CLOONEY (V.O.)

...like the world's smallest model airplane...

A magnifying glass enlarges the speck. It is indeed the world's smallest model airplane.

BLACK & WHITE PHOTO of a small fly with a RED mohawk drawn atop its head, spewing colorful flames from its mouth.

GEORGE CLOONEY (V.O.)

...and fearsome beasts such as the Fire-breathing Fly of Bangladesh...

BLACK & WHITE PHOTO of a bat wearing sunglasses and shooting laser beams out of its eyes. The laser beams have clearly been drawn in with a green marker.

GEORGE CLOONEY (V.O.)

...or the Cuckoo Bat of Timbuktu.

BLACK & WHITE NEWSREEL FOOTAGE of a YOUNG CLIFFORD ASHBY smiling and clutching a pick axe, standing in the middle of a barren desert.

GEORGE CLOONEY (V.O.)

In 1952, Ashby planned to stop collecting for a brief period in order to dig for oil in the south of Texas.

Young Clifford pounds the ground with his pick axe and almost immediately a geyser of black oil spews from the ground, dousing everyone in sight. Young Clifford dances a jig, covered in black gold.

GEORGE CLOONEY (V.O.)

Almost overnight, Ashby was a multi-millionaire, his wealth surpassing even that of his father's. And the rest, as they say, is history.

The iris closes and the film ends with a trumpeted fanfare.

BACK TO SCENE

Henry lowers his opera glasses, baffled. The miniature audience CHEERS wildly. Henry peeks his head into the tiny theater, finding a small speaker inside. He scratches his head.

Henry travels across the room to another exhibit, where three JAPANESE BUSINESSMEN in grey suits are staring into a glass case, each one clutching a telephone receiver to their ear.

The glass case contains a rotating red pillow with dozens of baby teeth neatly arranged in rows and labeled with dates. The Gentlemen nod to each other in agreement.

Henry passes another glass case with a little RED WAGON inside. Autumn leaves blow around inside the exhibit with the help of a small wind machine. Henry marvels at the wagon as he passes, as if he has seen it somewhere before.

He passes a cluster of mannequins, each sporting a different Halloween costume and arranged like the cover of the Sgt. Pepper's album. The Phantom of the Opera, a New York Yankee, Davy Crockett, an astronaut, a sheet with two eye-holes...

Henry makes a mental note of each with a look of familiarity until...SMACK! Henry whacks his head into the top of a low-hanging doorway.

He swears and clutches his forehead, ducking to enter the next room and failing to notice the foreboding sign hanging above the entrance which reads: "CAVE OF HORRORS"

INT. THE INSTITUTE - CAVE OF HORRORS - CONTINUOUS

The room is indeed very cave-like. Hunched over, Henry navigates past the stalactites and stalagmites. The room seems to grow smaller the further inward he proceeds.

Strange noises reverberate off the walls. Henry is growing nervous. Beads of sweat gather on his forehead.

HENRY

Hello? Is anyone there?

His voice echoes without a response.

Suddenly, pairs of beady red eyes begin to glow from the darkness, coming at Henry from every direction. The scratching of little feet.

Henry braces himself, and out of the shadows emerge dozens of cute, little white bunny rabbits, wrinkling their noses with delight.

Henry pauses for a moment, then SCREAMS. As the rabbits hop harmlessly towards him he scrambles frantically towards the light at the end of the tunnel.

HENRY

Help me! They're biting me! I can
feel them on me! Please!

The rabbits are nowhere near Henry. One of them munches innocently on a piece of lettuce.

INT. THE INSTITUTE - SOUTHEAST WING - CONTINUOUS

Henry bursts out of the Cave of Horrors. He stumbles and falls face-first onto the floor, gasping for air, struggling to regain his senses.

He lies there for a moment with his eyes closed, and then opens them, slowly, looking down at the floor, where a framed picture is mounted behind a glass window. A child's drawing.

Henry's face registers something strange about this image, something familiar. He tilts his head to the side.

INSERT - THE CHILD'S DRAWING

It is a crude, stick-figure drawing of a little person surrounded by stars. There is an arrow pointing to the little person and scrawled next to it in crayon is the name "HENRY."

BACK TO SCENE

It dawns on Henry that the picture is of himself.

The tiny, gold plaque beneath the drawing reads: "HENRY IN SPACE, 1st GRADE."

Henry crawls forward, noticing another picture in the floor. It is a drawing of a young man and his family. The parents are labeled accordingly, while the two young men are labeled "ME" and "PAUL." The gold plaque reads: "HENRY AND COMPANY, 2nd GRADE."

Another picture, this one of a young man clutching a sword, battling a fire-breathing dragon. The plaque reads: "HENRY SLAYS THE DRAGON, 4th GRADE."

Henry continues crawling forward, his eyes growing more and more fearful, as the drawings continue and...

THUMP! Henry's bumps his head against a glass case. He gets up slowly, still mesmerized by the drawings on the floor...

...but as he stares into the glass case, Henry realizes that he has just come face-to-face with HIMSELF! Or at least, an extremely lifelike wax replica of himself.

HENRY

Oh my God, I'm dead...

The Wax Henry stands amidst a perfect replica of the used bookstore's counter, completely encased in glass like a museum piece.

Henry presses his fingers up against the case. He does not seem convinced that the statue is real...

...but sure enough the gold plaque on the front of the exhibit reads: "HENRY MUNN, 1973 - ????"

Just then, a party-horn BLOWS just behind Henry's head. Startled, Henry whirls around, coming face-to-face with...

THE OLD GUY

...wearing a brown tweed suit and clutching a wooden cane. He is beaming like a newborn baby.

OLD GUY

You made it, Henry!

Henry and the Old Guy just stare at each other for a painfully awkward few moments.

OLD GUY

It really is quite an honor to have you here, I must say.

HENRY

You're...from the bookstore...?

OLD GUY

Oh yes, allow me to introduce myself.

(extends his hand)

Clifford Ashby.

HENRY

Clifford Ashby...

Henry just continues to stare. Clifford chuckles, opening up his arms.

CLIFFORD (OLD GUY)

Well, what do you think, Henry? Be honest now.

Henry reaches out and starts gently pulling on Clifford's face to see if it's a mask. Confused, Henry wanders away, in a daze.

CLIFFORD

I can tell by your reaction that you're just a tad overwhelmed by all of this, but if you'll allow me to explain --

HENRY

Who are you again?

Clifford moves toward Henry.

CLIFFORD

Here, why don't you have a seat...

HENRY

No! Don't touch me!

Clifford backs away, his hands in the air.

CLIFFORD

Okay, okay...everything's cool...

HENRY

We're related, right? You're like...a neglected uncle or something...?

CLIFFORD

Now, Henry...

HENRY

Answer me!

CLIFFORD

...well, not technically, but...um...no, actually, we're not related. I'm sorry, I don't know where I was going with that...

HENRY

How did you get all these things? Like...the wagon, and... my Halloween costumes...and my drawings...?!

CLIFFORD

Those old things? I found most of it in the garbage. I merely assumed you no longer wanted any of it. But I suppose you could have everything back if you wish.

HENRY

No...I don't want it back...but why do you have it? And why is there...this?!

Henry points to the wax statue of himself.

CLIFFORD

Well, I think it would be silly not to have a statue of you seeing as how this is about you, Henry.

HENRY

What is about me?! This museum?!

Clifford suddenly looks offended.

CLIFFORD

This is an institute, Henry, not a museum.

(genuinely concerned)

Did you fail to read the sign out front? Perhaps it needs a larger font...

HENRY

This is your place? You did this?

CLIFFORD

Well, of course, Henry! Didn't you watch the film?

HENRY

Yes, I watched the film! It didn't explain anything!

CLIFFORD

Hmm, that's odd. Did you come in late?

Henry runs his hands through his hair, making it stand up.

HENRY

This can't be happening...

CLIFFORD

But it is happening, Henry. Just look around.

HENRY

No, uh-uh...I don't like it...

Clifford looks like he's just been stabbed in the heart.

CLIFFORD

You don't really mean that, Henry, you're delirious...

HENRY

No! Yes I do! I do mean that! And I think I'm going to have to leave now, Clifford, so if you'll please excuse me, I have to go now...

Clifford steps aside and Henry hurries back towards the way he came in.

CLIFFORD

But where will you go?

HENRY

To the police. To have you arrested.

Clifford chuckles.

CLIFFORD

Arrested?! For what? Being a cheerful old coot?

Henry freezes at the entrance to the cave. Clifford just looks down at his feet, twirling his cane.

CLIFFORD

Ready for another trip through the Cave of Horrors, are we?

HENRY

Is there another way out of here?

CLIFFORD

The shortest way out is through the cave but...there is another exit on the far side of the institute. It's a much longer trip though, I'm afraid.

Henry looks down at the cave, defeated. He sighs.

HENRY

Fine. I'll take the other way.

Clifford smiles.

CLIFFORD

Very well then. Come along.

Henry eyes Clifford suspiciously.

HENRY

You first...

CLIFFORD

As you wish.

Clifford motions for Henry to follow him. Henry reluctantly obeys, staying a safe distance behind.

INT. THE INSTITUTE - FRIENDSHIP ROOM - CONTINUOUS

Clifford and Henry enter a virtually empty room draped in red velvet. In the middle of the room is a marble pedestal fit for a massive sculpture, yet nothing rests upon it.

CLIFFORD

Oh, I almost forgot! I wanted you to see this...

HENRY

I'm okay, let's just...keep going.

Clifford stands next to the pedestal proudly.

CLIFFORD

Look familiar, Henry?

HENRY

There's nothing there.

CLIFFORD

Why don't you come closer and have another look?

HENRY

No.

CLIFFORD

Please?

Henry sighs, rubbing his face.

HENRY

You're not going to stab me or anything?

CLIFFORD

It's highly unlikely.

Henry begrudgingly moves a little bit closer to the pedestal. He looks back at Clifford, who is dusting off his jacket.

Henry waves his hand overtop the pedestal, just to make sure that whatever is there isn't invisible. He seems annoyed.

HENRY

Great, there's nothing there, like I said before...

CLIFFORD

Oh, for heaven's sake, read the plaque, Henry.

Clifford points in the direction of the pedestal.

A TINY GOLD PLAQUE is attached to the rim of the marble stand. It reads: "Tony (1983-1985)"

Henry looks at the plaque and his eyes grow wide. He circles the pedestal, examining the space above it with great care.

HENRY

Tony?

CLIFFORD

Don't tell me you don't recognize him! He was your best friend for years! To be honest though, I was glad when you finally got rid of the little rat fink. Always getting you into trouble...

HENRY

You're not serious, are you?

CLIFFORD

Shall we move on?

HENRY

You are. You're dead serious.

Clifford heads toward the staircase at the far end of the room.

Henry hesitates for a moment, giving the pedestal one last look, then follows him.

INT. THE INSTITUTE - SPIRAL STAIRCASE - CONTINUOUS

Clifford and Henry are ascending a tall, spiral staircase.

HENRY

How big is this place?

CLIFFORD

Bigger than you'd think, Henry.

HENRY

What happened to those other people who were here? There was a...the woman with red hair? And those Japanese men.

CLIFFORD

It's just us gentlemen, Henry. Are you sure you're feeling alright? Perhaps you're running a fever.

HENRY

Yeah, perhaps...

INT. THE INSTITUTE - OBSERVATION DECK - CONTINUOUS

The two men are now in a domed room with tables scattered here and there, covered in microscopes. In between each table is an old nickelodeon with a golden hand-crank, and in the center of the room is a massive telescope.

HENRY

This is the way out?

CLIFFORD

A minor detour. If you'll look to your left --

HENRY

Wait a minute, this is getting out of hand. I really just want to leave and I'm tired of your vague statements and your minor detours. I know what you're trying to --

CLIFFORD

Would you like to take a look at one of my peep shows?

HENRY

Peep shows?! You want me to look at pornography?

CLIFFORD

Pornography? Certainly not. They're miniature picture shows, Henry. It'll only cost you a nickel.

Henry's losing the strength to fight back.

HENRY

Okay, if I look at your peep show, will you show me where the exit is?

Clifford holds his hand up.

CLIFFORD

Scout's honor.

Henry wanders over to one of the nickelodeons and peeks inside, depositing a nickel.

INSIDE THE NICKELODEON

A series of images come to life.

Through the window of a darkened living room, two teenagers are passionately going at it on the couch. The flickering TV screen illuminates one of their faces. It's Henry, 17, moaning in sexual bliss.

BACK TO SCENE

Henry pulls away from the machine.

HENRY

You were watching me?!

CLIFFORD

It was your first time, Henry. An important milestone.

HENRY

You said this wasn't pornography!

CLIFFORD

Well, I suppose that one was, but there are others. Your first home run, your first belly-flop...

HENRY

You're making me feel very
uncomfortable right now.

CLIFFORD

Come...let's have a look through
the microscopes, Henry.

Henry is backing away from him.

HENRY

No, I...I can't look at any more of
your...things, okay? I'm begging
you...

Clifford nods, wounded.

CLIFFORD

I'm sorry you feel that way. I'll
show you the way out.

HENRY

Please do...

Clifford claps his hands and Henry follows him through the
sea of tables and microscopes.

HENRY

What's in these things?

CLIFFORD

Germs.

HENRY

Germs?

Clifford points to one of the microscopes.

CLIFFORD

Well, that one there is laryngitis.

HENRY

Laryngitis....my laryngitis? From
the Quebec trip?

Clifford nods. Henry points to another microscope.

HENRY

What's this one?

Clifford turns and grins.

CLIFFORD

Chicken pox.

Henry sniffs the air.

HENRY

What's burning?

Clifford turns pale.

CLIFFORD

My eclairs...

Clifford runs away as fast as he can, disappearing behind a purple curtain. Henry follows.

INT. THE INSTITUTE - TEA ROOM - CONTINUOUS

Henry pulls back the curtain and steps inside to a smaller room lined with wood from floor to ceiling, like a log cabin. Smoke billows out of a doorway leading to a small kitchen.

There are taxidermy animals everywhere. A couple dogs, a few cats, a bird here and there, each one dressed in a costume. One of the dogs is dressed as an old sea captain. A cat is dressed as a bell-hop.

Clifford emerges from the kitchen holding a tray of burned eclairs.

CLIFFORD

Well, these are ruined.

He dumps them in the garbage.

CLIFFORD

Could I interest you in some tea
before you go? My own recipe. Calms
the nerves.

Henry seems preoccupied, staring at the animals. He points at the sea-captain dog.

HENRY

This looks just like a dog I used
to have when I was younger.
Waffles...was his name...

Henry takes a good look at the stuffed dog, frozen in time.
He removes the sea captain's hat and strokes its head.

HENRY

This is Waffles, isn't it.

Clifford is carrying a tray with two tea cups over to the table.

CLIFFORD

What do you want to hear?

HENRY

I want to hear that this is just a representation of Waffles and not actually my dead friend that you dug up from the ground.

Henry walks over to one of the cats, the one dressed as Charlie Chaplin.

HENRY

Mr. Buttons...

He looks up at a stuffed canary perched on a tree branch. It is dressed as a lady of affluence.

HENRY

...Crackers?

Henry is distracted as Clifford pours a few drops from a small vial marked "CALMING ROOT" into one of the teacups.

CLIFFORD

How does it make you feel to see Crackers again, Henry?

HENRY

It makes me feel sick.

Clifford accidentally drops the whole vial into the cup. Panicked, he fishes it out with his fingers, clearly burning himself and trying not to yell.

CLIFFORD

Cream?!

Henry turns, confused. Clifford is grinning innocently.

HENRY

No...

CLIFFORD

Come, sit down.

Henry takes a seat at the table, holding his head in his hands. Clifford passes him the cup with the strange liquid.

CLIFFORD

Drink up, Henry. Tell me what's on
your mind.

HENRY

I don't even know what to think,
this is so overwhelming, I mean...

Henry motions to a nearby stuffed hamster dressed as Patrick Ewing, former center for the New York Knicks.

HENRY

...I don't know what you want me to
take away from this except to know
that you are a very disturbed man.

Henry takes a sip of his tea. He makes a face.

HENRY

This tea is terrible. No offense.

CLIFFORD

None taken. Have some more though,
just to be polite.

Henry nods, takes another sip, cringes.

HENRY

What kind of a person builds
something like this? I mean, what
are you?

Clifford reaches under the table and brings up two pieces of cake, one with a lit birthday candle sticking out of it.

CLIFFORD

I'm your fairy godfather. Have some
cake.

Clifford sets the piece with the candle in front of Henry.

HENRY

Answer the question.

Clifford sighs.

CLIFFORD

I'm a collector. It's what I do.

HENRY

So you just figured you'd skip
postage stamps and baseball cards
and move straight into...what would
you call this?

CLIFFORD

I've never found postage stamps or
baseball cards terribly
interesting. They're just paper.

HENRY

Why me?

CLIFFORD

Why not you, Henry?

HENRY

Because...

CLIFFORD

Because, what?

HENRY

This conversation is pointless.

Henry rubs his eyes. Clifford sighs.

CLIFFORD

Perhaps it was too soon to bring
you here. Maybe you weren't ready
yet...but it's too late to second-
guess these things now. Everything
has already been set in motion. It
can't be undone...

Henry eyes Clifford carefully, as Clifford's demeanor
suddenly grows very serious.

CLIFFORD

You see, Henry...my collection is
nearly complete, except for one
last thing.

HENRY

What's that?

Clifford looks Henry right in the eyes.

CLIFFORD

You.

A FLASH of lightning and a CRACK of thunder.

Henry is visibly stricken by a sinking feeling deep in the pit of his stomach...

...then Clifford bursts out laughing. The tension quickly dissolves.

CLIFFORD

You should have seen your face! I really had you going! It's not even real lightning! See?

Clifford shows Henry a red button next to the table marked "LIGHTNING."

CLIFFORD

I can make anything scary!

Clifford leans forward and makes a serious face.

CLIFFORD

Jellybeans.

A FLASH of lightning and a CRACK of thunder.

Clifford laughs, and so does Henry. They begin laughing harder and harder until they are both laughing hysterically...

...and then Henry collapses face first into his piece of cake, unconscious.

Clifford stops laughing, suddenly concerned.

CLIFFORD

Uh-oh...

Henry sleeps, frosting painted across his face.

INT. BEDROOM - DAY

Henry is sleeping peacefully in bed.

WE PULL BACK TO REVEAL that the bed he is sleeping in is far too small for a grown man, his feet dangling over the edge. The sheets are covered in rocket ships and planets.

Henry stirs and then wakes up, confused. He climbs out of bed and looks around.

He is in what appears to be a child's bedroom, only one of its walls has been replaced with a large pane of glass. Sporting equipment and clothes are scattered across the floor. There is a poster of a space shuttle on the wall.

Henry examines himself to find he is wearing pajamas which are much too small for him. The pajamas are covered in big, yellow stars.

There is a KNOCK on the glass and Henry looks up to find Clifford standing on the other side.

HENRY

You! What am I doing in here? Let me out!

Clifford picks up a phone outside the exhibit and speaks into it. His voice echoes over a loudspeaker inside the bedroom.

CLIFFORD

Henry, I can't hear you through the glass! Pick up the phone and articulate.

Henry searches behind him and sure enough, on the night stand, is a spaceship phone, lights flashing. Henry picks up.

CLIFFORD

Don't you like your old room? I managed to save almost everything, except for the poster of Sally Ride in that cosmic bikini. You kept that, I believe...

HENRY

You drugged me!

CLIFFORD

Oh Henry, shut up. It was an accident. I dropped the calming root, you see...

HENRY

Calming root? What are these pajamas I'm wearing? Where are my clothes?

Henry pauses for a moment, realizing the horrific truth.

HENRY

You undressed me?

CLIFFORD

Well, that's not entirely accurate...

HENRY

Oh no...please, no...

CLIFFORD

...I thought you'd be more comfortable in your jam-jams. And while we're on that topic, might I suggest you invest in some new undergarments? The ones you're wearing now...well, they're like swiss cheese, Henry. I could see everything...

HENRY

Let me out of here! Now!

CLIFFORD

There is a door right behind you. You're free to go at anytime.

Henry looks behind him and notices a big red door with children's drawings plastered all over it.

HENRY

Why did you put me in here then if I'm not trapped?

CLIFFORD

It's the only extra bed I've got. You should be thanking me. It was the best night's sleep you've had in years.

HENRY

I had nightmares.

CLIFFORD

Lies! I was scanning your brain waves with laser beams.

HENRY

What?

CLIFFORD

Kidding.

HENRY

I'm leaving.

CLIFFORD

Then leave.

HENRY

Okay, I will.

Henry turns to leave.

CLIFFORD

Oh good! Go on back to that musty,
old bookstore and that drafty
apartment of yours. You'll be back.
Your future is here, Henry!

Henry stops.

HENRY

Did you just say my furniture is
here?

CLIFFORD

What? No, I said your future.

HENRY

Oh. Okay, well...bye.

Henry opens the red door and looks back at Clifford for a moment. Clifford looks sad.

CLIFFORD

Adios, amigo.

Henry walks out, slamming the door behind him.

EXT. BACK ALLEY - DAY

Henry steps out the door into a random New York alley, filled with garbage bags and empty boxes. He clutches his arms to his sides and trudges down the alleyway towards the city street, barefoot.

INT. USED BOOKSTORE - DAY

Henry bursts through to door with a JINGLE, shivering uncontrollably, blowing into his hands.

Marcus rushes over to him from behind the counter, knocking over a large stack of books.

MARCUS

(loud whisper)

Jesus, Henry, where the hell have
you been all morning? It's been a
madhouse in here!

Henry looks around the store.

There are only two customers. A PREGNANT WOMAN quietly reading a book of baby names and a VIETNAMESE ADMIRAL on crutches who is struggling to place a book back on the shelf.

HENRY
(terrified)

You're not going to believe what
happened to me last night. I was
kidnapped --

MARCUS

Henry, can we talk about it later?
We have customers.

HENRY

No! Marcus, wait...

Marcus heads over to assist the Vietnamese Admiral with
placing the book back on the shelf. Henry rushes behind the
counter and picks up the phone, dialing.

INT. TENNIS COURT - DAY

Paul, in all-white tennis attire and wearing a headband,
bounces his ball against the court, readying his racket...

PAUL

Love, thirty...

He tosses the ball into the air and serves it hard, right
into the net.

He throws his racket at the wall. A cell-phone RINGS. Paul
takes a sip of his water bottle, reaches into his pocket and
answers it.

PAUL

Yeah?

INTERCUT - TENNIS COURT/USED BOOKSTORE

HENRY

Paul? It's Henry...

PAUL

Brother. What happened to you the
other night? You missed out on
mochi.

HENRY

What? What's mochi?

PAUL

It's just ice cream, basically.

HENRY

Oh...I don't know what happened,
I'm sorry, I just...listen, I
called because I really need to
talk to you about something. You're
not going to believe what happened
to me last night...

Paul is visibly uninterested.

PAUL

Crazy night, huh? I love it. Hey,
can talk about it later? I'm kind
of in a work thing.

Paul tries to shield the phone from the THWOCK of tennis
balls being batted around and the SCREECHING of tennis shoes.

HENRY

What's that noise?

PAUL'S OPPONENT raises his arm as if to say "What the fuck?"
Paul gives him the finger.

PAUL

Noise? What noise?

HENRY

Nevermind...hey, do you know anyone
named Clifford Ashby?

PAUL

Nope, doesn't ring a bell.

HENRY

Okay...well...call me back as soon
as you can. It's important, Paul...

PAUL

Sure thing, brother.

Paul HANGS UP. He picks up his racket off the court and
points it as his opponent.

PAUL

En garde...

He serves the ball again. It SMACKS into the net.

INT. USED BOOKSTORE - DAY

Henry HANGS UP as well, disappointed.

He trudges over to the pile of books that Marcus knocked over, bends down and starts stacking them up again.

From behind Henry there is a JINGLE, and he turns to find Edith, standing in the doorway, flustered, as usual. She notices Henry crouched over on the floor.

EDITH

Hello, Henry.

HENRY

Hi...

A long silence.

EDITH

Nice jammies.

HENRY

Thanks.

EDITH

Sorry to drop in like this but I hadn't heard from you after our odd exchange the other night and I was beginning to wonder...

Henry is still crouched over, looking up at Edith. She starts laughing.

EDITH

I'm sorry, Henry, but you're going to need to stand up or something. You look like a frightened child...

Henry stands up, brushing himself off.

EDITH

...anyway, my book...

HENRY

Your book! I forgot. It's not here... at the moment.

Edith looks disappointed.

EDITH

Well, where would it be?

HENRY

It's at my house, actually.

Edith cocks her head to the side, staring at him oddly.

EDITH

And what is it doing there? Have
you been reading my bird book,
Henry?

HENRY

No...

EDITH

It's okay if you have, I don't
mind. Really.

HENRY

...well, just a little bit.

EDITH

And how far along are you?

HENRY

The Flightless Cormorant...

EDITH

...awkward on land...

HENRY

...great fisherman, though.

Edith claps.

EDITH

Bravo, Henry! I'm flattered you've
taken such an interest in my winged
friends.

Henry blushes.

EDITH

It's a shame that I can't have it
today, though. I was looking
forward to reading it at the zoo
this afternoon.

HENRY

Oh, you can still have it. I live
right next door.

EDITH

Really? How convenient...

CRASH! Henry turns to see the Vietnamese Admiral staring at
him with a guilty expression on his face, a pile of books at
his feet.

Marcus is lying on the floor, too busy pitching his novella to the Pregnant Woman to notice.

HENRY
I'll be right back.

Henry approaches the Admiral.

HENRY
Can I help you?

The Vietnamese Admiral nods to a book on the shelf that is too high for him to reach but at eye-level for Henry.

VIETNAMESE ADMIRAL
This one.

HENRY
Okay...

Henry effortlessly removes the book from the shelf to find CLIFFORD

peeking in at Henry from the other side. Henry SCREAMS, dropping the book he was holding.

CLIFFORD
I've missed you, Henry.

HENRY
(whispering)
What are you doing here?!

CLIFFORD
I've been thinking, maybe I was a bit overzealous last night, but I want you to come back to the institute. It's just not the same without you.

HENRY
Can you leave me alone, please? I'm with a customer.

Clifford turns, examining the store. He notices Edith, admiring her.

CLIFFORD
Who's the skirt?

HENRY
A customer.

CLIFFORD

She's quite interesting-looking, in
an unconventional sort of way...

HENRY

Are we done here?

CLIFFORD

Have you asked her for a date?

HENRY

That would be just a tad
unprofessional, don't you think?

CLIFFORD

Oh, don't be such a ninny. Ask her
for a date. Take her for some
crepes or something. There's a
great place in the Village...

HENRY

(whispering)

Why don't I just lock her in a
glass case and give her some magic
tea?!

CLIFFORD

Don't be a pervert, Henry.

Henry looks back at Edith. She taps her wristwatch.

HENRY

I have to go.

Henry places the book back on the shelf, covering up
Clifford's face.

CLIFFORD (O.S.)

(muffled)

Heed my advice, lad!

The Admiral looks sad. Henry ignores him, walking back
towards Edith. She peruses a book on bird-hunting with a
disgusted look on her face.

HENRY

I'm sorry, I'll be right back with
your book.

Henry looks back at Clifford, who is staring at him and Edith
from the back of the store.

Clifford mouths, "Do you want me to talk to her?" and makes a talking motion with his hand. Henry looks back to Edith.

HENRY

Actually, maybe you should come with me.

EDITH

To your house?

HENRY

Yeah, I think it's better if you just come.

EDITH

That's very forward of you, Henry. We hardly know one another...

HENRY

No, I mean...not for sex...

EDITH

Well, let's hope not. I carry mace.

She hoists her large bag onto her shoulder, holding up the book on bird hunting.

EDITH

This is filth, by the way.

Henry holds the door open for Edith, and as she saunters outside she tosses the book into a nearby trash can.

INT. HENRY'S APARTMENT - DAY

Edith wanders around the tiny apartment, examining everything as if she were studying an animal's habitat. We hear rustling and banging from the back room.

HENRY (O.S.)

I'll be right out!

EDITH

Take your time.

Edith picks up a framed picture off of a stack of National Geographics.

The picture is of Henry, dressed from head-to-toe in snorkeling gear, giving the thumbs-up amidst a school of nurse sharks, clearly one of his cut-and-paste efforts.

Henry emerges, hastily dressed, pulling up his pants over his pajamas. Edith's book is under his arm.

EDITH

Quite the adventurer, aren't you?

HENRY

What? Oh, those...

EDITH

Interesting hobby.

HENRY

Thanks. Here, let me take that...

Henry takes the framed picture from her and hands her the book instead. Edith walks over to the map hanging above the sofa.

EDITH

Have you ever actually been to any of these places?

HENRY

No, not...technically, no...

She shifts her gaze from the map to Henry, looking him up and down with her chin in the air.

EDITH

So is this what you do for fun, Henry? Pretend to travel the world?

HENRY

Well, I read a lot, too...and I take a walk every morning before work...and I enjoy that...

Henry watches as Edith circles around him, studying him.

EDITH

You don't seem very athletic. Do you play any sports?

HENRY

Sure. I used to play volleyball...

EDITH

Hmm...a lady's sport. Do you enjoy music? Do you play an instrument?

HENRY

I dunno, I might have a tambourine
around here or something...

EDITH

You're not a terribly interesting
person, are you, Henry? I mean,
besides your Polaroid projects and
your interstellar pajamas there's
not much going on here, is there?

Henry looks down at the picture he's holding.

HENRY

No, there's not.

EDITH

I've been thinking, Henry. Maybe
I'll let you hold on to my bird
book. At least for a little while.

She hands the book back to him.

EDITH

Maybe you'll develop a new hobby or
something.

Edith turns to leave. Henry doesn't quite know what to say.
His heart is broken. His mouth opens.

HENRY

Do you like crepes?

Edith freezes. Henry clutches his forehead, embarrassed.
Edith turns around.

EDITH

What did you say?

HENRY

I said...do you like...birds? But I
already knew that, so --

EDITH

No, Henry, say what you said.

HENRY

I might have said something about
crepes but I don't know why I said
it, it just came out, I'm sorry.

EDITH

I love crepes.

HENRY

You do?

EDITH

Certainly. How did you know that?

HENRY

I...didn't.

An awkward pause.

HENRY

So, do you want to have a crepe
with me or something sometime?

EDITH

You mean, like a date?

HENRY

Yeah, I guess so.

EDITH

And why should I go out on a date
with such an uninteresting person?

Henry thinks about it for a moment.

HENRY

I don't know...

EDITH

(defensive)

Because I'm an extremely
interesting person, Henry.

HENRY

I know...

Edith pauses for a moment then turns to leave.

EDITH

I'll think about it, okay?

HENRY

Okay...so should I call you?

EDITH

Yes...you should call me. Tonight.
And we shall have crepes.

HENRY

Tonight...

She opens the door and is about to climb the stairs when she turns back around.

EDITH

Oh, and Henry? This time, when you call? Don't hang up.

The door SLAMS shut and she is gone.

INT. USED BOOKSTORE - DAY

A JINGLE as Henry re-enters the bookstore. Marcus is sitting on a stool in the middle of the store, his legs crossed, reading. Henry scans the room for any sign of Clifford, but he's nowhere to be found.

MARCUS

So, you want to tell me about your wild night?

HENRY

Not now, Marcus. Maybe later.

Marcus shrugs.

MARCUS

Suit yourself.

INT. CORA'S CREPERY - NIGHT

Edith and Henry are sitting together, each finishing their last bites. Edith slowly pulls her fork from her mouth.

EDITH

I need a smoke. I feel like a bloody whale.

HENRY

Oh, do you want to go outside?

Henry gets up.

EDITH

No, Henry. I do not.

Henry sits back down and Edith removes a pack of cigarettes from her large bag. She sticks one in her mouth and lights it, offering the pack to Henry.

HENRY

Sure...

He sticks a cigarette in his mouth, leaves it there for a moment, then hands it back to her.

HENRY

Actually, I'm fine. I don't smoke.

EDITH

Of course not. Why would you?

HENRY

How was your crepe?

EDITH

It was okay. I'm not sure about the whole sour cream thing they do here.

HENRY

I think that's pretty standard, actually.

Edith glares at Henry.

EDITH

Well, not where I come from.

Silence. Henry clears his throat.

HENRY

You look really cool tonight...in your hat.

EDITH

Jesus, Henry. Is that the best you can do?

(sighs)

Enough about me, let's talk about you. Tell me about yourself.

HENRY

Umm...let's see...

EDITH

Tell me something no one else knows. Anything.

Henry is thinking. Edith takes a drag, losing her patience.

EDITH

Fuck it. I'll start.

Edith taps her chin for a moment. She reaches across the table and touches Henry's hand.

EDITH
I have a confession to make.

She leans forward, conspiratorially.

EDITH
My name's not actually "Finch."
(a pause)
I changed it.

She leans back in her chair, grinning like a little girl.

EDITH
You think I'm shallow.

HENRY
No, I don't think you're shallow...

EDITH
You do! I can see it on your round
little face.

HENRY
No, it's smart. An ornithologist
named Finch. Makes sense...

EDITH
I can tell you're lying. Your eye
is twitching or something.

HENRY
What's your real name?

Edith takes a long drag of her cigarette.

EDITH
Berger.
(exhales)
Like the sandwich.

Henry tries not to laugh.

EDITH
It's not funny...

HENRY
No, you're right. It's terrible. I
would have changed it too.

Edith smiles.

EDITH
Well, now it's your turn, Mr. Munn.

HENRY

Okay...

Henry looks down, playing with some sugar packets.

HENRY

I think I've got one but...if I tell you, you have to promise that you'll just listen and you won't laugh or anything.

EDITH

I promise nothing.

A long pause.

EDITH

Let's go! Out with it!

Henry takes a deep breath.

HENRY

There's a museum about me.

Henry lets this sink in. Edith seems genuinely intrigued.

EDITH

Go on...

HENRY

I know, believe me, it sounds insane but there's this place, run by this old guy, Clifford, and...my whole life he's been following me and collecting stuff about me, stuff from my life...and he's put it all in these exhibits, like in a museum...only it's not a regular museum. It's a museum about me.

Another long pause.

EDITH

Are you...royalty or something?

Henry shakes his head no. Edith stares at him for a moment. Her cigarette has an absurdly long piece of ash hanging from its tip. The ash falls.

EDITH

That is...fascinating.

Henry looks relieved.

EDITH

This museum...is it here? In the city?

HENRY

Yeah, it's right over on --

EDITH

Let's go there. Right now.

HENRY

What? No, you don't understand. This guy, Clifford...last night, he gave me drugs and he took off all my clothes. I can't go back there.

EDITH

(genuinely concerned)

He raped you?

HENRY

Well, no...I don't think so...

EDITH

We're off, then.

(signals for the check)

Waiter?

HENRY

Wait...Edith...

She tosses a twenty onto the table and extends Henry a helping hand.

EDITH

Up, up, up! Come on!

Edith pulls Henry up from the table.

EXT. CITY STREET - NIGHT

Edith is galloping down the street as fast as her skinny legs will take her. Henry struggles to keep up.

EDITH

Quit lagging, Henry! Your fitness is appalling...

HENRY

Listen, can't we just go to the park or something?

EDITH

Nonsense. You've piqued my interest finally. Besides, you wouldn't be any fun at the park. No, I think we'll have a much better time at your museum.

HENRY

You're not even going the right way.

Edith stops abruptly and spins around, poking Henry in the chest.

EDITH

Do you want to know what I think? I don't think there is a right way. I think you don't want to go to this place because it doesn't really exist, hmm?!

HENRY

What?!

EDITH

You're so afraid that I'll find you uninteresting that you felt like you had to invent something just to impress me, isn't that right?

HENRY

You think I made this up?!

EDITH

I think you've been spending too much time in that little bookstore of yours, playing make-believe with your magazines --

HENRY

Edith, just...shut up for a second, okay? Please, just...stop talking.

Edith is taken aback by Henry's little outburst.

EDITH

Brute...

Henry stares at his feet for a long moment.

MARCEL DUPLANCHE (V.O.)
In Ecuador, the Plain-tailed Wren
is known to fiercely defend its
territory, despite its relatively
small stature.

Henry looks up at Edith.

MARCEL DUPLANCHE (V.O.)
Coincidentally, these birds are
also renowned for their beautifully
intricate duets.

She crosses her arms and glares at him, tapping her foot.

EXT. THE INSTITUTE - NIGHT

Henry rings the DOORBELL then steps back and waits,
patiently. Edith examines the gold plaque above the door.

Just then, the door opens. Clifford is standing in the
doorway wearing a nightcap and a bathrobe. He squints.

CLIFFORD
Henry? Is that you?

HENRY
Yeah, it's me.

CLIFFORD
Didn't think you would make it back
so soon.

HENRY
Yeah, well, I didn't either.

Clifford notices Edith.

CLIFFORD
I see you've brought a guest.

Clifford smiles. She stares at him curiously and extends her hand.

EDITH
Edith Finch.

She glances at Henry, suddenly self-conscious.

CLIFFORD
Clifford. A pleasure, my dear.

They all stand there for an awkward moment.

CLIFFORD

Would you darlings care to come in?

HENRY

It's late actually, I think we've
seen --

Edith follows Clifford inside, leaving Henry outside alone.

HENRY

...okay.

Henry steps inside, as well.

INT. THE INSTITUTE - LOBBY - NIGHT

Clifford hurries behind the counter, shooing a stray cat off of the chair. Henry closes the door behind him as Edith wanders around, inspecting the little gift shop.

She picks up a paperback from one of the many shelves. It is titled "DIARY, 1983-1987."

Clifford reaches into a desk drawer and pulls out a large ring of keys.

HENRY

We can't stay long, so maybe you
could just show her a couple glass
cases or something.

CLIFFORD

That can be arranged.

HENRY

And let's steer clear of the cave
route this time.

CLIFFORD

Not to worry. There's still plenty
you haven't seen yet.

Clifford scurries over to one of the bookcases and inserts a large key into a keyhole in the side of one of the books.

He turns the key and the bookcase swings open like a door, revealing a curved hallway lined with flickering electric candles. Clifford hesitates for a moment.

CLIFFORD

You know, when you woke me I was
having the most wonderful dream...

He vanishes into the hallway, muttering to himself. Henry is about to follow, then notices Edith holding the book.

HENRY
What's that?

Edith begins reading aloud.

EDITH
"...Mom and Dad left today for the Congo. They went to go tell the jungle-people about Jesus. Paul is in charge, Mom says. I hate it when Paul is in charge because he treats me like a fool even though I'm already nine years old. I hope Mom and Dad come back soon..."

Henry walks over and gently closes the journal, placing it back on the shelf.

HENRY
Come on, let's go.

He walks ahead, leaving Edith to follow behind, curious.

INT. THE INSTITUTE - CANDLELIT HALLWAY - CONTINUOUS

Henry and Edith slowly make their way down the hallway.

A deep THUMPING reverberates off the walls, growing increasingly louder.

INT. THE INSTITUTE - FAR EAST WING - CONTINUOUS

Henry and Edith emerge from the hallway into a large, red room their eyes widening with amazement.

At the center of the room is an enormous, fiberglass replica of a human heart. Skinny tubes (veins) pumping red and blue liquid into and out of the heart climb the floor and walls.

The THUMPING is louder than ever, and in the middle of all this stands Clifford, his hands proudly on his hips.

CLIFFORD
What do you think?

Henry and Edith just stand there, mouths agape.

HENRY
What...is it?

EDITH

I think it's your heart.

CLIFFORD

Well, it's...yes, actually, that's
exactly what it is.

Edith moves forward to touch the massive structure.

EDITH

May I?

CLIFFORD

Of course. Go on inside. There's a
door by the left ventricle. Have a
ball.

Edith presses her whole body up against the side of the
heart, feeling each THUMP. Henry seems a bit apprehensive.

CLIFFORD

Go on, Henry. It's identical to
yours. This one's a little bigger,
of course...

Henry approaches his heart slowly.

HENRY

How do you know what it looks like?

CLIFFORD

Well, you remember that murmur you
had a few winters past?

Henry places his palm flat against its rough surface.

CLIFFORD

I borrowed an X-ray from the
hospital where you were staying and
had my Indian friend make me a
model.

EDITH

It's glorious...

Clifford gets close to Henry's ear.

CLIFFORD

You cried yourself to sleep that
night, if I remember.

Edith overhears.

EDITH
You cried, Henry?

HENRY
(to Clifford)
I thought I was dying...
(to Edith)
...and I didn't cry.

Edith approaches Henry and places her hand on his shoulder.

EDITH
You shouldn't feel ashamed, Henry.
Murmurs are scary. I would have
cried too...

Henry looks at Edith's hand and manages a tiny smile. Henry's heart skips a beat...

...and at that moment, there is a GURGLING sound from one of the veins on the model heart. The vein BURSTS, spraying red fluid everywhere.

CLIFFORD
The old girl's sprung a leak! All
hands on deck!

Clifford attempts to grab hold of the flailing vein, dousing himself in fake blood in the process. Henry and Edith are frozen in shock.

CLIFFORD
Don't just stand there gawking like
invalids! Do something!

Henry tries to help Clifford tame the wild vein.

CLIFFORD
(to Edith)
The pump! Around back! Shut it off!

Edith springs into action. She runs around the giant heart to the back and throws open the door.

Inside, is a mess of wires and levers of all shapes and sizes. Panicking, Edith runs inside and starts pulling levers and ripping out wires. Sparks fly everywhere, lights go dim.

The THUMPING STOPS and the spraying red liquid is reduced to a trickle. A LONG BEEP as Henry's big heart flat-lines.

Edith emerges from behind the heart to find Clifford and Henry collapsed on the floor, covered in blood, motionless. They look like they've been murdered.

Edith snickers, covering her mouth. Clifford rolls his head towards Henry.

CLIFFORD

I guess this means you're dead.

Edith helps Clifford up.

CLIFFORD

You know, you could have just unplugged the damned thing...but I suppose your way was more exciting.

Henry is still lying on the floor, eyes open.

CLIFFORD (O.S.)

Oh, get up, Henry. You're not fooling anyone.

INT. THE INSTITUTE - TREEHOUSE ROOM - LATER

A massive oak tree protrudes from the floor of the Institute, cradling a large treehouse in its arms. It looks like a model, but as we move closer, WE SEE Henry, Clifford, and Edith sitting Indian-style on the floor inside.

Henry and Clifford huddled under their towels, their hair still matted with dried blood. A tea cup rests in front of each of them. A small fire crackles in the fireplace.

HENRY

How did you get this thing in here?

CLIFFORD

You know, I don't actually remember...but it was really fucking expensive.

Edith picks up her cup to take a sip. Henry puts his hand in front of her mouth.

HENRY

Don't...

CLIFFORD

It's okay, Henry. Different brew.

Clifford winks. Henry lowers his hand. Edith sips.

EDITH

This world of yours is fascinating,
Clifford, but may I ask what would
possess someone to build something
like this?

CLIFFORD

But of course, my dear. I've done
it in the name of science, in the
interest of research...

HENRY

I thought you were a collector.

CLIFFORD

Oh yes, that too. I suppose I'm
just interested in the aspects of
life that modern science tends to
ignore. Tiny details that seem
insignificant at first glance but
can actually be quite magnificent
when you take the time to really
look at them.

HENRY

How do you explain the heart then?

Clifford takes a sip of his tea and shrugs.

CLIFFORD

I just felt like there should be a
big heart somewhere.

EDITH

I'm finding it so peculiar that you
would choose Henry over...well,
your own child, for instance.
Henry's a nice guy and everything
but he's just so...

Edith and Clifford both look at Henry. Henry stares back at
them.

HENRY

Just so what?

Clifford sighs.

CLIFFORD

(to Edith)
He didn't used to be this way.

Clifford thinks for a moment, then smiles.

CLIFFORD
Let me show you something.

INT. THE INSTITUTE - SCREENING ROOM - NIGHT

Henry and Edith are seated in a small theatre made to look like an old movie palace, with carved gold paneling, velvet drapes, the works.

On the walls are strikingly detailed oil paintings of Henry at different stages in his life. They are basically yearbook photos painted to look like portraits of royalty.

Clifford yells from the booth as the projector WHIRS to life.

CLIFFORD
Take your seats! The show is about to begin!

Edith holds out a bag of popcorn, whispering to Henry, chewing loudly.

EDITH
Popcorn?

HENRY
No, thanks. Where did you get that?

EDITH
Clifford gave it to me. It's pretty stale. So what are we going to watch? Your favorite film or something?

HENRY
I have no idea, and you know we don't have to whisper. We're the only ones --

CLIFFORD
Sshhh! It's about to begin!

Clifford plops himself down behind Henry and Edith, grinning like a proud parent. He claps his hands twice and the lights dim. Henry glances nervously over at Edith.

The purple curtain parts, revealing the screen, which flickers to life as the film begins to play.

ON THE SCREEN

In bold, purple lettering, appear the words, "Henry's Childhood Memories."

Stock footage from 1960s-era sci-fi films. Rockets blast off, meteors hurl through space, spacemen jump across the surface of the moon.

Now YOUNG HENRY, 8, is in the street, firing a TOY ROCKET. A toe-headed YOUNG PAUL wears safety glasses, standing a safe distance away. The rocket explodes, spinning out of control. The children scatter in every direction, screaming.

Young Henry is in his red wagon, attached to a couple of huge dogs like a sled. Young Paul watches from the curb. Henry whips the dogs with a belt and flips off the back of the wagon, smacking his head on the pavement.

Young Henry now has a bandage on his head, eating a popsicle, content.

Young Henry is scaling a tall oak tree, holding an umbrella. Young Paul stands at the base of the tree, yelling at him to come down. Young Henry opens the umbrella, leaps beautifully into the air...and sinks like a stone.

Young Henry has casts on both of his legs, eating a popsicle, content.

SUPER-8MM HOME MOVIE footage of YOUNG HENRY in his astronaut costume, jumping around his front yard in SLOW-MOTION, leaves falling. We can see through his plastic visor that he is smiling, laughing.

BACK TO SCENE

Clifford leans close to Henry's ear.

CLIFFORD

You were everything you always wanted to be.

Henry watches the screen, a smile beginning to creep across his face.

CLIFFORD

Oh, here comes the best part!
Quick, put on the glasses!

Henry, Edith and Clifford each put on a pair of 3-D glasses. Everyone REACTS to something OFF-SCREEN.

HENRY AND EDITH

Woah!!!

Clifford cackles with delight as the film ends abruptly with a trumpeted fanfare.

Henry takes off the glasses, turns to Clifford. Edith turns around as well, still wearing her glasses.

EDITH

Is that all there is?

CLIFFORD

Unfortunately, yes. This was all I was ever able to find.

EDITH

How odd...

Clifford looks at Henry, who avoids his gaze.

HENRY

Well, we should probably get going.

He gets up from his seat. Clifford watches him, disappointed.

INT. THE INSTITUTE - CANDLELIT HALLWAY - NIGHT

Clifford leads Henry and Edith back towards the entrance. He pauses at the massive bookcase/doorway and holds out his hand.

EDITH

It was a pleasure to meet you, Clifford. I've had a wonderful time.

Edith gives Clifford a peck on the cheek.

CLIFFORD

Drop by whenever.

Henry stops in front of a sealed off doorway which branches off from the hallway. There is a velvet rope in front of it and a sign that reads: "EXHIBIT CLOSED!"

HENRY

Why is this exhibit closed?

CLIFFORD

Oh, that? It's, uh...not quite ready yet.

HENRY

Can I see?

Henry moves the velvet rope aside.

CLIFFORD

No!

Henry backs away, startled.

CLIFFORD
Steer clear, Henry. Another time.

HENRY
Sure...another time...

CLIFFORD
Sorry for yelling. I'm an old crab.

Clifford pulls Henry aside, so Edith doesn't hear.

CLIFFORD
This chick's sweet on you, Henry. I
think it's time you made a move.

HENRY
You think so? Maybe I should walk
her home...

Henry looks over at Edith. She smiles.

EXT. CITY STREET - NIGHT

Henry and Edith are walking down the street, side by side.

EDITH
It was brave of you, letting me
roam around inside that little
world of yours.

HENRY
Well, I didn't really have a
choice.

EDITH
No, not really. But I can still
give you a wee bit of credit
anyway, for being a good sport.

HENRY
Thank you, that's so kind of you.

EDITH
Who was the blonde boy with you in
the films? The one with the
goggles.

HENRY
Oh, that was Paul.

EDITH

Your brother? Hard to believe...

HENRY

Why is that?

EDITH

You just seem like...what's the opposite of "two peas in a pod?"

HENRY

Apples and oranges?

EDITH

Those are the ones. And what does he think of your museum?

A pause.

HENRY

He doesn't know about it, actually. You're the first person I've told.

Edith gasps.

EDITH

Henry! How awful! I'm flattered, but don't you think he deserves to know about it more than I do?

HENRY

Well...we don't speak much. Paul works a lot. He's a writer.

EDITH

It all fits, doesn't it? And what about your parents? Have you kept it a secret from them, as well?

Henry clears his throat.

HENRY

They're dead, actually.

Edith seems totally caught off-guard.

HENRY

Is this you?

Edith looks up at her apartment.

EDITH

Yeah...this is me.

They stand in silence for a few moments.

HENRY

Well, goodnight.

Edith waves. Henry turns to leave.

EDITH

Would you like to come up for a drink or something?

Henry freezes.

INT. EDITH'S APARTMENT - LATER

Henry sits anxiously on the edge of the couch as Edith tops off his large glass of whiskey.

HENRY

Thanks, that's good...wow, still going...

She stops pouring and CLINKS Henry's glass with the bottle.

EDITH

Bottoms up.

She takes a large swig from the bottle. Henry watches her, gulping down his drink. Edith finishes, wiping her mouth with the back of her hand and lets out a little burp.

EDITH

Excuse me...

She lights a cigarette as Henry admires the artwork hanging around the room. Most of it is pretty shitty.

HENRY

Did you make all these?

EDITH

Oh, yes...I do all kinds of projects. Paintings, sculptures...everything. I do nudes.

HENRY

You do nudes?

EDITH

Yes, occasionally I pose nude. It's really quite liberating. You should try it sometime.

Edith smiles flirtatiously.

HENRY

It's good you're so busy...

EDITH

A lady's got to have interests, you know. Do you want to see my newest sculpture?

Before Henry can answer, Edith hops up and hands him a small pedestal with a blob of macaroni glued on top.

HENRY

Oh, okay...

EDITH

It's a pelican. I call him Quigley.

Edith takes a sip of Henry's drink, looking into his eyes.

HENRY

He really looks like a Quigley.

EDITH

You hate it, don't you. To be quite honest, I don't care for it either.

She tosses the sculpture onto the floor. It BREAKS into a million pieces.

EDITH

From now on let's be completely honest with one another, Henry. We can let this one slide.

HENRY

Okay...

Henry takes another big sip of his drink.

HENRY

Well, then I should probably tell you that the first time I called you...it wasn't really an accident.

EDITH

Mmmhmm...no, it wasn't, was it.

HENRY

No. I called you because...well, I don't really know why I called you, but I had your book...I know I said I didn't, but I did...

EDITH

Oh, Henry...

HENRY

...but I just wanted to know about the things you know about and --

EDITH

Kiss me.

HENRY

Okay...

Edith lunges at Henry and starts making out with him. Henry kisses her back, trying not to spill his whiskey. After a few passionate moments, Edith pulls away, breathing heavily.

EDITH

I haven't had a man up here in ages.

HENRY

Oh? That's okay...

EDITH

Do you mind if I take my shirt off?

HENRY

No, not at all...

Edith takes her shirt off. She is wearing an old-fashioned brassiere.

Edith starts kissing Henry again. They fall backwards onto the couch and Henry drops his glass, spilling whiskey all over the carpet. Things are getting pretty heated, then Edith pulls away again.

HENRY

I'm sorry, I didn't --

EDITH

Grab my breasts, Henry.

HENRY

What?

EDITH
My breasts. Grab them.

HENRY
Okay...through the...?

EDITH
Here.

Edith presses Henry's hand against her left breast. Henry grabs it firmly. They kiss some more. Henry starts to slip his hand under Edith's bra...

Edith moans and pulls away.

HENRY
Sorry, that was an accident --

EDITH
Should we go to the bedroom or something? This couch is hurting my neck.

HENRY
Wow...really? Okay...

Edith's face droops. A brief silence as the moment dies.

EDITH
What did you just say?

HENRY
I said okay, yeah. Let's do it.

EDITH
No. You didn't. You said "really."

HENRY
Really? I mean, I did?

Edith gets up, looking for her shirt.

EDITH
Oh my God, you make me feel like a whore or something.

HENRY
What? How did I do that? Come on, let's go to the bedroom...

Edith clutches her forehead.

EDITH

God...what was I thinking? I can't believe I almost had sex with you! I let you touch my breast...

HENRY

Edith...

EDITH

No, I think you should leave. Immediately.

HENRY

Why? Edith, I want to stay here. This is good. This is what I need.

Edith drags Henry off the couch and starts pulling him towards the door.

EDITH

No, absolutely not. I cannot sleep with you tonight and then worry about how you'll judge me later. You're a sly trickster, Henry. For a moment you made me believe you were something you're not.

HENRY

I didn't mean to trick you...

EDITH

This was a mistake. I'm sorry, Henry. Goodbye.

She opens the door and nudges Henry outside.

HENRY

Edith...don't do this --

She shuts the door.

EXT. EDITH'S APARTMENT - CONTINUOUS

Henry stands outside Edith's apartment, shattered. He takes a moment to collect himself, then trudges down the hallway.

EXT. HENRY'S APARTMENT - NIGHT

A package sits outside Henry's door. Henry picks it up and goes inside.

INT. HENRY'S APARTMENT - NIGHT

Henry stands on his sofa, taking his ragged old map of the world off the wall. The pins all fall to the floor.

He replaces it with a crisp new one.

INT. HENRY'S BEDROOM - NIGHT

Henry stands in front of the mirror, pinning his National Geographic pin to the lapel of his jacket. He examines himself, sadly.

INT. HENRY'S APARTMENT - NIGHT

Henry picks up the phone and dials. It RINGS, and RINGS, and RINGS. An answering machine picks up.

PAUL (V.O.)
You know who it is. Leave one.

BEEP.

HENRY
Hey, Paul...it's your brother.
Still haven't heard back from you
so...I don't know...I guess you're
busy but...shit...

Henry presses a button. BEEP.

HENRY
Hey, Paul, it's Henry. Listen, I
really need you to call me back.
There's this museum...
(a pause)
Just...call me back.

Henry HANGS UP frustrated.

INT. USED BOOKSTORE - DAY

Henry is on the phone, waiting.

FEMALE VOICE (V.O.)
Darwinian Publishing.

HENRY
Hi, I'd like to speak with Paul
Munn? This is his brother.

FEMALE VOICE (V.O.)

One moment.

(long pause)

I'm afraid he's in a meeting. Can I
take a message?

HENRY

See, that's the thing, I can't seem
to reach him on his cell phone and
I'd really like to speak with him --

FEMALE VOICE (V.O.)

I'm sorry. Is there anything else I
can do for you today?

HENRY

No. Thank you.

He HANGS UP. Marcus emerges from behind the counter wearing a
bathrobe, stretching.

MARCUS

You'll never get ahold of him that
way. Believe you me. If you want to
talk to him so badly you should
just go down there. That's what I
did.

HENRY

Yeah, maybe you're right...

An awkward pause

HENRY

Did you sleep here last night?

Marcus sighs, pouring himself a cup of coffee.

MARCUS

Leland and I had a bit of a row.

HENRY

Who's Leland?

MARCUS

My boyfriend.

HENRY

Oh...you're gay?

Marcus nods, taking a long sip.

INT. ELEVATOR - DAY

Henry stands in the corner of the elevator smashed tightly against various BUSINESSPEOPLE. None of them acknowledge Henry, even though his brown corduroy jacket stands out amidst the sea of grey and black.

INT. DARWINIAN PUBLISHING - LOBBY - CONTINUOUS

Henry steps off the elevator and pushes through the glass double-doors. The secretary looks up as he approaches.

SECRETARY

Can I help you?

HENRY

Yes, I'm looking for Paul Munn. I called earlier...

SECRETARY

Okay, well I believe he's in a meeting right now --

Henry ignores her and continues on down the hallway, past rows of offices encased in glass. The secretary hurriedly chases after him.

SECRETARY

Sir! I'm sorry, you can't go back there! Sir!

HENRY

It's okay! I'm his brother!

Henry spots Paul sitting inside one of the offices, having a meeting with a handful of BUSINESSMEN. Henry KNOCKS on the glass, grabbing the attention of the men inside.

Paul mouths "Hank?"

IN THE OFFICE

Henry opens the door and steps inside, the secretary standing nervously behind him.

SECRETARY

I'm so sorry, he just came right back --

PAUL

Hank, what are you doing here?

Henry looks around the room at the faces of all the surprised businessmen.

HENRY

I couldn't get ahold of you...

Paul clears his throat.

PAUL

Everyone, this is my younger brother, Hank.

(to Henry)

This isn't really a good time, chief...

HENRY

I have to talk to you about something.

Paul grins, turning on the charm.

PAUL

Alright, let's hear it, buddy.

Henry looks around for a moment, takes a deep breath.

HENRY

I really need you to come see this museum with me.

A long silence. The businessmen and Paul exchange glances. Paul bursts out laughing. He turns to the two businessmen.

PAUL

Will you excuse me?

INT. DARWINIAN PUBLISHERS - LOBBY - MOMENTS LATER

Paul pushes Henry up against a wall.

PAUL

What the fuck is the matter with you? Are you trying to humiliate me? You want to sabotage my life?

HENRY

I don't know how else to get in touch with you, man. I tried calling you so many times --

PAUL

So what? Am I supposed to just drop everything whenever you have some stupid thing you want to tell me? I'm not one of your bookstore buddies...

HENRY

It's not stupid, okay?! Look, I'm sorry I came up here but I've had something important to tell you for the past week and you don't call me back!

Paul exhales deeply, trying to calm himself down.

PAUL

Alright, what is it? What did you want to tell me?

HENRY

There's a museum about me, about my life. And you're in it, too.

Paul is shaking his head.

PAUL

A museum. This is unbelievable...

HENRY

Will you just listen? You remember that guy Clifford Ashby I told you about? Well, he's been following me my whole life and he has all this real stuff of ours...

PAUL

This is what you barged in here to tell me?

HENRY

What do you mean? You're not even listening. This is a big deal...

PAUL

No, this is a big deal! That was an important meeting, okay? For my important job. And I don't have time for this Mother Goose, Brothers Grimm bullshit! Do I look like Uncle Geppetto to you?

HENRY

What are you saying? Are you saying
I'm Pinocchio?

Paul looks confused.

PAUL

You're being ambiguous, Hank. I
don't like it. You make me terribly
uncomfortable sometimes, do you
know that?

Henry glares at Paul.

HENRY

You're a bad brother.

PAUL

That's not fair, Hank...

HENRY

Stop calling me that.

Henry walks away, leaving Paul in the lobby, alone.

INT. DARWINIAN PUBLISHING - MAIN FLOOR - LATER

Henry waits for the elevator. BING! The doors open, revealing
an elevator filled with BUSINESSPEOPLE. He crams himself in
and the doors close.

INT. DARWINIAN PUBLISHING - ELEVATOR - CONTINUOUS

Henry faces forward, forcing himself to hold back his tears.

CLIFFORD (O.S.)

He wasn't ready.

Henry turns to find Clifford peeking over his shoulder. He
jumps.

HENRY

Jesus...will you stop doing that?
Who wasn't ready?

CLIFFORD

Paul.

HENRY

You heard our conversation?

CLIFFORD

Oh, come on, Henry. I've had you bugged since the eighties.

Clifford's comment draws concerned stares from the surrounding businesspeople. Henry pats down his jacket and removes some wires and a tiny transmitter from beneath his lapel.

BING! The doors open and the businesspeople all quickly file out, leaving Henry and Clifford alone.

CLIFFORD

Paul's not ready, Henry. He never was. You weren't ready at first either, but you're ready now.

HENRY

Ready for what? Why are you talking like that?

CLIFFORD

Keep up with me, Henry!

Clifford rushes outside the building into the rain and opens up his umbrella with Henry trailing behind him.

INT. THE INSTITUTE - CANDLELIT HALLWAY - LATER

Henry and Clifford stand outside of the closed exhibit.

Clifford unhooks the velvet rope and unlocks the large wooden door. It swings open with a loud, heavy CREAK, revealing a staircase which leads down into a pool of darkness.

Henry looks at Clifford, searching for some words of reassurance. Clifford's expression is gravely serious.

CLIFFORD

Brace yourself.

He pulls a chain hanging from the ceiling and an old light bulb flickers to life, illuminating the staircase with an eerie yellow glow. Henry steps inside.

Suddenly, the door SLAMS closed behind him and LOCKS. Henry whirls around, banging on the door.

HENRY

Hey! What are you doing?! Open the door!

A peephole in the door slides open. Clifford peeks through.

CLIFFORD

Terribly sorry to do things this way but it's for your own good.

HENRY

You're scaring me, Clifford. What's down here? I think I hear bats...

CLIFFORD

You have to do this part alone, I'm afraid. I'm going to close this now.

HENRY

Clifford, wait! Don't --

The peephole SLAMS SHUT, leaving Henry all alone in the creepy staircase. He turns and faces the stairs.

Henry descends the staircase slowly, wood CREAKING with each step, and opens the DOOR.

INT. THE INSTITUTE - BASEMENT - CONTINUOUS

Henry steps through the doorway into a dark hallway, lit by a single, flickering fluorescent lamp. The walls are stone, the ceiling is wood, and the floor is checkered tile.

Directly beneath the lamp is a small, purple convertible, just big enough for one person.

CLIFFORD'S VOICE crackles over the loudspeaker, echoing through the hallway.

CLIFFORD (V.O.)

Henry? Henry, can you hear me?

Henry

Yes?

CLIFFORD (V.O.)

Henry, it's me, Clifford.

HENRY

I know.

CLIFFORD (V.O.)

(clears his throat)

Okay...here we go...

(reading)

"Welcome to the Hall of Painful Memories!"

(MORE)

CLIFFORD (V.O.) (CONT'D)

Here you will journey through a series of exhibits, each one a flawless representation of a particularly traumatizing moment from your past."

HENRY

What?!

CLIFFORD (V.O.)

...bloody hell...Henry? Can you hear me?

HENRY

Yes, I can hear you! I was saying "what" because of the part about the traumatizing moments.

CLIFFORD (V.O.)

Oh, right...where was I...oh, here we are..."Please step inside the vehicle."

Henry trudges over to the little convertible and hops in. As he gets in a lap bar comes down, locking him inside. The car jolts forward along a track in the floor.

CLIFFORD (V.O.)

"For safety reasons, please keep your hands and feet inside the vehicle and do not attempt to exit the vehicle at any time. That is all."

HENRY

Clifford --

CLICK. Clifford's voice is gone and Henry disappears into the darkness.

Suddenly, a pair of doors swing open, flooding the hallway with light, and Henry's car enters a room decorated to look like a small petting zoo.

IN THE PETTING ZOO

There are horses, and pigs, and chickens, and goats, and ducks, and even rabbits, all animatronic robots, clicking and whirring behind their little fences.

A banner hanging above the exhibit proclaims: "A DAY AT THE PETTING ZOO!"

Henry watches as a mechanical MOTHER and FATHER carry their SMALL CHILD (BABY HENRY) over to the rabbit cages. A YOUNG BOY (YOUNG PAUL) trails behind. As they "speak" their mouths open and close sporadically.

(Note: All of the human robots will be played by real people made-up to look like robots with voices dubbed in later)

MOTHER (V.O.)
Would you like to pet the bunny
rabbits, Henry?

The Mother holds her child overtop the rabbit cage and places him on the edge of the fence. Baby Henry laughs. As the Mother stops to check her watch, Baby Henry tumbles helplessly into the cage.

Suddenly, the mechanical bunny rabbits' EYES TURN RED. They spring into action and begin viciously attacking Baby Henry.

Baby Henry cries. Mother SCREAMS.

MOTHER (V.O.)
My child!

The Father strikes the rabbits with his clenched fist and reaches in to pick up Henry.

FATHER (V.O.)
Release him, heathens!

BACK TO SCENE

Henry watches this unfold as this distant memory comes flooding back to him.

Another pair of doors swing open and the convertible takes a hard left into another room, leaving the chaos behind.

And now Henry is in

AN AUDITORIUM

peering over cardboard cut-outs of what is supposed to be the backs of hundreds of young students, all watching intently as a crude robotic version of YOUNG HENRY, 7, battles a robot girl with blonde braids in a spelling bee.

A robotic replica of Miss Grimes, Henry's 3rd grade teacher, speaks from behind a podium.

MISS GRIMES (V.O.)

Okay, Henry. The final word is
shipyard. Shipyard. All you must do
to win is spell shipyard.

Young Henry's eyes bat nervously back and forth. He clutches
the front of his pants.

YOUNG HENRY (V.O.)

(beat)

M-miss Grimes, can I go to the
bathroom?

The other children SNICKER quietly.

MISS GRIMES (V.O.)

Yes, Henry, you may go to the
bathroom. Just as soon as you spell
shipyard.

Henry nods nervously.

YOUNG HENRY (V.O.)

Shipyard. S - H - I - P...

Suddenly, a dark stain spreads across the front of Young
Henry's white pants.

The entire auditorium bursts out LAUGHING. Even Miss Grimes
cackles loudly.

Young Henry lowers his head sadly, covering his face, shaking
his head side to side.

YOUNG HENRY (V.O.)

No...no...please, no...

BACK TO SCENE

Henry is visibly embarrassed, as well. He watches Young Henry
sadly as the convertible exits through a pair of doors at the
other side of the room, and now Henry is on

A SCHOOL BUS

Henry's convertible chugs down the aisle. The room bounces up
and down and side to side as robotic children shout and throw
cheese curls and paper airplanes at one another.

At the back of the bus sits a proud, robotic Young Henry, 9,
in his brand-new denim jacket. He sits next to an African
exchange student, IBUKEN. A confidante.

A group of older kids loom behind him. KYLE, the leader of the group, with spiky hair and a rat-tail, leans over the seat.

KYLE (V.O.)
Nice jacket, faggot.

YOUNG HENRY (V.O.)
Leave me alone, Kyle.

KYLE (V.O.)
Why are you sitting next to the brown kid?

YOUNG HENRY (V.O.)
His name's Ibuken. He's my friend.

Ibuken turns to Kyle and smiles innocently.

IBUKEN (V.O.)
(in Sudanese)
Hello.

KYLE (V.O.)
Did he just say he wants to fight me?

YOUNG HENRY (V.O.)
Leave him alone! He doesn't speak English!

He pushes Kyle away, then suddenly realizes his mistake. The older kids make matters worse with a chorus of "ooooohs."

YOUNG HENRY (V.O.)
I'm sorry...

KYLE (V.O.)
No you're not.

Kyle reaches over the seat and grabs Young Henry by the jacket. Ibuken watches in horror.

YOUNG HENRY (V.O.)
Kyle, stop! You're ripping it!

Kyle pulls the jacket off Young Henry's back and chuck's it out the window of the bus.

YOUNG HENRY (V.O.)
My jacket!

Young Henry looks for a moment at Kyle, then sits back down, his eyes welling up with tears. Ibuken pats Young Henry on the back.

BACK TO SCENE

Henry watches helplessly from his convertible.

He notices Young Paul, 13, looking like a nerd with his huge glasses, sitting across from Kyle, watching the whole scene take place. Henry shakes his head.

HENRY

Thanks a lot, Paul.

Kyle laughs with his friends, and as the convertible passes he gives Henry the finger.

Henry's eyes go wide.

HENRY

Hey! He's not a robot!

Henry tugs at the lap bar, but its stuck.

HENRY

Let me out! I'll fucking kill you!

But the convertible rolls away through the school bus's emergency exit, into another dark hallway.

As the car rounds a corner, Henry's aging denim jacket is proudly displayed behind an illuminated glass case. "HENRY" is written on the back in orange stitching.

The car makes another turn and bursts into a brightly lit

LIVING ROOM

filled with PARTY GUESTS, young and old, wearing party hats and blowing party horns. Balloons and streamers fall from the ceiling.

EVERYONE (V.O.)

Happy birthday, Henry!

Everyone claps and cheers as Henry's convertible makes its way through the middle of the festivities. He looks around at everyone, bewildered.

At the head of the procession is Young Paul, 16, sans glasses, holding a birthday cake with twelve burning candles.

YOUNG PAUL (V.O.)

Happy birthday, man. I know mom and dad aren't back yet, but I thought we could still throw you a little thing.

Suddenly, the phone RINGS.

YOUNG PAUL (V.O.)

Oh, hold on. That's probably them.

Young Paul sets down the birthday cake and answers the phone.

YOUNG PAUL (V.O.)

Hello?

(pause)

Yeah, this is Paul Munn. Who is this?

Young Paul listens for a few moments. His face suddenly goes pale. The other party guests watch quietly, becoming worried.

Henry closes his eyes as Young Paul slowly puts down the phone, his jaw clenched.

Paul's eyes start welling up with tears. He says nothing, just turns toward the nearby wall, and punches a hole in it.

Henry has had enough. With all his strength he pushes on the lap bar, lifting it up. He hops out of the convertible.

Clifford's VOICE crackles over the loudspeaker.

CLIFFORD (V.O.)

Henry, what are you doing? Get back in the car!

HENRY

No, I'm done. I don't want to do this anymore...

CLIFFORD (V.O.)

We're almost through, Henry! You can't quit now! You'll ruin everything!

HENRY

Watch me.

The party guests begin to surround Henry.

HENRY

Stay away from me! I don't want to
hurt anybody!

CLIFFORD (V.O.)

Be careful, Henry! Those robots
were extremely expensive!

HENRY

I know they're not robots,
Clifford! If they were robots,
could I do this?

Henry grabs the head of one of the party guests and gives it
a tug. The head pops off in Henry's hand, wires and cables
dangling from its neck. Sparks fly everywhere.

HENRY

Oh, wow...

The other robots freeze. Suddenly, their eyes all turn RED.

CLIFFORD (V.O.)

Run for it, Henry!

Henry makes a break for it as the malfunctioning robots
stumble after him like zombies.

He heads for the nearest doorway, but just as he is about to
escape Kyle bursts through with some of the older kids, their
eyes glowing red.

KYLE (V.O.)

(malfunctioning)

N-n-nice jacket, f-f-faggot!

HENRY

Leave me alone!

He picks up a chair and violently bashes Kyle's head in.
Pieces of metal fly everywhere.

He fights his way past the other kids into the

FOYER

and is about to climb the stairs when a hand bursts through
the floorboards and grabs Henry's leg.

He looks down to find Miss Grimes, reaching up through the
floor, eyes bright red, shrieking.

MISS GRIMES (V.O.)
Spell sh-sh-sh-shipyard!

HENRY
Nooooo!

Henry stomps on her face until she lets go. Her arm breaks off, still attached to Henry's leg. He grabs it off and swings it around at the approaching robots like a weapon.

HENRY
Stay away! All of you!

Henry backs up to the stairs and is about to climb them when all of the sudden an army of white rabbits start hopping down the stairs. One of them latches onto Henry's arm, biting it.

HENRY
Ow! No! Get off of me!

He flings the rabbit into the crowd of robots. He punts another rabbit against the wall. It explodes.

Henry is backed into a corner. He's losing ground.

HENRY
Clifford, help me! What do I do?!

CLIFFORD (V.O.)
The car, Henry!

Henry looks to his left as the convertible zips up along the track behind him. Henry jumps in.

CLIFFORD (V.O.)
Hang on!

The car speeds off through the mayhem into a secret passageway beneath the stairs, plunging down a steep drop into darkness.

Henry holds on for dear life as the tiny car zooms along on a kind of roller-coaster ride. Strobe lights flash and colors swirl as we travel through the depths of

HENRY'S FEAR

Images float by in a surreal montage, like Alice tumbling down the rabbit hole. Planes crashing, a cheetah roaring and swiping its massive paw, a hideous monster wearing a sign around its neck that says "CANCER," a Munn family portrait spinning around like an old newspaper headline...

And then the tiny car suddenly comes to a halt. SILENCE.

HENRY (V.O.)
(a crack in his voice)
Clifford? I'd like to get out,
please.

A door creaks open, letting in a sliver of light.

INT. THE INSTITUTE - GRAVEYARD - CONTINUOUS

Henry peeks out through the doorway, and his eyes widen. He opens the door and steps outside onto the grass.

Henry is standing in a graveyard, with grass-covered knolls, tombstones, trees stripped of their leaves. A blanket of fog covers the ground. The domed sky is painted a cloudy grey. A DOG BARKS in the distance.

Henry wanders through the sea of tombstones, which appear to go on for miles. He picks up a rock resting by his feet and throws it as hard as he can...

...and it CLANGS loudly against the sky, falling right back down to earth.

Henry stops to lean against one of the tombstones and it CRACKS in half. He looks down, realizing its only painted Styrofoam.

A crow SQUAWKS loudly, flying right past Henry's head, and lands on the branch of a nearby tree. Henry approaches the tree, realizing its the same crow which visited his apartment earlier.

HENRY
You again.

The crow looks its left, and Henry follows its gaze, noticing two tombstones off to his right.

The names on the tombstones are BERTRAND & CHARLOTTE MUNN.

Henry stops dead in his tracks. Clifford watches Henry from a distance.

Henry kneels down in front of the two crooked rocks, brushing away some of the fake moss and vines. These tombstones are actually real.

CLIFFORD (O.S.)
It's funny, isn't it?

Henry doesn't turn around.

HENRY
What's funny...

CLIFFORD
Death. The effect it has on people.

Henry shakes his head.

HENRY
Are they really in there?

CLIFFORD
They are.

He looks up at Clifford.

HENRY
How did you find the bodies?

CLIFFORD
I have a friend in the Congolese
militia. Called in a favor.

HENRY
Were they all...mangled? When you
found them?

CLIFFORD
Not too bad.

Henry wipes his nose with the cuff of his shirt, like a
little boy.

CLIFFORD
They were adventurers, Henry. They
ate death for breakfast...and
sometimes for lunch.

HENRY
I know they did.

CLIFFORD
We all miss them. But we pick up
and move on. We certainly don't
substitute real adventures for
Polaroids and paper cut-outs.

Henry removes the National Geographic pin from his lapel and
lays it on the ground in front of his parents' grave. He
covers it with a small handful of dirt.

CLIFFORD

I haven't lost faith in you...

HENRY

That's just because if you do then
you've wasted the last thirty-three
years of your life.

CLIFFORD

That's not true. You've always been
an interesting specimen as far as
I'm concerned.

Henry doesn't know what to say. Clifford walks over to him,
puts his arm on Henry's shoulder.

CLIFFORD

Come on. Let's go for a walk.

Henry gets up and they head off into the graveyard together.

EXT. CENTRAL PARK - DAY

Henry and Clifford sit on a park bench eating frankfurters.
Clifford takes a bite of his, getting mustard on his cheek.

CLIFFORD

Forty-seven years old and I was in
the hospital. Nervous breakdown,
they called it, but I think I was
just exhausted. I was handsome in
those days... more money than the
Queen...a wife...three
children...everything a man could
ever want.

Clifford looks wistfully at his frankfurter.

CLIFFORD

Needless to say, I didn't have a
single visitor those three days. My
wife was on holiday, most likely
with another man. My children lived
down the street, the snakes!
Frittering my money away...

Henry watches Clifford, sadly.

CLIFFORD

They sent flowers and all sorts of
colorful stationary. "Get well
soon, Father," and all that.

(MORE)

CLIFFORD (CONT'D)

I had so many flowers the nurses started giving them to other patients without telling me. I was left with the daisies...

FLASHBACK -- HOSPITAL

A YOUNGER CLIFFORD, 47, wanders the hallway in a purple bathrobe, smoking a cigarette.

CLIFFORD (V.O.)

Anyway, one day, when I felt well enough to drag myself out of bed, I was wandering the hallways...and I came upon the nursery.

Younger Clifford stops and looks through the window of the nursery, filled with crying newborn babies.

CLIFFORD (V.O.)

A charming little room with blue wallpaper, brimming with precious, bald-headed babes, all crying their damned heads off...

Clifford scowls at the scene in front of him, but something catches his eye.

There is one baby who isn't crying. He just stares innocently, happy to be alive and breathing.

CLIFFORD (V.O.)

...and there you were, amidst the clutter, little Henry, barely a day old, smiling like the cat who ate the canary.

Clifford's scowl melts away right before our eyes.

BACK TO SCENE

CLIFFORD

I watched your mother and father carry you away in their arms that day...and as they were leaving, something fell out of your father's breast pocket.

Clifford reaches into his pocket and pulls out a tiny hospital bracelet.

CLIFFORD

It was the first piece of my collection.

Henry takes the bracelet from Clifford, examining it.

HENRY

Why did you keep it?

CLIFFORD

You had something I didn't. A fresh start. I wanted something of yours. Besides, it felt nice to care about somebody else for a change. I checked myself out of the hospital that day and I've been collecting ever since. And here we are, thirty-three years later, eating frankfurters.

HENRY

Where's your family now?

CLIFFORD

Oh, my wife passed on years ago. Water-skiing accident. My children haven't spoken to me in years. I used to resent them for ignoring me, but now I don't blame them. I treated them shabbily.

Henry looks at the sad old man sitting next to him. He hands the bracelet back to Clifford and grasps his hand firmly.

HENRY

Thank you.

CLIFFORD

Don't mention it. I figured I owed you an explanation after all this time.

Henry smiles. Clifford inhales deeply.

CLIFFORD

A huge weight has been lifted, Henry. I feel I could die tomorrow a happy man.

HENRY

Really?

CLIFFORD

Oh, yes. Shot out of a cannon at dawn, into the mouth of a roaring volcano...

HENRY

So, what happens now?

Clifford sighs.

CLIFFORD

That's for you to decide, Henry. As for me, I don't really know. I think I'm in need of a vacation. Maybe you should do the same. Take that woman of yours. Phyllis...

HENRY

Edith? I don't know about that. She might hate me.

Henry gets up and helps Clifford to his feet.

CLIFFORD

(chuckles)

That's just hormones, Henry. I wouldn't worry about it too much. Things like that have a funny way of working themselves out.

Henry and Clifford continue on their walk.

EXT. THE INSTITUTE - EVENING

As the evening light begins to fade into night, Henry and Clifford approach the institute. Clifford finds his ring of keys and unlocks the door.

CLIFFORD

This was a lovely afternoon, wasn't it?

HENRY

Yeah, it was. Except for the part where the robots tried to kill me. You want to get some tea or something?

CLIFFORD

Oh, I'm exhausted. Need my beauty rest. There's always time for tea.

HENRY

Okay. Tomorrow then...

Clifford smiles as Henry walks away.

CLIFFORD
Farewell, Prince Henry.

HENRY
Goodbye, Clifford.

Clifford disappears into The Institute. Henry looks back for a moment, then continues walking.

MARCEL DUPLANCHE (V.O.)
The Andean Condor is the world's largest flying bird, and the national bird of Ecuador.

INT. HENRY'S APARTMENT - NIGHT

Henry comes through his front door and walks over to the sofa. He rips the world map off the wall.

MARCEL DUPLANCHE (V.O.)
Its majestic proportions and airborne elegance has earned this bird the nickname "Duke of the Andes."

IN THE BEDROOM

Henry tears apart his closet, throwing clothes and boxes everywhere, searching for something.

MARCEL DUPLANCHE (V.O.)
After the young chick is taught how to fly, the Andean Condor leaves its nest, never to see its parents again.

Henry stops. At the back of the closet rests a long, cardboard tube, yellowed with age.

IN THE LIVING ROOM

Henry removes a rolled up piece of paper from the tube as Marcus watches from the background.

MARCEL DUPLANCHE (V.O.)
The condor is in danger of disappearing from Ecuador completely, as it is often hunted for sport and its habitats are frequently destroyed.

Henry pins the piece of paper to the wall and stands back, admiring his work.

It is a poster of Sally Ride, the first female astronaut, posing in a red-and-blue, star-spangled bikini.

MARCEL DUPLANCHE (V.O.)
It is certainly this author's hope
that this grand creature does not
become extinct.

For the first time in as long as we've known him, Henry looks genuinely happy.

EXT. THE INSTITUTE - DAY

Henry rings the door bell, waiting for a response. Nothing. He checks his watch.

Looking down, Henry notices a note on the ground by his feet written in colored chalk. It reads: "Henry. Around back. Love and kisses, C."

INT. THE INSTITUTE - BACK STAIRCASE - CONTINUOUS

Henry looks around a bit confused. The faint sound of an OLD RECORD is playing from somewhere upstairs.

HENRY
Clifford?

No answer. Henry climbs upwards towards the source of music.

HENRY
Clifford, you up there?

There is a half-open door at the top of the stairs.

INT. THE INSTITUTE - TEA ROOM - CONTINUOUS

Henry walks in.

HENRY
Clifford, are you --

He freezes.

Clifford is lying face-down on the floor in an awkward position, still clutching a tray of flawlessly-baked eclairs.

Henry slowly kneels down next to the old man, turning him over, checking for a pulse. Receiving his answer, he bows his head solemnly, picking up one of the eclairs, inspecting it.

HENRY
They're perfect...

He takes a bite of the pastry, quietly stroking the old man's hair.

INT. HOSPITAL - WAITING ROOM - LATER

Henry sits alone, bowing down. A DOCTOR approaches him.

DOCTOR

I'm sorry. There was nothing we could do. He's gone.

HENRY

I don't understand...I saw him yesterday. He seemed fine.

The Doctor nods.

DOCTOR

(reciting from memory)

Death is often tragic and unexpected. In the case of this man, his heart was too pure...too full of love and life that it literally burst. It was simply his time. This is one of life's painful but essential lessons.

Henry stares at the Doctor.

HENRY

Did he pay you to say that?

A long pause.

DOCTOR

Yes.

Henry doesn't move. The Doctor clears his throat.

DOCTOR

There's some papers for you to sign.

HENRY

What about the body?

DOCTOR

Actually, it says here that it's already been picked up.

HENRY

Really? Is that normal?

DOCTOR

Uh, no. To be honest, this whole experience has been quite unusual.

HENRY

Right...

DOCTOR

There's a phone call for you, as well. It's his lawyer.

Henry looks up.

INT. LAWYER'S OFFICE - DAY

Henry sits alone on one side of an enormous office. The walls are covered in books.

THE LAWYER, 80s, sits hunched over behind his massive oak desk and reads from a long piece of parchment. He coughs and wheezes intermittently. A STENOGRAFHER loudly types away at her tiny desk in the corner.

THE LAWYER

We are gathered here to preside over the will of one Linus Greer, deceased.

Henry is the only other person in the room. He raises his hand, confused.

HENRY

I'm sorry, but I thought we were here for Clifford Ashby.

The Lawyer coughs, clearing his throat.

THE LAWYER

Mr. Greer had a number of other monikers, one of which was Clifford Ashby. The deceased had been operating under these alter-egos for quite some time.

Henry rubs his forehead.

HENRY

Right, okay. Just...keep going, with the will.

THE LAWYER

Very well. It will be noted that the deceased is survived by his three children - Sydney, Roy, and Julius Greer...not present...and one Henry Munn, friend of the deceased.

The Lawyer motions to Henry.

THE LAWYER

Shall we begin?

Henry nods.

THE LAWYER

"To my friend, Henry Munn, I leave what remains of my vast fortune, which roughly amounts to 4,791 dollars and eighty-eight cents, give or take a few pennies. I also bequeath to him my pride and joy, the fruit of my labors, my blood, my sweat, my tears..."

The Lawyer shuffles his papers.

THE LAWYER

It goes on like this for five more pages...ah, here we are..."Henry, to you I leave my most prized possession, The Institute for the Ornate Anatomy of Living Things, as well as a research grant of one-million-seven-hundred-and-fifty-thousand dollars to be distributed as you see fit."

Henry's eyes widen. He covers his mouth.

HENRY

Jesus...what about the funeral?

THE LAWYER

Funeral arrangements have already been made by Mr. Greer. I received my invitation three days ago.

HENRY

Three days ago? But he just died yesterday...

THE LAWYER
Last order of business.

The Lawyer reaches underneath his desk and pulls out a large metal key. He slides it over to Henry.

HENRY
Is this the key?

THE LAWYER
Inside.

Henry opens the large key and inside is a much smaller, regular-looking key.

INT. THE INSTITUTE - GRAVEYARD - DAY

The crow, dressed in a red cape, is perched on a brand-new headstone. It reads:

"Here lies Linus Greer, aka Gert
Van Allsburg, aka Samuel H. Mayo,
aka Clifford Ashby -- 1929-2006.
Help, I Was Only Sleeping!"

Henry stands dressed in a suit and tie. Next to him, a PRIEST reads a passage from the Bible. Next to the Priest, a RABBI reads a Kaddish prayer, and next to him a MONK bows, reciting a prayer from memory.

The three Japanese businessmen and the Red-Headed Woman are in attendance. A MILITANT BLACK MAN dressed in fatigues stands at attention, weeping softly. The Lawyer and Rajeev, the Cabbie, are there...and George Clooney.

As the reception concludes, the attendees disperse, some leaving flowers and murmuring their final regards. Henry looks up just as the crowd parts to find

EDITH

standing quietly, staring back at Henry with a somber expression on her face. Henry smiles weakly and walks over to her. She holds up a purple invitation.

EDITH
It was quite kind of him to invite me. Who are all these people?

HENRY
His friends, I guess.

Edith nods.

EDITH

How did he die?

HENRY

Heart attack, they said.

EDITH

How ironic. Are you sad?

Henry shrugs.

HENRY

Not really...

(brief pause)

Actually, that was a lie. I'm pretty upset. It's funny...a part of me thinks he faked the whole thing just to teach me one last lesson about life and death or something. But regardless, I'm pretty sure I'll never see him again, so...

EDITH

Well...I don't know what to say, really. I wanted to call you.

HENRY

You don't have to --

EDITH

No, I do. I wasn't fair to you the other night, Henry, and I just want you to know that I'm sorry. I can't imagine what you must think of me...

HENRY

It's fine...really. I'm glad you came.

Edith manages a half-smile.

EDITH

I wanted to. Besides, the invitations were so lovely.

Henry checks his watch.

HENRY

Hey, did you bring an umbrella?

EDITH

Why would I need an umbrella? We're
indoors, aren't we?

Henry opens his umbrella.

HENRY

It's fine. We can share this one.

Suddenly, the sprinklers on the ceiling spring open and begin showering the enormous, grass-covered room with water. If we didn't know any better, we'd think it was raining.

Edith looks up towards the ceiling, amazed. Henry holds the umbrella over her head and they walk together towards the elevator.

Edith notices the caped crow proudly hobbling after them.

EDITH

Who is this little wanderer?

Henry points to the black beast.

HENRY

Who, him? That's my crow.

INT. THE INSTITUTE - LOBBY - DAY

As the funeral guests file out through the front door, Henry and Edith emerge from the Candlelit Hallway. Edith is holding the crow.

EDITH

He's such a gentleman, Henry. What
will you name him?

HENRY

I was thinking Hugo.

EDITH

Hugo! It's perfect! Did you make
the cape yourself?

HENRY

Yeah, it was really easy. All you
do is, you take some twine --

Henry looks up, stops.

Edging his way in through the front door is a bewildered Paul.

He makes eye-contact with Henry, whose expression immediately turns sour. Paul is looking around, uncomfortable and confused.

PAUL

Hey.

HENRY

Hey...

Paul holds up a purple invitation.

PAUL

You know anything about this? Who are all these people? I think there's an African warlord outside.

HENRY

There was a funeral. But you're late. You missed it.

PAUL

Oh...well, I had a photo shoot for my book jacket.

HENRY

(halfheartedly)

How'd it go?

Paul shrugs.

PAUL

Meh.

Edith watches this unfold, picking up on the tension.

EDITH

Well, I should be going. By the way, I changed my mind. I would like my bird book back after all.

HENRY

Okay.

EDITH

I'll come by the store sometime.

HENRY

Sure...I'll see you.

And Edith is gone.

PAUL

Was that your girlfriend or something? She seems bizarre...

HENRY

What are you doing here, Paul?

PAUL

Listen, if you're going to act like an ass I'll leave, okay? I got this vague invitation to...whatever this place is, and you know how I hate --

HENRY

Yeah, I know.

An awkward silence.

PAUL

So what? Are you going to show me this museum you've been nagging me about, or are you just going to leave me here holding my dick.

Henry studies Paul for a moment. His face softens.

HENRY

Yeah...come on.

Henry motions for Paul to follow him into through the first hallway, the one filled with TV screens. Paul follows cautiously. Henry stops him.

HENRY

You should leave a donation, though. In the box on the counter.

PAUL

Do they take credit?

HENRY

Sorry, cash only.

Paul sighs, then reluctantly drops a hundred dollars into the donations bin and follows Henry down the hallway.

INT. THE INSTITUTE - GRAVEYARD - LATER

From a distance, we see Paul kneel down before a pair of tombstones. Henry stands behind him.

After a moment, Paul puts his head in his hands and cries. Henry puts his hand on his brother's shoulder. Hugo, the crow, stands at attention beside him.

DISSOLVE TO:

BLACK

A phone RINGS.

INT. HENRY'S APARTMENT - DAY

The living room is a mess of old books and picture frames. A poster of Sally Ride in a star-spangled bikini hangs above the sofa.

Sprawled out on the sofa amidst the clutter is a brown quilt with a large lump in the center. An arm reaches out and picks up the phone, holding it up to the lump.

HENRY

(muffled)

Hello?

SALESGIRL (V.O.)

Hi! Is this Mr. Henry Munn?

Henry throws off the quilt and rubs his eyes. He's wearing a white T-shirt and a brand-new pair of underwear.

HENRY

Yeah, who's this?

SALESGIRL (V.O.)

I'm calling on behalf of National Geographic to see if you might be interested in renewing your subscription, since it seems yours is due to expire next month. Is this something you might be interested in?

Henry thinks for a moment, scratching his head.

HENRY

Sure...hey, what time is it?

SALESGIRL (V.O.)

Um...nine-fifty-four?

HENRY

Jesus...

Henry gets up and throws on a nearby bathrobe, heading for the front door.

SALESGIRL (V.O.)

Well, what we're offering is a two-year subscription for only thirty-nine ninety-five...

Henry opens the front door and steps out into...

INT. THE INSTITUTE - TREEHOUSE ROOM - CONTINUOUS

Henry stands on a large deck outside his treehouse apartment, stretches, then heads down the wooden staircase that wraps around the tree trunk.

SALESGIRL (V.O.)

...and with that you get two-years worth of National Geographic magazine, that's 24 issues total.

HENRY

Mmmhmm...

Henry heads through a small door into...

INT. THE INSTITUTE - SOUNDSTAGE - CONTINUOUS

A low-budget movie is in the middle of shooting. Various CREW MEMBERS are setting up lights and prepping the camera.

SALESGIRL (V.O.)

Plus, if you renew your subscription right this second over the phone, we're offering a free gift as our way of saying thanks.

Marcus is positioning two of Clifford's ROBOTS (formerly Kyle and Miss Grimes) in front of a beautifully detailed backdrop of a futuristic wasteland. The robots have hooks for hands. He takes a look at the scene through his viewfinder.

MARCUS

No, no, no, it's all wrong. They have to look like they're in love!

Marcus notices as Henry passes by. Marcus runs over to him.

MARCUS

Henry! There you are! We need to talk...

HENRY

Not now, Marcus. Important phone call.

MARCUS

The production is in shambles! I cannot get these robots to emote!

Henry pats Marcus on the shoulder and smiles reassuringly.

HENRY

You will, Marcus. Believe me. It's gonna be great. Okay?

Marcus closes his eyes, takes a deep breath, and nods. Henry continues on into...

INT. THE INSTITUTE - SCREENING ROOM - CONTINUOUS

A handful of cigar-chomping MOVIE EXECUTIVES are watching dailies, looking bored.

HENRY

(into phone)

Sorry, where were we?

SALESGIRL (V.O.)

The free gift...?

HENRY

Oh, yeah, and what is that?

ON THE SCREEN, the two robots hug in STOP-MOTION.

MOVIE EXECUTIVE

We're pushing it back to February.

Henry gives the "okay" sign and heads through a thick, purple curtain into...

INT. THE INSTITUTE - MAIN HALL - CONTINUOUS

The large room has been converted into a massive LIBRARY, filled with stacks and stacks of old books and National Geographics.

SALESGIRL (V.O.)

You have your choice of either a limited-edition world map or a National Geographic lapel pin.

HENRY

Hmm, okay...gimme one second.

Paul stands at a podium, reading from his latest book to a room full of OLDER WOMEN and LITERARY CRITICS.

PAUL

...and there was only the grass and the trees and the fading visage of a woman he once called..."mother."

Paul closes the book and looks up. EVERYONE claps politely. He watches Henry pass through the back of the room.

Henry gives Paul a cheerful thumbs-up and heads into...

INT. THE INSTITUTE - FAR EAST WING - CONTINUOUS

Rajeev and a team of DOCTORS in white lab coats are trying to repair the giant heart. Someone flips a switch and the heart ROARS TO LIFE. Everyone CHEERS.

HENRY

Looking good, my man!

He gives Rajeev a high-five. The doctors all hug like they've just had a major medical breakthrough.

HENRY

(into phone)

I think I'll take the lapel pin.

SALESGIRL (V.O.)

Okay! Great choice!

Suddenly, one of the veins BURSTS, spraying everyone with red fluid. Rajeev and the doctors scramble to contain the leak.

Henry ducks out of the way and rushes into...

INT. THE INSTITUTE - FRIENDSHIP ROOM - CONTINUOUS

The pedestal which once held nothing now holds a life-sized wax statue of Clifford, pointing at something in the distance.

SALESGIRL (V.O.)

I'll just need to confirm some information with you over the phone, if that's okay.

HENRY

Sure...

Henry points at the statue as he passes, then heads into...

THE INSTITUTE - SPIRAL STAIRCASE - CONTINUOUS

Henry hurries up the stairs.

SALESGIRL (V.O.)

Do you still reside at two-thirteen
and three-quarters Avenue A --

HENRY

Actually, that was my old
address...

THE INSTITUTE - OBSERVATION DECK - CONTINUOUS

...and WE SEE that was once the Observation Deck has been completely transformed into an extravagant AVIARY, filled with tropical birds and plants of all colors and sizes.

The ceiling has been altered into a glass dome, allowing the sunlight to pour in. A small waterfall gushes at one end of the room, ending in a pool where the birds gather to drink and bathe.

Edith is sitting in the midst of everything, lecturing to a bunch of SCHOOLCHILDREN, who listen avidly at her feet. She is cradling Hugo in her arms.

EDITH

...and can any of you tell me what
this handsome fellow is?

A LITTLE BLACK GIRL raises her hand.

LITTLE BLACK GIRL

That's a crow!

EDITH

Very good!

Edith looks up and notices Henry, watching from the wings.

EDITH

Oh, for heaven's sake, Henry. Could we try and be more presentable for the children?

The children all turn their heads to look at him.

HENRY

(into phone)

Hey, can I call you back?

He HANGS UP and drops the phone into his pocket.

EDITH

The least you could do is show them
what a flightless cormorant looks
like, Mr. Birthday Boy.

An orange bird lands on Edith's head. Henry grins.

HENRY

You guys want to see a flightless
cormorant? Follow me...

Henry leads the children over to the waterfall, where a regal
cormorant is taking its morning bath.

HENRY

Now, this little guy can't fly, but
don't let that fool you. He's
actually an excellent fisherman.

As Henry says this, the cormorant dips his head into the
water and comes up with a glorious brown trout in it's beak.

Edith watches Henry with delight. They make eye contact and
smile.

As Henry continues his lecture we float up through the glass
dome of the Aviary until we are soaring above the entire
Institute, up above the entire city of New York, up into the
clouds.

MARCEL DUPLANCHE (V.O.)

...and it is only by studying these
species in their natural
environment, by examining their
lifestyles and habitats, that we
can hope to understand how
beautifully unique one creature is
from another.

CUT TO BLACK.

